

Dated: 27th September, 2017

To

Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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Sub : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir/Madam,

Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company duly approved and adopted in the 11th Annual General Meeting of the Company held on Monday, 25th day of September, 2017 at 11:00 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010 is submitted please.

Thanking You,

For PTC India Financial Services Limited




Vishal Goyal
(Company Secretary)

Enclosed : as above

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



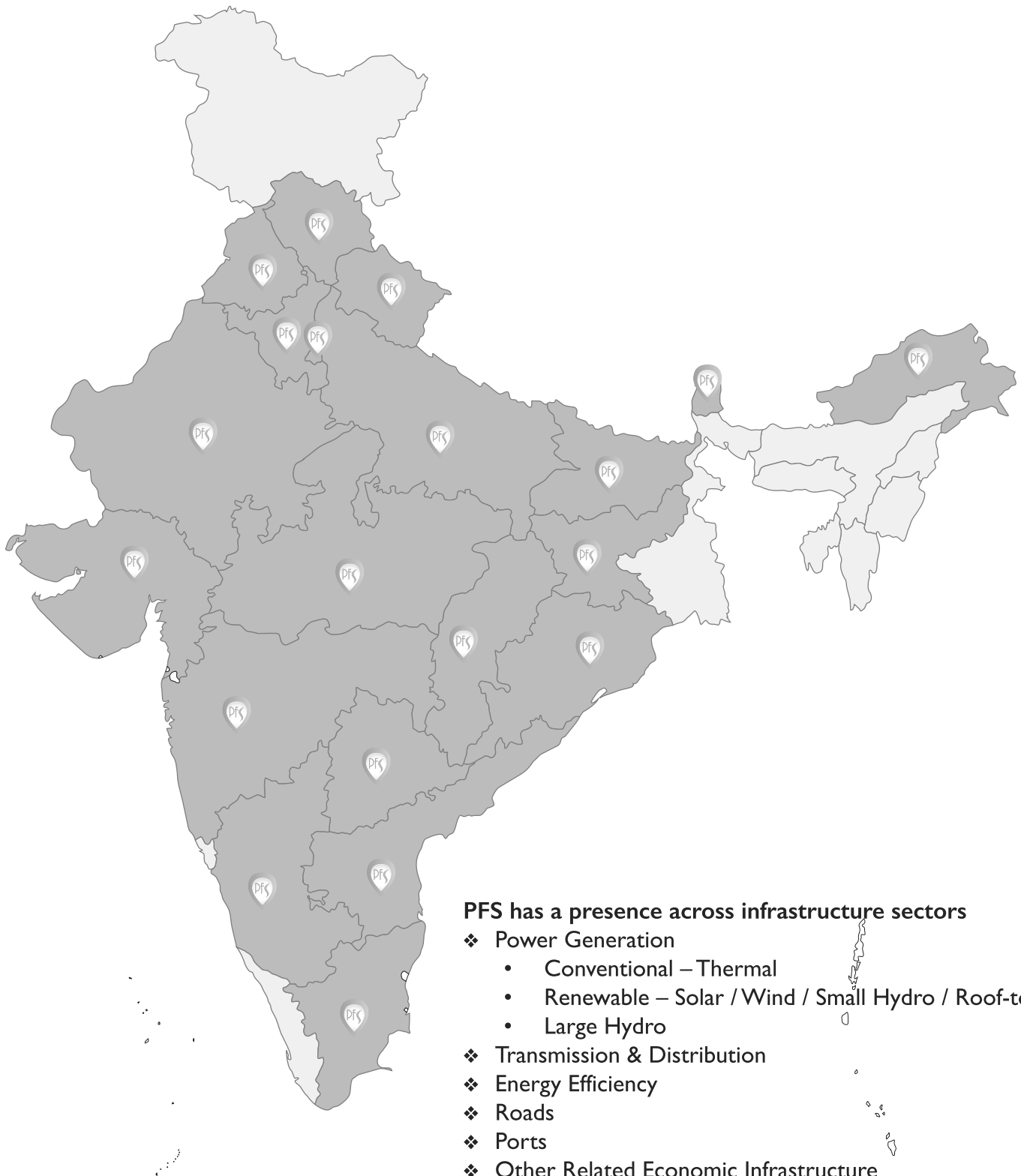
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11th Annual Report 2016-17

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- ❖ Roads
- ❖ Ports
- ❖ Other Related Economic Infrastructure

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Reference Information

Registered Office	: PTC India Financial Services Limited 7th Floor, Telephone Exchange Building 8, Bhikaji Cama Place New Delhi - 110 066 Tel : (011) 26737300, Fax : (011) 26737373
CIN	: L65999DL2006PLC153373
Company Secretary	: Mr. Vishal Goyal
Statutory Auditors	: Deloitte Haskins and Sells
Internal Auditors	: Grant Thornton India LLP
Shares are listed on	: National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
Depository	: National Securities Depository Limited Central Depository Services Limited
Registrar and Share Transfer Agent (for Equity and Bonds)	: Karvy Computershare Private Limited Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad – 500 032 Tel : (040) 67162222, Fax : (040) 23001153
Bankers	: Axis Bank Bank of India BNP Paribas Canara Bank Central Bank of India Corporation Bank Dena Bank HDFC Bank IDBI Bank Ltd. ICICI Bank Ltd. IndusInd Bank Oriental Bank of Commerce Punjab National Bank State Bank of India Syndicate Bank The Jammu & Kashmir Bank Union Bank of India Yes Bank
Debenture Trustee	: IDBI Trusteeship Services Limited Asian Building, Ground Floor 17 R. Kamani Marg, Ballard Estate Mumbai- 400001 Tel : (022) 40807000, Fax : (022) 66311776
Website	: www.ptcfinancial.com
E-mail	: complianceofficer@ptcfinancial.com info@ptcfinancial.com

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CIN: L65999DL2006PLC153373

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Tel: +91 11 26737300 / 26737400 Fax: 26737373

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

NOTICE OF 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th (Eleventh) Annual General Meeting of the Members of PTC India Financial Services Ltd. will be held on Monday, the 25th day of September, 2017 at 11 : 00 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010 to transact the following businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and report of Auditor's thereon.

2. To consider declaration of dividend for the Financial Year 2016-17

To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2016-17 as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, dividend at the rate of 15% (₹ 1.50 per equity share of ₹10/- each) be and is hereby declared for the financial year 2016-17, out of the profits of the Company on the 64,22,83,335 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on closing hours of 14th September, 2017."

3. To re-appoint Dr. Ashok Haldia (DIN: 00818489) 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 Dr. Ashok Haldia (DIN: 00818489) who retires by rotation and who is eligible for re-appointment as per his existing terms be and is hereby re-appointed."

4. To ratify the appointment of the Statutory Auditors and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Deloitte Haskins & Sells Chartered Accountants (ICAI Registration no.015125N), 7th Floor, Building 10B, DLF Cyber City Complex, DLF City Phase II, Gurgaon - 122002, as the Statutory Auditor of the Company for FY 2017-18 be and is hereby ratified and M/s Deloitte Haskins & Sells, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 12th Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and

take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

5. To appoint Shri Arun Kumar (DIN: 01853255) as Nominee Director

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Arun Kumar (DIN: 01853255) as Nominee Director of the Company 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), Shri Arun Kumar ((DIN: 01853255) who was appointed as Nominee (Additional) Director of PTC India Limited by the Board of Directors w.e.f. 30th September, 2016 and with respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To appoint Shri Kulamani Biswal (DIN: 03318539) as Nominee Director

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Kulamani Biswal (DIN: 03318539) as Nominee Director of the Company 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), Shri Kulamani Biswal (DIN: 03318539) who was appointed as Nominee (Additional) Director of PTC India Limited by the Board of Directors w.e.f. 8th May, 2017 and with respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. To appoint Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Rajib Kumar Mishra (DIN: 06836268) as Nominee Director of the Company 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), Dr. Rajib Kumar Mishra (DIN: 06836268) who was appointed as Nominee

(Additional) Director of PTC India Limited by the Board of Directors w.e.f. 23rd June, 2017 and with respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. To appoint Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the company be and is hereby accorded to the appointment of Dr. Pawan Singh (DIN: 00044987) as Whole- Time Director with designation as "Director", PFS for the period from 1st August, 2017 till 31st October, 2017 and his powers, responsibilities and terms of appointment as Whole- Time Director shall be decided by the Board or a Committee duly constituted by the Board from time to time. The Nomination and Remuneration Committee of the Company shall be authorized to take decisions on the total remuneration and perquisites, periodical increments/ Performance Related Pay etc. and settle all issues relating to remuneration of Dr. Pawan Singh.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts, deeds, matters and things as it may deem necessary, expedient and desirable for the purpose of giving effect this resolution including settling of any question regarding his appointment."

9. Increase in borrowing power of the Board of Directors of the Company.

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

"RESOLVED THAT in supersession of earlier resolution passed by the shareholders in their Annual General Meeting held on 26th September, 2014, and pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, the consent of the members be and is hereby accorded to the Board of Directors to borrow monies, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹30,000 crores over and above the limits as prescribed in that Section of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or MD & CEO or Whole time Director or Director(s) or any other officer of the Company or any other person."

10. Creation of security on the properties of the Company in favour of the lenders

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

"RESOLVED THAT in supersession of earlier resolution passed by the shareholders in their Annual General Meeting held on 26th September, 2014 and pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, consent of the Company be and is hereby accorded to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders of the Company including but not limited to Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these power to any Committee of Directors or MD & CEO or Whole-time Director or Director(s) or any other officer of the Company or any other person."

11. Issuance of Non-Convertible Debentures on private placement basis.

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

"RESOLVED THAT pursuant to Section 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as may be amended, from time to time, subject to the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the Stock Exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ' Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Company be and is hereby given to the Board for making offer(s) or Invitation(s) to subscribe to secured or unsecured redeemable Non-Convertible Securities including but not limited to Non-Convertible Debentures (NCDs) and Commercial Papers (CPs) to Financial Institutions, Mutual Funds, Banks, Bodies Corporate or any other persons etc., whether Indian or foreign, on private placement basis, in one or more tranches/series, on such terms and conditions as it may consider proper, up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹30,000 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate and decide upon the terms and conditions of issuance of NCDs, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things including but not limited to delegating of its one or more powers to any Committee of Directors or MD & CEO or Whole-time Director(s) or any other officer of the Company or any other person”.

By Order of the Board of Directors,
For **PTC India Financial Services Limited**

Sd/-
(Vishal Goyal)

Place: New Delhi
Date: 14th August, 2017

Company Secretary
M.No. A19124
Address: 7th Floor, Telephone Exchange Building,
8 Bhikaji Cama Place,
New Delhi-110066

Notes:

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM i.e. MGT-11 FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Any member who is entitled to vote on any resolution may make requisition to the Company in writing at least three days before the commencement of Annual General Meeting and such member can inspect the proxies during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of contracts or arrangements in which directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice and forms part of the notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the rules thereunder.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2017 to 25th September, 2017 (both days inclusive).
10. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made within 30 days from the date of declaration.
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 14th September, 2017.
 - 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 14th September, 2017.
11. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
12. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
13. 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.
14. 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 Karvy Computershare Pvt. 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.ptcfinancial.com.
15. The communication address of our Registrar and Share Transfer Agent (RTA) is M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli,, Financial District, Nanakramguda, Hyderabad – 500 008.
16. Members are requested to notify immediately any change of address and change in bank details etc.:
 - i) to their DP in respect of Shares held in dematerialized form
 - ii) to RTA i.e. M/s Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to RTA i.e. M/s Karvy Computershare Private Limited.
18. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested

to give their mandate in the form enclosed. Members are encouraged to utilize the Electronic Clearing System for receiving Dividends. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the RTA of the Company and correspond with then directly regarding share transfer/transmission/transposition, Demat/Remat, change of address, issue of duplicate share certificates, ECS and nomination facility. Further they are required to submit old certificates for exchange with split share certificate.

19. Members may also note that the Notice of 11th AGM and PFS Annual Report 2016-2017 will be available on the Company's website www.ptcfinancial.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
20. None of the Directors/KMPs of the Company is in anyways related to each other.
21. Members are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and/or change in address and bank account, to RTA, Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
22. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or Registrar & Transfer Agent alongwith relevant share certificates.
23. Members desirous of getting any information on any item(s) of business of this Meeting are requested to address their queries to Company Secretary of the Company at the registered office atleast 10 days prior to the date of the meeting, so that the information required can be made readily available at the Meeting.
24. The Company is not providing video conferencing facility for this meeting but the voting at the meeting shall be conducted through polling and polling papers will be made available in the meeting. Further, the members attending the meeting who have not already caste their voting by remote e-voting will be able to exercise their voting at the meeting. Moreover, the members who have caste vote through e-voting may attend the meeting but they are not eligible to vote in the meeting.
25. Members who wish to claim dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. Karvy Computershare Pvt. 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.
26. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means at the 11th AGM of the Company and the businesses as contained in this notice may be transacted through e-voting. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating e-voting for AGM.
27. (a) This Notice is being sent to all the members whose name appears as on 19th August, 2017 in the Register of members or beneficial owner as received from Karvy Computershare Private Limited (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 18th September, 2017 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.
28. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
29. The Annual Report 2016-2017, the Notice of 11th AGM and instructions for e-voting, along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
30. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents can not act on nay request directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
31. Non-Resident members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - (c) In terms of notification issued by Securities and Exchange Board of India (SEBI), equity shares if the Company are under compulsory demat trading by all investors. Members are therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
32. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 25th September, 2017.
33. Road map showing directions to reach the venue of the AGM is given at the end of this notice.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Members may cast their votes through electronics means by using an electronics voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned below:

The procedure and instructions for e-voting are as under:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on Attendance Slip/ Email forwarded through the electronic notice or physical copies sent by courier along with Annual Report and Notice calling the Annual General Meeting.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the E-voting Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact toll free No. 1-800-34-54001 for any further clarifications.
- iv) The e-voting period commences on 22nd September, 2017(9:00 am) and ends on 24th September, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, e-mail ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**PTC India Financial Services Ltd.**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution to vote, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/ Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xiv) If you are already registered with Karvy Computershare Private Limited (KCPL) for e-voting then you can use your existing user ID and password for casting your vote. 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)
- xv) Mr. Ashish Kapoor (Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall forward the consolidated report of total votes cast in favour or against through remote e-voting and voting at the venue of the AGM immediately. The Chairman shall within 48 hours of conclusion of AGM declare the result and such result along with the scrutinizer shall be displayed on the website of the Company and on the website of the agency.
- xvi) The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.ptcfinancial.com) and on Service Provider's website (https://evoting.karvy.com) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
- xvii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two persons not in the employment of the Company.
- xviii) At the venue of AGM, voting shall be done through ballot paper and the members attending the AGM, who have not casted their votes by Remote e-voting shall be entitled to cast their votes through ballot paper.
- xix) 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 venue of the AGM. If a member casts votes through Remote e-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.
- xx) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares on the cut-off date i.e 14th September, 2017, may obtain the User ID and password as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS : MYEPWD E-Voting Even Number+ Folio No. or DPID Client ID to 921993399.
 - b. If e-mail address or mobile number of the member is registered against folio no. DP ID, Client ID then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter folio no. or DP ID, Client ID and PAN to generate a password.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.5

Shri Arun Kumar aged about 61 years is a Science Graduate and Fellow member of Institute of Cost Accountants of India. He also holds a Post Graduate Diploma in I.T. and Management from Indian Institute of Public Administration, Delhi. He has a total of 41 years of experience, out of which more than 25 years is in the power sector. His experience has been in the areas of Corporate Finance, control functions, resource mobilization and investment management.

Subsequent to the last AGM, Shri Arun Kumar was appointed as Additional Director on the Board of the Company w.e.f 30th September, 2016 as Nominee of PTC India Ltd. and holds office upto the date of the ensuing AGM.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Arun Kumar as Non- Executive Director on the Board of the Company.

The above appointment of Shri Arun 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 Arun Kumar is annexed.

Shri Arun Kumar has confirmed that he is not disqualified from being appointed as Director under Section 164 of Companies Act, 2013 and given his consent to act as Director.

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

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in appointment of Shri Arun Kumar except him. The Board recommends the resolution as set out in item no. 5 of the notice for approval of the shareholders.

Item no.6

Shri Kulamani Biswal aged about 56 years is holding the position of Director (Fin.) in NTPC Limited (NTPC). Subsequent to the last AGM, Shri Kulamani Biswal was appointed as Additional Director on the Board of the Company w.e.f 8th May, 2017 as Nominee of PTC India Ltd. and holds office upto the date of the ensuing AGM.

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

The above appointment of Shri Kulamani 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 Kulamani Biswal is annexed.

Shri Biswal has confirmed that he is not disqualified from being appointed as Director under Section 164 of Companies Act, 2013 and given his consent to act as Director.

Shri Biswal does not have any shareholding in the Company.

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in appointment of Shri Kulamani Biswal except him. The Board recommends the resolution as set out in item no. 6 of the notice for approval of the shareholders.

Item no.7

Dr. Rajib Kumar Mishra aged about 54 years is Ph. D (Business Admin.) from Aligarh Muslim University. He was accorded Visiting Scholar status by University of Texas, Austin in 2008 for his Post-doc research. He graduated

in Electrical Engineering from NIT, Durgapur and did his post graduation from NTNU, Norway under NORAD Fellowship. Subsequent to the last AGM, Dr. Rajib Kumar Mishra was appointed as Additional Director on the Board of the Company w.e.f 23rd June, 2017 as Nominee of PTC India Ltd. and holds office upto the date of the ensuing AGM.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Dr. Rajib Kumar Mishra as Non- Executive Director on the Board of the Company.

The above appointment of Dr. Rajib Kumar Mishra, 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 Dr. Rajib Kumar Mishra is annexed.

Dr. Rajib Kumar Mishra has confirmed that he is not disqualified from being appointed as Director under Section 164 of Companies Act, 2013 and given his consent to act as Director.

Dr. Rajib Kumar Mishra does not have any shareholding in the Company.

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in appointment of Dr. Rajib Kumar Mishra except him. The Board recommends the resolution as set out in item no. 7 of the notice for approval of the shareholders.

Item No. 8

Consequent to the completion of tenure of Dr. Pawan Singh as Whole Time Director on 31st July, 2017, the Board of Directors has re-appointed him as a Director in terms of Section 196 of the Companies Act, 2013 till 31st October 2017, based on the recommendation of Nomination & Remuneration Committee, in view of certain aspects under consideration of a Committee of the Board. Accordingly, the Board recommends the Shareholders to approve his re-appointment until 31st October 2017.

Dr. Pawan Singh was member of the IRAS and holds MBA and Ph.D. in infrastructure finance and has more than 30 year of experience in financing including infrastructure finance. He has handled high/Board level responsibilities in all areas of power sector value chain i.e. generation, transmission, distribution and financing. He has been responsible for turn around of power companies from loss making to dividend paying.

Present compensation of Dr. Pawan Singh is ₹54.85 lacs p.a., plus car and other benefits which are admissible to the Board level posts in PFS. The total remuneration shall be subject to the applicable provisions relating to remuneration as specified under the Companies Act, 2013.

The Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/performance related pay, etc of Dr. Pawan Singh and settle all issues relating to his remuneration. Brief profile and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith.

Dr. Pawan Singh does not have any shareholding in the Company.

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in appointment of Dr. Pawan Singh except him. The Board recommends the resolution for approval of the shareholders

Item No. 9 & 10

The shareholders of the Company had, in their meeting held on 26th September, 2014 increased the borrowing limits of the Company and authorized the Board of Directors to borrow funds, from time to time, for the business of the Company,

up to an amount, the aggregate outstanding of which should not exceed, at any given time, ₹15,000 crores and to create charge on properties of the Company to secure the repayments of the borrowings. Keeping in view, additional fund requirements of the Company, the Board of Directors had, in its meeting held on 9th August, 2017, considered and approved, subject to the approval of the shareholders, increasing the borrowing limits of the Company to ₹30,000 crores and creation of security on the properties of the Company and recommends Resolution no. 10 & 11 of the accompanying Notice to the shareholders for their approval by way of special resolution. Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, approval of the shareholders by way of special resolution is required to authorize the Board of Directors to borrow monies up to the said limits and create security in respect thereof.

The Board recommends passing of this resolution in the interest of the Company. None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors and KMP is in any way concerned or interested in the proposed resolution.

Item No. 11

Given the Company's future growth plans the Board considers it necessary to augment the long term resources of the Company through issuance of Non-Convertible Securities, including but not Limited to Non-Convertible Debentures (NCDs) and Commercial Papers (CPs) which has better acceptability in the market and is very competitive. In view of the same, the Board of Directors has, in its meeting held on 9th August, 2017, considered and approved, subject to the approval of shareholders, issuance of secured/unsecured redeemable Non-Convertible Securities including but not Limited to Non-Convertible Debentures (NCDs), and Commercial Papers (CPs) in one or more tranches/series, up to an amount, the aggregate outstanding of which, at any given time, should not exceed ₹30,000 crores on private placement basis.

The Non-Convertible Securities to be issued, from time to time, in terms of the said Resolution will be within the overall borrowing limits as may be approved by shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013. In terms of Section 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 any offer or invitation for subscription of Non-Convertible Securities to be issued by the Company on private placement basis requires prior approval of Shareholders by way of special resolution. Approval of the shareholders of the Company will be valid for one year for all the offers or invitations for Non-Convertible Securities to be made during the said year.

The pricing of Non-Convertible Securities will depend primarily upon the then prevailing market conditions and regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorised in this regard.

None of the Directors or key Managerial Personnel and/or their relatives are in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors believes that the proposed offer will be in the best interest of the Company and recommends the resolution for the consideration and approval of the shareholders.

By Order of the Board of Directors,
For PTC India Financial Services Limited

Place: New Delhi
Date: 14th August, 2017

Sd/-
(Vishal Goyal)
Company Secretary

Brief Profile of Directors seeking Appointment/Re-appointment at the 11th Annual General Meeting in pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set forth as below:-

Name	Shri Arun Kumar	Shri Kulamani Biswal	Dr. Rajib Kumar Mishra	Dr. Pawan Singh
Date of birth	13/12/1955	09/04/1961	01/03/1963	19/10/1961
DIN No.	01853255	03318539	06836268	0004987
Date of appointment/ re-appointment	30/09/2016	08/05/2017	23/06/2017	01/08/2017
Qualification	Science Graduate and Fellow member of Institute of Cost Accountants of India and holds a Post Graduate Diploma in I.T. and Management from Indian Institute of Public Administration, Delhi	Commerce Graduate from Utkal University and is a fellow in Cost Accountancy along with having distinct professional qualifications of MBA from New Port University, California, USA; LLB from Sambalpur University and Diploma in Financial Management from IGNOU	PhD (Business Admin.) from Aligarh Muslim University	Member of the IRAS and holds MBA and Ph.D. in Management
Details of remuneration sought to be paid	NA	NA	NA	NA
Nationality	INDIAN	INDIAN	INDIAN	INDIAN
Experience	More than 30 years	More than 30 years	More than 30 years	More than 30 years
Expertise in specific functional areas	Power sector	Power sector	Power Sector	Power Sector
Date of first appointment on the Board of the Company	30/09/2016	08/05/2017	23/06/2017	01/08/2017
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Nominee Director	Nominee Director	Nominee Director	Details given in the Explanatory Statement to the Notice of AGM
Last drawn remuneration, if applicable	NA	NA	NA	Details given in Board Report
Details of remuneration sought to be paid	NA	NA	NA	Details given in the Explanatory Statement to the Notice of AGM
No. of Board meetings attended during the year 2016-17	Details given in Corporate Governance report	NA	NA	Details given in Corporate Governance report
Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee Membership/ Chairmanship of Committees in the Companies	1. PTC India Limited 2. PTC Energy Limited 3. Teesta Urija Limited	1. NTPC Limited 2. Meja Urija Nigam Private Limited 3. NTPC Electric Supply Company Limited 4. NTPC Vidyut Vyapar Nigam Limited 5. PTC India Limited 6. Patratu Vidyut Utpadan Nigam Limited 7. Bangladesh-India Friendship Power Company Private Limited	1. PTC India Limited 2. PTC Energy Limited	1. IIFCL Asset Management Company Limited
Number of Shares held in the company	NIL	NIL	NIL	NIL
Relationship with other directors, Manager, key managerial personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company

PTC India Financial Services Limited BOARD'S REPORT

BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 11th Annual Report together with the Audited Financial Statements of PTC India Financial Services Limited ("the Company" or "PFS") for the financial year ended March 31, 2017.

1. Financial Performance

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

	(₹ in millions)	
	FY2016-17	FY2015-16
Total Income	13,518.81	11,869.29
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	11,767.53	10,658.47
Finance Charges	6,446.93	5,301.08
Depreciation and amortization	33.78	42.96
Provision for Income Tax (including for earlier years)	1,833.49	1,403.46
Net Profit/(Loss) After Tax	3,453.33	3,910.97
Profit/(Loss) brought forward from previous year	-	-
Amount transferred consequent to Scheme of Merger	-	-
Profit/(Loss) carried to Balance Sheet	3,453.33	3,910.97

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

The operational and financial performance significantly improved during the year and was robust. The interest income for the FY 2016-17 increased by 21% to ₹11,136.92 million as compared to ₹9,214.08 million during 2015-16. The composition of total revenue witnessed a change during the year. The Company earned an amount of ₹1,426.07 million during the year by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16. The profit from sale of investments accounted for about 11% of the total income as compared to 17% during the previous year. The share of interest income in the total income increased to 82% during FY2016-17 as compared to 78% during FY2015-16.

The operational costs also increased during the year. The finance charges for FY2016-17 increased by about 22% to ₹6,446.93 million as compared to ₹5,301.08 million during 2015-16. The finance charges for FY2016-17 include amortization of foreign currency translation aggregating to ₹144.08 million compared to ₹228.72 million during 2015-16. The operational and financial parameters remained healthy during the year. The overall yield on loan assets for FY2016-17 stood at 12.10%, whereas cost of borrowed funds reduced to 8.79% during FY2016-17 compared to 9.05% in FY2015-16. The return on net worth is about 18.69% during FY2016-17.

The profit before tax (PBT) for FY2016-17 stood at ₹5,286.81 million compared to ₹5,314.43 million during 2015-16. It may be mentioned that during FY2016-17, the company earned a profit of ₹1,426.07 million by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16. The profit after tax (PAT) for FY2016-17 stood at ₹3,453.33 million.

2. Summary of Operations and State of Company's Affairs

The debt assistance sanctioned to various projects during 2016-17 increased by 58% and aggregated to ₹102,970 million compared to ₹65,283 million in 2015-16. The disbursements also maintained an upward trend during FY2016-17 and fund based disbursements increased by about 18%. However, the disbursements pattern saw a shift during the year as a result of increased action in the solar power based projects. These projects are opting for non-fund based disbursements in form of letter of comfort and are able to get suppliers credit for the imports made. The fund based disbursements increased by 18% to ₹41,787 million during 2016-2017 compared to ₹35,550 million during 2015-16 and the Non fund based disbursements aggregated to ₹14,590 million during FY2016-17. The gross portfolio stood at ₹123,420 million as at 31st March 2017 as compared to ₹89,070 million as at the end of FY2015-16. The fund based portfolio stood at ₹106,100 million as at 31st March 2017 as compared to ₹86,340 million as at 31st March 2016 and the non fund based portfolio stood at ₹17,320 million as at 31st March 2017 as against ₹2,730 million as at 31st March 2016. The outstanding equity investments by the Company aggregated to another ₹2,086 million as at the year end. The cumulative aggregate debt assistance sanctioned by the Company as at 31st March 2017 aggregated to ₹205,100 million. The composition of the debt sanctioned by the Company is also witnessing a change with renewable projects comprising about 63% of the aggregate debt sanctioned by the Company as at 31st March 2017. The renewable projects accounted for about 78% of the total debt sanctioned during FY2016-17. The Company continues to explore and look for attractive opportunities in other areas for further diversification of its portfolio and has forayed into power transmission projects, energy efficiency projects, annuity based road project in addition to private railway sidings, and development & operation of coal mines etc. These constitute about 21% of the total sanction made during FY2016-17.

The financial assistance sanctioned by PFS would help in capacity addition of close to 18,000 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2017, the renewable portfolio constitutes the highest proportion in the outstanding loan book at around 53%, thermal projects constitute about 23%.

The power sector is witnessing stress particularly in case of thermal projects. Several thermal projects in the country (both operational and under construction) are facing challenges related to fuel price and availability, power tariff, time and cost overruns alongwith equity infusion by promoters specially in case of under construction projects. PFS is also faced with challenges in respect of such projects. As at 31st March 2017, the non-performing loans portfolio stood at ₹5,847 million and projects having aggregate loan outstanding of ₹8,519 million faced delays in commencement of commercial operations and have been classified as Standard Restructured. The Company continues to regularly monitor the progress and operations of the assisted projects through its comprehensive project monitoring mechanism.

3. Industry Scenario

India's power sector continues to be a critical enabler for economic growth and welfare. It is one of the most diversified power sector in the world and the sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. The sector is undergoing a significant change that is redefining the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the

country. At the same time, the competitive intensity is increasing at both the market and supply sides

The Government of India has identified power sector as a key sector of focus so as to promote sustained industrial growth. The sector has tremendous investment potential, thereby providing immense opportunities in power generation, distribution, transmission, and equipment. India has set an ambitious plan to add 175 GW of renewable energy generation capacity by 2022 and is being counted globally as a country leading investments in renewable energy.

4. Outlook

The Indian economy is under a transformational change led by the Union Government. The power sector has always been the lifeline of the economy and is one of the prime drivers of economic growth and social development. The development of power sector has been given due importance in the national planning and resource allocation process. The private participation in the sector is continuously increasing, thereby indicating confidence and support. The sector is receiving attention at the topmost level and as a result of persistent efforts, Moody's has upgraded the outlook for India's power sector to stable from negative. The total installed capacity in the country crossed the 325 GW mark as at 31st March 2017. The renewable power sector saw record capacity additions during FY2017. The total generation capacity addition in respect of renewable projects aggregated to about 11 GW during FY2017 surpassing the capacity addition in thermal sector. The renewable capacity is poised to see further capacity additions in line with the Government's vision of installed capacity of 175GW by 2022. In addition to renewable sector, other areas such as power transmission, roads and highways, ports etc. are also witnessing action. Infrastructure sector is the key driver for the economy and possesses the potential for propelling overall development of the country. The sector continues to enjoy focus from Government both in terms of policy related initiatives and development of infrastructure in the country. New projects are being undertaken and government is poised to ensure all round development of the infrastructure sector of the country.

PFS focuses on attractive opportunities across the infrastructure sector especially the renewable energy projects. The aggregate debt sanctioned by the Company has crossed ₹20,000 crore mark and the portfolio has crossed ₹12,000 crore mark as at 31st March 2017. The power sector holds tremendous investment potential and requires huge investment. PFS, is devoted to meet the challenges to take advantages of the potential opportunities. The Company is focused on attractive opportunities across the infrastructure sector and constantly eyes opportunities in the sector. The Company expects the growth momentum to continue. The debt commitments and disbursements have been robust during the year, thereby maintaining the increasing trend. The trend of non-fund based disbursements has been increasingly witnessed during the year as solar projects are getting suppliers' credit for the imports and are in turn opting for letter of comfort facility during such credit period. The Company continues to explore opportunities in other related infrastructure.

PFS believes that the development activities and the interest in the renewable area offers good potential and the Company continues to evaluate business proposals for these projects in line with the developments taking place in the sector and the initiatives undertaken at the government level.

The power and infrastructure sector is witnessing stress and several projects in the country (both operational and under construction) are facing challenges. The Company is continuously engaged in resolution of such loans and is working proactively with the consortium members. Regular lenders' meetings are conducted, detailed feedback obtained from lenders' independent engineers and financial advisors to see that project development activities may be continued unhindered. Discussions are held with promoters' and other stakeholders to work out a financially viable solution. The Company also engages consultants / professional

agencies for working out effective solution / resolution for such cases. The Company continues to partner with credible players in the industry.

5. Net Owned Funds and Earnings Per Share (EPS)

The Net Owned Funds of the Company aggregated to ₹23,918.88 million as at 31st March 2017 and the total Capital Funds aggregated to ₹24,879.95 million as at that date. The percentage of aggregate risk weighted assets on balance sheet and risk adjusted value of off balance sheet items to net owned funds is 24.09% as at 31st March 2017. During the year, Company raised a sum of ₹3,087.70 million by way of Preferential Allotment of equity shares to PTC India Limited, the Holding Company.

EPS of the Company for the year ended 31.03.2017 stands at ₹ 5.86 per share in comparison to ₹ 6.96 per share for the year ended 31.03.2016. It may be noted that during the year, the no. of shares and the paid up share capital of the Company increased and the Company earned an amount of ₹1,426.07 million by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16 which had a bearing on the earnings per share for the year.

6. Reserves

Out of the profits earned during the financial year 2016-17, the Company has transferred an amount of ₹690.67 million to Statutory Reserve in accordance with the requirements of Section 45-IC of the Reserve Bank of India Act, 1934. During 2016-17, the Company has also appropriated an amount of ₹708.98 million to the reserve created under Section 36(i) (viii) of the Income Tax Act, 1961 in order to achieve tax efficiencies.

7. Dividend

Based on Company's performance, the Board of Directors are pleased to recommend for your consideration and approval, a dividend at the rate of 15% (which is higher by 25% from the last year) i.e. ₹1.50/- per equity share of ₹10/- for the FY 2016-2017. The dividend on equity shares, if approved by the members at ensuing Annual General Meeting, would involve the cash outflow of ₹1,159.56 million including dividend distribution tax amounting to ₹196.13 million.

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

8. Fixed Deposits/Public Deposits

Your Company has not accepted any deposits during the year from public in terms of provisions of Companies Act, 2013. Further, at the end of the year, there were no unclaimed, unpaid or overdue deposits.

9. Capital adequacy ratio

The Capital Adequacy Ratio as on 31st March 2017 stood at 24.09% compared to 21.77% as on 31st March, 2016. No adverse material changes affecting the financial position of the Company have occurred during the financial year.

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

There have 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 statements relates (i.e. March 31, 2017) and the date of the report. No adverse Material changes affecting the financial position of the Company have occurred during the Financial Year.

11. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

12. Capital/ Finance

During the period under review, the Company has made the preferential allotment of 8,02,00,000 equity shares to PTC India Limited (Promoter Company) on a price of ₹ 38.50 /- per share (including security premium of ₹ 28.50/- per share).

The paid up share capital of the Company as at 31st March 2017 aggregates to ₹6422.83 million comprising of 64,22,83,335 equity shares of ₹10 each fully paid up. PTC India Limited holds 64.99% of the paid up share capital of the Company as at 31st March 2017. The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

13. Extract of Annual Return

As provided under 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 given in **Annexure – I in the prescribed Form MGT-9**, which forms part of this report.

14. Directors and Key Managerial Personnel

In accordance with provisions of the Companies Act, 2013 and Articles of Association of the Company, Dr. Ashok Hdalia, MD & CEO of the Company shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Details of changes in the composition of Board during the period under review has been specifically mentioned in the report on the Corporate Governance which is annexed with this report.

15. Dividend Distribution Policy

As per regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken in to account by the Board while determining the distribution of dividend to its shareholder. The policy is enclosed as **Annexure—II** to the Board Report and is also available on Company's website, at :

<http://www.ptcfinancial.com/upload/pdf/Dividend%20Distribution%20Policy-PFS.pdf>

16. Details of Board meetings

Twelve Board Meetings were held during the financial year ended on 31st March, 2017 and gap between two meetings did not exceed one hundred twenty days, details of which are given below:

Sl. No.	Date of the meeting	No. of Directors attended the meeting
1	12 th May, 2016	9
2	8 th July, 2016	10
3	12 th August, 2016	9
4	26 th September, 2016	9
5	30 th September, 2016	9
6	19 th October, 2016	9
7	8 th November, 2016	10
8	27 th December, 2016	7
9	30 th January, 2017	8
10	13 th February, 2017	6
11	16 th March, 2017	8
12	31 st March, 2017	8

Further, the attendance of each director is more specifically mentioned in the report on the Corporate Governance which is annexed with this report.

17. Committees of Board

The Company's Board has the following Committees:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Asset Liability Management Committee
- 4) Risk Management Committee
- 5) Stakeholders' Relationship Committee
- 6) Corporate Social Responsibility Committee
- 7) Committee of Directors for Bond issuance
- 8) Investment Committee

The details of the Committees, their meetings and other disclosures are mentioned in the corporate governance report which forms part of this report.

18. Corporate Social Responsibility

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

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

The objective of PFS'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, PFS shall undertake the CSR activities as specified under the Companies Act, 2013. The composition and other disclosures are mentioned in the corporate governance report which forms part of this report.

The report on CSR activities/initiatives is enclosed at **Annexure III** and is also available at website of the Company, at http://www.ptcfinancial.com/upload/pdf/corporate_social_responsibility_policy.pdf

19. 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 Regulations, the Company has established a mechanism called 'Whistle Blower Policy' for employees to report to the management 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 complaint has been received.

The Whistle Blower policy is available at http://www.ptcfinancial.com/upload/pdf/whistle_blower_policy.pdf

20. Directors' Responsibility Statement

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 read with section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (e) 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.

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

M/s. Deloitte Haskins & Sells, Chartered Accountants were ratified in the last Annual General Meeting of the Company as statutory auditors of the Company for FY 2016-17 by the shareholders and shall hold office upto the conclusion of the forthcoming Annual General Meeting.

The Auditors have audited the Accounts of the Company for the year ended 31st March 2017. Audited Financial Statements (both standalone and consolidated) comprising Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the cash flow Statement along with a summary of significant accounting policies & other explanatory information together with Auditor's Report thereon are annexed to this report. The Auditors' Report does not contain any qualification, reservation or adverse mark.

Further, the Auditors of the Company while performing their duties as such has not found any fraud which was required to be reported to the Board of Director or Central Government.

The Board of Directors has recommended the ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors of the Company for FY 2017-18 to shareholders in the ensuing annual general meeting.

22. Secretarial audit

Pursuant to provisions of Section 204 of Companies Act, 2013 and rules mentioned thereto, the Board of Directors of the Company appointed M/s. Agarwal S. and Associates, Practicing Company Secretary, to conduct the Secretarial Audit of records and documents of the Company. The Secretarial Audit Report is enclosed as **Annexure IV**. The observations set out in Secretarial Audit report and its reply of the same is as under:-

Observation by Secretarial Auditor	Reply by the Company
"We further report that the Board of Directors of the Company is not duly constituted in terms of Regulation 17 (1) (b) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 atleast half of the Board of Directors should comprise of Independent Directors. However, the Company was compliant in terms of provisions under Section 149 (4) of the Companies Act, 2013 as out of 8 Board of Directors there were 3 Independent Directors on the Board of Company. 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."	PFS has initiated the process and same shall be complied in due course.

23. Related party transactions

During the financial year 2016-2017, the Company has not entered into any other related party transactions which attracts the provision of Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations 2015. The details of transactions entered into with the Related Parties is given in schedule no. 29 of the Audited Accounts of the Company. During the year, the Company had not entered into 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://ptcfincial.com/statutory_policies/20150629_Policy_materiality_of_Related_Party_Transactions.pdf

Further, all the transactions are made in the ordinary course of business and on arm's length basis.

Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - V** in Form AOC-2 and the same forms part of this report.

24. Human Resources

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A holistic assessment of manpower needs led to fresh recruitment at various level. A number of individual employee specific, group of employee specific and organisational wise programs that provide focused people attention are currently underway. Your Company's thrust is on the development of talent internally through job enlargement, rotation and development.

25. 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. Risk Management Policy

PFS has put in place a comprehensive policy framework for management of risks. These are currently under holistic review with the help of CRISIL for enabling comprehensive integrated risk management system. The policies include -

- **Risk Management Policy:** - The risk management policy provides a framework for credit risk management as well as operational risk management. The framework for Credit risk management provides for identification and assessment of credit risk, assessment and management of portfolio credit risk, and risk monitoring and control. The issues relating to the establishment of exposure limits for various categories, for example, based on geographical regions, fuel specific, industry and rating are also covered. It also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals. The framework for operational risk management recognizes the need to understand the operational risks in general, and those in specific activities of the Company. Operational risk management is understood as a systematic approach to manage such risk. It seeks to standardize the process of identifying new risks and designing appropriate controls for these risks, minimize losses and customer dissatisfaction due to possible failure in processes.
- **Asset Liability Management Policy :-** The objectives of Asset Liability Management Policy are to align market risk management with overall strategic objectives, articulate current interest rate

view and determine pricing, mix and maturity profile of assets and liabilities. The asset liability management policy involves preparation and analysis of liquidity gap reports and ensuring preventive and corrective measures. It also addresses the interest rate risk by providing for duration gap analysis and control by providing limits to the gaps.

- **Foreign Exchange Risk Management Policy:** - The policy covers the management of foreign exchange risk related to existing and future foreign currency loans or any other foreign exchange risks derived from borrowing and lending. The objective of the policy is to serve as a guideline for transactions to be undertaken for hedging of foreign exchange related risks. It also provides guiding parameters within which the Asset Liability Management Committee can take decisions for managing the above mentioned risks.
- **Interest Rate Policy:** - Interest rate policy provides for risk based pricing of the debt financing by the Company. It provides the basis of pricing the debt and the manner in which it can be structured to manage credit risk, interest rate risk and liquidity risk, while remaining competitive.
- **Policy for Investment of Surplus Funds:** - The policy of investment of surplus funds i.e. treasury policy provides the framework for managing investment of surplus funds. Realizing that the purpose of mobilization of resources in the Company is to finance equity as well as loans to power sector projects, the prime focus is to deploy surplus funds with a view to ensure that the capital is not eroded and that surplus funds earn optimal returns.
- **Operational Risk Management Policy:** - The operational risk management policy recognizes the need to understand the operational risks in general and those in specific activities of the Company. Operational risk management is not understood as a process of eliminating such risk but as a systematic approach to manage such risk. It seeks to standardize the process of identifying new risks and designing appropriate controls for these risks, minimize losses and customer dissatisfaction due to possible failure in processes.

27. Employees' Stock Option Scheme

Shareholders' approval was obtained at the Annual General Meeting held on 27th October 2008 for introduction of Employee Stock Option Plan at PTC India Financial Services Ltd. All the ESOPs made under the Employees' Stock Option Scheme-2008, have been surrendered and as on date no claim is outstanding.

28. Declaration given by independent directors

Mr. Ved Kumar Jain, Mrs. Pravin Tripathi and Mr. Harbans Lal Bajaj are Independent Directors on the Board of your Company as on date of this report. In the opinion of the Board and based upon the declaration furnished by the said Independent Directors, they fulfill the conditions specified in section 149 of the Companies Act, 2013 and the Rules made thereunder Regulation 25 of Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations 2015 about their status as Independent Directors of the Company.

29. Company's policy on appointment and remuneration of Senior Management and KMPs

As per the requirements of the Companies Act 2013, the Board of Directors of your 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.

The Policy of the Company on Nomination and Remuneration & Board Diversity is attached herewith and marked as **Annexure – VI**.

30. Formal Annual Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

The Company pays performance linked remuneration to its WTDs/MD. It is ensured that the remuneration is determined in a way that there exists a fine balance between fixed and incentive pay. On the basis of Policy for Performance Evaluation of Independent Directors, a process of evaluation is being followed by the Board for its own performance and that of its Committees and individual Directors. The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on need basis, and the Committee may periodically seek independent external advice in relation to the process. The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination & Remuneration Committee.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

31. Disclosure under the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013

A group level 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 on 31st March, 2017.

32. Internal financial controls and Internal Auditor

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. The Company has appointed M/s Grant Thornton India LLP as Internal Auditors of the Company. To maintain its objectivity and independence, the Internal Auditor reports to the Audit Committee. The Audit Committee has the responsibility for establishing the audit objectives and determines the nature, timing and extent of audit procedures as well as the locations where the work needs to be carried out.

The Internal Auditor monitors and evaluates the efficacy & adequacy of internal financial controls & internal control system in the Company that has been put in place to mitigate the risks faced by the organization and thereby achieve its business objective. Broadly the objectives of the project assigned are:-

- Review the adequacy and effectiveness of the transaction controls;
- Review the operation of the Control Supervisory Mechanisms;
- Recommend improvements in processes management;
- Review the compliance with operating systems, accounting procedures and policies

The internal control and compliance is on ongoing process. Based on the findings and report of internal auditor, process owners undertake corrective action that may be required in their respective areas for further strengthening the controls and control environment. Significant audit observations and corrective actions thereon are presented to the Audit Committee. The internal auditors also independently carry out the design evaluation and testing of controls related to requirements of Internal Financial Controls. The evaluation of design effectiveness and testing of controls for various business activities, processes and sub processes was carried out and found satisfactory.

33. Cost Auditors

Cost Audit is not applicable to the Company.

34. Holding, Subsidiaries, Associates and Joint Ventures

Your Company continues to be the subsidiary of PTC India Limited (PTC). Further, the Company has two associate companies namely M/s. R.S. India Wind Energy Private Limited and M/s. Varam Bio Energy Private Limited. The statement of company's associate companies is given in Form AOC-1 as **Annexure – VII**.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website following link:

link:http://www.ptcfinancial.com/upload/pdf/20150629_Policy_on_determining_Material_Subsiaries.pdf

35. Management Discussion and Analysis

Management Discussion and Analysis comprising an overview of the financial results, operations / performance and the future prospects of the Company form part of this Annual Report.

36. Business Responsibility Report

Pursuant to the Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report describing the initiatives taken by the

Company from an environmental, social and governance perspective in the format as specified by the SEBI is given as **Annexure- VIII**.

37. Particulars of Employees

- A. The information pertaining to the remuneration and other details as required under Section 197 of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:
- a. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17; (₹ in Lacs)

Name of Director	Director's Remuneration	Median Remuneration of employees	Ratio
Dr. Ashok Haldia	97.10	17.16	5.66 times
Dr Pawan Singh	75.65	17.16	4.41 times

- b. the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name	%age Increase
Dr. Ashok Haldia*	11.00%
Dr Pawan Singh#	11.00%
Vishal Goyal	10.70%

* excluding the impact of leave encashment made during FY 2016-17 in respect of accumulated leave to the credit

excluding the impact of arrear of salary paid during FY 2015-16

- c. The median remuneration of the employees has increased to ₹17.16 lakhs during FY 2016-17 from ₹14.08 lakhs during FY 2015-16.
- d. 45 permanent employees are on the rolls of Company;
- e. The average percentile increase in the salary of employees other than the managerial personnel is from ₹18.18 lakhs in FY 2015-16 to ₹19.44 lakhs in FY 2016-17, resulting in an increase of 6.93%. Whereas, the average percentile increase in the managerial remuneration is from ₹ 77.23 lakhs in FY 2015-16 to ₹ 86.38 lakhs in FY 2016-17 resulting in increase of 11.85% (excluding remuneration paid to Sh. Rajender Mohan Malla during FY 2015-16 for 1.5 months upto his superannuation with effect from 15th May 2015).

As per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is Annexed as **Annexure – IX**.

B. Particulars of Top 10 employees in terms of remuneration

Sl. No.	Name & Designation	Nature of Employment	Remuneration Received (amount in ₹)	Qualification and Experience	Date of Commencement of Employment in the Company	Age	Last Employment	Number of shares held in the Company	If relative of any director or manager, name of such director or manager
1	Dr. Ashok Haldia	Fixed Term	97,10,479	M.Com. Ph D, CA, CS, ICWA/ 37 years	13.08.2008	60 yrs 6 months	The Secretary in The Institute of Chartered Accountants of India	Nil	NA
2	Dr. Pawan Singh	Fixed Term	75,65,167	MBA, Ph D/ 34 years	01.02.2012	55 yrs 5 months	Dir-F in Indraprastha Power Generation Co Ltd, Pragati Power Corpn Ltd	Nil	NA
3	Vijay Singh Bisht	Regular	58,44,586	BE & MBA/ 30 years	01.08.2008	54 years	DGM in PFC	100	NA
4	Sitesh Kumar Sinha	Regular	54,89,024	B.E & PGDBM/ 19 years	22.03.2011	41 years 3 months	Design Engineer in Lahmeyer International (India) Pvt Ltd	Nil	NA
5	Gaurav Kaushik	Regular	45,29,467	B.Com & CA /13 years	01.06.2011	37 years	Manager in Lovelock & Lewes, Chartered Accountants	Nil	NA
6	Vishal Goyal	Regular	37,23,444	CS, LLB & MBA/ 13 years	25.02.2008	36 yrs 8 months	Company Secretary cum Fin. Manager in International Print -O- Pac Ltd.	Nil	NA
7	Rakesh Kalsi	Regular	35,81,091	BE & MBA/ 11 years	16.08.2010	36 years 4 months	Dy Manager in Feedback Ventures Pvt. Ltd.	Nil	NA
8	Devesh Singh	Regular	34,99,480	B.Com & MBA/ 12 years	03.10.2011	38 years	Manager in PTC India	Nil	NA
9	Saurabh Kaura	Regular	34,14,142	B.E & PGDISEM/ 8 years 8 months	27.06.2011	32 years 5 months	Manager in InRhythm Energy Solutions	300	NA
10	Shray Kumar Shikhar	Regular	30,71,627	BE & PGDBM/ 14 years 8 months	15.10.2015	37 years	Manager in Sembcorp Green Infra	Nil	NA

C. No employees who was in receipt of remuneration of not less than one crore and two lakh rupees if employed throughout the year or eight lakh and fifty thousand per month in case employed for part of the year

D. It is affirmed that:-

- The remuneration is as per the remuneration policy of the company; and
- There was no employee in the Company who was in receipt of the remuneration more than that of its managing director/ whole time director and holds by himself or through his/ her relatives not less than two percent of equity shares.

38. Details of conservation of energy, technology absorption

Since PFS is engaged in business of investment and lending activities, particulars relating to conservation of energy and technology absorption are not applicable to it.

39. Foreign Exchange earnings & outgo

The Company has incurred expenditure of ₹217.93 million (previous year ₹215.34 million) in foreign exchange during the financial year ended 31st March 2017. This includes interest on external commercial borrowings amounting to ₹211.12 million (previous year ₹148.07 million).

40. Significant and material orders

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

41. Transfer of Amounts to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has

already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e.28th September, 2016), with the Ministry of Corporate Affairs.

42. General

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

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

43. Acknowledgement

The Board of Directors acknowledge with deep appreciation the cooperation received from its Directors, Ministry of Power (MoP), Ministry of Finance (MoF), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), National Stock Exchange of India Limited (NSE), BSE Limited (BSE), PTC India Limited (PTC) and other stakeholders, International Finance Corporation (IFC), DEG, FMO and OeEB, various Banks, Consortium Partners and Officials of the Company.

For and on behalf of the Board
PTC India Financial Services Limited

Sd/-
Deepak Amitabh
Chairman
DIN: 01061535

Date : 9th August 2017
Place : New Delhi

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Corporate Governance

Corporate governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organisation and at PTC India Financial Services Limited (PFS) we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. This is demonstrated in shareholder returns, high credit ratings, governance processes and focused work environment. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of corporate governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

The Company has adopted a Code of Conduct for its employees including Directors. Apart from the performance evaluation of regular employees, PFS has formed the Performance evaluation mechanism for its Executive and Non- Executive Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). These codes are available on the Company's website. PFS has also established a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The spirit of governance of PTC India Financial Services Limited (PFS) is derived from this philosophy and has been articulated through the Company's various policies. At PFS, we are committed to meet the aspirations of all our stakeholders. As a financial institution, PFS has to regularly pursue businesses that maximise returns while effectively managing the inherent risks. Decision making and execution is driven by its governance structure, ethics and value systems. Corporate Governance ensures transparency and accountability. Corporate Governance also has broader social and institutional dimensions. Properly designed rules of governance focus on implementing the values of fairness, transparency, accountability and responsibility to all the stakeholders.

The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) to Sub-Regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" or "SEBI Listing Regulations, 2015 with regard to corporate governance. PFS is committed to achieve the best standards of Corporate Governance. The Company has built up a strong foundation for making Corporate Governance a way of life by having an independent Board with experts of eminence, forming a core team of top level executives, inducting competent professionals across the organization and putting in place best systems and processes. Going beyond, PFS has endeavoured to regulatory and legal compliances and adopt practices of high level of business ethics.

2. Board of Directors

The Board of Directors of PFS provide leadership and strategic guidance, objective judgement and exercises control over the Company, while remaining at all times accountable to the stakeholders.

a) Composition and Category of Directors

As on 31st March, 2017, the Company's Board comprised of eight Directors. Of the eight Directors, 3 are non-executive nominee directors, 3 are Independent Directors and 2 are whole-time directors. The Company's Board has an optimum combination

of executive, non-executive and independent directors with one woman Director, as per the requirements of Regulation 17 of SEBI (listing Obligation and Disclosure requirements) Regulations, 2015 (SEBI Listing Regulations). The Composition of the Board of the Company meets the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013 except the number of independent directors as prescribed in explanation to proviso of Regulation 17(1) (b) of LODR Regulations, 2015 is less than half of the total number of the Board of directors. The Company has initiated the process to comply with the said regulation and same shall be complied in due course.

Brief profile of the Directors is set out separately in the Annual Report.

As on 31st March, 2017, the Board strength comprises of the following:

S. No.	Name of Director	Category
1	Mr. Deepak Amitabh	Chairperson and Non- Executive Director (Nominee Director)*
2	Dr. Ashok Haldia	Managing Director & Chief Executive Officer
3	Dr. Pawan Singh	Whole-time Director
4	Mr. Ved Kumar Jain	Non- Executive Independent Director
5	Mr. Ajit Kumar	Non- Executive (Nominee Director)*
6	Mrs. Pravin Tripathi	Non- Executive Independent Woman Director
7	Mr. Harbans Lal Bajaj**	Non- Executive Independent Director
8	Mr. Arun Kumar [#]	Non- Executive (Nominee Director)*

*Nominee Director of PTC India Limited (the holding company)

**Appointed as Director w.e.f. 28th September, 2016

[#] Appointed as Nominee Director by the holding Company w.e.f. 30th September, 2016

Subsequent to the year end, the Company has appointed Mr. Kulamani Biswal and Dr. Rajib Kumar Mishra in place of Mr. Ajit Kumar (who ceased to be a director w.e.f 27th May 2017) w.e.f. 8th May, 2017 and 23rd June, 2017 respectively as Nominee Directors of the holding Company.

b) Appointment of Directors

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and terms and conditions of appointment as approved by the Board of Directors or shareholders, as the case may be. The Company has issued letter of appointment to all the Independent Directors and the terms and conditions of their appointment have been disclosed on the Company's website www.ptcfinancial.com.

c) Board Meetings

The Board meets at least once in every quarter to discuss and decide on, inter-alia, business strategies/policies and review the financial performance of the Company.

There were twelve (12) Meetings of the Board of Directors held during the financial year ended 31st March, 2017 i.e. on 12th May, 2016, 8th July, 2016, 12th August, 2016, 26th September, 2016, 30th September, 2016, 19th October, 2016, 8th November, 2016, 27th December, 2016, 30th January, 2017, 13th February, 2017, 16th March, 2017 and 31st March, 2017. The maximum interval between any two meetings was within the maximum allowed gap of 120 days.

d) **Attendance of Directors**

Attendance of Directors at Board Meetings and at Annual General Meeting (AGM) during the financial year ended March 31, 2017:

S. No.	Name of the Director	Designation	No. of meetings held	No. of meetings attended	Directorships in other Companies	Attendance at the last Annual General Meeting	Chairman/ Membership (Audit and Stakeholder Relationship Committee)	
							No. of Chairmanships [#]	No. of Memberships [#]
1	Mr. Deepak Amitabh	Chairperson, Non- Executive and Nominee Director	12	12	2	Present	-	-
2	Dr. Ashok Haldia	Managing Director & Chief Executive Officer	12	12	1	Present	-	-
3	Dr. Pawan Singh	Whole-Time Director	12	12	1	Present	-	1
4	Mr. Ved Kumar Jain	Non- Executive Independent Director	12	12	5	Present	-	4
5	Mr. Ajit Kumar	Non- Executive Nominee Director	12	10	2	Present	-	-
6	Mrs. Pravin Tripathi	Non- Executive Independent Director	12	11	3	Present	-	3
7	Mr. Harbans Lal Bajaj	Non- Executive Independent Director	11	10	1	Absent	-	-
8	Mr. Arun Kumar *	Non- Executive Nominee Director	9	8	3	Not applicable	-	-
9	Mr. Radhakrishnan Nagarajan **	Non- Executive Nominee Director	3	2	Not applicable	Not applicable	Not applicable	Not applicable
10	Mr. Surender Kumar Tuteja ^	Non- Executive Independent Director	7	7	Not applicable	Absent	Not applicable	Not applicable
11	Mr. Suriender Singh Kohli ^ ^	Non- Executive Independent Director	7	7	Not applicable	Absent	Not applicable	Not applicable

* Appointed as Director w.e.f. 30th September, 2016

** Ceased to be the Director w.e.f 12th August, 2016

^ Ceased to be the Director w.e.f 26th November, 2016

^ ^ Ceased to be the Director w.e.f 12th December, 2016

#Excluding Directorship, Membership and Chairmanship in PFS.

None of the Directors on the Board is a member of more than ten committees or act as chairperson of more than five committees across all public limited companies as specified under Regulation 26 of SEBI LODR Regulations, 2015.

For the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered and companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have not been considered.

- e) **None of the Directors of the Company are in any way related to each other.**
- f) Detail of shareholding of Non- Executive Directors and their relatives in the Company as on 31st March, 2017 are as under:

S. No.	Name of the Director	No. of Shares
1	Mr. Deepak Amitabh	3,500

g) **Familiarization program for independent directors**

The Company has familiarization program for independent directors. Web link to the program is given below:

http://www.ptcfincial.com/upload/pdf/2015062_FAMILIARISATION_PROGRAMME_MODULE.pdf

All independent directors inducted into the Board attended an orientation program organised by the Company from time to time. Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The terms and conditions of appointment of Independent Directors is available on the Company's website www.ptcfincial.com.

h) **Availability of information to Board Members**

The required information, including information as enumerated in regulation 17(7) read together with Part A of Schedule II of the SEBI (LODR) Regulations, 2015 is made available to the Board of Directors, for discussion and consideration at the Board Meetings.

i) **Board Evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

The Company pays performance linked remuneration to its WTDs/ MD. It is ensured that the remuneration is determined in a way that there exists a fine balance between fixed and incentive pay. On the basis of Policy for Performance Evaluation of Independent Directors, a process of evaluation is being followed by the Board for its own performance and that of its Committees and individual Directors. The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on need basis, and the Committee may periodically seek independent external advice in relation to the process. The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination & Remuneration Committee.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated

j) Meetings of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, separate meeting of the Independent Directors of the Company was held on June 7, 2016 in calendar year 2016 and on June 28, 2017 and July 15, 2017 in calendar year 2017 without the attendance of non-independent directors and members of management to:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- k) The Board annually reviews compliance reports of all laws applicable to the Company, prepared by the Company.

l) Code of Conduct

In compliance with the Listing Regulations and the Companies Act, 2013, a code of conduct for Board Members and Senior Officials is in place. It is a comprehensive code applicable to all Directors and Members of Senior Management of the Company. It is in alignment with Company's vision and values to achieve the Mission and Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code is available on the website of the Company i.e. www.ptcfinancial.com. Based on affirmation received from Board members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Managing Director and CEO is given below:

Declaration

All the Board members and Senior Management Personnel have affirmed compliance of Code of Conduct for financial year ended on 31st March, 2017.

m) 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 Code for Prevention of Insider Trading to preserve the confidentiality and to prevent misuse of unpublished price sensitive information. Every Director, officer and designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company and not to misuse his or her position or information regarding the Company to gain personal benefit or to provide benefit to any third party. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and the consequences of non-compliance. In line with the requirement of Code for Prevention of Insider Trading, trading window was closed from time to time, whenever some price sensitive information was submitted to the Board and other Committees of Directors. Notice of closure of trading window was issued to all the employees well in advance, restraining all the employees and their relatives not to deal in the shares of the Company when the window is closed.

The code has been intimated to Stock Exchanges where the shares of the Company are listed and has also been duly published on the website of the Company (www.ptcfinancial.com) as prescribed by SEBI.

n) Committees of the Board of Directors

The Board functions either as a full Board or through various Committees constituted to oversee specific areas. The Board of Directors and its Committees meet at regular intervals.

As on 31st March, 2017 the Board had eight (8) committees:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee
- 4) Asset Liability Management Committee
- 5) Risk Management Committee
- 6) Corporate Social Responsibility Committee
- 7) Committee of Directors for Bond issuance
- 8) Investment Committee

3. Audit Committee

The constitution, role and terms of reference of the Audit Committee of Directors of the Company are in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, with all members being financially literate and most having accounting or related financial management expertise.

Terms of Reference

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

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - I. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- II. Changes, if any, in accounting policies and practices and reasons for the same;
 - III. Major accounting entries involving estimates based on the exercise of judgment by management;
 - IV. Significant adjustments made in the financial statements arising out of audit findings;
 - V. Compliance with listing and other legal requirements relating to financial statements;
 - VI. Disclosure of any related party transactions;
 - VII. Modified opinions in the draft audit report;
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - h) Approval or any subsequent modification of transactions of the Company with related parties;
 - i) Scrutiny of inter-corporate loans and investments;
 - j) Valuation of undertakings or assets of the Company, wherever it is necessary;
 - k) Evaluation of internal financial controls and risk management systems;
 - l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - n) Discussion with internal auditors of any significant findings and follow up there on;
 - o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - p) 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;
 - q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - r) To review the functioning of the Whistle Blower mechanism;
 - s) 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 and background, etc. of the candidate;
 - t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee was chaired by Mr. Ved Kumar Jain, Non-Executive Independent Director, during the financial year ended on 31st March, 2017. The composition of Audit Committee during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sr. No.	Name of Member	Status	Designation	No. of meetings held	No. of meetings attended
1.	Mr. Ved Kumar Jain	Non-Executive - Independent Director	Chairperson	5	5
2.	Mrs. Pravin Tripathi	Non-Executive - Independent Director	Member	5	5
3.	Mr. Arun Kumar [#]	Non-Executive - Nominee Director	Member	3	3
4.	Mr. Surinder Singh Kohli [*]	Non-Executive - Independent Director	Member	3	3
3.	Mr. Surender Kumar Tuteja ^{**}	Non-Executive - Independent Director	Member	3	3

[#] Appointed as the Director and member of the Audit Committee w.e.f. 30th September, 2016

^{*} Ceased to be the Director w.e.f. 12th December, 2016.

^{**} Ceased to be the Director w.e.f. 26th November, 2016

The Meetings of the Audit Committee are also attended by the Managing Director & Chief Executive Officer (CEO), Director (Finance), Chief Financial Officer (CFO), Internal Auditors and Statutory Auditors as special invitees as required. The Company Secretary acts as secretary to the Committee. The Minutes of each Audit Committee are placed in the next Meeting of the Board.

During the financial year ended 31st March 2017, 5 (Five) meetings of Audit Committee were held on 12th May, 2016, 12th August, 2016, 8th November, 2016, 13th February, 2017 and 3rd March, 2017. The necessary quorum was present for all the meetings. The maximum interval between any two meetings was within the maximum allowed gap of 120 days.

The Chairperson of the Audit Committee was present at the last Annual General Meeting held on 28th September, 2016 to answer the queries of the shareholders.

4. Nomination and Remuneration Committee

The Board originally constituted Nomination cum Remuneration Committee on 5th August, 2008 and subsequently renamed it to its present name on 30th April, 2014. It has been constituted for the purpose of ensuring 'fit and proper' status of proposed/ existing Directors of the Company in terms of RBI guidelines, Companies Act, 2013 and SEBI Listing Regulations, 2015

The broad terms of reference of the nomination and remuneration committee are as under:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Composition of Nomination and Remuneration Committee during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sr. No.	Name of Committee Member	Designation	Status	No. of meetings held	No. of meetings attended
1.	Mr. Ved Kumar Jain	Non-Executive - Independent Director	Chairperson	8	8
2.	Mr. Deepak Amitabh	Non-Executive - Nominee Director	Member	8	8
3.	Mr. Arun Kumar	Non-Executive - Nominee Director	Member	4	4
4.	Mr. Harbans Lal Bajaj	Non-Executive - Independent Director	Member	3	3
5.	Mr. Surender Kumar Tuteja*	Non-Executive - Independent Director	Member	5	5
6.	Mr. Suriender Singh Kohli**	Non-Executive - Independent Director	Member	5	5
7.	Mr. Radhakrishnan Nagarajan#	Non-Executive - Nominee Director	Member	3	3

*Ceased to be member w.e.f 26th November, 2016

**Ceased to be member w.e.f 12th December, 2016

Ceased to be member w.e.f 12th August, 2016

\$Appointed as member w.e.f. 22nd May, 2017

Mr. Vishal Goyal, Company Secretary acts as the Secretary to the Committee. The Committee meets as per the requirement.

During the financial year ended 31st March, 2017, eight (8) meetings of Nomination and Remuneration Committee were held on 9th May, 2016, 21st May, 2016, 7th June, 2016, 26th September, 2016, 27th October, 2016, 12th January, 2017, 25th January, 2017 and 31st March, 2017.

Performance Evaluation Criteria for all the Directors

The performance evaluation criteria for all directors (including Independent Directors) are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

5. Remuneration of Directors

The Chairman is not paid any remuneration by the Company and the

remuneration of Whole Time Directors (WTD) is fixed component. Notice period of MD and WTDs is 3 (three) months.

The non-executive Directors in PFS are entitled/ paid sitting fee of an amount of ₹ 40,000/- per Board and Committee meeting(s) during the financial year ended 31st March, 2017 as resolved by the Board of Directors in their meeting held on 31st January, 2015.

Scope and terms of reference:

The scope and terms of reference of the Remuneration Committee are in line with the listing agreement, provisions of the Companies Act, 2013 and any guidelines / circulars issued by the Reserve Bank of India and include determining on behalf of the Board and the shareholders of the Company, the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment.

The remuneration paid to Managing Director & CEO and Whole- Time Directors during the financial year ended 31st March, 2017 is as under:

A. Executive Directors

Name of Director	Salary (₹ in Lacs)	Performance linked incentives (₹ in Lacs)	Total (₹ in Lacs)	Service Contract	Notice period
Dr. Ashok Haldia	78.94	18.16	97.10	NIL	3 months' notice
Mr. Pawan Singh	60.47	15.18	75.65	NIL	3 months' notice

No sitting fee has been paid and no stock option have been granted to the executive directors during the financial year ended March 31, 2017.

B. Details of payments made towards sitting fee to the Non-Executive Directors for Board/Committee Meetings during FY 2016-2017

The Independent directors and Non- Executive Directors are paid remuneration by way of sitting fees for each meeting of the Board and Committee of directors attended by them.

The Independent Directors do not have any pecuniary relationship or transactions with the Company. The Nomination and Remuneration Policy of the Company which is given as Annexure- IX to the Board's Report and is also disclosed on the website of the Company http://www.ptcfinancial.com/upload/pdf/nomination_and_remuneratin_board_diversity_policy.pdf.

The details of payments made to non-executive directors during the financial year ended 31st March 2017 are as under:

S. No.	Name of Director	Sitting Fee (in ₹)	Conveyance (in ₹)
1	Mr. Ved Kumar Jain	1,240,000	42,000
2	Mr. Harbans Lal Bajaj	480,000	12,000
3	Mrs. Pravin Tripathi	1,040,000	34,000
4	Mr. Deepak Amitabh*	960,000	2,000
5	Mr. Arun Kumar*	680,000	2,000
6	Mr. Ajit Kumar*	440,000	2,000
7	Mr. Surinder Singh Kohli	800,000	26,000
8	Mr. Surender Kumar Tuteja	880,000	26,000
9	Mr. Radhakrishnan Nagarajan*	240,000	10,000
	TOTAL	67,60,000	156,000

*Sitting Fee has been paid to PTC India Limited (the holding company) /Power Finance Corporation Limited.

6. Stakeholders' Relationship Committee

The Stakeholders Relationship Committee of the Board consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report, and non-receipt of declared dividends.

The composition of the Committee during the financial year ended March 31, 2017 and meetings attended by the members are as follows:

Sl. No.	Name of Member	Designation	Status	No. of meetings held	No. of meetings attended
1	Mrs. Pravin Tripathi*	Chairperson	Non-Executive - Independent Director	1	1
2	Dr. Ashok Haldia	Member	Executive Director	1	1
3	Shri S.K. Tuteja ^	Member	Non-Executive - Independent Director	1	1
4	Shri Ajit Kumar#	Member	Non-Executive - Nominee Director,	Not applicable	Not applicable

* Appointed as member w.e.f 12th May, 2016

^ Appointed as member w.e.f 12th May, 2016 and ceased to be member w.e.f. 26th November, 2016

Appointed as member w.e.f. 27th December, 2016

During the financial year ended 31st March, 2017, 1(one) meeting of Stakeholders' Relationship Committee was held on 7th June, 2016. The Members shall elect a Chairman (a Non-executive Director) amongst themselves and the Committee is chaired by an Independent Director.

Mr. Vishal Goyal, Company Secretary designated and act as the Compliance Officer of the Committee.

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.

Investor Complaints received and resolved during the year

Status of Complaints from investors for the financial year ended 31st March, 2017

Sl. No.	Type of Investor	No. of complaints pending at the beginning of the year	No. of Complaints received during year	No. of Complaints pending as at the end of year
1.	Equity and Bondholders	-	1101	-

All the complaints have been resolved to the satisfaction of the shareholders/bondholders.

Other Committees

A. Asset Liability Management Committee

The Asset Liability Management Committee (ALCO) was originally constituted pursuant to Board resolution dated 30th March, 2009. It has been constituted for the purpose of performing functions as required under the Asset Liability Management Policy of the Company.

Composition and Meetings

The composition of Asset Liability Management Committee during the financial year ended 31st March, 2017 and meeting attended by members are as follows:

Sl. No.	Name of Member	Designation	Status	No. of meetings held	No. of meetings attended
1	Mr. Deepak Amitabh	Chairman	Non-Executive - Nominee Director,	1	1
2	Dr. Ashok Haldia	Member	Executive Director,	1	1
3	Mr. Surinder Singh Kohli*	Member	Non-Executive - Independent Director	1	1
4	Dr. Pawan Singh	Member	Executive Director	1	1
5	Mrs. Pravin Tripathi	Member	Non-Executive - Independent Director	1	1

*Ceased to be member w.e.f. 12th December, 2016.

During the year financial ended 31st March, 2017, 1 (one) meeting of Asset Liability Management Committee was held on 8th July, 2016.

Scope, Terms and References

The scope of Asset Liability Management Committee includes market risk management and it shall specifically focus on interest rate risk, foreign exchange risk and liquidity risk.

B. Risk Management Committee

The Risk Management Committee was constituted by Board on 7th July, 2009. It has been constituted under Risk Management Policy of the Company for the purpose of reviewing risk management in relation to various risks, namely, market risk, credit risk and operational risk.

Composition

The composition of Risk Management Committee during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Surinder Singh Kohli*	Chairman	3	3
2	Dr. Ashok Haldia	Member	3	3
3	Dr. Pawan Singh	Member	3	3
4	Mr. Surender Kumar Tuteja#	Member	3	3
5	Mr. Arun Kumar ^	Member	1	1

*Ceased to be member w.e.f 12th December, 2016 due to completion of tenure

#Ceased to be member w.e.f 26th November, 2016 due to his resignation.

^ Appointed as member w.e.f.30th September, 2016

Number of Committee Meetings held during the Financial Year

During the financial year ended 31st March 2017, 3(three) meetings of Risk Management Committee were held on 30th May, 2016, 28th September, 2016 and 27th October, 2016.

C. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted pursuant to Board resolution dated 30th April, 2014.

Composition

The composition of Corporate Social Responsibility Committee during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Deepak Amitabh	Chairman	2	2
2	Mr. Ved Kumar Jain	Member	2	2
3	Mrs Pravin Tripathi	Member	2	2
4	Mr. Surender Kumar Tuteja*	Member	1	1

*Ceased to be member w.e.f 26th November, 2016 due to his resignation.

Number of Committee Meetings held during the Financial Year

During the financial year ended 31st March, 2017, 2 (two) meetings of Corporate Social Responsibility Committee were held on 27th October, 2016 and 16th March, 2017.

The Board in its meeting held on 27th March, 2015 has approved the Corporate Social Responsibility policy of the Company and the same has been disclosed on the website of the Company i.e. www.ptcfinancial.com.

D. Committee of Directors for Issuance of Bonds

The Committee of Directors for issuance of Bonds was originally constituted by Board on 21st August, 2009. It has been constituted for taking the necessary decision related to raising the funds through Bond and other similar purpose of considering and determining the terms and conditions of issuance and allotments of secured non-convertible debentures.

Composition

The composition of Committee of Directors for Issuance of Bonds during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Deepak Amitabh	Chairman	0	0
2	Dr. Ashok Haldia	Member	0	0
3	Dr. Pawan Singh	Member	0	0

Number of Committee Meetings held during the Financial Year

During the financial year ended 31st March, 2017, no meetings of Committee of Directors for issuance of Bonds was held.

E. Investment Committee (for sanction of financial assistance up to ₹ 100 crores)

The Investment Committee was originally constituted by Board on 21st August, 2009. It has been constituted for the purpose of considering and sanctioning debt financing or equity participation or both taken together to a single Company up to ₹ 100 crores, subject to an overall limit by ₹500 crores in a financial year.

Composition

The composition of Investment Committee during the financial year ended 31st March, 2017 and meeting attended by the members are as follows:

Sl. No.	Name of the Director	Designation	No. of meetings held	No. of meetings attended
1	Mr. Deepak Amitabh	Chairman	3	3
2	Dr. Ashok Haldia	Member	3	2
3	Dr. Pawan Singh	Member	3	3
4	Mrs. Pravin Tripathi*	Member	3	3
5	Mr. Surender Kumar Tuteja ^	Member	1	1

*Appointed as member w.e.f. 12th May, 2016

^ Ceased to be Member w.e.f 26th November, 2016 due to his resignation

Number of Committee Meetings held during the Financial Year

During the financial year ended 31st March, 2017, 3 (three) meetings of Investment Committee were held on 8th July, 2016, 6th January, 2017 and 28th March, 2017.

7. General Body Meeting (s)

a) Details of last three Annual General Meetings (AGM) are as under:

Year ended	AGM	Date	Day	Time	Location	Special Resolution
31 st March, 2016	10 th AGM	28 th September, 2016	Wednesday	10:30 A.M.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010	None
31 st March, 2015	9 th AGM	24 th September, 2015	Thursday	10:30 A.M.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010	One
31 st March, 2014	8 th AGM	26 th September, 2014	Friday	11:30 A.M.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010	Three

No Extra-Ordinary General Meeting(s) were held during last three years.

b) Special Resolutions passed through Postal Ballot

During the financial year ended March 31, 2017, the Company approached the shareholders through postal ballot. The details of the postal ballot for the year is as follows:

Date of Postal Ballot Notice	: October 10, 2016	Voting period	: Starts from 10.00 a.m. on Saturday, October 15, 2016 and end on 5.00 p.m. on Sunday, November 13, 2016 (inclusive of both the days).
Date of declaration of result	: November 15, 2016	Date of approval	: November 13, 2016
Scrutinizer for the postal ballot	: M/s. Ashish Kapoor and Associates	Cut-off record date for reckoning members eligible to receive Notice and Vote	: September 30, 2016

Name of the resolution	Type of resolution	No. of votes polled	Votes cast in favour		Votes cast against	
			No. of votes	%	No. of votes	%
Issuance of Equity Shares on Preferential Basis to the person belonging to promoter group	Special	355380503*	355245256	99.96	134547	0.04
Issuance of Bonds on Private Placement basis	Special	355380503*	350340598	98.58	5039205	1.42

*Out of the above 700 votes were invalid votes

c) Procedure of Postal Ballot

In compliance with Regulation 44 of the Listing Regulation, 2015 and Sections 108, 110 and other applicable provisions of the Act, read with related Rules, the Company provided electronic voting facility to all its Members, to enable them to cast their votes electronically besides voting through ballot forms. The Company engaged the services of Karvy Computershare Private Limited for the purpose of providing e-facility to all its Members.

The Company dispatched the postal ballot notices and forms along with postage pre-paid business reply envelopes to its Members whose names appeared in the Register of Members/the List of beneficiaries as on a cut-off date. The Postal Ballot Notice was sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (in case of physical shareholding). The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and the applicable Rules.

Voting rights are reckoned on the paid-up value of shares registered in names of Members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms duly completed and signed to the Scrutinizer on or before the end of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before close of business hours on the last day of e-voting.

The Scrutinizer submitted his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced by the Chairman. The results were also displayed on the website of the Company besides being communicated to the Stock Exchanges, Depositories and the Registrar and Transfer Agent.

d) Special Resolution proposed to be conducted

There are 3 (three) resolutions which are proposed to be passed in the ensuing AGM as Special Resolution.

8. Subsidiary Companies

The Company does not have any subsidiary company.

9. Holding Company

PTC India Limited holding 64.99% of the paid up equity share capital of the Company is the holding company of PFS.

10. Means of Communication & Website

PFS recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes continuous, efficient and relevant communication to all external constituencies. Quarterly/annual financial results are usually published in financial and national

newspapers like Financial Express / Business Standard in English and Jansatta in Hindi.

The same are also available on the website of the Company viz. www.ptcfinancial.com and have also been submitted to stock exchanges as per requirement of the listing regulations. The Company also communicates with its institutional shareholders through investor conferences.

All important information pertaining to the Company is also mentioned in the Annual Report of the Company containing inter-alia audited financial statements, Directors' report, Auditors' report, report on Corporate Governance which is circulated to the members and others entitled thereto for each financial year and is displayed on the Company's website: www.ptcfinancial.com. Further, official news releases have also been posted on the website of the Company and presentations are made to institutional investors and analysts on the Company's audited annual financial results.

11. General Shareholder information

i. Annual General Meeting

Date	Time	Venue
25 th September, 2017	11 : 00 a.m.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the Explanatory Statement annexed to the Notice of the AGM to be held on 25th September, 2017.

ii. Financial calendar for financial year ended on 31st March, 2017

Particulars	Date
Financial year	1 st April 2016 to 31 st March, 2017
Un-audited financial results for the first three quarters	Un-audited financial results for the first three quarters were announced on 12 th August, 2016, 8 th November, 2016 and 13 th February, 2017 respectively.
Annual Financial Results	22 nd May, 2017

B. Tentative Financial calendar for year ending on 31st March, 2018

Particulars	Date
Un-audited financial results for the first three quarters	Un-audited financial results for the first three quarters will be announced and published within 45 days from the end of each quarter
Annual Financial Results	Will be announced and published within 60 days from the end of the Financial Year

iii. Payment of Dividend

a. Dividend Distribution Policy

As per regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters and circumstances that will be taken in to account by the Board while determining the distribution of dividend to its shareholder. The policy is enclosed to the Board Report and is also available on Company's website at:

<http://www.ptcfinancial.com/upload/pdf/Dividend%20Distribution%20Policy-PFS.pdf>

b. Final Dividend details for financial year 2016-2017

The Board of Directors in their meeting held on 22nd May, 2017 has recommended a dividend @ 15% i.e. ₹ 1.50 per equity share (on the face value of ₹ 10/- per share) for the financial year ended on 31st March, 2017, subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

c. Dividend History for the last five years

Sr. No.	Financial Year	Total Paid up Capital in ₹	Rate of Dividend (%)
1	2015-16	5620833350	12%
2	2014-15	5620833350	10%
3	2013-14	5620833350	10%
4	2012-13	5620833350	4%
5	2011-12	5620833350	Nil

d. Date of Book Closure

The book closures dates of the Company are from 15th September, 2017 to 25th September, 2017 (both days inclusive) for the purpose of payment of dividend for the FY 2016-17.

e. Pay-out date for payment of Final Dividend

The final dividend on equity shares, as recommended by the Board of Directors, subject to provisions of Section 123 of Companies Act, 2013, if approved by the members at ensuing Annual General Meeting (AGM) of the Company, shall be paid to those shareholders whose name appears in the Register of Members as on the first date of book closure or in the list of beneficial holders provided by NSDL/ CDSL on the closing hours of 14th September, 2017.

f. Unclaimed Dividend

Section 124 of Companies Act, 2013 mandates that companies transfer Dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years will be transferred to IEPF:

Year	Type of dividend	Dividend per share (₹)	Date of declaration	Amount remain unpaid(₹)
2015-2016	Final	₹ 1.20 per share	28 th September, 2016	596,668
2014-2015	Final	₹ 1 per share	24 th September, 2015	478,876
2013-2014	Final	₹ 1 per share	26 th September, 2014	522,108
2012-2013	Final	₹ 0.40 per share	19 th August, 2013	233,528

iv. Listing of Stock Exchanges and Stock Codes

PFS equity shares are listed on the following stock exchanges:

Sr. No.	Name of the Stock Exchange	Address of the Stock Exchange	Stock Code	ISIN No.
1	National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051	PFS	INE560K01014
2	BSE Limited (BSE)	Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	533344	

v. Listing Fee

The annual listing fee for the financial year 2017 - 18 has been paid by the Company to NSE and BSE. Further the Company has also

paid the annual Custody Fee to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

vi. Infrastructure Bonds

PFS has also issued Non- Convertible debenture, Infrastructure Bonds and Commercial Papers carrying the following ISIN codes as on 31st March, 2017:

Sr. No.	Name	ISIN Code
1	NCD Series 3	INE560K07037
2	NCD Series 4	INE560K07128
3	NCD Series 5	INE560K07136
4	Infra Bond series 1 (option I)	INE560K07045
5	Infra Bond series 1 (option II)	INE560K07052
6	Infra Bond series 1 (option III)	INE560K07060
7	Infra Bond series 1 (option IV)	INE560K07078
8	Infra Bond series 2 (option I)	INE560K07086
9	Infra Bond series 2 (option II)	INE560K07094
10	Infra Bond series 2 (option III)	INE560K07102
11	Infra Bond series 2 (option IV)	INE560K07110
12	Commercial Paper	INE560K14751 ISIN Extinguished on July 14, 2017
		INE560K14769 ISIN Extinguished on July 14, 2017
		INE560K14777 ISIN Extinguished on July 14, 2017
		INE560K14785 ISIN Extinguished on June 01, 2017

vii. Market Price Data

a. Market price of PFS's shares for the year ended March 31, 2017 on NSE

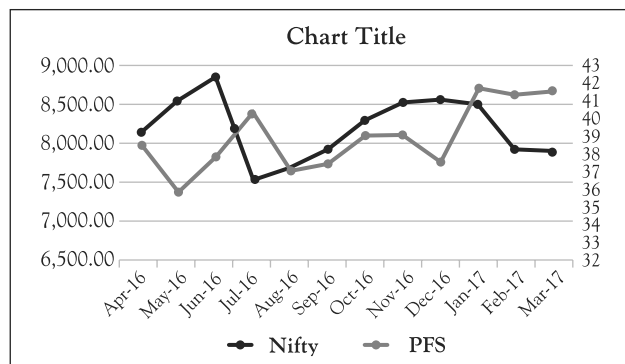
Month	Open (₹)	High (₹)	Low (₹)	Close (₹)
Apr-16	34.25	41.50	33.50	38.50
May-16	38.55	41.25	34.50	35.85
Jun-16	35.95	39.95	35.00	37.85
Jul-16	38.35	42.70	38.10	40.35
Aug-16	40.10	41.90	34.95	37.00
Sep-16	37.35	40.20	35.30	37.45
Oct-16	37.55	39.80	37.55	39.05
Nov-16	39.10	42.85	33.00	39.05
Dec-16	39.30	40.70	36.10	37.55
Jan-17	37.75	44.75	37.30	41.70
Feb-17	41.50	43.45	39.30	41.35
March-17	41.15	42.10	38.35	41.55

b. Market price of PFS's shares for the year ended March 31, 2017 on BSE

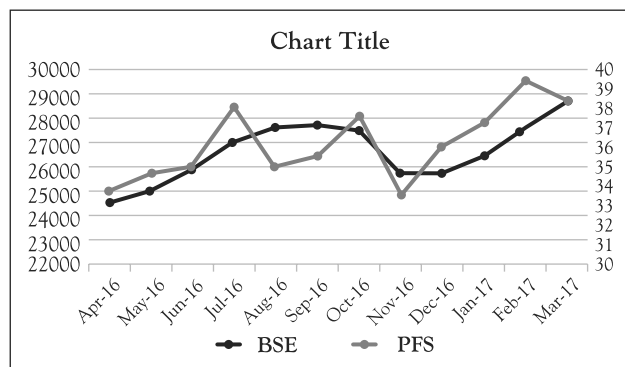
Month	Open (₹)	High (₹)	Low (₹)	Close (₹)
Apr-16	34.00	41.30	33.75	38.90
May-16	38.70	41.20	34.65	35.85
Jun-16	36.00	39.50	34.95	37.90
Jul-16	39.00	42.80	38.05	40.25
Aug-16	41.40	41.85	35.00	36.95
Sep-16	36.95	40.15	35.50	37.40
Oct-16	38.00	39.85	37.55	39.15
Nov-16	39.20	42.80	33.60	38.95
Dec-16	39.05	40.90	36.05	37.50
Jan-17	37.85	44.75	37.30	41.70
Feb-17	41.65	43.50	39.40	41.25
March-17	41.45	42.20	38.45	41.50

viii. Performance in comparison to indices

a. PFS and Nifty Comparison



a. PFS and SENSEX Comparison



ix. Registrar and Transfer Agents

For Equity and Infrastructure Bonds

Name	Karvy Computershare Private Limited
Registered Office Address	Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500034, India Tel: +91 40 23312454
Communication Address	Karvy Computershare Pvt Ltd., Karvy Selenium, Tower-B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 Tel: +91 40 67162222, Fax: +91 40 23001153 Toll Free No : 1800-345-4001
E-mail	einward.ris@karvy.com
Website	www.karvycomputershare.com

x. Share Transfer System

The shares under physical segment are transferred through M/s Karvy Computershare Private Limited, Registrar and Share Transfer Agent.

It receives the shares to be transferred along with the transfer deed from transferee, verifies it, and prepares the Memorandum of Transfer etc. A Share Transfer Committee has also been constituted to take note and approve the transfer of shares of the Company.

Further pursuant to Regulation 40(9) of SEBI Listing Regulations, 2015, 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.

Reconciliation of Share Capital Audit Report for the quarter ended 31st March, 2017, confirming that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL as on 31st March, 2017, was obtained from Practicing Company Secretary and submitted to the Stock Exchanges with in stipulated time.

xi. Distribution of shareholding

➤ Distribution by size

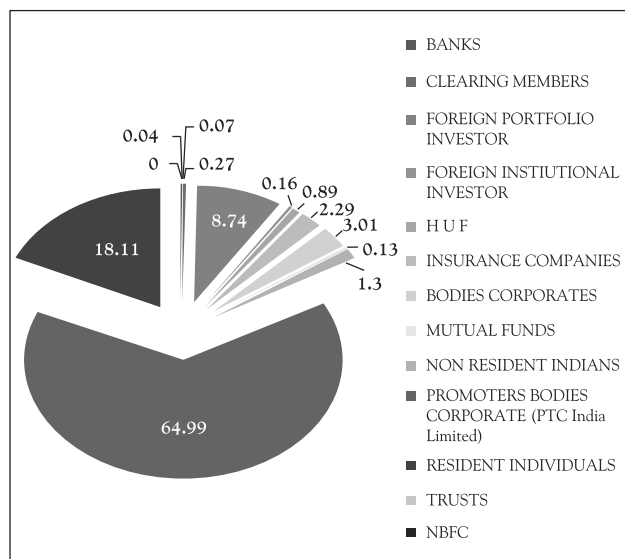
PTC INDIA FINANCIAL SERVICES LTD					
Distribution Schedule As on 31/03/2017 (Total)					
Sr. No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	up to 1 - 5000	88056	73.50	126540570	1.97
2	5001 - 10000	13127	10.96	112973440	1.76
3	10001 - 20000	7584	6.33	121112010	1.89
4	20001 - 30000	3355	2.80	87617380	1.36
5	30001 - 40000	1818	1.52	65651890	1.02
6	40001 - 50000	1499	1.25	71518890	1.11
7	50001 - 100000	2460	2.05	179533750	2.80
8	100001 & ABOVE	1909	1.59	5657885420	88.09
	Total	119808	100.00	6422833350	100.00

Nominal Value of each Share is ₹10/-

➤ Distribution by Category

Sr. No.	Description	Cases	Shares	% Equity
1	Banks	4	430081	0.07
2	Clearing Members	238	1739917	0.27
3	Foreign Institutional Investor	7	1045729	0.16
4	Foreign Portfolio Investor	47	56167404	8.74
5	H U F	2385	5730829	0.89
6	Insurance Companies	2	14682595	2.28
7	Bodies Corporates	898	19360536	3.01
8	Mutual Funds	7	842570	0.13
9	NBFC	6	231800	0.04
10	Non Resident Indians	1289	6655349	1.04
11	NRI Non-Repatriation	374	1606922	0.25
12	Promoters Bodies Corporate	1	417450001	64.99
13	Resident Individuals	114545	116333201	18.11
14	Trusts	5	6401	0.00
	Total	119808	642283335	100.00

Graphical Representation of Shareholding Pattern of the Company on the basis of distribution by category as on 31st March, 2017



i. Dematerialization of shares

Through Karvy Computershare Private Limited, Registrar and Share Transfer Agent, the Company has established connectivity with both National Securities Depository Limited (NSDL) and Central Depository Services) Limited. The ISIN allotted to our shares under the Depository System is INE560K01014.

As on 31st March, 2017, 99.99% of our shares were held in dematerialized form and the rest in physical form. Details of shares held in dematerialised and physical mode as on 31st March, 2017 are as under:

Category	Number of		% of total equity
	Shareholders	Shares	
Dematerialised mode			
• NSDL	62,997	600,01,01,88	93.42
• CDSL	36,488	42,22,97,87	6.57
Total	99,485	642,23,99,75	99.99
Physical	20,323	4,33,60	0.01
Grand Total	119,808	642,28,33,35	100.00

ii. Shares Liquidity

The trading volumes at the Stock Exchanges, during the financial year 2016-17, are given below:

Months	National Stock Exchange of India Limited	BSE Limited
	Number of Shares Traded	Number of Shares Traded
April, 2016	22578195	5268841
May, 2016	17896128	3954022
June, 2016	16223643	4188925
July, 2016	31173634	39022237
August, 2016	28053926	5072427
September, 2016	32440765	5549258
October, 2016	17214513	3138922

Months	National Stock Exchange of India Limited	BSE Limited
	Number of Shares Traded	Number of Shares Traded
November, 2016	33916128	6591628
December, 2016	11875359	9127052
January, 2017	28581375	5253744
February, 2017	17821683	3150803
March, 2017	21868558	3850877

iii. Outstanding GDRs or ADRs or Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs, ADRs, Warrants or any convertible instruments.

iv. Commodity price risk or Foreign Exchange risk and hedging activities

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with no material residual risk. The Company uses forward exchange contract to hedge against its foreign currency exposures relating to firm commitment. Foreign exchange transactions are fully covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time. There are no materially uncovered exchange rate risks. The Company does not enter into any derivative instruments for trading or speculative purposes.

v. Address and Details for correspondence

Mr. Vishal Goyal
Company Secretary and Compliance Officer
PTC India Financial Services Limited
7th Floor, Telephone Exchange Building
8, Bhikaji Cama Place, New Delhi - 110066
Tel. : +91 11- 26737300
Fax: + 91 11- 26737373
Email: complianceofficer@ptcfinancial.com
Website: www.ptcfinancial.com

12. Corporate Identity Number

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L65999DL2006PLC153373.

13. CEO and CFO Certification

As per regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

14. Other Disclosures

A. Materially Significant Related Party Transactions

All transactions entered into by the Company during the financial year with the related parties are in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015 and do not have potential conflicts with the interest of the Company. Further, the details of related party transactions are presented in Note number 29 forming part of the financial statements.

B. Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority during last three years

There were no instances of non-compliance on any matter related to the Capital Markets during the last three years. There were no penalties imposed or strictures passed against the Company by the statutory authorities on any matter related to capital markets, during the last three years.

C. Vigil Mechanism/Whistle Blower Policy

The Company's Whistle Blower policy is an inbuilt system of Grievance Redressal which deals with grievances of employees. Under this system grievances of the employees are redressed effectively. The Company affirms that no personnel have been denied access to the audit committee.

D. Details of Compliance with Mandatory requirements and adoption of the Non – Mandatory Requirements

The Company has fully complied with all the mandatory requirements prescribed under regulation 72 of SEBI Listing Regulations 2015.

E. Policy on determining Material Subsidiary

The Company has adopted a policy on material subsidiaries. The policy for determining 'material' subsidiaries is disclosed on website of the Company at the link: http://www.ptcfinancial.com/upload/pdf/20150629_Policy_on_determining_Material_Subsiidiaries.pdf. However, the Company is not having any subsidiary company.

F. Related Party Transaction Policy

In line with requirement of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Related Party Transaction Policy. This policy is also available at Company's website at http://www.ptcfinancial.com/upload/pdf/20150629_Policy_materiality_of_Related_Party_Transactions.pdf

G. Disclosures of Commodity Price Risks and Commodity Hedging Activities

In view of the nature of operation of NBFC, the Company doesn't enter into commodity price risks and commodity hedging activities.

H. Accounting Treatment in the preparation of the Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013.

15. Non- Compliance of any requirement of Corporate Governance report with reasons thereof

As per the requirements of Regulation 17 of SEBI (listing Obligation and Disclosure requirements) Regulations, 2015 (SEBI Listing Regulations),

the Composition of the Board of the Company meets the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013 except the number of independent directors as prescribed in explanation to proviso of Regulation 17(1)(b) of LODR is less than half of the total number of the Board of directors. The vacancy of the Independent Directors has arrived due to their cessation and the Company has initiated the process to comply with the said regulation and same shall be complied in due course.

16. Discretionary Requirements

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

- A. The Board:** The Board is headed by a non-executive Chairperson. However, no expenditure are claimed by Chairperson for reimbursement.
- B. 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 annual financial statements are separately circulated to the shareholders.
- C. Modified Opinion (s) in audit report:** The audit report on the financial statements have been issued with an unmodified audit opinion.
- D. Separate post of Chairman and CEO:** Mr. Deepak Amitabh is the Chairman of the Company and Dr. Ashok Haldia is the Managing Director and CEO of the Company. The Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director & CEO.
- E. Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

S. No.	Particulars	No. of Shares
1	Aggregate number of Shareholders and the outstanding shares in the suspense account lying at beginning of the year	1000 shares held by 1 shareholder
2	Number of Shareholders who approached issuer for transfer of shares from suspense account during the year	-
3	Number of shareholders to whom shares were transferred from suspense account during the year	-
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1000 shares held by 1 shareholder

The Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the share.

CEO and CFO Certificate to the Board

(Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date : 22nd May, 2017

We Certify to the Board that:-

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of 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 internal control systems of the listed entity 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:-
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) 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 listed entity's internal control system over financial reporting.

Sd/-
Shri Gaurav Kaushik
Chief Financial Officer

Sd/-
Dr. Ashok Haldia
Managing Director & CEO

Place : New Delhi

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF

PTC INDIA FINANCIAL SERVICES LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter reference no. JA/2016 dated October 1, 2016.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of PTC India Financial Services Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining 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.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Qualified opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that except for the requirement of at least half of the board of directors consist of independent directors not being met by the Company in terms of Regulation 17(1)(b) of the Listing Regulations, the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2017.
9. We 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 DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No.015125N)
Sd/-

Jitendra Agarwal
Partner
(Membership No. 87104)

Place : Gurgaon
Date : August 9, 2017

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Scenario

India is one of the world's most attractive markets for companies in the infrastructure business. Power is one of the most important components of infrastructure, crucial for economic growth and welfare. The country has the fifth largest power generation capacity in the world and ranks third in terms of globally electricity production. The Government of India has been supportive to growth in the power sector which is undergoing a significant change that has redefined the industry outlook. The Government of India's focus on attaining 'Power for all' has accelerated the capacity addition and at the same time, the competition is increasing.

India economic development is being recognised globally. Moody's has upgraded the outlook for India's power sector to stable from negative in view of surge in domestic coal production and likely improvement in discoms' financial health due to UDAY scheme. The outlook has been changed since the increased domestic production of coal is expected to ease constraints on fuel supply. It is also expected that debt restructuring of the discoms UDAY scheme will improve their financial capacity to make timely payments to power generators. The Central Government has accelerated the development of power transmission networks to meet the rising electricity demand from various parts of the country. The Government's commitment to turnaround the sector seems to be yielding results. The Indian power sector continues to be highly diversified with the sources of electricity generation ranging from conventional sources such as coal, lignite, hydro and nuclear to non-conventional sources such as wind, solar and biomass. The renewable energy sector continues to attract significant investments and commitments. The sector possesses huge investment potential, providing immense opportunities in generation, distribution, transmission, equipment manufacturing etc. The Indian economy is expected to undergo a transformational change and the power sector is expected to play a critical role in this mega change.

Financial and Operational Performance

The operational and financial performance significantly improved during the year and was quiet robust. The interest income for the FY 2016-17 increased by 21% to ₹11,136.92 million as compared to ₹9,214.08 million during 2015-16. The composition of total revenue witnessed a change during the year. The Company earned an amount of ₹1,426.07 million during the year by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16. The profit from sale of investments accounted for about 11% of the total income as compared to 17% during the previous year. The share interest income in the total income increased to 82% during FY2016-17 as compared to 78% during FY2015-16.

The profit before tax (PBT) for FY2016-17 stood at ₹5,286.81 million compared to ₹5,314.43 million during 2015-16. It may be mentioned that during FY2016-17, the company earned a profit of ₹1,426.07 million by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16. The profit after tax (PAT) for FY2016-17 stood at ₹3,453.33 million. The above results are after considering the following:

- (i) The Company earned revenue of ₹1,426.07 million by way of profit on sale of investments as compared to ₹2,069.28 million during FY2015-16.
- (ii) Amortization of foreign currency translation amounting to ₹ 144.08 million during 2016-17 compared to ₹ 228.72 million during 2015-16.
- (iii) Provisions and contingencies amounting to ₹ 1425.67 million compared to ₹951.88 million during 2015-16.

The operational costs also increased during the year. Total expenditure during the year 2016-17 increased by about 26% to ₹8,231.99 million from ₹6,554.86 million in 2015-16. The finance charges for FY2016-17 increased by about 22% to ₹6,446.93 million as compared to ₹5,301.08 million during 2015-16. The finance charges for FY2016-17 include amortization of foreign currency translation aggregating to ₹144.08 million compared to ₹228.72 million during 2015-16. Employee benefits expense increased by 26% to ₹ 127.73 million

during 2016-17 compared to ₹ 101.54 million during 2015-16 and other expenses stood at ₹197.87 million during 2016-17.

The operational and financial parameters remained healthy during the year. The overall yield on loan assets for FY2016-17 stood at 12.10%, whereas cost of borrowed funds reduced to 8.79% during FY2016-17 compared to 9.05% in FY2015-16. The return on networth is about 18.69% during FY2016-17.

The debt assistance sanctioned during FY2016-17 increased by 58% to ₹102,970 million compared to ₹ 65,283 million FY2015-16. The disbursements also maintained an upward trend during FY2016-17, however, the disbursements pattern saw a shift during the year as a result of increased action in the solar power based projects. These projects are opting for non-fund based disbursements in form of letter of comforts and are able to get suppliers credit for the imports made. The fund based disbursements increased by 18% to ₹41,787 million compared to ₹35,550 million during 2015-16 and the letter of comfort aggregated to ₹14,590 million during FY2016-17.

The gross portfolio stood at ₹123,420 million as at 31st March 2017 as compared to ₹89,070 million as at the end of FY2015-16. The fund based portfolio stood at ₹106,100 million as at 31st March 2017 as compared to ₹86,340 million as at 31st March 2016 and the letter of comfort stood at ₹17,320 million as at 31st March 2017 as against ₹2,730 million as at 31st March 2016. The equity investments made by the Company aggregated to another ₹2,086 million as at the year end. The cumulative gross aggregate debt assistance sanctioned by the Company as at 31st March 2017 aggregated to ₹ 263,578 million and net of cancellations / loan closure, the cumulative debt sanctioned aggregated to ₹205,100 million.

The financial assistance sanctioned by PFS would help in capacity addition of about 18,000 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2017, the renewable portfolio comprises the highest proportion in the outstanding loan book at around 53%, thermal projects constitute about 23%. The company has diversified into financing infrastructure facilities like private railway sidings, and development & operation of coal mines and power transmission projects. The cumulative debt sanctioned in other areas aggregated to ₹41,477 million as at 31st March 2017 representing about 20% of the total net debt sanctioned by the Company as at the year end. This is represented by debt sanction aggregating to ₹ 10,000 million in respect of power distribution companies, ₹ 10,650 million in respect of private power transmission projects and the balance being represented by energy efficiency projects, coal mining projects, ports, railway corridor, roads etc.

The power sector is witnessing stress particularly in case of thermal projects. Several thermal projects in the country (both operational and under construction) are facing challenges related to fuel price and availability, power tariff, time and cost overruns alongwith equity infusion by promoters specially in case of under construction projects. PFS is also faced with challenges in respect of such projects. As at 31st March 2017, the non-performing loans portfolio stood at ₹5,847 million and projects having aggregate loan outstanding of ₹8,519 million faced delays in commencement of commercial operations and have been classified as Standard Restructured. The Company continues to regularly monitor the progress and operations of the assisted projects through its comprehensive project monitoring mechanism.

The Company has complied with all the norms prescribed by the Reserve Bank of India including the Fair Practices, AML/CFT & Know Your Customer (KYC) guidelines and also all mandatory accounting standards notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

Risk Management

Risk management is a central part of PFS' strategic management. Being a financial institution, the Company is exposed to risks that are particular to its lending and investment activities and the environment within which it operates. The essential functions of risk management are to identify measure and more importantly monitor the risk profile of PFS. Risk Management system is the pro-active action in the present for the future. PFS' goal in risk management is to ensure that it understands, measures and monitors various risks that arise

and that the organization adheres to the policies and procedures which are established to address these risks. The process of risk management involves the tools and systems capable of screening, assessing, monitoring and managing risk exposures in a systematic manner.

PFS has, along with ICRA Management Consulting Services, developed a software based Credit Rating Model to facilitate internal rating of borrowers and projects. The Company follows standard processes and procedures for its various activities. A risk based internal audit function is undertaken by an independent external party to validate the implementation of the various policies and procedures.

Risk Organisation

Though the Board has the overall responsibility of risk management, there are two committees of the Board which take care of managing overall risk in the organization. In accordance with the RBI guidelines to enable NBFCs to adopt best practices and greater transparency in their operations, the Board of Directors of the Company has constituted a Risk Management Committee to review risk management in relation to various risks, namely, market risk, credit risk, and operational risk, and an Asset Liability Management Committee (ALCO). ALCO takes care of the liquidity risk, interest rate risk and foreign currency risk while Risk Management Committee looks after the overall risk of the organization with specific focus on credit risk and operational risk. In assessment of risk of credit proposals, PFS follows a multilayer approach wherein the credit approval note prepared by appraisal officers along with an independent internal rating is reviewed by an independent risk management team. The rating as well as approval note is further reviewed by whole time directors before being presented to the MD&CEO, and approving authority.

PFS has engaged well known and experienced consulting firms to support in the development of Risk Management Framework as well as to provide continuous support for the sound organisational wide integrated risk management practices.

Risk Management Policies

PFS has put in place a comprehensive policy framework for management of risks. The policies include –

Risk Management Policy

The risk management policy provides a framework for credit risk management as well as operational risk management. The framework for Credit risk management provides for identification and assessment of credit risk, assessment and management of portfolio credit risk, and risk monitoring and control. The issues relating to the establishment of exposure limits for various categories, for example, based on geographical regions, fuel specific, industry and rating are also covered. It also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals. The framework for operational risk management recognizes the need to understand the operational risks in general, and those in specific activities of the Company. Operational risk management is understood as a systematic approach to manage such risk. It seeks to standardize the process of identifying new risks and designing appropriate controls for these risks, minimize losses and customer dissatisfaction due to possible failure in processes.

Asset Liability Management Policy

The objectives of Asset Liability Management Policy are to align market risk management with overall strategic objectives, articulate current interest rate view and determine pricing, mix and maturity profile of assets and liabilities. Asset Liability Management (ALM) is a strategic process to manage the risks in balance sheet. PFS, being a finance company, is exposed to risks arising out of cash flow mismatches, interest rate mismatches and currency mismatches. ALM Policy provides a framework for defining, measuring and limiting such mismatches in a prudential manner. The asset liability management policy involves preparation and analysis of liquidity gap reports and ensuring preventive and corrective measures. It also addresses the interest rate risk by providing for duration gap analysis and control by providing limits to the gaps.

Foreign Exchange Risk Management Policy

The policy covers the management of foreign exchange risk related to existing and future foreign currency loans or any other foreign exchange risks derived from borrowing and lending. The objective of the policy is to serve as a guideline for transactions to be undertaken for hedging of foreign exchange related risks. It also provides guiding parameters within which the Asset Liability Management Committee can take decisions for managing the above mentioned risks. This policy is primarily directed towards reducing the impact of volatility in exchange rates on PFS's balance sheet through actively managing its foreign exchange risk exposures and putting in place a risk management framework to achieve the same.

Interest Rate Policy

Interest rate policy provides for risk based pricing of the debt financing by the Company. It provides the basis of pricing the debt and the manner in which it can be structured to manage credit risk, interest rate risk and liquidity risk, while remaining competitive.

Policy for Investment of Surplus Funds

The policy of investment of surplus funds i.e. treasury policy provides the framework for managing investment of surplus funds. Realizing that the purpose of mobilization of resources in the Company is to finance equity as well as loans to power sector projects, the prime focus is to deploy surplus funds with a view to ensure that the capital is not eroded and that surplus funds earn optimal returns.

Apart from these policies there are various guidelines to help understand and mitigate different kinds of other risks. These include Operational Policy, Business Continuity Policy and the like.

Credit Risk Rating Model

The Company has developed internal risk grading software in consultation with ICRA Management Consulting Services Limited (IMaCS). Though IMaCS had the standard power project model, PFS team has customized the rating model using its domain expertise. All the proposals are rated on the rating model. There are separate rating models for balance sheet based funding and SPV based funding. The model is an expert judgment model wherein each proposal is evaluated on more than 100 parameters to arrive at a rating score. The model has 5 rating grades out of which only first 4 are investment grade. The interest rate offered to borrower is also dependent on the rating score.

Monitoring Mechanism

To monitor the status of funded projects, a robust monitoring mechanism has been put in place. The projects are monitored by a separate Monitoring team. Further, a detailed status report on investments is presented periodically in the Management Information System (MIS) to whole time Directors. In all of the investee companies, PFS has a nominee director on their Board who keep the company informed about various important decisions taken by the investee companies. Further, through early warning signal system, critical parameters related to financial, technical, regulatory, management and other aspects of the projects are continuously monitored. A status report on both debt and equity projects is also presented to the Board of Directors of PFS periodically (at least quarterly) to ensure that directors are kept informed about the developments in the projects especially about any areas of concerns.

The power sector is witnessing stress and several projects in the country (both operational and under construction) are facing challenges. As at 31st March 2017, PFS has non-performing loans aggregating to ₹5,847 million and standard restructured projects aggregating to ₹8,519 million. The Company is continuously engaged in resolution of such loans and is working proactively with the consortium members. Regular lenders' meetings are conducted, detailed feedback obtained from lenders' independent engineers and financial advisors to see that project development activities may be continued unhindered. Discussions are held with promoters' and other stakeholders to work out a financially viable solution. The Company also engages consultants / professional agencies for working out effective solution / resolution for such cases.

Outlook

Indian economy is one of the fastest growing economy of the world and power sector is an important enabler for this growth and development. The country has ambitious plans of renewable power generation capacity and the sector continues to attract significant investments amidst heightened competition. There is optimism in the industry and the interest rates and other benchmark rates have also have eased resulting into increasing activities in the financial markets. PFS continues to focus on its resource mobilisation and manage its cost of funds better. The Company continues to broad-base its sources of funding and pursue banks, financial institutions and other lenders for lowering the spread charged to PFS. During the year, the Company added newer banks in its portfolio. The resource mix comprises of loans from banks and financial institutions, external commercial borrowings, mobilization of funds by way of non-convertible debentures, and tax saving infrastructure bonds, commercial papers.

PFS has developed strong linkages with banks, financial institution, project developers, multilateral and bilateral institutions, equity funds, and the like, which go a long way in growth of the Company. The Company has put in place a comprehensive risk management framework and is continuously working to upscale the same to match the organizational and operational growth. PFS applies a distinctive approach in structuring the financial products. Being customer-focused, emphasis is on understanding of the risks and mitigation measures required in the context of the specific needs of the project. Ensuring

quality in servicing while financing power projects is the hall-mark of PFS's business strategy, operational framework and HR practices.

PFS continues to follow a calibrated and cautious approach for diversification of its portfolio. Presently, renewable sector comprises the largest proportion of the portfolio. Such projects have much lesser fuel and environmental clearance related risks, and receive regulatory, fiscal and non-fiscal support. The Company is increasing its presence in other areas such as private power transmission projects, energy efficiency, development and operation of coal mines, development of private railway sidings, etc and select areas of infrastructure value chain such as annuity based road projects, ports, etc.

The sector continues to attract global players who are keen to set up projects particularly in the renewable energy space. There are increasing opportunities due to mergers/amalgamation and consolidation activities being witnessed in the sector. NBFCs have a increasing role to play in overall funding and PFS is well placed and geared up to tap the available opportunities. PFS is focused on attractive opportunities across the infrastructure sector and the total debt assistance sanctioned (net) has already crossed ₹20,000 crore

Cautionary Note

Certain statements in the "Management Discussion and analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Management envisages in terms of future performance and outlook.

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

of

PTC INDIA FINANCIAL SERVICES LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

I	CIN	L65999DL2006PLC153373
ii	Registration Date (incorporation date)	08/09/2006
iii	Name of the Company	PTC India Financial Services Ltd.
iv	Category / Sub-Category of the Company	NBFC ND-SI
v	Address of the Registered Office and contact details	Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India Contact details: Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374 Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com
vi	Whether listed company	Yes
vii	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Fax: +91 40 23001152 , Toll Free No : 1800-345-4001 E-mail: einward.ris@karvy.com Website: www.karvycomputershare.com

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 and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	The Company provide total financial services to the entities in energy value chain, which inter-alia includes investing in equity and/or extending debt to power projects in generation, transmission, distribution; fuel sources, fuel related infrastructure like gas pipelines, LNG terminals, ports, equipment manufacturers and EPC contractors etc. The Company also provides non-fund based financial services adding value to green field and brown field projects at various stages of growth and development.	651	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	PTC India Limited	L40105DL1999PLC099328	Holding	64.99	2(46)
2.	Varam Bio Energy Pvt. Limited B-32, Steel & Mines Complex, Srinagar Colony, Hyderabad	U40108TG2002PTC038381	Associate	26	2(6)
3.	R S India Wind Energy Pvt. Limited G.L. Business Center, Old Gurgaon Road, Dundahera, Haryana	U40101HR2006PTC049781	Associate	37	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

Category code	Category of shareholder	No. Of shares held at the beginning of the year 31/03/2016				No. Of shares held at the end of the year 31/03/2017				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	337250001	0	337250001	60.00	417450001	0	417450001	64.99	-4.99
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	337250001	0	337250001	60.00	417450001	0	417450001	64.99	-4.99
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	337250001	0	337250001	60.00	417450001	0	417450001	64.99	-4.99
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	1301815	0	1301815	0.23	842570	0	842570	0.13	0.10
(b)	Financial Institutions /Banks	644009	0	644009	0.11	430081	0	430081	0.07	0.05
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	14857595	0	14857595	2.64	14682595	0	14682595	2.29	0.36
(f)	Foreign Institutional Investors	58221190	0	58221190	10.36	57213133	0	57213133	8.91	1.45
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	75024609	0	75024609	13.35	73168379	0	73168379	11.39	1.96
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	23113339	0	23113339	4.11	19592336	0	19592336	3.05	1.06
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	67321021	48964	67369985	11.99	71831123	43360	71874483	11.19	0.80
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	50791480	0	50791480	9.04	50189547	0	50189547	7.81	1.22
(c)	Others									
	CLEARING MEMBERS	440049	0	440049	0.08	1739917	0	1739917	0.27	-0.19
	NON RESIDENT INDIANS	8087471	0	8087471	1.44	6655349	0	6655349	1.04	0.40
	NRI NON-REPATRIATION	0	0	0	0.00	1606922	0	1606922	0.25	-0.25
	TRUSTS	6401	0	6401	0.00	6401	0	6401	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	149759761	48964	149808725	26.65	151621595	43360	151664955	23.61	3.04
	Total B=B(1)+B(2) :	224784370	48964	224833334	40.00	224789974	43360	224833334	35.01	4.99
	Total (A+B) :	562034371	48964	562083335	100.00	642239975	43360	642283335	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	562034371	48964	562083335	100.00	642239975	43360	642283335	100.00	

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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.	PTC India Limited	337250001	60	0	417450001	64.99	0	4.99%

(iii) Change in Promoters' Shareholding: During the period under review, the Company has allotted 8,02,0000 number of equity shares of ₹ 10/- epr share at value of ₹ 38.50 per share (including security premium of ₹ 28.50/- per share) to M/s. PTC India Limited (being the Promoter Company) on preferential basis.

(iv) Shareholding Pattern of top ten Shareholders from 01/04/2016 - 31/03/2017 (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company			No of Shares	% of total shares of the company
1	Opening Balance	NEW HORIZON OPPORTUNITIES MASTER FUND	0	0.00	31/03/2016		0	0.00
	Purchase				15/07/2016	31400000	31400000	5.59
	Purchase				23/12/2016	6498000	37898000	6.74
	Sale				24/03/2017	-532000	37366000	5.82
	Sale				31/03/2017	-66000	37300000	5.81
	Closing Balance				31/03/2017		37300000	5.81
2	Opening Balance	MACQUARIE BANK LIMITED	31480000	5.60	31/03/2016		31480000	5.60
	Sale				01/07/2016	-80000	31400000	5.59
	Sale				15/07/2016	-31400000	0	0.00
	Closing Balance				31/03/2017		0	0.00
3	Opening Balance	LIFE INSURANCE CORPORATION OF INDIA	13682595	2.43	31/03/2016		13682595	2.43
	Closing Balance				31/03/2017		13682595	2.13
4	Opening Balance	COPTHALL MAURITIUS INVESTMENT LIMITED	7898000	1.41	31/03/2016		7898000	1.41
	Sale				09/09/2016	-834000	7064000	1.26
	Sale				16/09/2016	-566000	6498000	1.16
	Sale				23/12/2016	-6498000	0	0.00
	Closing Balance				31/03/2017		0	0.00
5	Opening Balance	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	5199820	0.93	31/03/2016		5199820	0.93
	Purchase				29/04/2016	300000	5499820	0.98
	Sale				06/05/2016	-366000	5133820	0.91
	Purchase				03/06/2016	200000	5333820	0.95
	Sale				24/06/2016	-100000	5233820	0.93
	Sale				08/07/2016	-500141	4733679	0.84
	Sale				29/07/2016	-400000	4333679	0.77
	Sale				05/08/2016	-200000	4133679	0.74
	Sale				12/08/2016	-401000	3732679	0.66
	Sale				19/08/2016	-200000	3532679	0.63
	Purchase				30/09/2016	100000	3632679	0.65
	Sale				21/10/2016	-500000	3132679	0.56
	Closing Balance				31/03/2017		3132679	0.49
6	Opening Balance	LAKSHMI CAPITAL INVESTMENTS LIMITED	0	0.00	31/03/2016		0	0.00
	Purchase				01/07/2016	51790	51790	0.01
	Purchase				08/07/2016	479000	530790	0.09
	Purchase				15/07/2016	600000	1130790	0.20
	Purchase				22/07/2016	150000	1280790	0.23

Sl. No.	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company			No of Shares	% of total shares of the company
	Purchase				29/07/2016	431031	1711821	0.30
	Purchase				05/08/2016	250000	1961821	0.35
	Purchase				12/08/2016	250000	2211821	0.39
	Purchase				19/08/2016	400000	2611821	0.46
	Purchase				26/08/2016	233600	2845421	0.51
	Purchase				02/09/2016	100000	2945421	0.52
	Purchase				09/09/2016	212200	3157621	0.56
	Purchase				16/09/2016	50000	3207621	0.57
	Purchase				23/09/2016	256000	3463621	0.62
	Purchase				18/11/2016	50000	3513621	0.63
	Purchase				02/12/2016	446800	3960421	0.70
	Purchase				16/12/2016	99990	4060411	0.72
	Purchase				23/12/2016	10	4060421	0.72
	Purchase				13/01/2017	126280	4186701	0.65
	Purchase				24/03/2017	170000	4356701	0.68
	Closing Balance				31/03/2017		4356701	0.68
7	Opening Balance	DIMENSIONAL EMERGING MARKETS VALUE FUND	4168522	0.74	31/03/2016		4168522	0.74
	Sale				15/07/2016	-131894	4036628	0.72
	Sale				22/07/2016	-175110	3861518	0.69
	Sale				04/11/2016	-150341	3711177	0.66
	Sale				11/11/2016	-35243	3675934	0.65
	Sale				24/03/2017	-101053	3574881	0.56
	Sale				31/03/2017	-37966	3536915	0.55
	Closing Balance				31/03/2017		3536915	0.55
8	Opening Balance	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFO	2135330	0.38	31/03/2016		2135330	0.38
	Purchase				08/04/2016	33632	2168962	0.39
	Purchase				03/06/2016	11759	2180721	0.39
	Purchase				10/06/2016	69367	2250088	0.40
	Purchase				24/06/2016	28215	2278303	0.41
	Purchase				08/07/2016	22534	2300837	0.41
	Purchase				22/07/2016	32946	2333783	0.42
	Purchase				05/08/2016	86029	2419812	0.43
	Closing Balance				31/03/2017		2419812	0.38
9	Opening Balance	THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I	2001598	0.36	31/03/2016		2001598	0.36
	Sale				08/07/2016	-64735	1936863	0.34
	Sale				15/07/2016	-259845	1677018	0.30
	Sale				09/12/2016	-26816	1650202	0.29
	Closing Balance				31/03/2017		1650202	0.26
10	Opening Balance	PROGRESSIVE INDIA FUND	1752308	0.31	31/03/2016		1752308	0.31
	Sale				20/05/2016	-95300	1657008	0.29
	Sale				27/05/2016	-875020	781988	0.14
	Sale				03/06/2016	-656000	125988	0.02
	Sale				10/06/2016	-125988	0	0.00
	Closing Balance				31/03/2017		0	0.00
11	Opening Balance	GAM STAR INDIA EQUITY	1670000	0.30	31/03/2016		1670000	0.30
	Purchase				08/07/2016	80000	1750000	0.31
	Sale				16/09/2016	-1536000	214000	0.04
	Sale				23/09/2016	-214000	0	0.00

Sl. No.	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company			No of Shares	% of total shares of the company
	Closing Balance				31/03/2017		0	0.00
12	Opening Balance	BIRLA SUN LIFE INSURANCE COMPANY LIMITED	733500	0.13	31/03/2016		733500	0.13
	Sale				06/05/2016	-321000	412500	0.07
	Purchase				26/08/2016	221000	633500	0.11
	Purchase				02/09/2016	156380	789880	0.14
	Purchase				30/09/2016	179000	968880	0.17
	Purchase				11/11/2016	832495	1801375	0.32
	Purchase				13/01/2017	159000	1960375	0.31
	Sale				17/03/2017	-320000	1640375	0.26
	Closing Balance				31/03/2017		1640375	0.26
13	Opening Balance	ECAP EQUITIES LIMITED	1503353	0.27	31/03/2016		1503353	0.27
	Sale				02/09/2016	-1503353	0	0.00
	Closing Balance				31/03/2017		0	0.00
14	Opening Balance	MV SCIF MAURITIUS	1131582	0.20	31/03/2016		1131582	0.20
	Purchase				22/04/2016	114111	1245693	0.22
	Purchase				29/04/2016	42783	1288476	0.23
	Purchase				24/06/2016	44929	1333405	0.24
	Sale				19/08/2016	-14726	1318679	0.23
	Purchase				23/09/2016	7298	1325977	0.24
	Sale				23/12/2016	-65996	1259981	0.22
	Sale				06/01/2017	-14099	1245882	0.22
	Purchase				03/02/2017	172593	1418475	0.22
	Sale				03/03/2017	-20805	1397670	0.22
	Purchase				24/03/2017	25974	1423644	0.22
	Closing Balance				31/03/2017		1423644	0.22
15	Opening Balance	GOLDMAN SACHS (SINGAPORE) PTE	0	0.00	31/03/2016		0	0.00
	Purchase				03/06/2016	119011	119011	0.02
	Sale				10/06/2016	-66465	52546	0.01
	Sale				17/06/2016	-52546	0	0.00
	Purchase				23/09/2016	53977	53977	0.01
	Purchase				07/10/2016	542816	596793	0.11
	Purchase				18/11/2016	200341	797134	0.14
	Purchase				25/11/2016	137983	935117	0.17
	Sale				02/12/2016	-105391	829726	0.15
	Sale				09/12/2016	-38033	791693	0.14
	Purchase				16/12/2016	279092	1070785	0.19
	Purchase				23/12/2016	5032	1075817	0.19
	Sale				30/12/2016	-85964	989853	0.18
	Sale				06/01/2017	-121699	868154	0.15
	Sale				13/01/2017	-164951	703203	0.11
	Sale				20/01/2017	-4027	699176	0.11
	Purchase				03/02/2017	210817	909993	0.14
	Purchase				10/02/2017	268399	1178392	0.18
	Purchase				17/02/2017	370138	1548530	0.24
	Purchase				24/02/2017	107443	1655973	0.26
	Sale				03/03/2017	-338617	1317356	0.21
	Sale				10/03/2017	-42324	1275032	0.20
	Sale				17/03/2017	-48376	1226656	0.19
	Sale				31/03/2017	-4081	1222575	0.19
	Closing Balance				31/03/2017		1222575	0.19

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Director	Shareholding at the beginning of the year		Reason for change in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Mr. Deepak Amitabh	3500	0	Nil movement during the year	3500	0

V. INDEBTNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	67,954.86	500.00	-	68,454.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	838.94	-	-	838.94
Total (i+ii+iii)	68,793.80	500.00	-	69,293.80
Change in Indebtedness during the financial year				
• Addition	153,966.00	65,000.43	-	218,966.43
• Reduction	149,036.19	57,000.00	-	206,036.19
Net Change	4,929.81	8,000.43	-	12,930.24
Indebtedness at the end of the financial year				
i) Principal Amount	72,734.40	8,500.00	-	81,234.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	989.21	0.43	-	989.64
Total (i+ii+iii)	73,723.61	8,500.43	-	82,224.04

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (in ₹)
		Dr. Ashok Haldia Managing Director & CEO	*Dr. Pawan Singh Director (Finance) & CFO	
1	Gross salary			
	Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961	90,31,599	69,42,996	1,59,74,595
	Value of perquisites u/s 17(2) of the Income – tax Act, 1961	2,92,918	2,65,996	5,58,914
	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, Reimbursement of expenses	3,66,542	2,60,264	6,26,806
	Total (A)			
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-

* Dr. Pawan Singh holds the position of Director (Finance) & CFO upto 30th April 2017.

B. Remuneration to other Directors for the FY 2016-2017

S. No.	Name of Director	Sitting Fee (in ₹)	Conveyance (in ₹)
1	Mr. Ved Kumar Jain	1,240,000	42,000
2	Mr. Harbans Lal Bajaj	480,000	12,000
3	Mrs. Pravin Tripathi	1,040,000	34,000
4	Mr. Deepak Amitabh*	960,000	2,000
5	Mr. Arun Kumar*	680,000	2,000
6	Mr. Ajit Kumar*	440,000	2,000
7	Mr. Surinder Singh Kohli	800,000	26,000
8	Mr. Surender Kumar Tuteja	880,000	26,000
9	Mr. Radhakrishnan Nagarajan*	240,000	10,000
	TOTAL	6,760,000	148,000

*Sitting Fee has been paid to PTC India Limited (the holding company) /Power Finance Corporation Limited.

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary (₹)	CFO
1	Gross salary	Explained above		Explained above
	Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961		32,454,82	
	Value of perquisites u/s 17(2) of the Income – tax Act, 1961		2,02,188	
	Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-----	-----	-----
2	Stock Option	-----	-----	-----
3	Sweat Equity	-----	-----	-----
4	Commission	-----	-----	-----
	- as % of profit	-----	-----	-----
	- others, specify...	-----	-----	-----
5	Others, Reimbursement of expenses	-----	-----	-----
	Total	-----	34,47,670	-----

POLICY ON DIVIDEND DISTRIBUTION

1. Introduction

The Securities Exchange Board of India ("SEBI") on July 8, 2016 inserted Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top five hundred listed companies (based on market capitalization of every financial year) to formulate a Dividend Distribution Policy which shall be disclosed in their annual reports and on their websites.

PTC India Financial Services Limited ("PFS" or "Company") being one of the top five hundred listed companies as per the market capitalization as on the last day of the immediately preceding financial year, frames this policy to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Objectives & Scope

This Policy lays down the broad framework which will act as guiding principles for the purpose of declaring or recommending any dividend during or for any financial year by the Company.

The Policy aims at balancing the twin objectives of the growth of the Company and Shareholders' value.

Through this Policy, the Company endeavours to bring a fair, transparent and consistent approach to its dividend pay-out plans. The Policy has been framed broadly in line with the provisions of the Companies Act, 2013 and also taking into consideration guidelines issued by SEBI/ RBI/and other regulations, to the extent applicable.

The Policy is a general declaration of intention and the actual declaration of dividend will require corporate action at the time a decision is taken, depending on the precise circumstances at that point of time.

In addition, payment of any such dividend will be subject to any restriction under applicable laws and regulation, the Articles of Association, available cash flows and capital requirements.

The Policy, however, is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all relevant circumstances enumerated hereunder or other factors as may be considered by the Board of Directors from time to time.

3. Definitions

3.1 "Act" shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.

3.2 "Applicable Laws" shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for the distribution of dividend.

3.3 "Company" shall mean PTC India Financial Services Limited

3.4 "Board" or "Board of Directors" shall mean Board of Directors of the Company.

3.5 "Dividend" shall mean Dividend as defined under Companies Act, 2013 and shall include interim dividend.

3.6 "Policy or this Policy" shall mean the Dividend Distribution Policy.

3.7 "SEBI Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

3.8 "RBI Regulations" means Reserve Bank of India Act, 1934 and various circulars, guidelines issued by Reserve Bank of India from time to time.

4. Relevant Statutory Provisions of the Companies Act, 2013 and Companies (Declaration and Payment of Dividend) Rules 2014 relating to Dividend

4.1 Dividend shall be declared or paid by company for any financial year:

- i) Out of the current year profit after providing depreciation.
- ii) Out of the previous years profit remaining undistributed and after providing for depreciation.
- iii) Out of both the above.

4.2 No Dividend shall be declared or paid by company from its reserves other than free reserves.

4.3 The Company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company.

4.4 Company shall declare dividend after carried over previous losses and depreciation not provided, if any, in previous year or years are set off against profit of the company for the current year.

4.5 In case of losses or inadequate profits in any financial year, the Company can declare dividend out of the profits earned by it in previous years and transferred to the reserves subject to the following conditions:-

- i. The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year:
 Provided that the above condition shall not apply in case the Company has not declared any dividend in each of the three preceding financial year.
- ii. The total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of its paid-up share capital and free reserves as appearing in the latest audited financial statement.
- iii. The amount so drawn shall first be utilised to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared.

The balance of reserves after such withdrawal shall not fall below fifteen per cent of company's paid up share capital as appearing in the latest audited financial statement

4.6. Circumstances under which the shareholders may or may not expect dividend:

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business.

The Board will consider the factors mentioned under Clause 5 below and before determination of any dividend payout analyse the prospective opportunities and threats, viability of the option of dividend payout or retention etc. If the Board proposes that it is financially prudent not to recommend dividend, it may recommend no dividend, in that case, reason(s) thereof and information on utilization of the undistributed profit, if any, shall be disclosed to the shareholders in the Annual Report of the Company.

5. Parameters for declaration of Dividend

The Board of Directors will consider the following parameters for determining the quantum of dividend:

5.1 Financial Parameters

- Net profit after tax;
- Transfer of Statutory Reserve as per Reserve Bank of India Act, 1934
- Working Capital requirements;
- Capital expenditure requirements and alternative use of cash;
- Outstanding borrowings
- Available cash and cash flow requirement to meet any unforeseen events & contingencies/ group's capital requirements
- Dividend received by the company.
- Net worth of the company
- Dividend yield
- Dividend payout ratio.
- In case the dividend is paid out of the reserves, the balance of reserves after such withdrawal shall not fall below 25% of company's paid up share capital as appearing in the latest audited financial statement.

5.2 Developments in internal and external environment.

- Opportunities available for growth/expansion/ modernisation
- Past Dividend Trends
- Expectations of shareholders
- Prudential requirements
- Capital Markets
- Industry Conditions
- Customers and suppliers concentration and their financial health
- Market Capitalization
- Statutory Provisions and Guidelines;
- Policies of the Government (centre and state)
- Dividend Pay-out ratios of companies in same industries i.e. Peer Group Comparison
- Economic Environment

5.3 Any other factor as the Board may deem fit

6. Utilization of retained earnings

The Company is engaged into financing the infrastructure sector and the retained earnings are deployed in the long-term infrastructure loan assets. The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The profit being retained in the business shall be continued to be deployed in its operations, expansion plans, investment plans etc. The Company stands committed to deliver sustainable value to all its stakeholders.

7. Provision with regard to various classes of shares

The holders of the equity shares of the Company, as on the record date, will be entitled to receive dividends. Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company shall be entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

8. Timing of Dividend

8.1 Interim dividends, as and when decided by the Board, will be declared after considering the interim financial statements for the period for which interim dividends are declared along with factors mentioned in clause 4 & 5 above. Interim financial statements will be prepared considering working expenses, depreciation and anticipated losses, if any, for the full year.

8.2 Final dividends as and when approved at the Annual General Meeting (AGM) of the shareholders will be based on the recommendations of the Board based on review of audited financial statements for the year, factors mentioned in clause 4 & 5 above and considering interim dividend, if any, declared during the year.

8.3 In case no final dividend is declared, interim dividend, if any, will be regarded as final dividend in AGM.

9. Exclusions

This policy shall not cover the following

- Capitalizing of profits by way of bonus issue of fully or partly securities
- Declaration of dividend on preference shares (as and when issued), since the same will be governed by terms of issue of such shares
- Buyback of shares

10. Amendment(s):

- The Board will change/amend this Policy from time to time at its sole discretion and/or pursuant to any amendments made in the Companies Act, 2013 or any other Statutory Regulations.
- In case of any clarification(s), circular(s) etc. issued by the relevant authorities, not being inconsistent with the provisions laid down under this Policy, then this Policy shall be read along with such clarification(s), circular(s) so issued, from the effective date as laid down under such clarification(s), circular(s) etc. In case of any conflict in the Policy and regulatory provisions then regulatory provisions shall prevail.

11. Disclosures:

The Company shall disclose this Policy in its Annual Reports & website.

EFFECTIVE DATE The Policy shall become effective from the date of its adoption by the Board.

REPORT ON CSR ACTIVITIES/ INITIATIVES

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

1. A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes.

Corporate Social Responsibility (CSR) is a long-standing commitment at PFS. The CSR Policy of PTC India Financial Services (PFS) sets the framework guiding the CSR activities of the Company. It outlines the governance structure, operating framework, monitoring mechanism, and CSR activities that would be undertaken. The CSR Committee is the governing body that defines the scope of CSR activities and ensures compliance with the CSR Policy.

The CSR Policy was approved in March 2015, and subsequently was put up on the Company's website.

Web-link to the Company's CSR Policy:

http://www.ptcfinancial.com/upload/pdf/corporate_social_responsibility_policy.pdf

2. The composition of the CSR Committee

The composition of the Committee is set out below:

- a) Sh. Deepak Amitabh
- b) Sh. Ved Kumar Jain
- c) Mrs. Pravin Tripathi

3. The functions of the Committee are given below:

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

4. Average Net Profit of the company for last 3 financial years

The average net profit of the Company for the last three financial years calculated as specified by the Companies Act, 2013 was ₹ 3,334.65 million

5. Prescribed CSR expenditure (2% of amount) – ₹ 66.70 million

The prescribed CSR expenditure requirement for FY 2016-2017 was ₹ 144.88 million including the unspent amount of ₹ 78.18 million of earlier years.

6. Details of CSR activities/projects undertaken during the year:

- a) total amount to be spent for the financial year was ₹ 144.88 million including the unspent amount of ₹ 78.18 million of earlier years
- b) amount un-spent is ₹ 144.88 million
- c) manner in which the amount spent during financial year, is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/Programmes 1.Local area/others- 2.specify the state /district (Name of the District/s, State/s where project/programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Sub-heads: 1.Direct expenditure on project/ programme, 2.Overheads:	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*
				NIL			

*Give details of implementing Agency.

6. The amount spent was ₹ Nil and was lower than 2% of average net profits of the last three financial years and the unspent amount from previous financial year.

The total amount to be spent under the companies Act 2013 for the CSR for FY16-17 was ₹ 144.88 million including the unspent amount of ₹ 78.18 million carried forwards from previous financial year. During the year, the Company incurred a sum of ₹ Nil towards CSR related activities. The entire unspent amount of ₹ 144.88 million is being carried forward and shall be utilised in future years. 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.

Keeping in view the above spirit, the company appointed an Advisor for CSR activities. The Advisor(CSR) after detailed discussions planned for the following 2 programmes :

- Skill development training program for solar project in/around the solar power park at Bhadla, district Jodhpur, Rajasthan in association with 'National Power Training Institute' (NPTI). The company entered into a MOU with NPTI in this regard.
- Integrated development of a cluster of villages in Bharatpur, Rajasthan in association with a NGO - 'Plan India'.

The implementation of the above CSR programme has been in-principally agreed to by the CSR Committee with some suggestions. The programs are being further detailed / examined in line with the suggestions of the Committee.

In the meantime, PTC Group (PTC India Limited, PTC India Financial Services Limited and PTC Energy Limited) has formed a group level Trust namely "PTC Foundation" to jointly carry out the CSR activities of the entire group. The Trust has been registered on 6th October 2016. Taking into cognizance of the fact that a Trust for taking up CSR activities at group level has been formed, the CSR Committee of the company has decided that the CSR activities of the company may also be carried out through the Trust for maximizing the benefits, though the identification and approval of the project and monitoring would be done by the Company.

The CSR Committee of the Company has approved the proposal for cleanliness / sanitation of the Bhikaji Cama Place complex under the common group level activities being undertaken by PTC Foundation and in line with the same, PFS shall be incurring its share of expenditure for the said activities. With the above efforts, the implementation of CSR initiatives under contemplation or new are expected to get momentum.

7. The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with the CSR objectives and the CSR Policy of the Company.

Place: New Delhi
Date: 9th August, 2017

Sd/-
Dr. Ashok Haldia
Managing Director & CEO

Sd/-
Shri Deepak Amitabh
Chairman of CSR Committee

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

{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 FINANCIAL SERVICES LIMITED.

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

Based on our verification of the PFS'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, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2017 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PFS ("the Company") for the financial year ended on 31st March, 2017 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 (Share Based Employee Benefits) Regulations, 2014;
 - (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) The Reserve Bank of India Act, 1934 and Regulations framed thereunder for Non-Banking Financial Companies
- (vii) Prevention of Money Laundering Act, 2002.
 - (a) We have also examined compliance with the applicable clauses of the following:
 - (b) Secretarial Standards issued by the Institute of Company Secretaries of India.

The Listing Agreement with National Stock Exchange of India Limited and BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. Compliance of Regulation 17 (1) (b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of requisite no. of Independent Directors on the Board of the Company.

We further report that the Board of Directors of the Company is not duly constituted in terms of Regulation 17 (1) (b) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 atleast half of the Board of Directors should comprise of Independent Directors. However, the Company was compliant in terms of provisions under Section 149 (4) of the Companies Act, 2013 as out of 8 Board of Directors there were 3 Independent Directors on the Board of Company. 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, if any.

We 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.

We further report that during the audit period, the Company has issued 8,02,00,000 Equity Shares of ₹ 10/- each at a premium of ₹ 28.50/- per share to its promoter on preferential basis.

For **Agarwal S. & Associates**
Company Secretaries

Sd/-
CS Sachin Agarwal, Partner
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: July 31, 2017

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

To,
The Members,
PTC India Financial Services Limited

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

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

For **Agarwal S. & Associates**
Company Secretaries

Sd/-
CS Sachin Agarwal, Partner
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: July 31, 2017

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

PTC India Financial Services Limited ("the Company") has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2016-17. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules.

a)	Name(s) of the related party and nature of relationship	:	N.A.
b)	Nature of contracts/arrangements/transactions	:	N.A.
c)	Duration of the contracts / arrangements/transactions	:	N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	N.A.
e)	Justification for entering into such contracts or arrangements or transactions	:	N.A.
f)	Date(s) of approval by the Board	:	N.A.
g)	Amount paid as advances, if any:	:	N.A.
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	:	N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the related party and nature of relationship	:	N.A.
b)	Nature of contracts/arrangements/transactions	:	N.A.
c)	Duration of the contracts / arrangements/transactions	:	N.A.
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	N.A.
e)	Date(s) of approval by the Board	:	N.A.
f)	Amount paid as advances, if any:	:	N.A.

For and on behalf of the Board
PTC India Financial Services Limited

Sd/-
Dr. Ashok Haldia
Managing Director & CEO
DIN : 00818489

Date : 9th August 2017
Place : New Delhi

“NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY”

Legal Framework

As per the requirements of Companies Act 2013, the Board of Directors of PTC India Financial Services 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 Financial Services Limited (PFS);
- ‘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 Financial Services Limited (PFS);
- ‘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
 - vi. 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 MD & CEO or Managing Director/Whole-time Director (WTD):

The Company shall appoint or re-appoint any person as its MD & CEO 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.

2. 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.

3. 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.

4. 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.

3 Remuneration

The level and composition of remuneration to be paid to the MD & CEO, 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. MD & CEO/ WTD

Besides the above Criteria, the Remuneration/ Compensation/ Commission / PRP / Bonus etc. to be paid to MD & CEO/ 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 MD & CEO (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 MD & CEO of the Company or any other personnel that the MD & CEO 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.

Form No. AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

	Name of Associates or Joint Ventures	R.S. India Wind Energy Private Limited (₹ In lakhs)	Varam Bio Energy Private Limited (₹ In lakhs)
1	Latest audited Balance Sheet Date	31 st March, 2014	31 st March, 2016
2	Date on which the Associate or Joint Venture was associated or acquired	22 nd March, 2008	31 st January, 2008
3	Shares of Associate or Joint Ventures held by the company on the year end		
	No.	6,11,21,415	43,90,000
	Amount of Investment in Associates or Joint Venture	6,112.14	439.00
	Extent of Holding (in percentage)	37%	26%
4	Description of how there is significant influence	Note A	Note A
5	Reason why the associate/joint venture is not consolidated	Note B	Note B
6	Networth attributable to shareholding as per latest audited Balance Sheet	₹ 4,737	Nil ^(Note C)
7	Profit or Loss for the year		
	i. Considered in Consolidation	Nil	Nil
	ii. Not Considered in Consolidation	Nil	Nil

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

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

Note C: The Company has fully provided for diminution in investment held in associates and the Company does not have any further obligations over and above the amount invested.

For and on behalf of the Board
PTC India Financial Services Limited

Sd/-

Dr. Ashok Haldia
Managing Director & CEO
DIN : 00818489

Date : 9th August, 2017
Place : New Delhi

BUSINESS RESPONSIBILITY REPORT

Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,

PTC India Financial Services Limited (PFS) Business Responsibility Report 2016-2017 includes our responses to questions on our practices and performance on key principles defined by Regulation 34 (2) (f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, covering topics across environment, governance, and stakeholder relationships.

SECTION A : GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L65999DL2006PLC153373
2	Name of the Company	PTC India Financial Services Limited (hereinafter referred to as 'Company'/ PFS)
3	Registered Office	7 th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi-110066
4	Website	www.ptcfinancial.com
5	E-mail id	info@ptcfinancial.com
6	Financial Year Reported	April 1, 2016 to March 31, 2017
7	Sector that the Company is Activity code wise	PTC India Financial Services Limited (PFS) is a Non-banking Finance Company (NBFC) classified as Infrastructure Finance Company (IFC) by the Reserve Bank of India. The Company is engaged in the business of providing finance and financial services to the infrastructure projects.
8	List three key products that Company manufactures (as Per Balance Sheet)	PFS is into lending business and not manufacturing.
9	Total Number of Locations where business activity is undertaken by the Company	1
10	Markets served by the Company - Local/State/ National/International/	National

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR' lakhs)	64,228.33
2	Total Turnover (INR' lakhs)	135,188.07
3	Total Profit after taxes (INR' lakhs)	34,533.28
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Nil
5	List of activities in which expenditure in 4 above has been incurred	Not Applicable

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).	PFS is in the process of preparing roadmap in conjunction with parent company (PTC India Limited) for spending the CSR amount of 2016-17.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No other entity/entities participate in the BR initiatives of the Company.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

a.	Details of the Director/Director responsible for implementation of the BR policy/policies:	
	1. DIN	00818489
	2. Name	Dr. Ashok Haldia
	3. Designation	Managing Director & CEO
b.	Details of the BR head	
	1. DIN	Not Applicable
	2. Name	Ms. Nidhi Dahiya
	3. Designation	Manager
	4. Telephone Number	011- 26737459
	5. E-mail Id	nidhi.dahiya@ptcfinancial.com

2. Principle-Wise (as per NVGs) BR Policy / Policies

The nine principles as per BRR are as given below:

P 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.

P 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P 3: Business should promote the wellbeing of all employees

P 4: Business should respect the interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

P 5: Business should respect and promote human rights.

P 6: Business should respect, protect and make efforts to restore the environment.

P 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P 8: Business should support inclusive growth and equitable development.

P 9: Business should engage with and provide value to their customers and consumers in a responsible manner.

2 (a) Details of compliance (Reply Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy for...	Company has all the required policies in place.								
2	Has the policy being formulated in consultation with the relevant stakeholders	Yes, the policies are formulated with detailed consultation with relevant stakeholders and benchmarking across the industry.								
3	Does the policy conform to any national / international standards? if yes specify	All policies are compliant with relevant principles of National Voluntary Guidelines.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO/ appropriate Board Director?	All policies are approved by the respective competent authorities.								
5	Does the Company have a specified committee of the Board / Director / official to oversee the implementation of the policy?	The Board of Directors of the Company along with the Audit Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee, Stakeholders Grievance Committee are responsible for overall effective implementation & monitoring of the BR policies adopted on respective principles. Further, each policy has also been mapped with the respective departments, who are responsible for its implementation & monitoring on the ground and submit necessary report to the Board of Directors.								
6	Indicate the link for the policy to be viewed online?	Except for the Code of Conduct, Whistle Blower Policy and CSR Policy, all other policy documents are internal policies of the Company and thus, are not available on website of the Company.								
7	Has the policy been formally communicated to all the relevant internal and external stakeholders?	The policies posted on the Company's website are available for all stakeholders. For internal stakeholders, appropriate means of communication like intranet, mail communication etc. is available.								
8	Does the Company have in house structure to implement the policy/ policies	Yes								
9	Does the company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies	Yes								
10	Has the company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	- The Policies are evaluated by internal as well as external agencies on need basis. - The Whistle Blower Policy is reviewed by the Audit Committee of the Board. - The CSR policy is reviewed by the CSR committee of the Board. - The ESMS (Environmental and Social Management System) policy is reviewed by the Board. - The Board/Committee of the Board reviews the policies at periodic intervals on need basis.								

2 (b). If answer to S.No.1 against any principle is “No”, please explain why: (Tick Upto 2 Options- NA)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within next 1 Year									
6.	Any other reason (please specify)									

3. Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of Directors or CEO to access the BR performance of the Company. Within 3 months, 3 months – 6 months, annually more than 1 year.	Yes, annually. We have constituted a corporate social responsibility (CSR) committee of the Board which oversees our CSR strategy and progress. For more details on the frequency of the committee's meeting, refer to the 'Corporate social responsibility committee' sub- section in the Corporate Governance Report, and the 'Corporate Governance' section in the Board's Report, which are part of this Annual Report.
Does the Company publish a BR or sustainability report? What is the hyperlink for viewing this report? How frequently it is published?	PFS has published GRI (Global Reporting Initiative) sustainability report for financial year 2015-16 in accordance with GRI G4 reporting guidelines. We have published this report for the first time in 2015-16.

SECTION E: PRINCIPLE WISE PERFORMANCE

Principle No.	Description	Response
P-1	Business should conduct and govern themselves with Ethics, Transparency and Accountability.	
1.1	Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend the group / joint ventures/ suppliers/ contractors/ NGOs/ others?	The Company has adopted the Code of Business Conduct and Ethics, governing conduct of the business of the Company in an ethical manner. Policies of the Company are aligned with those of the parent company i.e. 'PTC India Limited'. It applies to the Directors, Key Managerial Personnel and Senior Management of the Company. The Company obtains an annual confirmation affirming compliance with the Code from the Directors, Key Managerial Personnel and Senior Management every year. The Company has also in place: Whistle Blower Policy: It provides an avenue for Directors and employees to inform about any wrongdoing in the Company and reassurance that they will be protected from victimization for whistle blowing. Code of Conduct for Prevention of Insider Trading: It prevent insider trading and protect price sensitive information. Further, PFS does not have any joint venture /suppliers/ contractors etc.
1.2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so provide the details thereof in about 50 words or so.	No complaints were received under the whistle blower policy. The details of the complaints of the investor are provided in the report on corporate governance. All complaints received during the year were dealt by the competent authority.
P-2	Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle	
2.1	List upto 3 of your products whose design has incorporated social or environmental concerns, risks and / or opportunities.	PFS is a NBFC engaged in lending primarily in infrastructure and power sector with a view on sustainable lending and has established an ESMS (environmental and social management system) which assesses E&S risks associated with project and stipulates conditions to mitigate adverse impacts. To further reduce carbon footprint from our operations, PFS on its balance sheet has commissioned a wind project of 6 MW in the state of Karnataka. The energy generated by the wind project exceeds the electric energy consumption at our sole office in Delhi, thus offsetting the emissions from our operations/services.
2.2	For each such product, provide the following details in respect of resource use (energy, raw material etc.) per unit of product (optional): Reduction during the sourcing / production/ distribution achieved since the previous year throughout the value chain. Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Not applicable directly, as PFS is not engaged in manufacturing business and only human resource is engaged by PFS to carry out its operations. Though, as part of sustainable lending PFS encourages its borrowers to follow IFC performance standards for environmental and social sustainability which deals with the aspects of resource efficiency and conservation. Hence, indirectly contributing to resource conservation.

2.3	Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.	Not applicable.																		
2.4	Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	Not applicable.																		
2.5	Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also provide details thereof, in about 50 words or so.	Not applicable as PFS is not into product manufacturing, thus recycling is not applicable to us. We generate paper waste and e-waste (in the form of used cartridges) from our business operations in our office. Out of which, paper waste generated is handed over to local recycler and e-waste generated in handed over to CPCB (Central Pollution Control Board) certified vendors.																		
P-3 Business should promote the well-being of all employees																				
3.1	Please indicate the total number of employees	47 employees as on 31 st March, 2017																		
3.2	Please indicate the total of employees hired on temporary / contractual / casual basis.	Total 25 personnel have been hired by PFS on contractual basis.																		
3.3	Please indicate the number of permanent women employees:	Five (5)																		
3.4	Please indicate the number of permanent employees with disabilities:	Nil (0)																		
3.5	Do you have an employee association that is recognised by management?	Yes, there is an employee welfare association by the name of ERA which is recognized by PFS. It plans recreational activities which foster team spirit and encourages organizational belongingness.																		
3.6	What percentage of your permanent employees is members of this recognized employee association?	100%; all permanent employees are members of this association.																		
3.7	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year:	<table><tr><td>S. No.</td><td>Category</td><td>No. of complaints filed during the financial year</td><td>No. of complaints pending as on end of the financial year</td></tr><tr><td>1.</td><td>Child labour / forced labour / involuntary labour</td><td>Nil</td><td>Nil</td></tr><tr><td>2.</td><td>Sexual Harassment</td><td>Nil</td><td>Nil</td></tr><tr><td>3.</td><td>Discriminatory employment</td><td>Nil</td><td>Nil</td></tr></table>			S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year	1.	Child labour / forced labour / involuntary labour	Nil	Nil	2.	Sexual Harassment	Nil	Nil	3.	Discriminatory employment	Nil	Nil
S. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year																	
1.	Child labour / forced labour / involuntary labour	Nil	Nil																	
2.	Sexual Harassment	Nil	Nil																	
3.	Discriminatory employment	Nil	Nil																	
3.8	What percentage of your under mentioned employees were given safety & skill upgradation training in the last year? Permanent employees Permanent women employees Casual/ Temporary / Contractual Employees Employees with disabilities	<table><tr><td>S. No.</td><td>Category (who were provided skill upgradation training)</td><td>No. of employees to whom training has been imparted</td></tr><tr><td>1.</td><td>Permanent employees</td><td>29/47; 62%.</td></tr><tr><td>2.</td><td>Permanent women employees</td><td>4 women were provided training in FY 2016-17 and for one of the employee training was provided in the month of April, 2017 due to late joining. Hence 5/5; 100%.</td></tr><tr><td>3.</td><td>Casual/ Temporary / Contractual Employees</td><td>18/20; 90%</td></tr><tr><td>4.</td><td>Employees with disabilities</td><td>Not applicable</td></tr></table>			S. No.	Category (who were provided skill upgradation training)	No. of employees to whom training has been imparted	1.	Permanent employees	29/47; 62%.	2.	Permanent women employees	4 women were provided training in FY 2016-17 and for one of the employee training was provided in the month of April, 2017 due to late joining. Hence 5/5; 100%.	3.	Casual/ Temporary / Contractual Employees	18/20; 90%	4.	Employees with disabilities	Not applicable	
S. No.	Category (who were provided skill upgradation training)	No. of employees to whom training has been imparted																		
1.	Permanent employees	29/47; 62%.																		
2.	Permanent women employees	4 women were provided training in FY 2016-17 and for one of the employee training was provided in the month of April, 2017 due to late joining. Hence 5/5; 100%.																		
3.	Casual/ Temporary / Contractual Employees	18/20; 90%																		
4.	Employees with disabilities	Not applicable																		
P- 4 Business should respect the interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised																				
4.1	Has the Company mapped its internal and external stakeholders?	Yes, stakeholders of the company have been mapped through a formal process of consultation. Key stakeholders identified by PFS are: Internal stakeholders (Employees) External Stakeholders (Borrowers, Lenders, Shareholders and PTC India (parent company)).																		
4.2	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?	PFS has sexual harassment policy in place. Moreover, there is a whistle blower policy whereby an employee with any grievance can raise the issue with the top management fearlessly. Further, as part of the CSR initiative, we have plans to engage with the disadvantaged, vulnerable & marginalized stakeholders																		

4.3	Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details, in about 50 words or so.	Other than as mentioned above there are no other special privileges for internal stakeholders. However, as part for our lending business we expect our borrowers to follow the IFC environmental and social performance standards, 2012 which supports projects which protects rights of indigenous people (marginalized and vulnerable group) and creates opportunities for their growth and providing them benefits through project related activities. Moreover, company through its planned CSR initiatives would in future engage with the disadvantaged, vulnerable and marginalized stakeholders. The two areas identified at this stage are – Skill development and training for unprivileged youth and integrated development of villages.
P-5 Business should respect and promote human rights		
5.1	Does the policy of the Company on human rights cover only the company or extend to the group / joint ventures / suppliers / contractors / NGOs / others.	Company believes in protecting the human rights of our people, recognizing their need for respect and dignity. We are committed to fair employment practices and freedom of expression, supported by a strong, company-wide value system. We provide every avenue to our workforce for voicing their opinion. PFS also has a well-defined Grievance Redressal Policy, which is applicable to all regular employees except for officers who are one step below the Board Level. During the FY 2016-17, the Company has given thrust to an organizational development programme and has been developing systems and processes that maximize human potential. The 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. Our Company continuously invests in attraction, retention and development of talent on an ongoing basis. Company's thrust is on the promotion of talent internally through job rotation and job enhancement. Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest. The Company also adheres to the highest levels of ethical business practices as articulated in the Code of Conduct and Ethics. A strong commitment to human rights is embedded in the Company's Code of Conduct and Ethics Policy which lays down acceptable behaviour on various aspects including human rights. This code is applicable for all employees, associates and business partners. It has been adopted by our parent company as well.
5.2	How many stakeholders complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	No complaints were received under the whistle blower policy. The details of the complaints of the investor are provided in the report on corporate governance. All complaints received during the year were dealt by the competent authority.
P-6 Business should respect, protect and make efforts to restore the environment.		
6.1	Does the policy related to Principle 6 cover only the company or extend to the group / joint ventures / suppliers / contractors / NGOs / others.	Environmental and Social Policy of PFS extends to the projects financed by PFS and indirectly covers contractors and borrowers engaged in project financing. E&S Policy scope also extends to consortium funding where PFS is in lead.
6.2	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming etc.? Y/N. if yes, please give hyperlink for webpage etc.	PFS provides loans for large renewable energy projects and over 53% of our lending in the financial year 2016-17 has been for renewable energy projects; thus promoting green energy which indirectly supports climate change and global warming initiative. Moreover, PFS has developed a 6 MW wind farm in Karnataka State to offset emissions from its operations. Hyperlink for the webpage is - http://ptcfincial.com/
6.3	Does the company identify and assess potential environmental risks	To promote sustainable lending and to ensure compliance with our environmental and social management systems, PFS either internally or with the help of third party conducts environmental and social due diligence to assess environmental and social risks associated with the projects financed by PFS. In line with our established ESMS, the due diligence scope includes verification of relevant environmental and social aspects of the project in line within the reference framework (including the current operations and the future planned additions/ expansions). It includes but not be limited to the following aspects: Environmental impact management; Social impact management; Health and safety management; Human resources management (including human rights and labour standards); and Community engagement.

6.4	Does the company have any project related to clean development mechanism? If so, provide details hereof, in about 50 words or so. Also if yes, whether any environmental compliance report is filed?	PFS is into lending business and we also finance projects which are based on clean and green fuel. PFS has a single 6 MW wind power project in Karnataka state and no environmental compliance report is required to be filled for 'white' category project as per CPCB revised categorization. At organizational level, we have noted 24% reduction in paper consumption in financial year 2015-16.
6.5	Has the company undertaken any other initiatives on-clean technology, energy efficiency and renewable energy, etc. Y/N. if yes, please give hyperlink for web page, etc.	PFS disposes of its e-waste through CPCB certified vendor. To promote renewable energy, as on 31 st March, 2017 PFS's renewable portfolio is 53% of the total portfolio. Moreover, PFS has developed a 6 MW wind farm in Karnataka State which got commissioned in May, 2010. Hyperlink for the webpage is - http://ptcfincial.com/
6.6	Are the emission / waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?	Not applicable.
6.7	Number of show cause / legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of the financial year.	None.
P- 7 Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.		
7.1	Is your company a member of any trade and chamber or association? if yes, name only those major ones that your business deals with.	No
7.2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: governance and administration, economic reforms, inclusive development policies, energy security, water, food security, sustainable business principles, others)	No
P-8 Business should support inclusive growth and equitable development.		
8.1	Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? if yes details thereof.	PFS has established and implemented robust environmental and social management systems (ESMS) which is applicable to our lending business (core business). As part of the sustainable lending and as committed in our E&S policy, PFS provides lending for projects which strive to minimize, mitigate or compensate adverse impacts on workers, affected communities and the environment. E&S Policy also states, that PFS would support lending to projects where affected communities are engaged on project related issues that could potentially affect them. We also support the principles of inclusive growth and equitable development through planned CSR initiatives as well as through our core business as elaborated above.
8.2	Are the programmes / projects undertaken through in house team / own foundation / external NGO/ government structure/ any other organisation?	We directly do not engage in any such activities, however as stated in above column we support lending for projects which through its operations promotes aspects of inclusive growth and equitable development.
8.3	Have you done any impact assessment of your initiative?	The key objective of our ESMS, is to identify and assess the environmental and social impacts in the project's area of influence and as part of the project appraisal process, PFS conducts environmental and social due diligence for the projects to assess the impacts of the project. Subsequently, to minimize the adverse impacts of the project an environmental and social action plan (ESAP) is prepared to improve the E&S performance of the company/project. It should be noted that more than 50% of our portfolio as of 31 st March, 2017 was in renewable sector. Other than this, regular impact assessment studies are carried out by the foundation to evaluate its various on-going programs and to analyze the quantum of transformation the programs are able to make on the lives of the communities.
8.4	What is your company's direct contribution to community development projects- Amount in INR and details of the projects undertaken?	PFS is in the process of finalizing the plans for community initiatives that would be undertaken by us in the coming financial year under its corporate social responsibility (CSR) initiative. The two areas identified at this stage which are under contemplation are - Skill development and training for unprivileged youth and integrated development of villages. Both the initiatives would also contribute towards inclusive growth and equitable development.
8.5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.	All efforts would be made by PFS to ensure that the development initiative is successfully adopted by the community at different levels to make our initiatives a success.

P-9 Business should engage with and provide value to their customers and consumers in a responsible manner		
9.1	What percentage of customer complaints/ consumer cases are pending as on the end of the financial year.	Nil
9.2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A/Remarks (additional information)	Not Applicable
9.3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on the end of financial year. If so, provide the details thereof, in about 50 words.	Nil
9.4	Did your company carry out any consumer survey / consumer satisfaction trends?	Yes. PFS conducts customers/ borrowers / developers meet to discuss customer satisfaction, their feedback on our services, products and new offerings from time to time.

**Statement of Particulars of employees pursuant to the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received [₹]	Qualification	Experience in years	Age in years as on 31.03.17	Date of commencement of employment	Last employment held
1	2	3	4	5	6	7	8	9
1	Dr. Ashok Haldia	MD & CEO	97,10,479	CA; CS, ICWAI, Doctors in Philosophy	37 years	60 yrs 6 months	13.08.2008	The Secretary in The Institute of Chartered Accountants of India
2	Dr Pawan Singh	Director	75,65,167	BA (Hons); MBA; PhD in Financial Mgt	34 years	55 yrs 5 months	01.02.2012	Dir-F in Indraprastha Power Generation Co Ltd, Pragati Power Corpn. Ltd.
3	Vishal Goyal	Co Secy.	37,23,444	CS; LLB; MBA	13 years	36 yrs 8 months	25.02.2008	Company Secretary cum Fin. Manager in International Print -O- Pac Ltd.

Notes:

1. All appointments are / were non-contractual.
2. Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis.
3. None of the above employees is related to any Director of the Company.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PTC INDIA FINANCIAL SERVICES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of PTC INDIA FINANCIAL SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act.

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 standalone 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.

In conducting 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 of the standalone financial statements 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements.

We believe that the audit evidence obtained by us 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, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - 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 Auditor's) Rules, 2014, as amended, 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 standalone financial statements. Refer Note 26 of the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the standalone financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November 2016 to 30th December 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management. Refer Note 38 of the financial statements.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells,
Chartered Accountants
(Firm's Registration No. 015125N)

Sd/-
Jitendra Agarwal
(Partner)

GURUGRAM, May 22, 2017

(Membership No. 87104)

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 FINANCIAL SERVICES LIMITED (“the Company”) as of March 31, 2017 in conjunction with our audit of the 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”. 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.

Auditor’s 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 judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 2017, 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 Deloitte Haskins & Sells
Chartered Accountants
(Firm’s Registration No. 015125N)

Sd/-
Jitendra Agarwal
(Partner)

(Membership No. 87104)

GURUGRAM, May 22, 2017

ANNEXURE “B” TO THE AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Legal and Regulatory Requirements’ section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered conveyance deed provided to us, we report that, the title deed, comprising an immovable property of building which is freehold, is held in the name of the Company as at the balance sheet date. In respect of immovable property of building that has been taken on lease and leasehold improvements thereon disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the Order is not applicable.
- (iii) According to the information and explanations given to us, the Company has granted secured loan to a company covered in the Register maintained under Section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loan are, in our opinion, prima facie, not prejudicial to the Company’s interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principle amounts and interest have been regular as per stipulations.
 - (c) There is no overdue amount remaining outstanding at the year end.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable. The Company being a non-banking financial company, nothing contained in section 186, except sub-section (1), shall apply.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year within the meaning of Section 73 to 76 or any other relevant provisions of the Act and hence reporting under clause (v) of the Order is not applicable.
- (vi) Having regard to the nature of the Company’s business / activities, reporting under clause (vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Sales Tax, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
 - (b) There were no disputed dues in respect of Excise Duty, Sales Tax, Service Tax, Customs Duty and Value Added Tax which have not been deposited. Details of dues of Income Tax which have not been deposited as on March 31, 2017 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (₹ in lacs)*
Income-tax Act 1961	Income Tax	Appellate Authority – upto Commissioners’ level	2008-09 and 2013-14	811.17
		Income Tax Appellate Authority	2012-13	313.33

* Amount as per demand orders including interest and penalty wherever indicated in the order and net of amount paid under protest of ₹ 650 lacs.

- (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 bank, financial institutions and debenture holders. The Company has not taken any loans or borrowings from Government.
- (ix) In our opinion and according to the information and explanations given to us, the term loans (including debt instruments) have been applied by the Company for the purposes for which they were obtained. The Company has not raised any money by way of initial public offer or further public offer.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 and of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial

statements as required by the applicable accounting standards.

- (xiv) According to the information & explanations given to us, the company has made preferential allotment of shares during the year under review. In respect of this, we further report that:
- a) the requirement of section 42 of the Companies Act, 2013, as applicable, have been complied with; and
 - b) the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding or associate companies or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Sd/-
Jitendra Agarwal
(Partner)
(Membership No. 87104)

GURUGRAM, May 22, 2017

PTC India Financial Services Limited

BALANCE SHEET AS AT MARCH 31, 2017

(₹ in lacs)

Particulars		Note no.	As at March 31, 2017	As at March 31, 2016
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
a.	Share capital	3	64,228.33	56,208.33
b.	Reserves and surplus	4	177,699.60	118,045.31
			241,927.93	174,253.64
2	Non-current liabilities			
a.	Long-term borrowings	5	471,588.40	484,363.35
b.	Long-term provisions	7	9,834.41	6,185.09
			481,422.81	490,548.44
3	Current liabilities			
a.	Short-term borrowings	8	285,518.45	140,762.23
b.	Trade payables			
	-Outstanding to micro and small enterprises	9	21.70	19.37
	-Outstanding to creditors other than micro and small enterprises	9	398.56	373.57
			420.26	392.94
c.	Other current liabilities	10	65,925.96	68,198.60
d.	Short-term provisions	11	6.00	8,122.99
			351,870.67	217,476.76
			1,075,221.41	882,278.84
B	ASSETS			
1	Non-current assets			
a.	Fixed assets			
	-Tangible assets	12	1,434.69	1,678.92
	-Intangible assets	12	64.30	141.01
	-Capital work-in-progress	12	5.74	-
			1,504.73	1,819.93
b.	Non-current investments	13	11,428.37	23,490.17
c.	Deferred tax assets (net)	6	1,978.22	446.14
d.	Long-term loans and advances	14	982,593.79	783,616.02
e.	Other non-current assets	15	2,711.18	2,954.33
			1,000,216.29	812,326.59
2	Current assets			
a.	Trade receivables	16	567.22	114.14
b.	Cash and cash equivalents	17	3,538.47	2,476.23
c.	Short-term loans and advances	18	20,747.54	20,684.36
d.	Other current assets	19	50,151.89	46,677.52
			75,005.12	69,952.25
			1,075,221.41	882,278.84
	See accompanying notes forming part of the financial statements	1-40		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Jitendra Agarwal
Partner

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

		(₹ in lacs)		
Particulars		Note no.	Year ended March 31, 2017	Year ended March 31, 2016
1	Revenue from operations	20	135,078.83	118,691.41
2	Other income	21	109.24	1.45
3	Total revenue (1+2)		135,188.07	118,692.86
4	Expenses			
a.	Employees benefits expense	22	1,277.30	1,015.35
b.	Finance costs	23	64,469.34	53,010.77
c.	Provisions and contingencies	24	14,256.74	9,518.80
d.	Depreciation and amortisation expenses	12	337.84	429.58
e.	Other expenses	25	1,978.72	1,574.06
	Total expenses		82,319.94	65,548.56
5	Profit before tax (3-4)		52,868.13	53,144.30
6	Tax expense :			
a.	Current tax		19,866.93	15,439.88
b.	Deferred tax charge/ (benefits)		(1,532.08)	(1,242.52)
c.	Current tax relating to earlier year		-	(162.76)
			18,334.85	14,034.60
7	Profit for the year (5 -6)		34,533.28	39,109.70
	Earnings per equity share (of ₹ 10 each):			
	- Basic (in ₹)	30	5.86	6.96
	- Diluted (in ₹)	30	5.86	6.96
	See accompanying notes forming part of the financial statements	1-40		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Jitendra Agarwal
Partner

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

		(₹ in lacs)	
	Particulars	Year ended March 31, 2017	Year ended March 31, 2016
A.	Cash flow from operating activities		
	Profit before tax	52,868.13	53,144.30
	<u>Adjustments for:</u>		
	Depreciation and amortisation expenses	337.84	429.58
	Profit on sale of non-current unquoted trade investments in equity shares	(13,101.96)	(20,692.84)
	Profit on sale of Non-current unquoted trade investments in debenture	(1,158.71)	
	Provisions and contingencies	14,256.74	9,518.80
	Employee stock option (ESOP) scheme	-	(24.89)
	Loss on sale of fixed assets	0.23	1.19
	Finance costs	64,469.34	53,010.77
		117,671.61	95,386.91
	Add: Proceeds from sale of unquoted non-current trade investments	24,912.31	31,192.84
	Operating profit before working capital changes	142,583.92	126,579.75
	<u>Changes in working capital</u>		
	<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
	Long-term provisions	71.12	44.57
	Trade payables	27.32	72.01
	Other current liabilities	63.31	105.34
	Short-term provisions	1.13	(1.49)
	<u>Adjustments for (increase) / decrease in operating assets:</u>		
	Non-current investments	(974.00)	-
	Loan financing	(207,576.07)	(225,373.78)
	Other long-term loans and advances	1.49	1.85
	Trade receivables	(453.08)	(20.02)
	Short-term loans and advances	(563.18)	145.52
	Other current assets	(2,875.86)	(2,266.18)
	Cash flows from operations	(69,693.90)	(100,712.43)
	Net income tax (paid)	(19,153.57)	(15,964.28)
	Net cash flow from operating activities	(88,847.47)	(116,676.71)

(₹ in lacs)

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
B.	Cash flow from investing activities		
	Capital expenditure including capital advances	(532.83)	(47.62)
	Proceeds from sale of fixed assets	0.52	1.51
	Net cash flow from investing activities	(532.31)	(46.11)
	Cash flow from financing activities		
	Proceeds from long-term borrowings	43,285.47	164,614.94
	Repayment of long-term borrowings	(59,423.04)	(18,572.97)
	Issue of share capital (including premium)	30,877.00	-
	Proceeds from short-term borrowings (net)	144,756.22	24,776.12
	Finance costs (including premium on derivative contracts)	(60,941.42)	(47,115.04)
	Dividends paid	(6,739.09)	(5,616.12)
	Tax on dividend	(1,373.12)	(1,144.27)
	Net cash flow from financing activities	90,442.02	116,942.66
	Net increase in cash and cash equivalents	1,062.24	219.84
	Cash and cash equivalents at the beginning of the year	2,476.23	2,256.39
	Cash and cash equivalents at the end of the year	3,538.47	2,476.23
	Cash and cash equivalents consist of:		(₹ in lacs)
	Particulars	As at March 31, 2017	As at March 31, 2016
	Cash-in-hand	0.06	-
	Cheques on hand	119.40	-
	Balance with banks		
	-In current accounts	2,256.07	1,731.24
	-In deposit accounts	575.00	500.00
	-In earmarked accounts *		
	i. Unclaimed share application money lying in escrow account	1.82	1.82
	ii. Unclaimed interest accrued on debentures	567.81	230.77
	iii. Unclaimed dividend	18.31	12.40
		3,538.47	2,476.23
	* The Company can utilise earmarked balances only towards settlement of related liabilities.		
	See accompanying notes forming part of the financial statements		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Sd/-
Jitendra Agarwal
Partner

For and on behalf of the Board of Directors

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited

Notes forming part of the financial statements

1. Corporate information

PTC India Financial Services Limited ("PFS") is a registered NBFC with Reserve Bank of India and has been awarded the Infrastructure Finance Company (IFC) status by RBI. PFS is set up with an objective to provide total financing solutions to the energy value chain which includes investing in equity or extending debt to power projects in generation, transmission, distribution, fuel resources and fuel related infrastructure.

2. Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 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/ period. 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 / materialize.

2.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and 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.

2.4 Depreciation and amortisation

Depreciation has been 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 leasehold improvements depreciated on straight line basis over a period of 5 year and assets costing less than ₹ 5,000 each which are fully depreciated in the year of capitalisation.

Intangible assets comprising of software are amortized on a straight line method over their estimated useful life not exceeding five years.

2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In addition, the following criteria must also be met before revenue is recognised:

- (a) Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognized upon realization, as per the income recognition and asset classification norms prescribed by the RBI.
- (b) Fee based incomes are recognised when reasonable right of recovery is established and the revenue can be reliably measured.
- (c) Dividend is accounted when the right to receive is established.
- (d) Revenue from power supply is accounted on accrual basis.

2.6 Fixed Assets (Tangible / Intangible)

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work-in-progress:

Projects under which fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.7 Foreign currency transactions and translations

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/period-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 amortized on settlement/ over the maturity period thereof. The unamortized 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 amortized over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

2.8 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

2.9 Employee benefits

Employee benefits include provident fund, gratuity, compensated absences and post-retirement medical benefits, etc.

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plan and is charged as an expense as it falls due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employees render the service.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

2.10 Borrowing costs

Borrowing costs include interest, commitment charges and other related costs. Borrowing costs 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.

2.11 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 capitalized 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.

2.12 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.13 Taxes on income

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted

as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward of losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

2.14 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 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 and provision against restructured loans, in accordance with the RBI guidelines. In addition, the Company also maintains additional provision based on the assessment of portfolio including provision against stressed assets.

2.15 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 in foreign currency. 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.

2.16 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

PTC India Financial Services Limited

Notes forming part of the financial statements

3. Share capital

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
<u>Authorised:</u>		
1,250,000,000 (Previous year 1,250,000,000) equity shares of ₹ 10 each	125,000.00	125,000.00
750,000,000 (Previous year 750,000,000) preference shares of ₹ 10 each	75,000.00	75,000.00
	200,000.00	200,000.00
<u>Issued, subscribed and paid up:</u>		
642,283,335 (Previous year 562,083,335) equity shares of ₹ 10 each fully paid up	64,228.33	56,208.33
	64,228.33	56,208.33

a. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and ranks pari passu. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. The details of shareholders holding more than 5% shares are set out below:

Name of the shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of shares	%	No. of shares	%
PTC India Limited*	417,450,001	64.99	337,250,001	60.00
Macquarie Bank Limited	-	-	31,480,000	5.60
New Horizon Opportunities Master Fund	37,300,000	5.81	-	-

* Holding company by virtue of holding more than one-half of equity share capital.

c. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	(₹ in lacs)	No. of shares	(₹ in lacs)
Opening balance	562,083,335	56,208.33	562,083,335	56,208.33
Add:- Equity shares issued during the year *	80,200,000	8,020.00	-	-
Closing balance	642,283,335	64,228.33	562,083,335	56,208.33

* During the year, the Company has issued and allotted 8,02,00,000 preferential equity shares of face value ₹ 10 each, fully paid-up, for cash at a premium of ₹ 28.50 per share to PTC India Ltd, a promoter group company.

4. Reserves and surplus

Particulars	(₹ in lacs)	
	As at March 31, 2017	As at March 31, 2016
a. Securities premium account		
Opening balance	38,423.57	38,423.57
Add: Amount received pursuant to issue of equity shares	22,857.00	-
Closing balance	61,280.57	38,423.57
b. Statutory reserve		
[in terms of Section 45-IC of the Reserve Bank of India Act, 1934]		
Opening balance	21,778.93	13,956.99
Add: Transferred from surplus in Statement of Profit and Loss	6,906.66	7,821.94
Closing balance	28,685.59	21,778.93
c. Special reserve		
[in term of section 36(1)(viii) of the Income-tax Act, 1961]		
Opening balance	16,247.73	10,417.40
Add: Transferred from surplus in Statement of Profit and Loss	7,089.75	5,830.33
Closing balance	23,337.48	16,247.73
d. Share options outstanding account		
Opening balance	-	24.89
Add: Net charge for the year	-	(24.89)
Closing balance	-	-
e. Surplus in Statement of Profit and Loss		
Opening balance	46,763.99	29,445.11
Add: Profit for the year	34,533.28	39,109.70
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(6,906.66)	(7,821.94)
Less: Transferred to special reserve u/s 36(1)(viii) of the Income-tax Act, 1961	(7,089.75)	(5,830.33)
Less: Proposed dividend on equity shares (refer note below)	-	(6,745.00)
Less: Tax on proposed equity dividend	-	(1,393.55)
Closing balance	67,300.86	46,763.99
f. Foreign currency monetary items translation difference account		
Opening balance (Debit)	(5,168.91)	(4,758.97)
Add/ (less): Effect of foreign exchange rate variations during the year (net)	823.25	(2,697.11)
Add/ (Less): Amortisation for the year	1,440.76	2,287.17
Closing balance (Debit)	(2,904.90)	(5,168.91)
	177,699.60	118,045.31

The Board of Directors have proposed a final dividend of ₹ 1.50 per share for the financial year 2016-17 (2015-16 - ₹ 1.20 per share) aggregating to ₹ 11,595.56 lacs (including corporate dividend tax). The proposed dividend for financial year 2016-17 is subject to approval of shareholders in the ensuing Annual General Meeting and has not been considered in these accounts in accordance with revised Accounting Standard 4 (AS-4) "Contingencies and events occurring after balance sheet date", effective from April 1, 2016.

5. Long-term borrowings

Particulars	(₹ in lacs)					
	As at March 31, 2017			As at March 31, 2016		
	Non-current	Current	Total	Non-current	Current	Total
Secured						
a. Infrastructure bonds (i)	1,235.85	15,851.30	17,087.15	1,233.95	18,162.75	19,396.70
b. Debentures (ii)	43,850.00	1,500.00	45,350.00	45,350.00	-	45,350.00
c. Rupee term loans from banks (iii)	383,736.29	31,521.26	415,257.55	349,902.17	35,012.98	384,915.15
d. External commercial borrowings from financial institutions (iv)	42,766.26	6,364.61	49,130.87	36,482.23	6,067.31	42,549.54
e. Rupee term loan from financial institutions (v)	-	-	-	51,395.00	180.00	51,575.00
	471,588.40	55,237.17	526,825.57	484,363.35	59,423.04	543,786.39
Less:- Amount transferred to "Other current liabilities" (refer note 10)	-	55,237.17	55,237.17	-	59,423.04	59,423.04
	471,588.40	-	471,588.40	484,363.35	-	484,363.35

Notes:

Details of terms of repayment and security provided on above:

- i. 60,167 (previous year 68,724) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra Series 1) amounting to ₹3,008.35 lacs (previous year ₹3,436.20 lacs) allotted on March 31, 2011 redeemable at par in 5 to 10 years commenced 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 Company to provide 100% security coverage. During the year, the company has repaid ₹427.85 lacs (previous year ₹772.40 lacs) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2016-17 as per terms of Infra Series 1.

281,576 (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 ₹14,078.80 lacs (previous year ₹15,960.50 lacs) 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 Company to provide the 100% security coverage. During the year, the company has repaid ₹1881.70 lacs (previous year ₹ Nil) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2016-17 as per terms of Infra Series 2.
- ii. 900 (previous year 900) privately placed 10.50% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 3) amounting to ₹9,000.00 lacs were allotted on January 27, 2011 redeemable at par in six equal annual instalments commencing from January 26, 2018.

Series 3 debentures 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 receivables of loan assets created by the Company 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 2135) privately placed 9.62% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 4) amounting to ₹21,350.00 lacs 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 debentures are secured by way of first charge by way of hypothecation of the specified receivables of the Company comprising asset cover of at least 110% of the amount of the Debentures

1500 (previous year 1500) privately placed 9.80% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 5) amounting to ₹15,000.00 lacs were allotted on June 16, 2015 redeemable at par in five equal annual instalments commencing from June 12, 2018

Series 5 debentures are secured by way of first ranking exclusive charge by way of hypothecation of the identified receivables of the Company comprising asset cover of at least 100% of the amount of the Debentures
- iii. Term loans from banks carry interest ranging from 8.45% to 8.75% 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.
- iv. External Commercial Borrowings ("ECB") carry interest ranging from 3 months LIBOR+1.90% 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 4 quarterly instalment amounting to USD 28,88,888 (₹193,887,718) on one of the ECB loans and 4 quarterly instalment amounting to USD 62,50,000 (₹420,031,250) on two of the ECB loans was made during the year ended March 31, 2017
- v. Rupees term loan outstanding Nil (previous year ₹1,575.00 lacs) from a financial institution carries interest rate of 2% p.a. The loan was 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 Company (which are not specifically charged/to be charged in favour of other lenders of the Company i.e. 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% security coverage on its outstanding loan at all time during the currency of the loan.

Rupees term loan outstanding Nil (previous year ₹ 50,000 lacs) 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 disbursal 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 Company (which are not specifically charged/to be charged in favour of other lenders of the Company i.e. 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% security coverage on its outstanding loan at all time during the currency of the loan.
- vi. In terms of the RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016) no borrowings remained overdue as at March 31, 2017 (previous year ₹ Nil).

6. Deferred tax (assets)/liabilities (net)

Particulars	(₹ in lacs)	
	As at March 31, 2017	As at March 31, 2016
<i>Tax effect of items constituting deferred tax liabilities</i>		
a. Difference between book balance and tax balance of fixed assets	102.43	58.49
b. Foreign currency monetary items translation difference account	1,005.33	1,788.86
c. Special reserve under section 36(1)(viii) of Income-tax Act, 1961	8,076.64	5,623.01
	9,184.40	7,470.36
<i>Tax effect of items constituting deferred tax assets</i>		
a. Provision for employees benefits	79.51	102.96
b. Provisions and contingencies	10,031.33	6,095.50
c. Accrued interest deductible on payment	57.34	58.24
d. Provision for diminution in value of unquoted non-current trade investments	994.44	1,659.80
	11,162.62	7,916.50
Deferred tax (assets)/liabilities (net)	(1,978.22)	(446.14)

7. Long-term provisions

a. Provision for gratuity (Refer note 27)	89.88	59.27
b. Provision for compensated absences (Refer note 27)	116.77	83.45
c. Provision for other employees benefits (Refer note 27)	17.10	9.91
d. Contingent provision against standard assets (Refer note i and ii below)	9,610.66	6,032.46
	9,834.41	6,185.09

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. DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016) and provision against restructured standard loans as per applicable RBI guidelines.
- Movement in contingent provision against standard assets during the year is as under:

Opening balance	6,032.46	6,702.17
Additions during the year (net)	6,811.24	1,235.40
Less:-Transferred to provision for non-performing assets	(3,233.04)	(1,905.11)
Closing balance	9,610.66	6,032.46

8. Short-term borrowings

i. Term loans from banks		
-Secured (see note below)	92,518.45	69,262.23
-Unsecured	5,000.00	-
ii. Term loans from a financial institution		
-Secured (see note below)	108,000.00	66,500.00
iii. Commercial papers at face value of ₹ 5,00,000 each		
-Unsecured	80,000.00	5,000.00
	285,518.45	140,762.23

Note:

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 Company 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.

9. Trade payables

-Micro enterprises and small enterprises*	21.70	19.37
-Other	398.56	373.57
	420.26	392.94

*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 Company from vendors regarding their status. As per information available with the Company, no interest is paid/ payable under this Act.

10. Other current liabilities

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
a. Current maturities of long term borrowings (Refer note 5)	55,237.17	59,423.04
b. Interest accrued but not due on borrowings	9,896.39	8,389.42
c. Unclaimed interest on debentures	567.81	230.77
d. Unclaimed dividend	18.31	12.40
e. Income received in advance	141.68	64.08
f. Payable to holding company	-	11.61
g. Payable to employees	-	2.18
h. Statutory remittances (TDS, EPF, WCT etc.)	62.78	63.28
i. Unclaimed equity share application money	1.82	1.82
	65,925.96	68,198.60

Note:

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.

11. Short-term provisions

a. Provision for gratuity (Refer note 27)	1.98	1.69
b. Provision for compensated absences (Refer note 27)	4.01	3.17
c. Provision for other employees benefits (Refer note 27)	0.01	0.01
d. Proposed equity dividend	-	6,745.00
e. Tax on proposed equity dividend	-	1,373.12
	6.00	8,122.99

12. Fixed assets

(₹ in lacs)

Assets description		Gross block			Accumulated depreciation/amortisation				Net block	
		Balance as at March 31, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at March 31, 2016	Expense for the year	Adjustments	Balance as at March 31, 2017	Balance as at March 31, 2017
Tangible assets										
a.	Leasehold improvements	330.06	-	-	330.06	175.97	66.01	-	241.98	154.09
b.	Building	11.94	-	-	11.94	3.27	0.30	-	3.57	8.67
c.	Plant and machinery (Wind mill)	3,522.75	-	-	3,522.75	2,144.96	141.39	-	2,286.35	1,377.79
d.	Office equipments	147.36	2.26	3.45	146.17	105.68	20.15	2.91	122.92	41.68
e.	Computers	122.42	15.39	3.20	134.61	77.75	21.17	2.99	95.93	44.67
f.	Furniture and fixtures	80.35	-	-	80.35	40.91	8.45	-	49.36	39.44
g.	Vehicles	37.63	-	-	37.63	25.05	3.66	-	28.71	12.58
	Sub total	4,252.51	17.65	6.65	4,263.51	2,573.59	261.13	5.90	2,828.82	1,434.69
	Previous year	4,227.65	45.83	20.97	4,252.51	2,243.68	348.18	18.27	2,573.59	1,678.92
Intangible assets										
a.	Software	259.43	-	-	259.43	118.42	76.71	-	195.13	141.01
	Sub total	259.43	-	-	259.43	118.42	76.71	-	195.13	64.30
	Previous year	257.64	1.79	-	259.43	37.02	81.40	-	118.42	141.01
	Total	4,511.94	17.65	6.65	4,522.94	2,692.01	337.84	5.90	3,023.95	1,498.99
	Previous year	4,485.29	47.62	20.97	4,511.94	2,280.70	429.58	18.27	2,692.01	1,819.93
(iii)	Capital work-in-progress-Intangible assets									
									5.74	-
									1,504.73	1,819.93

13. Non-current investments

(₹ in lacs)

Particulars	Face Value (₹ per share /debenture)	Quantity (Nos.)	As at March 31, 2017	Quantity (Nos.)	As at March 31, 2016
Unquoted trade investments (at cost as reduced by diminution in value, if any)					
a. Investments in fully paid up equity instruments of:					
i. Associate companies					
-R.S. India Wind Energy Private Limited	10	61,121,415	6,112.14	61,121,415	6,112.14
-Varam Bio Energy Private Limited	10	4,390,000	439.00	4,390,000	439.00
			6,551.14		6,551.14
ii. Other companies					
-Adhunik Power and Natural Resources Limited	10	9,740,000	974.00	-	-
-East Coast Energy Private Limited	10	133,385,343	13,338.53	133,385,343	13,338.53
-Indian Energy Exchange Limited (sold during the year)	10	-	-	1,516,431	151.64
			14,312.53		13,490.17
b. Investments in fully paid up optionally convertible debentures of:					
i. Associate companies					
-Varam Bio Energy Private Limited	500,000	90	428.58	90	428.58
ii. Other companies					
-Mytrah Energy (India) Limited (sold during the year)	3,333,333		-	300	10,000.00
			428.58		10,428.58
			21,292.25		30,469.89
Less: Provision for diminution in value of investments			9,863.88		6,979.72
			11,428.37		23,490.17

14. Long-term loans and advances

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
Secured, considered good		
a. Loan financing	1,040,550.00	832,973.93
Less:-Provision for Non-performing loans *	18,699.74	8,905.43
Less:-Provision for contingencies *	675.17	2,675.10
(*Including ₹ 3,233.04 lacs (previous year ₹ 1,905.11 lacs) transferred from contingent provision against standard assets)		
Less:-Current maturities transferred to "Other current assets" (refer note 19)	41,302.49	40,703.98
	979,872.60	780,689.42
Unsecured, considered good		
a. Advance for purchase of fixed assets	509.44	-
b. Advance to employees	17.54	19.13
c. Security deposits	69.87	69.77
d. Advance income tax (net of provision of ₹ 61,382.70 lacs (previous year ₹ 41,515.77 lacs))	2,124.34	2,837.70
	982,593.79	783,616.02

Notes:

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	982,499.60	804,031.21
Sub-standard assets	29,320.00	28,942.72
Doubtful assets	28,730.40	-
	1,040,550.00	832,973.93

15. Other non-current assets

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
a. Premium on derivative contracts*	2,711.18	2,954.33
	2,711.18	2,954.33

* In respect of hedging foreign currency risk.

16. Trade receivables

Unsecured, considered good

a. Outstanding for a period exceeding six months from the date they were due for payment	8.79	-
b. Others	558.43	114.14
	567.22	114.14

17. Cash and cash equivalents :

a. Cash-in-hand	0.06	-
b. Cheques on hand	119.40	-
c. Balance with banks		
-In current accounts	2,256.07	1,731.24
-In deposit accounts (Refer note below)	575.00	500.00
-In earmarked accounts		
i. Unclaimed share application money lying in escrow account	1.82	1.82
ii. Unclaimed interest on debentures	567.81	230.77
iii. Unclaimed dividend	18.31	12.40
	3,538.47	2,476.23

Note:

Balances with banks include deposits ₹ 275.00 lacs (previous year ₹ Nil lacs) with remaining maturity of more than 12 months from the balance sheet date.

18. Short-term loans and advances

Secured, considered good

a. Loans financing	20,000.00	20,000.00
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Unsecured, considered good

a. Prepaid expenses	67.17	81.72
b. Unexpired discount on commercial paper	623.70	63.45
c. Balances with government authorities	5.42	12.30
d. Advance to employees	5.70	12.14
e. Receivables from sale of investment	-	500.00
f. Other receivables	45.55	14.75
	20,747.54	20,684.36

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

Standard assets	20,000.00	20,000.00
Sub-standard assets	-	-
Doubtful assets	-	-
	20,000.00	20,000.00

19. Other current assets

a. Current maturities of long term loan financing	41,302.49	40,703.98
b. Interest accrued and due on		
-Loan financing	4,993.28	2,173.68
c. Interest accrued but not due on		
-Fixed deposits	13.32	43.63
-Loan financing	3,842.80	3,700.34
-Debentures	-	55.89
	50,151.89	46,677.52

20. Revenue from operations

		(₹ in lacs)	
Particulars	Year ended March 31, 2017	Year ended March 31, 2016	
Interest income from			
a. Loan financing	111,001.01	90,937.47	
b. Debentures	368.22	1,203.29	
Other operating income			
a. Dividend income on non-current unquoted trade investments in equity shares	454.93	288.12	
b. Profit on sale of investments			
- Non-current unquoted trade investments in equity shares	13,101.96	20,692.84	
- Non-current unquoted trade investments in debenture	1,158.71	-	
- Current unquoted non-trade investment in mutual funds	10.67	2.44	
c. Interest on fixed deposits	46.35	186.29	
d. Fee based income	8,491.14	4,999.34	
e. Sale of power	445.84	381.62	
	135,078.83	118,691.41	
21. Other income			
Interest income	1.47	1.45	
Miscellaneous Income	107.77	-	
	109.24	1.45	
22. Employees benefits expense			
a. Salaries and other allowances	1,139.11	933.12	
b. Contributions to provident fund (Refer note 27)	49.22	38.52	
c. Employee stock option (ESOP) scheme*	-	(24.89)	
d. Staff welfare expenses	88.97	68.60	
	1,277.30	1,015.35	
*Due to forfeiture/ surrender of Employee Stock options			
23. Finance costs			
Interest expense on:			
a. Infrastructure bonds	2,238.65	2,184.75	
b. Debentures	4,456.63	3,820.53	
c. Rupee term loans from banks	36,930.12	33,575.56	
d. Rupee term loans from financial institutions	9,830.68	2,398.01	
e. External commercial borrowings from financial institutions	2,111.24	1,480.74	
f. Commercial paper	7,381.80	6,523.42	
g. Delayed payment of income tax	0.01	12.74	
Other borrowing cost:			
a. On term loans and other borrowings	78.27	726.69	
b. Bank charges	1.18	1.16	
c. Amortisation of foreign currency translation	1,440.76	2,287.17	
	64,469.34	53,010.77	
24. Provisions and contingencies			
a. Contingent provision against standard assets	3,578.20	1,235.40	
b. Provision for non-performing assets	7,119.21	5,608.30	
c. Provision for contingencies	675.17	2,675.10	
d. Provision for diminution in value of unquoted non-current trade investments in equity shares	2,884.16	-	
	14,256.74	9,518.80	

25. Other expenses

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
a. Rent	342.69	325.32
b. Repairs and maintenance		
- Plant and machinery	90.07	84.03
- Others	155.98	88.40
c. Insurance	10.81	10.36
d. Rates and taxes	77.33	115.76
e. Communication	25.39	20.64
f. Travelling and conveyance	69.25	83.30
g. Advertising and business development	66.53	55.27
h. Donation		
i. Legal and professional	791.50	567.82
Auditors' remuneration :-		
-For statutory audit	24.50 *	10.00
-For quarterly audit/limited review	15.00 **	10.50
-For tax audit	2.50	2.50
-For other certification (including services tax charge on auditors' remuneration)	8.51	4.05
-For out of pocket expenses	0.27	0.41
j. Loss on fixed assets sold	0.23	1.19
k. Directors' sitting fees	72.49	53.03
l. Miscellaneous expenses	225.67	141.48
	1,978.72	1,574.06

* Including ₹ 6.50 lacs related to previous year

** Including ₹ 1.50 lacs related to previous year

26. Contingent liabilities and commitments in respect of:

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Contingent liabilities		
(i) Income tax	3,193.62	2,153.86
(b) Commitments		
(i) Loan financing	1,73,236.00	27,253.00
(ii) Capital commitments	5,050.00	-
(c) Guarantees furnished to bank	2,500.00	2,500.00

27. Disclosures required as per Accounting Standard – 15 (Revised) "Employee Benefits"

(a) In respect of the defined contribution plans, the Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Employer's contribution to provident fund	49.22	38.52

(b) Defined benefit plans

Changes in the present value of the defined benefit obligation:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Opening defined benefit obligation	60.96	43.83	86.62	64.15	9.92	6.44
Current service cost	14.91	10.15	20.39	15.18	2.57	1.67
Interest cost	4.88	3.51	6.93	5.13	0.79	0.51
Benefits paid	-	-	(8.78)	(5.15)	-	-
Actuarial loss / (gain)	11.11	3.47	15.62	7.31	3.83	1.30
Closing defined benefit obligation	91.86	60.96	120.78	86.62	17.11	9.92
Disclosure of defined benefit into						
Long-term provisions	89.88	59.27	116.77	83.45	17.10	9.91
Short-term provisions	1.98	1.69	4.01	3.17	0.01	0.01

Reconciliation of present value of defined benefit obligation and fair value of plan assets

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Closing defined benefit obligation	91.86	60.96	120.78	86.62	17.11	9.92
Closing fair value of plan assets	-	-	-	-	-	-
Net liability recognised in balance sheet	(91.86)	(60.96)	(120.78)	(86.62)	(17.11)	(9.92)

Expense recognised in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Current service cost	14.91	10.15	20.39	15.18	2.57	1.67
Interest cost	4.88	3.51	6.93	5.13	0.79	0.51
Net actuarial loss / (gains)	11.11	3.47	15.62	7.31	3.83	1.30
Net expense	30.90	17.13	42.94	27.62	7.19	3.48
Experience adjustment on actuarial loss/ (gain) for present value obligation	1.25	3.58	2.75	8.52	3.83	0.05

The principal assumptions used in determining defined retirement obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Discounting rate	7.54%	8.00%
Future salary increase	6.50%	6.00%

The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors on long term basis.

Disclosure relating to present value of defined benefit obligation, net asset / (liability) and experience adjustments for earlier years:

(₹ in lacs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014		Year ended March 31, 2013	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Defined benefit obligation	43.83	64.15	31.99	36.60	18.33	24.51
Net asset / (liability)	(43.83)	(64.15)	(31.99)	(36.60)	(18.33)	(24.51)
Experience adjustment on actuarial (gain)/loss	2.36	14.66	4.49	0.58	1.02	(6.23)

28. The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per Accounting Standard-17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006.

29. Related party disclosures

(a) List of related parties and relationships

Related parties where control exists or with whom transactions have taken place during the year are given below:

Holding company	: PTC India Limited
Fellow subsidiary Company	: PTC Energy Limited
Associate companies	: R.S. India Wind Energy Private Limited : Varam Bio Energy Private Limited
Key management personnel	: Dr. Ashok Haldia –Managing Director and CEO (w.e.f. from July 7, 2015) : Dr. Pawan Singh –Whole time Director and CFO : Shri Rajender Mohan Malla –Managing Director and CEO (Superannuation w.e.f. May 15, 2015)

(b) Details of related party transactions in the ordinary course of the business:

(i) Transactions with holding company

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Expenses reimbursed	32.60	14.64
Director sitting fees paid	20.80	-
Dividend paid	4,047.00	3,372.50
Share Capital received from holding Company	30,877.00	-
Outstanding balance payable	-	11.61

(ii) Transactions with fellow subsidiary company

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Fee base income	-	1.14
Interest income	763.70	123.03
Reimbursement of expenses (receivable)	0.96	-
Term loan given	650.74	6,671.75
Term loan repayment	130.76	-
Term loan outstanding	7,191.73	6,671.75

(iii) Transactions with key management personnel

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Reimbursement of expenses	-	0.14
Shri Rajender Mohan Malla	3.67	2.72
Dr. Ashok Haldia	2.60	2.08
Dr. Pawan Singh		
Remuneration paid		
Shri Rajender Mohan Malla	-	29.68
Dr. Ashok Haldia	97.10	83.00
Dr. Pawan Singh	75.65	71.46

Note:- Managerial remuneration does not include provisions for gratuity and leave encashment since the provisions are based on actuarial valuation for the Company as a whole.

(iv) Transactions with associate companies

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Investment balances outstanding at the balance sheet date before provision for diminution:		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58
Closing provision for diminution in investment in equity shares		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58

30. Earnings per share

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Profit after tax attributable to equity shareholders (₹ in lacs) (a)	34,533.28	39,109.70
Weighted average number of equity shares outstanding during the year (Nos.) (b)	589,109,636	562,083,335
Basic earnings per share of face value ₹ 10 each (in ₹) (a) / (b)	5.86	6.96
Add: ESOP expenses (₹ in lacs) (c)	-	(24.89)
Profit after tax attributable to equity shareholders (₹ in lacs) before ESOP expenses [(d) = (a) + (c)]	34,533.28	39,084.81
Effect of potential dilutive equity shares on Employee Stock Options outstanding (e)	-	-
Weighted average number of equity shares in computing diluted earnings per share [(f) = (b) + (e)]	589,109,636	562,083,335
Diluted earnings per share of face value ₹ 10 each (in ₹) (d) / (f)	5.86	6.96

31. The percentage holding and the investment in associate companies as at March 31, 2017 is given below:

Name of the associate company	Country of incorporation	% holding	Face value (₹ per share)	As at March 31, 2017 (₹ in lacs)	As at March 31, 2016 (₹ in lacs)
R.S. India Wind Energy Private Limited	India	37%	10	6,112.14	6,112.14
Varam Bio Energy Private Limited	India	26%	10	439.00	439.00
Total				6,551.14	6,551.14

Note:- The Company has made a provision for diminution in the entire value of the above investments and the net carried value is ₹ Nil (previous year ₹ Nil)

32. Total number of electricity units generated and sold during the year 12,275,504 KWH (previous year 10,508,023 KWH).

33. Expenditure incurred in foreign currency (accrual basis)

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Fees for external commercial borrowings	59.20	609.19
Interest on external commercial borrowings	2,111.24	1,480.74
Travelling and others	8.90	63.50
Total	2,179.34	2,153.43

34. There were no disputed dues in respect of Excise Duty, Sales Tax, Service Tax, Customs Duty and Value Added Tax which have not been deposited. Details of dues of Income Tax which have not been deposited as on March 31, 2017 on account of disputes are given below:

(₹ in lacs)

Name of Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount involved
Income-tax Act 1961	Income Tax	Appellate Authority–upto Commissioners' level	2008-09 and 2013-14	811.17
		Income Tax Appellate Authority	2012-13	313.33

*Amount as per demand orders including interest and penalty wherever indicated in the order and net of amount paid under protest of ₹ 650.00 lacs.

35. The Company has entered into operating lease arrangement for office premise. The lease is non-cancellable and is for a period of 5 years. The committed lease rentals in the future are:

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
Future minimum lease payments		
- not later than one year	-	342.78
- later than one year and not later than five years	-	266.60
Lease payments recognised in the Statement of Profit and Loss during the year	342.69	325.32

36. Foreign currency exposures

Foreign currency exposures that have not been hedged by a derivative instrument or otherwise, but revalued at the year-end exchange rates are:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
Payables	US \$ 338,549.44	220.29	US \$ 383,611.32	254.68

37. Expenditure on Corporate Social Responsibility (CSR):

(a) Gross amount required to be spent by the Company during the year ended March 31, 2017 ₹ 1,448.80 lacs (including the unspent amount of ₹ 782.00 lacs of Financial Year 2015-2016)

(b) Amount spent during the year March 31, 2017 - ₹ Nil (previous year ₹ Nil).

38. Detail of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the table below:-

(In ₹)

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8.11.2016	14,000	415	14,415
(+) Permitted receipts	-	68,880	68,880
(-) Permitted payments	-	54,500	54,500
(-) Amount deposited in Banks	14,000	-	14,000
Closing cash in hand as on 30.12.2016	-	14,795	14,795

39. Previous year's figures have been recast/ regrouped, wherever necessary to conform to the current year's presentation.

Schedule to the
Balance Sheet of a non-deposit taking non-banking financial Company
(as required in terms of paragraph 18 of Non-banking Financial Company - Systemically Important
Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016)

(₹ in lacs)

	Particulars		
	Liabilities side:		
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount out-standing	Amount overdue
	(a) Debentures : Secured	62,437.15	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	464,388.42	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	80,000.00	-
	(f) Public Deposits	-	-
	(g) Other Loans (short term bank loan)	205,518.45	-
(2)	Breakup of (1)(f) above (Outstanding Public Deposit inclusive of interest accrued thereon but not paid:		
	(a) In the form of unsecured debentures		
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	(c) Other Public Deposits		

	Assets side:	Amount out-standing
(3)	Break-up of Loans and Advances including bills receivables [Other than those included in (4) below]:	
	(a) Secured (net of provision of ₹ 19,374.91 lacs)	1,041,175.09
	(b) Unsecured	1,911.61
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including lease rentals under sundry debtors:	
	(a) Financial lease	-
	(b) Operating lease	-
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-
(5)	Break-up of Investments:	
	Current Investments:	
	1. Quoted:	
	(i) Shares: (a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (please specify)	-

Assets side:	Amount out-standing
2. Unquoted:	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
Long Term investments:	
1. Quoted:	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. Unquoted:	
(i) Shares: (a) Equity (net of provisions)	11,428.37
(b) Preference	-
(ii) Debentures and Bonds (net of provisions)	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
Total	11,428.37

(6)	Borrower group-wise classification of assets financed as in (3) and (4) above:	Amount net of provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	7,191.73	-	7,191.73
	(c) Other related parties	-	-	-
	2. Other than related parties	1,033,983.36	1,911.61	1,035,894.97
	Total	1,041,175.09	1,911.61	1,043,086.70

(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)	Market Value / Break up or fair value or NAV	Book value (net of provisions)
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	-
	2. Other than related parties	-	11,428.37
	Total	-	11,428.37

(8)	Other information	Amount
	Particulars	
	(i) Gross Non-Performing Assets	
	(a) Related parties	428.58
	(b) Other than related parties	58,050.40
	(ii) Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	39,350.66
	(iii) Assets acquired in satisfaction of debt	-

Disclosure of restructured accounts

(as required in terms of norms of restructuring of advances by Non-banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016)

S. No.	Type of restructuring	Under CDR Mechanism					Under SME Debt restructuring mechanism					Others					Total				
		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	Restructured accounts as at April 1, 2016	-	2	-	-	2	-	-	-	-	-	5	1	-	-	6	5	3	-	-	8
	No. of borrowers	-	2	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	17,799.90	-	-	17,799.90	-	-	-	-	-	43,999.02	1,330.44	-	-	45,329.46	43,999.02	19,130.34	-	-	63,129.36
	Provision thereon (₹ in lacs)	-	7,382.59	-	-	7,382.59	-	-	-	-	-	2,199.95	133.04	-	-	2,332.99	2,199.95	7,515.63	-	-	9,715.58
2	Fresh restructuring during the year	-	-	-	-	-	-	-	-	-	-	2	-	-	-	2	2	-	-	-	2
	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	53,536.32	-	-	-	53,536.32	53,536.32	-	-	-	53,536.32
	Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	2,676.82	-	-	-	2,676.82	2,676.82	-	-	-	2,676.82
3	Upgradations to restructured standards category during the financial year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and /or additional risk weight at the end of the financial year and hence need not be shown as restructured standard advances at the beginning of the next financial year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradations of restructured accounts during the financial year	-	2	-	-	2	-	-	-	-	-	2	1	-	-	3	2	3	-	-	5
	No. of borrowers	-	2	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	17,799.90	-	-	17,799.90	-	-	-	-	-	17,500.00	1,330.44	-	-	18,830.44	17,500.00	19,130.34	-	-	36,630.34
	Provision thereon (₹ in lacs)	-	7,382.59	-	-	7,382.59	-	-	-	-	-	875.00	133.04	-	-	1,008.04	875.00	7,515.63	-	-	8,390.63
6	Write-offs of restructured accounts during the financial year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Restructured accounts as on March 31, 2017	-	-	2	-	2	-	-	-	-	-	5	2	1	-	8	5	2	3	-	10
	No. of borrowers	-	-	2	-	2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Amount outstanding (₹ in lacs)	-	-	17,799.90	-	17,799.90	-	-	-	-	-	85,195.09	17,500.00	1,330.44	-	104,025.53	85,195.09	17,500.00	19,130.34	-	121,825.43
	Provision thereon (₹ in lacs)	-	-	9,788.59*	-	9,788.59	-	-	-	-	-	4,979.95	3,250.00**	399.13***	-	4,979.95	4,979.95	3,250.00	10,187.72	-	18,417.67

* Include additional provision amounting to ₹ 2406.00 lacs on doubtful loan assets made during the year

** Include additional provision amounting to ₹ 2375.00 lacs on assets downgraded to sub standard during the year

*** Includes additional provision amounting to ₹ 266.09 lacs on doubtful loan asset made during the year.

Disclosures required pursuant to Non-banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company
(Reserve Bank) Directions, 2016

I. Capital

(₹ in lacs)		
Particulars	As at March 31, 2017	As at March 31, 2016
(i) CRAR (%)	24.09%	21.77%
(ii) CRAR - Tier I Capital (%)	23.16%	21.04%
(iii) CRAR - Tier II Capital (%)	0.93%	0.73%
(iv) Amount of subordinated debt raised as Tier-II capital	-	-
(v) Amount raised by issue of Perpetual Debt Instruments	-	-

II. Investments

(₹ in lacs)		
Particulars	As at March 31, 2017	As at March 31, 2016
1. Value of Investments		
(i) Gross Value of Investments		
(a) In India	21,292.25	30,469.89
(b) Outside India,	-	-
(ii) Provisions for Depreciation		
(a) In India	9,863.88	6,979.72
(b) Outside India,	-	-
(iii) Net Value of Investments		
(a) In India	11,428.37	23,490.17
(b) Outside India,	-	-
2. Movement of provisions held towards depreciation on investments		
(i) Opening balance	6,979.72	6,979.72
(ii) Add : Provisions made during the year	2,884.16	-
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing balance	9,863.88	6,979.72

III. (a) Forward rate agreement /interest rate swap

(₹ in lacs)		
Particulars	As at March 31, 2017	As at March 31, 2016
(i) The notional principal of swap agreements	Nil	Nil
(ii) Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil
(iii) Collateral required by the NBFC upon entering into swaps	Nil	Nil
(iv) Concentration of credit risk arising from the swaps	Nil	Nil
(v) The fair value of the swap book	Nil	Nil

(b) Exchange traded interest rate(IR) derivatives

The Company has not undertaken any Exchange Traded Interest Rate (IR) Derivatives during the year as well as in the previous year ended March 31, 2016.

IV. Disclosures on risk exposure in derivatives

(a) Quantitative disclosures

(₹ in lacs)		
Particulars	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)		
For hedging	49,130.87	49,130.87
(ii) Marked to Market Positions [1]		
Asset (+)	Nil	14.36
Liability (-)	257.52	Nil
(iii) Credit Exposure [2]	Nil	Nil
(iv) Unhedged Exposures	220.29	220.29

V. Disclosures relating to securitisation

The Company does not have any securitised assets as at March 31, 2017 as well as in the previous year ended March 31, 2016.

VI. Details of financial assets sold to securitisation /reconstruction company for asset reconstruction

The Company has not sold any financial assets to securitisation /reconstruction company for asset reconstruction during the year ended March 31, 2017 as well as in the previous year ended March 31, 2016.

VI. Details of non-performing financial assets purchased /sold

The Company has not purchased/sold any non-performing financial assets from other NBFCs in the current year as well as in the previous year.

VII. Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2017

(₹ in lacs)

Particulars	Upto 30/31 days	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	-	9,999.98	31,250.00	6,875.00	80,914.52	118,955.78	97,083.21	167,697.51	512,776.00
Market Borrowings	-	80,000.00	60,000.00	-	65,351.50	17,148.00	16,178.65	11,759.00	250,437.15
ECB loans	1,016.72	-	469.95	1,486.67	3,391.28	15,236.85	15,236.85	12,292.55	49,130.87
Total	1,016.72	89,999.98	91,719.95	8,361.67	149,657.30	151,340.63	128,498.71	191,749.06	812,344.02
Assets									
Receivables under financing activity (net)	4,976.13	246.02	1,835.76	30,003.04	24,241.54	119,228.19	157,188.48	703,455.93	1,041,175.09
Investment (net)	-	-	-	-	-	-	-	11,428.37	11,428.37
Total	4,976.13	246.02	1,835.76	30,003.04	24,241.54	119,228.19	157,188.48	714,884.30	1,052,603.46

VIII. Exposure to real estate sector, both direct and indirect

The Company does not have any direct or indirect exposure to the real estate sector as at March 31, 2017 as well as in the previous year ended March 31, 2016.

IX. Exposure to Capital Market

(₹ in lacs)

	Particulars	As at March 31, 2017	As at March 31, 2016
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	-
(ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	28,500.00	28,500.00
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii)	Bridge loans to companies against expected equity flows / issues;	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	-	-
	Total Exposure to Capital Market	28,500.00	28,500.00

X. Miscellaneous

- (a) Reserve Bank of India - Registration Number : N-14.03116
- (b) Credit Rating
 Non Convertible Debentures/Bonds BWR AA (Stable), CRISIL A+ (Stable), ICRA A+ (Positive), CARE A+
 Bank limits (rated on short term scale) ICRA A1+ (Positive), CRISIL A+ (Stable)
 Commercial Paper Programme CRISIL A1+
- (c) No penalties have been levied by any regulator during the year as well as in the previous year ended March 31, 2016.

XI. Additional Disclosures

(a) Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
Provisions for depreciation on Investment	2,884.16	-
Provision towards NPA	7,119.21	5,608.30
Provision made towards Income tax	19,866.93	15,439.88
Provision for Standard Assets	3,578.20	1,235.40
Provision for Contingencies	675.17	2,675.10

XII. Concentration of Deposits, Advances, Exposures and NPAs

(a) Concentration of Advances

(₹ in lacs)

Particulars	As at March 31, 2017
Total Advances to twenty largest borrowers	495,664.15
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	46.74

(b) Concentration of Exposures

(₹ in lacs)

Particulars	As at March 31, 2017
Total Exposure to twenty largest borrowers /customers	495,664.15
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	46.74

(c) Concentration of NPAs

(₹ in lacs)

Particulars	As at March 31, 2017
Total Exposure to top four NPA accounts	39,899.95

(d) Sector-wise NPAs

(₹ in lacs)

S. No	Sector	Percentage of NPAs to Total Advances in that sector
(i)	Agriculture & allied activities	-
(ii)	MSME	-
(iii)	Corporate borrowers	5.51%
(iv)	Services	-
(v)	Unsecured personal loans	-
(vi)	Auto loans	-
(vii)	Other personal loans	-

XIII. Movement of NPAs

(₹ in lacs)

	Particulars	As at March 31, 2017	As at March 31, 2016
(i)	Net NPAs to Net Advances (%)	3.78%	2.35%
(ii)	Movement of NPAs (Gross)		
	(a) Opening balance	29,371.30	8,159.56
	(b) Additions during the year	29,107.68	21,211.74
	(c) Reductions during the year	-	-
	(d) Closing balance	58,478.98	29,371.30
(iii)	Movement of Net NPAs		
	(a) Opening balance	20,037.29	6,338.96
	(b) Additions during the year	19,313.71	13,698.33
	(c) Reductions during the year	-	-
	(d) Closing balance	39,351.00	20,037.29
(iv)	Movement of provisions for NPAs (excluding provisions on standard assets)		
	(a) Opening balance	9,334.01	1,820.60
	(b) Provisions made during the year	9,794.31	7,513.41
	(c) Write-off / write-back of excess provisions	-	-
	(d) Closing balance	19,128.32	9,334.01

XIV. Disclosure of Complaints

(a) Customer Complaints *

Particulars	As at March 31, 2017
(a) No. of complaints pending at the beginning of the year	Nil
(b) No. of complaints received during the year	1083
(c) No. of complaints redressed during the year	1083
(d) No. of complaints pending at the end of the year	Nil

*Representing complaints of infrastructure retail bondholders.

For and on behalf of the Board of Directors

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Place : New Delhi
Date : May 22, 2017

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Gaurav Kaushik
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PTC INDIA FINANCIAL SERVICES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **PTC INDIA FINANCIAL SERVICES LIMITED** (hereinafter referred to as "the Holding Company") and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2017, 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 Holding Company including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act. The respective Board of Directors of the Holding Company 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 Holding Company and its associates 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. In conducting 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 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 read together with matter referred in "Other Matter" 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, 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 Holding Company and its associates as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

Attention is invited to Note 35 (b) of the consolidated financial statements, which sets out the position regarding 2 Associates of the Company for which neither audited nor management accounts for the financial year ended March 31, 2017 were available with the Company for the consolidation purposes. However, since the Company has fully provided for diminution in investment held in these associates and the Company does not have any further obligation over and above the cost of the investments, in the view of the management there is no impact thereof on these consolidated financial statements.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit of the Holding Company, (in the absence of availability of audit reports of the 2 associates referred to in 'Other Matter' paragraph above) we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding

Company is disqualified as on March 31, 2017 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 and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Holding company. Our report expresses an unmodified opinion on the operating effectiveness of the Holding company's internal financial controls over financial reporting.
- (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 Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Holding Company. Refer Note 27 of the consolidated financial statements.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
- iv. The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements. Refer Note 38 of the consolidated financial statements.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Sd/-
Jitendra Agarwal
(Partner)
(Membership No. 087104)

GURUGRAM, May 22, 2017

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 FINANCIAL SERVICES LIMITED (“the Holding Company”) as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Holding Company and its associates for the year ended on that date. Since the auditors’ reports of associates are not available, we are unable to comment on the adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting under section 143(3)(i) of the Act in respect of these associates.

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”. 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 Holding 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.

Auditor’s 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 judgement, 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Holding 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, 2017, 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”.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm’s Registration No. 015125N)

Sd/-
Jitendra Agarwal
(Partner)

(Membership No. 087104)

GURUGRAM, May 22, 2017

PTC India Financial Services Limited

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

(₹ in lacs)

Particulars	Note no.	As at March 31, 2017	As at March 31, 2016
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
a. Share capital	3	64,228.33	56,208.33
b. Reserves and surplus	4	177,699.60	118,045.31
		241,927.93	174,253.64
2 Non-current liabilities			
a. Long-term borrowings	5	471,588.40	484,363.35
b. Long-term provisions	7	9,834.41	6,185.09
		481,422.81	490,548.44
3 Current liabilities			
a. Short-term borrowings	8	285,518.45	140,762.23
b. Trade payables			
-Outstanding to micro and small enterprises	9	21.70	19.37
-Outstanding to creditors other than micro and small enterprises	9	398.56	373.57
		420.26	392.94
c. Other current liabilities	10	65,925.96	68,198.60
d. Short-term provisions	11	6.00	8,122.99
		351,870.67	217,476.76
		1,075,221.41	882,278.84
B ASSETS			
1 Non-current assets			
a. Fixed assets			
-Tangible assets	12	1,434.69	1,678.92
-Intangible assets	12	64.30	141.01
-Capital work-in-progress	12	5.74	-
		1,504.73	1,819.93
b. Non-current investments	13	11,428.37	23,490.17
c. Deferred tax assets (net)	6	1,978.22	446.14
d. Long-term loans and advances	14	982,593.79	783,616.02
e. Other non-current assets	15	2,711.18	2,954.33
		1,000,216.29	812,326.59
2 Current assets			
a. Trade receivables	16	567.22	114.14
b. Cash and cash equivalents	17	3,538.47	2,476.23
c. Short-term loans and advances	18	20,747.54	20,684.36
d. Other current assets	19	50,151.89	46,677.52
		75,005.12	69,952.25
		1,075,221.41	882,278.84
See accompanying notes forming part of the consolidated financial statements	1-39		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Jitendra Agarwal
Partner

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

		(₹ in lacs)		
Particulars	Note no.	Year ended March 31, 2017	Year ended March 31, 2016	
1 Revenue from operations	20	135,078.83	118,691.41	
2 Other income	21	109.24	1.45	
3 Total revenue (1+2)		135,188.07	118,692.86	
4 Expenses				
a. Employees benefits expense	22	1,277.30	1,015.35	
b. Finance costs	23	64,469.34	53,010.77	
c. Provisions and contingencies	24	14,256.74	9,518.80	
d. Depreciation and amortisation expenses	12	337.84	429.58	
e. Other expenses	25	1,978.72	1,574.06	
Total expenses		82,319.94	65,548.56	
5 Profit before tax (3-4)		52,868.13	53,144.30	
6 Tax expense :				
a. Current tax		19,866.93	15,439.88	
b. Deferred tax charge/ (benefits)		(1,532.08)	(1,242.52)	
c. Current tax relating to earlier year		-	(162.76)	
		18,334.85	14,034.60	
7 Profit for the year (5 -6)		34,533.28	39,109.70	
Profit/(loss) from share of associates		-	-	
		34,533.28	39,109.70	
Earnings per equity share (of ₹ 10 each):				
- Basic (in ₹)	31	5.86	6.96	
- Diluted (in ₹)	31	5.86	6.96	
See accompanying notes forming part of the consolidated financial statements	1-39			

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
Jitendra Agarwal
Partner

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

		(₹ in lacs)	
Particulars		Year ended March 31, 2017	Year ended March 31, 2016
A. Cash flow from operating activities			
Profit before tax		52,868.13	53,144.30
<u>Adjustments for:</u>			
Depreciation and amortisation expenses		337.84	429.58
Profit on sale of non-current unquoted trade investments in equity shares		(13,101.96)	(20,692.84)
Profit on sale of Non-current unquoted trade investments in debenture		(1,158.71)	
Provisions and contingencies		14,256.74	9,518.80
Employee stock option (ESOP) scheme		-	(24.89)
Loss on sale of fixed assets		0.23	1.19
Finance costs		64,469.34	53,010.77
		117,671.61	95,386.91
Add: Proceeds from sale of unquoted non-current trade investments		24,912.31	31,192.84
Operating profit before working capital changes		142,583.92	126,579.75
<u>Changes in working capital</u>			
Adjustments for increase / (decrease) in operating liabilities:			
Long-term provisions		71.12	44.57
Trade payables		27.32	72.01
Other current liabilities		63.31	105.34
Short-term provisions		1.13	(1.49)
Adjustments for (increase) / decrease in operating assets:			
Non-current investments		(974.00)	-
Loan financing		(207,576.07)	(225,373.78)
Other long-term loans and advances		1.49	1.85
Trade receivables		(453.08)	(20.02)
Short-term loans and advances		(563.18)	145.52
Other current assets		(2,875.86)	(2,266.18)
Cash flows from operations		(69,693.90)	(100,712.43)
Net income tax (paid)		(19,153.57)	(15,964.28)
Net cash flow from operating activities		(88,847.47)	(116,676.71)

(₹ in lacs)

Particulars		Year ended March 31, 2017	Year ended March 31, 2016
B.	Cash flow from investing activities		
	Capital expenditure including capital advances	(532.83)	(47.62)
	Proceeds from sale of fixed assets	0.52	1.51
	Net cash flow from investing activities	(532.31)	(46.11)
	Cash flow from financing activities		
	Proceeds from long-term borrowings	43,285.47	164,614.94
	Repayment of long-term borrowings	(59,423.04)	(18,572.97)
	Issue of share capital (including premium)	30,877.00	-
	Proceeds from short-term borrowings (net)	144,756.22	24,776.12
	Finance costs (including premium on derivative contracts)	(60,941.42)	(47,115.04)
	Dividends paid	(6,739.09)	(5,616.12)
	Tax on dividend	(1,373.12)	(1,144.27)
	Net cash flow from financing activities	90,442.02	116,942.66
	Net increase in cash and cash equivalents	1,062.24	219.84
	Cash and cash equivalents at the beginning of the year	2,476.23	2,256.39
	Cash and cash equivalents at the end of the year	3,538.47	2,476.23
	Cash and cash equivalents consist of:	(₹ in lacs)	
	Particulars	As at March 31, 2017	As at March 31, 2016
	Cash-in-hand	0.06	-
	Cheques on hand	119.40	-
	Balance with banks		
	-In current accounts	2,256.07	1,731.24
	-In deposit accounts	575.00	500.00
	-In earmarked accounts *		
	i. Unclaimed share application money lying in escrow account	1.82	1.82
	ii. Unclaimed interest accrued on debentures	567.81	230.77
	iii. Unclaimed dividend	18.31	12.40
		3,538.47	2,476.23
	* The Company can utilise earmarked balances only towards settlement of related liabilities.		
	See accompanying notes forming part of the consolidated financial statements		

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

Sd/-
Jitendra Agarwal
Partner

For and on behalf of the Board of Directors

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Sd/-
Gaurav Kaushik
Chief Financial Officer

Place : Gurugram
Date : May 22, 2017

Place : New Delhi
Date : May 22, 2017

PTC India Financial Services Limited

Notes forming part of the Consolidated financial statements

1. Corporate information

PTC India Financial Services Limited ("PFS") is a registered NBFC with Reserve Bank of India and has been awarded the Infrastructure Finance Company (IFC) status by RBI. PFS is set up with an objective to provide total financing solutions to the energy value chain which includes investing in equity or extending debt to power projects in generation, transmission, distribution, fuel resources and fuel related infrastructure.

2. Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, as applicable, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Principles of consolidation

The Consolidated Financial Statements relate to Financial Statements of PTC India Financial Services Limited ('the Company') and its associate companies.

Investments in associates (entity over which the Company exercises significant influence, which is neither a subsidiary nor a joint venture) are accounted for using the equity method in accordance with Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements". [Refer note 26]

2.3 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/ period. 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 recognized in the periods in which the results are known / materialize.

2.4 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and 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.

2.5 Depreciation and amortization

Depreciation has been 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 leasehold improvements depreciated on straight line basis over a period of 5 year and assets costing less than ₹ 5,000 each which are fully depreciated in the year of capitalisation.

Intangible assets comprising of software are amortized on a straight line method over their estimated useful life not exceeding five years.

2.6 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. In addition, the following criteria must also be met before revenue is recognized:

- (a) Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognized upon realization, as per the income recognition and asset classification norms prescribed by the RBI.
- (b) Fee based incomes are recognized when reasonable right of recovery is established and the revenue can be reliably measured.
- (c) Dividend is accounted when the right to receive is established.
- (d) Revenue from power supply is accounted on accrual basis.

2.7 Fixed Assets (Tangible / Intangible)

Fixed assets are carried at cost less accumulated depreciation / amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on fixed assets after its purchase / completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Capital work-in-progress:

Projects under which fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.8 Foreign currency transactions and translations

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/period-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 recognized 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 amortized on settlement/ over the maturity period thereof. The unamortized 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 amortized over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

2.9 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

2.10 Employee benefits

Employee benefits include provident fund, gratuity, compensated absences, post-retirement medical benefits, etc.

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as it falls due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the period when the employees render the service.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

2.11 Borrowing costs

Borrowing costs include interest, commitment charges and other related costs. Borrowing costs 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.

2.12 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 capitalized 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 recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss.

2.13 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.14 Taxes on income

Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward of losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

2.15 Provisions and contingencies

A provision is recognized 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 financial statements. Contingent assets are not recognized in the financial statements.

Contingent provision against standard assets represents a general provision at 0.50% of the outstanding standard assets and provision against restructured loans, in accordance with the RBI guidelines. In addition, the Company also maintains additional provision based on the assessment of portfolio including provision against stressed assets.

2.16 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 in foreign currency. 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.

2.17 Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

PTC India Financial Services Limited

Notes forming part of the financial statements

3. Share capital

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
<u>Authorised:</u>		
1,250,000,000 (Previous year 1,250,000,000) equity shares of ₹ 10 each	125,000.00	125,000.00
750,000,000 (Previous year 750,000,000) preference shares of ₹ 10 each	75,000.00	75,000.00
	200,000.00	200,000.00
<u>Issued, subscribed and paid up:</u>		
642,283,335 (Previous year 562,083,335) equity shares of ₹ 10 each fully paid up	64,228.33	56,208.33
	64,228.33	56,208.33

a. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and ranks pari passu. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b. The details of shareholders holding more than 5% shares are set out below:

Name of the shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of shares	%	No. of shares	%
PTC India Limited*	417,450,001	64.99	337,250,001	60.00
Macquarie Bank Limited	-	-	31,480,000	5.60
New Horizon Opportunities Master Fund	37,300,000	5.81	-	-

* Holding company by virtue of holding more than one-half of equity share capital.

c. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	(₹ in lacs)	No. of shares	(₹ in lacs)
Opening balance	562,083,335	56,208.33	562,083,335	56,208.33
Add:- Equity shares issued during the year *	80,200,000	8,020.00	-	-
Closing balance	642,283,335	64,228.33	562,083,335	56,208.33

* During the year, the Company has issued and allotted 8,02,00,000 preferential equity shares of face value ₹ 10 each, fully paid-up, for cash at a premium of ₹ 28.50 per share to PTC India Ltd, a promoter group company.

4. Reserves and surplus

Particulars	(₹ in lacs)	
	As at March 31, 2017	As at March 31, 2016
a. Securities premium account		
Opening balance	39,098.90	39,098.90
Add: Amount received pursuant to issue of equity shares	22,857.00	-
Closing balance	61,955.90	39,098.90
b. Capital reserve		
Share of capital reserve in an associate company	21.09	21.09
	21.09	21.09
c. Statutory reserve [in terms of Section 45-IC of the Reserve Bank of India Act, 1934]		
Opening balance	21,778.91	13,956.97
Add: Transferred from surplus in Statement of Profit and Loss	6,906.66	7,821.94
Closing balance	28,685.57	21,778.91
d. Special reserve [in term of section 36(1)(viii) of the Income-tax Act, 1961]		
Opening balance	16,247.73	10,417.40
Add: Transferred from surplus in Statement of Profit and Loss	7,089.75	5,830.33
Closing balance	23,337.48	16,247.73
e. Share options outstanding account		
Opening balance	-	24.89
Add: Net charge for the year	-	(24.89)
Closing balance	-	-
f. Surplus in Statement of Profit and Loss		
Opening balance	46,067.59	28,748.71
Add: Profit for the year	34,533.28	39,109.70
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(6,906.66)	(7,821.94)
Less: Transferred to special reserve u/s 36(1)(viii) of the Income-tax Act, 1961	(7,089.75)	(5,830.33)
Less: Proposed dividend on equity shares (refer note below)	-	(6,745.00)
Less: Tax on proposed equity dividend	-	(1,393.55)
Closing balance	66,604.46	46,067.59
g. Foreign currency monetary items translation difference account		
Opening balance (Debit)	(5,168.91)	(4,758.97)
Add/ (less): Effect of foreign exchange rate variations during the year (net)	823.25	(2,697.11)
Add/ (Less): Amortisation for the year	1,440.76	2,287.17
Closing balance (Debit)	(2,904.90)	(5,168.91)
	177,699.60	118,045.31

The Board of Directors have proposed a final dividend of ₹ 1.50 per share for the financial year 2016-17 (2015-16 - ₹ 1.20 per share) aggregating to ₹ 11,595.56 lacs (including corporate dividend tax). The proposed dividend for the financial year 2016-17 is subject to approval of shareholders in the ensuing Annual General Meeting and has not been considered in these accounts in accordance with revised Accounting Standard 4 (AS-4) "Contingencies and events occurring after balance sheet date", effective from April 1, 2016.

5. Long-term borrowings

Particulars	As at March 31, 2017			As at March 31, 2016		
	Non-current	Current	Total	Non-current	Current	Total
Secured						
a. Infrastructure bonds (i)	1,235.85	15,851.30	17,087.15	1,233.95	18,162.75	19,396.70
b. Debentures (ii)	43,850.00	1,500.00	45,350.00	45,350.00	-	45,350.00
c. Rupee term loans from banks (iii)	383,736.29	31,521.26	415,257.55	349,902.17	35,012.98	384,915.15
d. External commercial borrowings from financial institutions (iv)	42,766.26	6,364.61	49,130.87	36,482.23	6,067.31	42,549.54
e. Rupee term loan from financial institutions (v)	-	-	-	51,395.00	180.00	51,575.00
	471,588.40	55,237.17	526,825.57	484,363.35	59,423.04	543,786.39
Less:- Amount transferred to "Other current liabilities" (refer note 10)"	-	55,237.17	55,237.17	-	59,423.04	59,423.04
	471,588.40	-	471,588.40	484,363.35	-	484,363.35

Notes:

Details of terms of repayment and security provided on above:

- i. 60,167 (previous year 68,724) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra Series 1) amounting to ₹3,008.35 lacs (previous year ₹3,436.20 lacs) allotted on March 31, 2011 redeemable at par in 5 to 10 years commenced 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 Company to provide 100% security coverage. During the year, the company has repaid ₹427.85 lacs (previous year ₹772.40 lacs) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2016-17 as per terms of Infra Series 1.

281,576 (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 ₹14,078.80 lacs (previous year ₹15,960.50 lacs) 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 Company to provide the 100% security coverage. During the year, the company has repaid ₹1881.70 lacs (previous year ₹ Nil) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2016-17 as per terms of Infra Series 2.
- ii. 900 (previous year 900) privately placed 10.50% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 3) amounting to ₹9,000.00 lacs were allotted on January 27, 2011 redeemable at par in six equal annual instalments commencing from January 26, 2018.

Series 3 debentures 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 receivables of loan assets created by the Company 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 2135) privately placed 9.62% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 4) amounting to ₹21,350.00 lacs 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 debentures are secured by way of first charge by way of hypothecation of the specified receivables of the Company comprising asset cover of at least 110% of the amount of the Debentures

1500 (previous year 1500) privately placed 9.80% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 5) amounting to ₹15,000.00 lacs were allotted on June 16, 2015 redeemable at par in five equal annual instalments commencing from June 12, 2018

Series 5 debentures are secured by way of first ranking exclusive charge by way of hypothecation of the identified receivables of the Company comprising asset cover of at least 100% of the amount of the Debentures
- iii. Term loans from banks carry interest ranging from 8.45% to 8.75% 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.
- iv. External Commercial Borrowings ("ECB") carry interest ranging from 3 months LIBOR+1.90% 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 4 quarterly instalment amounting to USD 28,88,888 (₹193,887,718) on one of the ECB loans and 4 quarterly instalment amounting to USD 62,50,000 (₹420,031,250) on two of the ECB loans was made during the year ended March 31, 2017
- v. Rupees term loan outstanding Nil (previous year ₹1,575.00 lacs) from a financial institution carries interest rate of 2% p.a. The loan was 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 Company (which are not specifically charged/to be charged in favour of other lenders of the Company i.e. 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% security coverage on its outstanding loan at all time during the currency of the loan.

Rupees term loan outstanding Nil (previous year ₹ 50,000 lacs) 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 disbursal 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 Company (which are not specifically charged/to be charged in favour of other lenders of the Company i.e. 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% security coverage on its outstanding loan at all time during the currency of the loan.
- vi. In terms of the RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016) no borrowings remained overdue as at March 31, 2017 (previous year ₹ Nil).

6. Deferred tax (assets)/liabilities (net)

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
<u>Tax effect of items constituting deferred tax liabilities</u>		
a. Difference between book balance and tax balance of fixed assets	102.43	58.49
b. Foreign currency monetary items translation difference account	1,005.33	1,788.86
c. Special reserve under section 36(1)(viii) of Income-tax Act, 1961	8,076.64	5,623.01
	9,184.40	7,470.36
<u>Tax effect of items constituting deferred tax assets</u>		
a. Provision for employees benefits	79.51	102.96
b. Provisions and contingencies	10,031.33	6,095.50
c. Accrued interest deductible on payment	57.34	58.24
d. Provision for diminution in value of unquoted non-current trade investments	994.44	1,659.80
	11,162.62	7,916.50
Deferred tax (assets)/liabilities (net)	(1,978.22)	(446.14)

7. Long-term provisions

a. Provision for gratuity (Refer note 28)	89.88	59.27
b. Provision for compensated absences (Refer note 28)	116.77	83.45
c. Provision for other employees benefits (Refer note 28)	17.10	9.91
d. Contingent provision against standard assets (Refer note i and ii below)	9,610.66	6,032.46
	9,834.41	6,185.09

Notes:

i. A contingent provision against standard assets includes provision created @ 0.50% of the outstanding standard assets in terms of the RBI circular ((Ref. No. DNBR.PD.008/03.10.119/2016-17 dated September 01, 2016) and provision against restructured standard loans as per applicable RBI guidelines.		
ii. Movement in contingent provision against standard assets during the year is as under:		
Opening balance	6,032.46	6,702.17
Additions during the year (net)	6,811.24	1,235.40
Less:-Transferred to provision for non-performing assets	(3,233.04)	(1,905.11)
Closing balance	9,610.66	6,032.46

8. Short-term borrowings

i. Term loans from banks		
-Secured (see note below)	92,518.45	69,262.23
-Unsecured	5,000.00	-
ii. Term loans from a financial institution		
-Secured (see note below)	108,000.00	66,500.00
iii. Commercial papers at face value of ₹ 5,00,000 each		
-Unsecured	80,000.00	5,000.00
	285,518.45	140,762.23

Note:

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 Company 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.

9. Trade payables

-Micro enterprises and small enterprises*	21.70	19.37
-Other	398.56	373.57
	420.26	392.94

*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 Company from vendors regarding their status. As per information available with the Company, no interest is paid/ payable under this Act.

10. Other current liabilities

(₹ in lacs)		
Particulars	As at March 31, 2017	As at March 31, 2016
a. Current maturities of long term borrowings (Refer note 5)	55,237.17	59,423.04
b. Interest accrued but not due on borrowings	9,896.39	8,389.42
c. Unclaimed interest on debentures	567.81	230.77
d. Unclaimed dividend	18.31	12.40
e. Income received in advance	141.68	64.08
f. Payable to holding company	-	11.61
g. Payable to employees	-	2.18
h. Statutory remittances (TDS, EPF, WCT etc.)	62.78	63.28
i. Unclaimed equity share application money	1.82	1.82
	65,925.96	68,198.60

Note:

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.

11. Short-term provisions

a. Provision for gratuity (Refer note 28)	1.98	1.69
b. Provision for compensated absences (Refer note 28)	4.01	3.17
c. Provision for other employees benefits (Refer note 28)	0.01	0.01
d. Proposed equity dividend	-	6,745.00
e. Tax on proposed equity dividend	-	1,373.12
	6.00	8,122.99

12. Fixed assets

(₹ in lacs)											
Assets description		Gross block			Accumulated depreciation/amortisation				Net block		
		Balance as at March 31, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at March 31, 2016	Expense for the year	Adjustments	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
Tangible assets											
a.	Leasehold improvements	330.06	-	-	330.06	175.97	66.01	-	241.98	88.08	154.09
b.	Building	11.94	-	-	11.94	3.27	0.30	-	3.57	8.37	8.67
c.	Plant and machinery (Wind mill)	3,522.75	-	-	3,522.75	2,144.96	141.39	-	2,286.35	1,236.40	1,377.79
d.	Office equipments	147.36	2.26	3.45	146.17	105.68	20.15	2.91	122.92	23.25	41.68
e.	Computers	122.42	15.39	3.20	134.61	77.75	21.17	2.99	95.93	38.68	44.67
f.	Furniture and fixtures	80.35	-	-	80.35	40.91	8.45	-	49.36	30.99	39.44
g.	Vehicles	37.63	-	-	37.63	25.05	3.66	-	28.71	8.92	12.58
	Sub total	4,252.51	17.65	6.65	4,263.51	2,573.59	261.13	5.90	2,828.82	1,434.69	
	Previous year	4,227.65	45.83	20.97	4,252.51	2,243.68	348.18	18.27	2,573.59		1,678.92
Intangible assets											
a.	Software	259.43	-	-	259.43	118.42	76.71	-	195.13	64.30	141.01
	Sub total	259.43	-	-	259.43	118.42	76.71	-	195.13	64.30	
	Previous year	257.64	1.79	-	259.43	37.02	81.40	-	118.42		141.01
	Total	4,511.94	17.65	6.65	4,522.94	2,692.01	337.84	5.90	3,023.95	1,498.99	
	Previous year	4,485.29	47.62	20.97	4,511.94	2,280.70	429.58	18.27	2,692.01	-	1,819.93
(iii)	Capital work-in-progress-Intangible assets									5.74	-
										1,504.73	1,819.93

13. Non-current investments

(₹ in lacs)

Particulars	Face Value (₹ per share /debenture)	Quantity (Nos.)	As at March 31, 2017	Quantity (Nos.)	As at March 31, 2016
Unquoted trade investments (at cost as reduced by diminution in value, if any)					
a. Investments in fully paid up equity instruments of:					
i. Associate companies					
-R.S. India Wind Energy Private Limited *	10	61,121,415	4,737.33	61,121,415	4,737.33
-Varam Bio Energy Private Limited	10	4,390,000	-	4,390,000	-
			4,737.33		4,737.33
ii. Other companies					
-Adhunik Power and Natural Resources Limited	10	9,740,000	974.00	-	-
-East Coast Energy Private Limited	10	133,385,343	13,338.53	133,385,343	13,338.53
-Indian Energy Exchange Limited (sold during the year)	10	-	-	1,516,431	151.64
			14,312.53		13,490.17
b. Investments in fully paid up optionally convertible debentures of:					
i. Associate companies					
-Varam Bio Energy Private Limited	500,000	90	428.58	90	428.58
ii. Other companies					
-Mytrah Energy (India) Limited (sold during the year)	3,333,333		-	300	10,000.00
			428.58		10,428.58
			19,478.44		28,656.08
Less: Provision for diminution in value of investments			8,050.07		5,165.91
* Refer notes 35			11,428.37		23,490.17

14. Long-term loans and advances

(₹ in lacs)

Particulars	As at March 31, 2017	As at March 31, 2016
Secured, considered good		
a. Loan financing	1,040,550.00	832,973.93
Less:-Provision for Non-performing loans *	18,699.74	8,905.43
Less:-Provision for contingencies *	675.17	2,675.10
(*Including ₹ 3,233.04 lacs (previous year ₹ 1,905.11 lacs) transferred from contingent provision against standard assets)		
Less:-Current maturities transferred to "Other current assets" (refer note 19)	41,302.49	40,703.98
	979,872.60	780,689.42
Unsecured, considered good		
a. Advance for purchase of fixed assets	509.44	-
b. Advance to employees	17.54	19.13
c. Security deposits	69.87	69.77
d. Advance income tax (net of provision of ₹ 61,382.70 lacs (previous year ₹ 41,515.77 lacs))	2,124.34	2,837.70
	982,593.79	783,616.02

Notes:

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	982,499.60	804,031.21
Sub-standard assets	29,320.00	28,942.72
Doubtful assets	28,730.40	-
	1,040,550.00	832,973.93

15. Other non-current assets

Particulars	(₹ in lacs)	
	As at March 31, 2017	As at March 31, 2016
a. Premium on derivative contracts*	2,711.18	2,954.33
	<u>2,711.18</u>	<u>2,954.33</u>

* In respect of hedging foreign currency risk.

16. Trade receivables

Unsecured, considered good

a. Outstanding for a period exceeding six months from the date they were due for payment	8.79	-
b. Others	558.43	114.14
	<u>567.22</u>	<u>114.14</u>

17. Cash and cash equivalents :

a. Cash-in-hand	0.06	-
b. Cheques on hand	119.40	-
c. Balance with banks		
-In current accounts	2,256.07	1,731.24
-In deposit accounts (Refer note below)	575.00	500.00
-In earmarked accounts		
i. Unclaimed share application money lying in escrow account	1.82	1.82
ii. Unclaimed interest on debentures	567.81	230.77
iii. Unclaimed dividend	18.31	12.40
	<u>3,538.47</u>	<u>2,476.23</u>

Note:

Balances with banks include deposits ₹ 275.00 lacs (previous year ₹ Nil lacs) with remaining maturity of more than 12 months from the balance sheet date.

18. Short-term loans and advances

Secured, considered good

a. Loans financing	20,000.00	20,000.00
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Unsecured, considered good

a. Prepaid expenses	67.17	81.72
b. Unexpired discount on commercial paper	623.70	63.45
c. Balances with government authorities	5.42	12.30
d. Advance to employees	5.70	12.14
e. Receivables from sale of investment	-	500.00
f. Other receivables	45.55	14.75
	<u>20,747.54</u>	<u>20,684.36</u>

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

Standard assets	20,000.00	20,000.00
Sub-standard assets	-	-
	<u>20,000.00</u>	<u>20,000.00</u>

19. Other current assets

a. Current maturities of long term loan financing	41,302.49	40,703.98
b. Interest accrued and due on		
-Loan financing	4,993.28	2,173.68
c. Interest accrued but not due on		
-Fixed deposits	13.32	43.63
-Loan financing	3,842.80	3,700.34
-Debentures	-	55.89
	<u>50,151.89</u>	<u>46,677.52</u>

20. Revenue from operations

		(₹ in lacs)	
Particulars	Year ended March 31, 2017	Year ended March 31, 2016	
Interest income from			
a. Loan financing	111,001.01	90,937.47	
b. Debentures	368.22	1,203.29	
Other operating income			
a. Dividend income on non-current unquoted trade investments in equity shares	454.93	288.12	
b. Profit on sale of investments			
- Non-current unquoted trade investments in equity shares	13,101.96	20,692.84	
- Non-current unquoted trade investments in debenture	1,158.71	-	
- Current unquoted non-trade investment in mutual funds	10.67	2.44	
c. Interest on fixed deposits	46.35	186.29	
d. Fee based income	8,491.14	4,999.34	
e. Sale of power	445.84	381.62	
	135,078.83	118,691.41	
21. Other income			
Interest income	1.47	1.45	
Miscellaneous Income	107.77	-	
	109.24	1.45	
22. Employees benefits expense			
a. Salaries and other allowances	1,139.11	933.12	
b. Contributions to provident fund (Refer note 28)	49.22	38.52	
c. Employee stock option (ESOP) scheme*	-	(24.89)	
d. Staff welfare expenses	88.97	68.60	
	1,277.30	1,015.35	
*Due to forfeiture/ surrender of Employee Stock options			
23. Finance costs			
Interest expense on:			
a. Infrastructure bonds	2,238.65	2,184.75	
b. Debentures	4,456.63	3,820.53	
c. Rupee term loans from banks	36,930.12	33,575.56	
d. Rupee term loans from financial institutions	9,830.68	2,398.01	
e. External commercial borrowings from financial institutions	2,111.24	1,480.74	
f. Commercial paper	7,381.80	6,523.42	
g. Delayed payment of income tax	0.01	12.74	
Other borrowing cost:			
a. On term loans and other borrowings	78.27	726.69	
b. Bank charges	1.18	1.16	
c. Amortisation of foreign currency translation	1,440.76	2,287.17	
	64,469.34	53,010.77	
24. Provisions and contingencies			
a. Contingent provision against standard assets	3,578.20	1,235.40	
b. Provision for non-performing assets	7,119.21	5,608.30	
c. Provision for contingencies	675.17	2,675.10	
d. Provision for diminution in value of unquoted non-current trade investments in equity shares	2,884.16	-	
	14,256.74	9,518.80	

25. Other expenses

(₹ in lacs)		
Particulars	Year ended March 31, 2017	Year ended March 31, 2016
a. Rent	342.69	325.32
b. Repairs and maintenance		
- Plant and machinery	90.07	84.03
- Others	155.98	88.40
c. Insurance	10.81	10.36
d. Rates and taxes	77.33	115.76
e. Communication	25.39	20.64
f. Travelling and conveyance	69.25	83.30
g. Advertising and business development	66.53	55.27
h. Donation		
i. Legal and professional	791.50	567.82
Auditors' remuneration :-		
-For statutory audit	24.50 *	10.00
-For quarterly audit/limited review	15.00 **	10.50
-For tax audit	2.50	2.50
-For other certification (including services tax charge on auditors' remuneration)	8.51	4.05
-For out of pocket expenses	0.27	0.41
j. Loss on fixed assets sold	0.23	1.19
k. Directors' sitting fees	72.49	53.03
l. Miscellaneous expenses	225.67	141.48
	1,978.72	1,574.06

* Including ₹ 6.50 lacs related to previous year

** Including ₹ 1.50 lacs related to previous year

26. Details of PTC India Financial Services Limited's associate companies which have been considered in these consolidated financial statements are as follows:

Name of the Company	Country of Incorporation	% voting power as an associate held as at 31.03.2017	Share of associates profit / (loss) included in consolidated Statement of Profit and Loss as at 31.03.17 (₹ in lacs)	Share of associates profit / (loss) included in consolidated Statement of Profit and Loss as at 31.03.16 (₹ in lacs)
R.S. India Wind Energy Private Limited *	India	37%	-	-
Varam Bio Energy Private Limited **	India	26%	-	-

* refer note 35 below

** Net-worth of the associate company completely eroded.

27. Contingent liabilities and commitments in respect of:

(₹ in lacs)		
Particulars	As at March 31, 2017	As at March 31, 2016
(a) Contingent liabilities		
(i) Income tax	3,193.62	2,153.86
(b) Commitments		
(i) Loan financing	1,73,236.00	27,253.00
(ii) Capital Commitments	5,050.00	-
(c) Guarantees furnished to bank	2,500.00	2,500.00

28. Disclosures required as per Accounting Standard – 15 (Revised) “Employee Benefits”

- (a) In respect of the defined contribution plans, the Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Employer's contribution to provident fund	49.22	38.52

- (b) Defined benefit plans

Changes in the present value of the defined benefit obligation:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Opening defined benefit obligation	60.96	43.83	86.62	64.15	9.92	6.44
Current service cost	14.91	10.15	20.39	15.18	2.57	1.67
Interest cost	4.88	3.51	6.93	5.13	0.79	0.51
Benefits paid	-	-	(8.78)	(5.15)		
Actuarial loss / (gain)	11.11	3.47	15.62	7.31	3.83	1.30
Closing defined benefit obligation	91.86	60.96	120.78	86.62	17.11	9.92
Disclosure of defined benefit into						
Long-term provisions	89.88	59.27	116.77	83.45	17.10	9.91
Short-term provisions	1.98	1.69	4.01	3.17	0.01	0.01

Reconciliation of present value of defined benefit obligation and fair value of plan assets

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Closing defined benefit obligation	91.86	60.96	120.78	86.62	17.11	9.92
Closing fair value of plan assets	-	-	-	-	-	-
Net liability recognised in balance sheet	(91.86)	(60.96)	(120.78)	(86.62)	(17.11)	(9.92)

Expense recognised in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Current service cost	14.91	10.15	20.39	15.18	2.57	1.67
Interest cost	4.88	3.51	6.93	5.13	0.79	0.51
Net actuarial loss / (gains)	11.11	3.47	15.62	7.31	3.83	1.30
Net expense	30.90	17.13	42.94	27.62	7.19	3.48
Experience adjustment on actuarial loss/ (gain) for present value obligation	1.25	3.58	2.75	8.52	3.83	0.05

The principal assumptions used in determining defined retirement obligations for the Company's plans are shown below:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Discounting rate	7.54%	8.00%
Future salary increase	6.50%	6.00%

The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors on long term basis.

Disclosure relating to present value of defined benefit obligation, net asset / (liability) and experience adjustments for earlier years:

(₹ in lacs)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014		Year ended March 31, 2013	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Defined benefit obligation	43.83	64.15	31.99	36.60	18.33	24.51
Net asset / (liability)	(43.83)	(64.15)	(31.99)	(36.60)	(18.33)	(24.51)
Experience adjustment on actuarial (gain)/ loss	2.36	14.66	4.49	0.58	1.02	(6.23)

29. The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per Accounting Standard-17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006.

30. Related party disclosures

(a) List of related parties and relationships

Related parties where control exists or with whom transactions have taken place during the year are given below:

Holding company	: PTC India Limited
Fellow subsidiary Company	: PTC Energy Limited
Associate companies	: R.S. India Wind Energy Private Limited
	: Varam Bio Energy Private Limited
Key management personnel	: Dr. Ashok Haldia -Managing Director and CEO (w.e.f. from July 7, 2015)
	: Dr. Pawan Singh -Whole time Director and CFO
	: Shri Rajender Mohan Malla -Managing Director and CEO (Superannuation w.e.f. May 15, 2015)

(b) Details of related party transactions in the ordinary course of the business:

(i) Transactions with holding company

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Expenses reimbursed	32.60	14.64
Director sitting fees paid	20.80	-
Dividend paid	4,047.00	3,372.50
Share Capital received from holding Company	30,877.00	-
Outstanding balance payable	-	11.61

(ii) Transactions with fellow subsidiary company

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Fee base income	-	1.14
Interest income	763.70	123.03
Reimbursement of expenses (receivable)	0.96	-
Term loan given	650.74	6,671.75
Term loan repayment	130.76	-
Term loan outstanding	7,191.73	6,671.75

(iii) Transactions with key management personnel

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Reimbursement of expenses		
Shri Rajender Mohan Malla	-	0.14
Dr. Ashok Haldia	3.67	2.72
Dr. Pawan Singh	2.60	2.08
Remuneration paid		
Shri Rajender Mohan Malla	-	29.68
Dr. Ashok Haldia	97.10	83.00
Dr. Pawan Singh	75.65	71.46

Note:- Managerial remuneration does not include provisions for gratuity and leave encashment since the provisions are based on actuarial valuation for the Company as a whole.

(iv) Transactions with associate companies

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Investment balances outstanding at the balance sheet date before provision for diminution:		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58
Closing provision for diminution in investment in equity shares		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58

31. Earnings per share

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Profit after tax attributable to equity shareholders (₹ in lacs) (a)	34,533.28	39,109.70
Weighted average number of equity shares outstanding during the year (Nos.) (b)	589,109,636	562,083,335
Basic earnings per share of face value ₹ 10 each (in ₹) (a)/ (b)	5.86	6.96
Add: ESOP expenses (₹ in lacs) (c)	-	(24.89)
Profit after tax attributable to equity shareholders (₹ in lacs) before ESOP expenses [(d) = (a) + (c)]	34,533.28	39,084.81
Effect of potential dilutive equity shares on Employee Stock Options outstanding (e)	-	-
Weighted average number of equity shares in computing diluted earnings per share [(f) = (b) + (e)]	589,109,636	562,083,335
Diluted earnings per share of face value ₹ 10 each (in ₹) (d) / (f)	5.86	6.96

32. Total number of electricity units generated and sold during the year 12,275,504

KWH (previous year 10,508,023 KWH).

33. Expenditure incurred in foreign currency (accrual basis)

(₹ in lacs)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Fees for external commercial borrowings	59.20	609.19
Interest on external commercial borrowings	2,111.24	1,480.74
Travelling and others	8.90	63.50
Total	2,179.34	2153.43

34. The Company has entered into operating lease arrangement for office premise. The lease is non-cancellable and is for a period of 5 years. The committed lease rentals in the future are:

Particulars	(₹ in lacs)	
	As at March 31, 2017	As at March 31, 2016
Future minimum lease payments		
- not later than one year	-	342.78
- later than one year and not later than five years	-	266.60
Lease payments recognised in the Statement of Profit and Loss during the year	342.69	325.32

35. (a) In the year 2014-15, based on an independent investigation into the affairs of R. S. India Wind Energy Private Limited (Associate), the Company had concluded that in earlier years, the Associate and its promoters had misrepresented various facts to it and induced it to make investments aggregating ₹ 6,112.14 lacs in the Associate. The Company 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 Company has fully provided for the diminution in value of investment held in this Associate.
- (b) Further, the financial statements for the year ended March 31, 2017 of RS India Wind Energy India Private Limited (RSIWEPL) and Varam Bio Energy Pvt Ltd, associates of the Company are not available for consolidation purposes. However, in view of the management, since the Company has made full provision for diminution for its investments held in these 2 Associates and there is no further obligation over and above the cost of the investments, there will be no impact thereof on these financial statements in terms of the requirements of Accounting Standard – 23 “Accounting for Investments in Associate in Consolidated Financial Statements”.

36. **Foreign currency exposures**

Foreign currency exposures that have not been hedged by a derivative instrument or otherwise, but revalued at the year-end exchange rates are:

Particulars	As at March 31, 2017		As at March 31, 2016	
	Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
Payables	US \$ 338,549.44	220.29	US \$ 383,611.32	254.68

37. **Expenditure on Corporate Social Responsibility (CSR):**

- (a) Gross amount required to be spent by the Company during the year ended March 31, 2017 ₹ 1,448.80 lacs (including the unspent amount of ₹ 782.00 lacs of Financial Year 2015-2016)
- (b) Amount spent during the year March 31, 2017 - ₹ Nil (previous year ₹ Nil).

38. **Detail of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the Table below:-**

Particulars	(In ₹)		
	SBNs	Other	Total
Closing cash in hand as on 8.11.2016	14,000	415	14,415
(+) Permitted receipts	-	68,880	68,880
(-) Permitted payments	-	54,500	54,500
(-) Amount deposited in Banks	14,000	-	14,000
Closing cash in hand as on 30.12.2016	-	14,795	14,795

39. Previous year's figures have been recast/ regrouped, wherever necessary to conform to the current year's presentation.

For and on behalf of the Board of Directors

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

Sd/-
Vishal Goyal
Company Secretary
M.No.-A19124

Place : New Delhi
Date : May 22, 2017

Sd/-
Dr. Pawan Singh
Whole-time Director
DIN: 00044987

Sd/-
Gaurav Kaushik
Chief Financial Officer

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374

Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

PROXY FORM

FORM NO. MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

11th Annual General Meeting- 25th September, 2017

Name of the Member(s):	
Registered Address:	
E-mail:	
Folio No./Client ID:	
DP ID:	

I/We, being the member(s) of shares of the above named 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:

or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 11th Annual General Meeting of the Company, to be held on **Monday, 25th September, 2017 at 11:00 A.M. at Dr. SRKVS 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:

		Vote (Optional see Note no. 2)	
S. No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2017		
2.	To recommend dividend for the Financial Year 2016-17		
3.	Re-appointment of Dr. Ashok Haldia (DIN: 00818489) as a Director, who retires by rotation		
4.	Ratification of appointment of Statutory Auditor and fix their Remuneration in this regard		
Special Business			
5.	Appointment of Shri Arun Kumar (DIN: 01853255) as Nominee Director		
6.	Appointment of Shri Kulamani Biswal (DIN: 03318539) as Nominee Director		
7.	Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director		
8.	Appointment of Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company		
9.	Increase in borrowing power of the Board of Directors of the Company		
10.	Creation of security on the properties of the Company in favour of the lenders		
11.	Issuance of Non-Convertible Debentures on private placement basis.		

Signed this day of 2017

Signature of Member

Signature of Proxy holder(s)

Affix
₹ 1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 11th Annual General Meeting

PTC India Financial Services Limited

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Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374

Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING- 25TH SEPTEMBER, 2017

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. PLEASE ALSO BRING YOUR COPY OF THE ANNUAL REPORT.

I hereby record my presence at the 11th Annual General Meeting to be held on Monday, the 25th September, 2017 at 11:00 A.M. at "Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010"

DP ID No.*		Folio No.	
Client ID No.*		No. of shares	
Name of the shareholder			
Address of the shareholder			

* Applicable for investors holding shares in electronic form

.....
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.



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Form No. MGT-12

Polling paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

S. No.	Particulars	Details		
1.	Name of the First Shareholder			
2.	Postal Address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Businesses:				
1.	Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31 st March, 2017			
2.	To recommend dividend for the Financial Year 2016-17			
3.	Re-appointment of Dr. Ashok Haldia (DIN: 00818489) as a Director, who retires by rotation			
4.	Ratification of appointment of Statutory Auditor and fix their Remuneration in this regard			
Special Businesses:				
5.	Appointment of Shri Arun Kumar (DIN: 01853255) as Nominee Director			
6.	Appointment of Shri Kulamani Biswal (DIN: 03318539) as Nominee Director			
7.	Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director			
8.	Appointment of Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company			
9.	Increase in borrowing power of the Board of Directors of the Company			
10.	Creation of security on the properties of the Company in favour of the lenders			
11.	Issuance of Non-Convertible Debentures on private placement basis.			

Place:

Date:

(Signature of the Shareholder)

INSTRUCTIONS:

- Members may fill up the Ballot Form printed and submit the same to the Scrutinizer, M/s. Ashish Kapoor & Associates, Practising Company Secretary.
- Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

3. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the registrar and share transfer agent of the Company i.e. M/s Karvy Computershare Private Limited. Members are requested to keep the same updated.
6. The votes should be cast either in favour or against by putting the tick (/) mark in the column provided for asset or dissent. Ballot Form bearing tick marks in both the columns will render the Ballot Form invalid.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) / Beneficial Owner(s) on the date of dispatch of the Notice.
8. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint shareholder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society etc., a certified copy of the relevant authorization/ Board Resolution to vote should accompany the ballot Form.
11. Instructions for e-voting procedure are available in the Notice of the Annual General Meeting. Please follow the steps for e-voting procedure as given in the Notice of AGM or as available on www.evoting.nsdl.com
12. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.

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FORM FOR ECS MANDATE/BANK MANDATE

UNIT: PTC India Financial Services Limited

I/We _____ do hereby authorize the Company:-

- 1) Credit my dividend amount directly to my Bank Account as per details furnished below by Electronic Clearing Service (ECS)
- 2) Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me

Folio No:
Name of the 1 st Shareholder:
Name of the Bank:
Branch:
Bank Address with Pin code:
Bank Account Number:
Account Type (Savings/Current/Others):
9 Digit MICR Code number: (Please provide a cancelled / Photo copy cheque)
Registered Address:

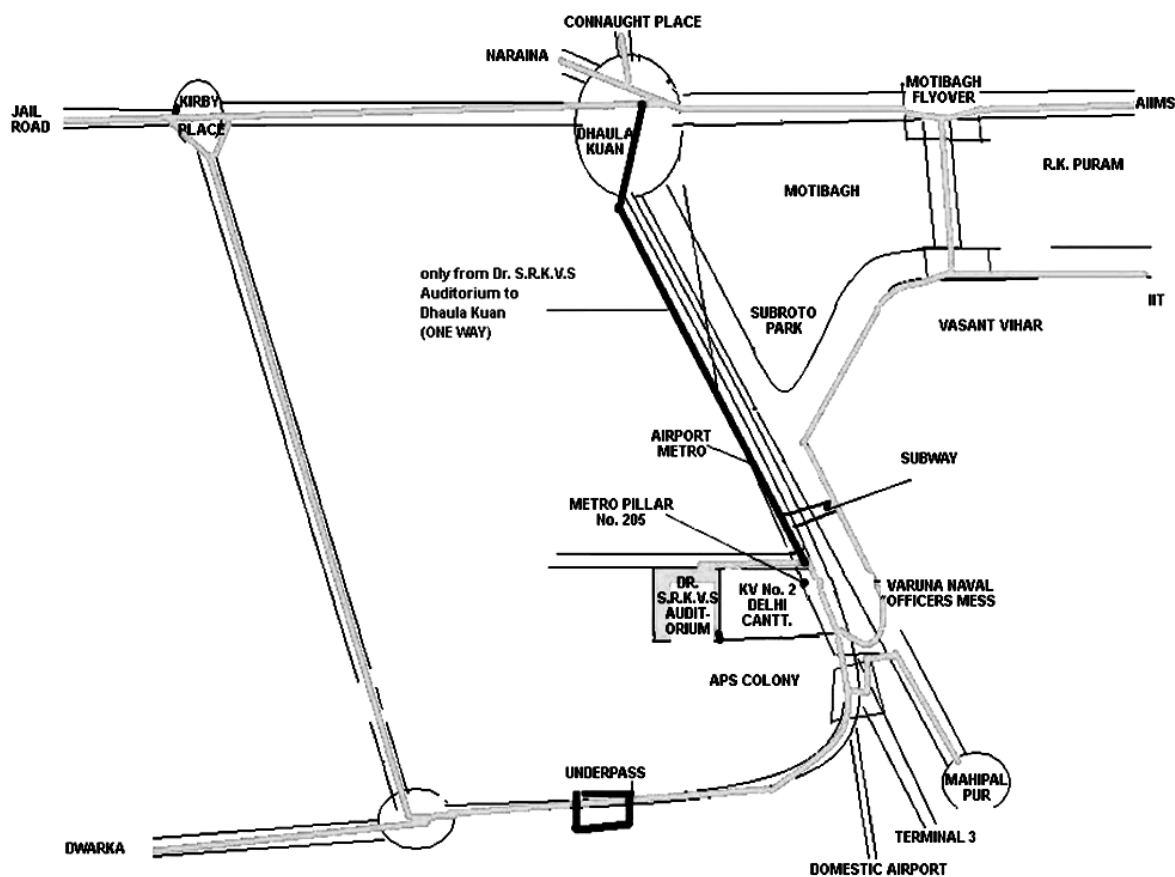
Signature of 1st holder

Signature of 2nd holder

Signature of 3rd holder

(Please provide an attested copy of PAN Card of the 1st holder along with this request)

Route Map of the location of AGM



“ OUR CUSTOMER SPEAKS

What is remarkable and distinguishes PFS from others, is an integrated approach adopted in adding value in structuring and developing the project. This has given a new dimension to the concept of development & financing of infrastructure projects in India. ”

“Growing Responsibility for Customer Delight”



PTC India Financial Services Ltd.

(A Subsidiary of PTC India Limited)
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