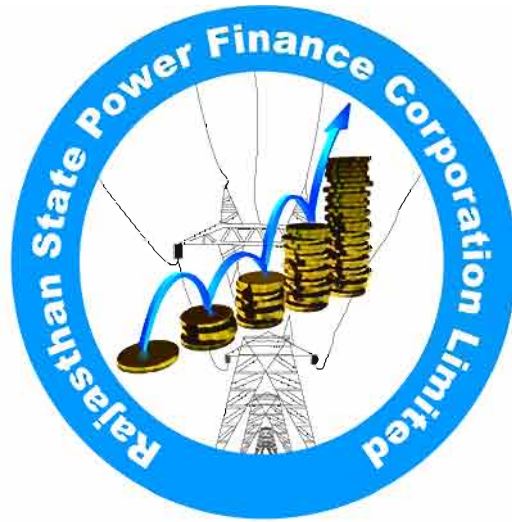




**Save Power, Save Money**

**RAJASTHAN STATE  
POWER FINANCE CORPORATION LIMITED (RSPFCL)**

**3<sup>rd</sup>  
ANNUAL REPORT  
2014-15**



**Save Power, Save Money**

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Annual Report  
2014-15**



## C O N T E N T S

<b>Board of Directors</b>	<b>5</b>
<b>Directors' Report</b>	<b>7</b>
<b>Auditor's Report</b>	<b>29</b>
<b>Balance Sheet</b>	<b>38</b>
<b>Cash Flow Statement</b>	<b>42</b>
<b>Comments of Comptroller and Auditor General of India</b>	<b>57</b>
<b>Meeting Notice</b>	<b>59</b>





# Rajasthan State Power Finance Corporation Limited

## Board of Directors

### Chairman

Shri Prem Singh Mehra

### Managing Director

Shri Siddharth Mahajan

### Director

Shri Praveen Gupta

Shri Vaibhav Galriya

Shri Suresh Chandra Dinkar

Shri Kunj Bihari Gupta

### Company Secretary

Smt. Prerana Gupta

### Auditor

Jugal Kishore Agarwal & Associates  
Chartered Accountants

## Registered and Administrative Office:

**RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED (RSPFCL)**

1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station,

Jaipur (Rajasthan) – 302 015, INDIA

Phone: +91-141-2708611

Email: [rspfcl@rajasthan.gov.in](mailto:rspfcl@rajasthan.gov.in), Website: <http://rspfcl.rajasthan.gov.in>





## **OUR VISION**

*Towards providing holistic support to State Owned Power Companies for seamless financial synergy amongst all stake holders.*

**“घर-घर बिजली, गाँव-गाँव खुशहाली”**

## DIRECTORS' REPORT

Dear Shareholders,

Board of Directors have great pleasure in presenting the **3<sup>rd</sup> Annual Report** and company's audited financial statement for the financial year ended on 31<sup>st</sup> March 2015 together with Reports of Independent Auditors.

### FINANCIAL RESULTS

The financial results for the year are summarized below:

Particulars	(Rupees in lac)	
	2014-15	2013-14
Income	741.82	533.92
Expenses	78.14	808.16
<b>Net profit/(loss) for the year before taxes &amp; provisions</b>	<b>663.68</b>	<b>(274.24)</b>
<b>Appropriation/adjustments</b>	<b>0.00</b>	<b>0.00</b>
Previous year's adjustment (net)		
Profit/(loss) for the year before tax	663.68	(274.24)
Less: Provision for Taxation		
- Current Year	178.58	0.00
- Earlier Year	0.00	0.00
- Deferred tax	13.53	(62.86)
- MAT Credit entitlement	0.00	0.00
<b>Profit/(loss) after tax</b>	<b>471.57</b>	<b>(211.38)</b>

### DIVIDEND

The Board has not recommended any dividend for the financial year ended on 31<sup>st</sup> March 2015.

### RESOURCES

The company has not applied or/and received any grant from the Government of Rajasthan in the financial year ended on 31<sup>st</sup> March 2015, and the company has parked its surplus funds with banks by negotiating special rate of interest for short term period and earned interest of Rs.723.19 lacs. There was no outstanding loan from any bank/financial institutions as on 31<sup>st</sup> March 2015.

### NET WORTH

The net worth of company at the close of the current financial year (FY 2014-15) and previous financial year (FY 2013-14) was Rs.92.53 cr. and Rs.87.82 cr. respectively.





## BRIEF DESCRIPTION OF THE COMPANY'S WORKING

The Company has obtained a Non Banking Financial Company (NBFC) Certificate of Registration, dated 24th July, 2013 from Reserve Bank of India, to provide finance or to arrange finance for the projects and schemes of power undertaken by the Rajasthan State owned Power Companies their subsidiaries, associated and joint venture.

In furtherance, the Company has disbursed Rs.0.50 crores each to three Discoms, viz, Jaipur Vidyut Vitran Nigam Ltd., Jodhpur Vidyut Vitran Nigam Ltd. And Ajmer Vidyut Vitran Nigam Ltd. on March 28, 2014 and has created parri passu charge on the assets of the respective distribution companies.

## SHARE CAPITAL AND BUY BACK

During this Financial Year, there has been no change in the authorized and the paid up Share Capital of the Company.

## DIRECTORS, BOD AND COMMITTEE MEETINGS

### Directors

The State Government has appointed following directors on the Board of the company:

Name of Directors	Date of appointment
Shri Prem Singh Mehra	13.09.2014
Shri Vaibhav Galriya	03.11.2014
Shri Sudhir Kumar Sharma	29.10.2014
Sh. Kunj Bihari Gupta	14.11.2014
Shri Sanjay Malhotra	29.10.2014

Following ceased to be directors of the company:

Name of Directors	Date of cessation
Sh. Subhash Chandra Garg	03.09.2014
Shri Alok	29.10.2014
Shri Laxmi Narayan Soni	29.10.2014
Shri Sudhir Kumar Sharma	14.11.2014
Shri Sanjay Malhotra	03.11.2014
Shri Ram Gopal Gupta	01.11.2014



The Board places on record its sincere appreciation of the contribution made by the aforesaid directors during their tenure as members of the Board.

## MEETINGS OF BOARD

Four meetings of the Board of Directors were held during the financial year 2014-15 as on the dates mentioned below:

Board meeting	Date
6 <sup>th</sup> Board Meeting	25.06.2014
7 <sup>th</sup> Board Meeting	20.10.2014
8 <sup>th</sup> Board Meeting	31.12.2014
9 <sup>th</sup> Board Meeting	31.03.2015

The attendance of the Directors at Board Meetings is as under:

Name of Director	Attendance during 2014-15
Sh. Prem Singh Mehra	3/3
Sh. Sanjay Malhotra	1/4
Sh. Praveen Gupta	4/4
Sh. Vaibhav Galriya	0/2
Sh. Suresh Chandra Dinkar	3/4
Sh. Siddharth Mahajan	4/4
Sh. Kung Bihari Gupta	1/2
Sh. Subhash Chandra Garg	1/1
Sh. Alok	1/2
Sh. Laxmi Narayan Soni	2/2
Sh. Sudhir Kumar Sharma	0/0
Sh. Ram Gopal Gupta	2/2

## AUDIT COMMITTEE

The Company has an Audit Committee formed pursuant to section 177 of the Companies Act, 2013, consisting of the following Directors of the Company as members:

1. Sh. Praveen Gupta, Secretary Finance (Revenue), GoR
2. Sh. Vaibhav Galriya, Commissioner Commercial Taxes, GoR
3. Sh. Suresh Chandra Dinkar, Secretary Finance (Expenditure), GoR



## DETAILS OF KEY MANAGERIAL PERSONNEL

In pursuance to Section 203 of the Companies Act, 2013, following were designated as KMPs of the Company:

Name	Designation
Shri Siddharth Mahajan	Managing Director
Shri Shrikrishana Sharma	Chief Financial Officer
Ms. Prerna Gupta	Company Secretary

Following ceased to be KMP of the company:

Name	Designation
Shri Suresh Gupta	Chief Financial Officer
Shri Apoorv Joshi	Chief Financial Officer

## EXTRACT OF ANNUAL RETURN

Extract of Annual Return in form MGT -9 is annexed as Addendum-1 to this report.

## NOMINATION & REMUNERATION COMMITTEE (NRC)

As there are no independent directors on the Board of the Company, the nomination and Remuneration Committee was not constituted during the period under review. Though, now a proposal for constitution of NRC is being put up before the Board.

## CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As per the requirement of the section 135 of the Companies Act, 2013, the Corporation is not falling under the criteria for having a CSR Committee.

## DECLARATION BY INDEPENDENT DIRECTOR

No declaration has been received as no independent Director was appointed during the financial year. Appointment is under process.

## AUDITORS & AUDITORS' REPORT

### Statutory Auditor

The Comptroller & Auditor General of India, New Delhi, appointed M/s Jugal Kishore



Agarwal & Company, Chartered Accountants, Jaipur as auditors for auditing the accounts of the company for the financial year ending 31<sup>st</sup> March 2015. The report is self explanatory.

### **Secretarial Auditor**

As per provisions of section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, M/s. ARMS & Associates, Practicing Company Secretary, Jaipur, were appointed to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial ended on 31<sup>st</sup> March 2015 is given in Addendum-2 to this report.

### **PARTICULARS OF EMPLOYEES**

None of the employees of the company falls under the purview of the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO**

Disclosure of particulars in respect to Conservation of Energy, Technology Absorption are not applicable in view of nature of business of the company.

### **SUSTAINABLE DEVELOPMENT**

Your Company's aspirations of sustaining and enhancing its long term growth plans are well balanced by its conscious commitments to society and in its principles of conducting business in a fully compliant manner. Your Company partakes in letter and spirit its intention of being a responsible corporate citizen and is committed to contribute positively in all activities pertaining to environmental protection, health, safety, energy conservation and societal commitments while at the same time continuing to protect and enhance all stakeholders' interests.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186**

The Company has not given loans, guarantees and made investments in terms of provisions of section 186 of the Companies Act, 2013.



## INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal financial Control System commensurate with the size of the Company.

## GENERAL

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

1. Particulars of Contracts or Arrangements with related parties.
2. Details relating to deposits covered under Chapter V of the Act.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. There is no change in the nature of business.
7. There have been no material changes and commitments affecting the financial position of the company between the end of the financial year and the date of the report.
8. There have been no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## RISK MANAGEMENT POLICY

Your company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting.

## RESPONSIBILITY STATEMENT

In pursuance to the requirement under Section 134(3)(c) of the Companies Act, 2013, your Directors report that:

1. accounting standards were followed to the extent possible and practical in preparation of annual accounts for the year under review,



2. accounting policies are applied consistently to give a true and fair view of the state of affairs of the company as at 31st March 2015 and of the profit for the year ended on that date,
3. proper and sufficient care has been taken for maintenance of adequate accounting records, for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities; and
4. accounts have been prepared on a going concern concept basis.
5. proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ACKNOWLEDGEMENT

The Directors express their sincere appreciation for the co-operation and assistance received from various departments of the State and Central Government, Bankers, Rajasthan Financial Corporation, the Internal & Statutory Auditors and all the business constituents. The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all officers and staff, resulting in successful performance of the company year after year.

**For and on behalf of the Board of Directors,**



**(Prem Singh Mehra)  
Chairman**

**Place: Jaipur  
Date: 29.09.2015**



**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2015**

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	U65923RJ2012SGC041087
2	Registration Date	21/12/2012
3	Name of the Company	RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARE
		STATE GOVERNMENT COMPANY
5	Address of the Registered office & contact details	PLOT NO.1, BAJAJ NAGAR ENCLAVE, NEAR GANDHI NAGAR RAILWAY STATION, JAIPUR - 302015 TEL. & FAX:0141-2708611
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N/A

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding	649164300	100%
2			
3			



### 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	N/A				
2					
3					

### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

#### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF			-	0.00%			-	0.00%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)	-	9,00,000	9,00,000	100.00%	-	9,00,000	9,00,000	100.00%	0.00%
d) Bodies Corp.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	-	9,00,000	9,00,000	100.00%	-	9,00,000	9,00,000	100.00%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	-	9,00,000	9,00,000	100.00%	-	9,00,000	9,00,000	100.00%	0.00%





Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI			-	0.00%			-	0.00%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B) (1):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh			-	0.00%			-	0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh			-	0.00%			-	0.00%	0.00%



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - DR			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B) (2):-</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Total Public (B)</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	-	9,00,000	9,00,000	100.00%	-	9,00,000	9,00,000	100.00%	0.00%

**(ii) Shareholding of Promoter**

SN	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 Pledge/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge/ encumbered to total shares	
1	Sh. Prem Singh Mehra	0	99.99%		8,99,930	0.00%		0.00%
2	Sh. Sanjay Malhotra	10	0.00%		20	0.00%		100.00%
3	Sh. Praveen Gupta	10	0.00%		10	0.00%		0.00%
4	Sh. Siddharth Mahajan	10	0.00%		10	0.00%		0.00%



SN	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 Pledge/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge/encumbered to total shares	
5	Sh.Kunj Bihari Gupta	-	0.00%		10	0.00%		0.00%
6	Sh. Vaibhav Galriya	-	0.00%		10	0.00%		0.00%
7	Sh. Subhash Chandra Garg	8,99,930	99.99%		-	0.00%		-100.00%
8	Sh. R.G. Gupta	10	0.00%		-	0.00%		-100.00%
9	Sh. Laxmi Narayan Soni	10	0.00%		-	0.00%		-100.00%
10	Sh. Alok	10	0.00%		-	0.00%		-100.00%
11	Sh. Sudhir Kumar Sharma	10	0.00%		-	0.00%		-100.00%
12	Sh. Suresh Chandra Dinkar	10	0.00%		10	0.00%		0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	At the beginning of the year			9,00,000	100.00%	9,00,000	100.00%
2	Changes during the year	13.09.2014	Transfer	10	0.00%		0.00%
		03.11.2014	Transfer	10	0.00%		0.00%
		14.11.2014	Transfer	10	0.00%		0.00%
		29.10.2014	Transfer	10	0.00%		0.00%
		01.11.2014	Transfer	10	0.00%		0.00%
		29.10.2014	Transfer	10	0.00%		0.00%
3	At the end of the year			9,00,000	100.00%	9,00,000	100.00%



**(iv) Shareholding Pattern of top ten Shareholders***(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name			N/A		N/A	
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			0.00%	0.00%		
2	Name			N/A		N/A	
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Sh. Siddharth Mahajan						
	At the beginning of the year			10	0.00%	10	0.00%
	Changes during the year			No change	0.00%	No change	0.00%
	At the end of the year			10	0.00%	10	0.00%
2	Name			N/A		N/A	
	At the beginning of the year				0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			0.00%	0.00%		



<b>V. INDEBTEDNESS</b>				
Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
(Rupees in Lacs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	N/A			
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	N/A			
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	N/A			
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	-	-	-

<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>			
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs/Lac)
	Name		
	Designation		
1	Gross salary	N/A	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		



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

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
	Name				
4	Commission	N/A			
	- as % of profit				
	- others, specify				
5	Others, please specify				
	<b>Total (A)</b>				
	Ceiling as per the Act				

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount (in Lacs)
1	Independent Directors	N/A			
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	<b>Total (1)</b>				-
2	Other Non-Executive Directors				-
	Fee for attending board committee meetings				-
	Commission				-
	Others, please specify				-
	<b>Total (2)</b>				-
	<b>Total (B)=(1+2)</b>	-			
	<b>Total Managerial Remuneration</b>	-			
	Overall Ceiling as per the Act				

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (in Lacs)
	Name				
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	2,25,120.00	2,25,120.00



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (in Lacs)
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-	-
2	Stock Option			-	-
3	Sweat Equity			-	-
4	Commission			-	-
	- as % of profit			-	-
	- others, specify			-	-
5	Others, please specify			-	-
	<b>Total</b>	-	-	2,25,120.00	2,25,120.00

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

N/A

For and on behalf of the Board of Directors

  
**Siddharth Mahajan**  
 Managing Director  
 DIN 03349759

  
**Suresh Chandra Dinkar**  
 Director  
 DIN 01471998





## ARMS & ASSOCIATES LLP

*Practicing Company Secretaries*

24 Ka 1, Jyoti Nagar, Jaipur Rajasthan, India-302004  
 Telephone: +91- 141-3111777 Fax : +91-141-2740924  
 Email: info@armsandassociates.com  
 website : www. armsandassociates.com

### Form MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

To,

**The Members**

**Rajasthan State Power Finance Corporation Limited (RSPFCL)  
 1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station,  
 Jaipur -302015, Rajasthan**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Rajasthan State Power Finance Corporation Limited (RSPFCL) (CIN:U65923RJ2012SGC041087)** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/ Statutory Compliances and expressing my opinion thereon.

Based on our verification of the **Rajasthan State Power Finance Corporation Limited (RSPFCL)** 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 year ended on 31<sup>st</sup> March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board process 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 M/s Rajasthan State Power Finance Corporation Limited (“The Company”) for the financial year ended on 31st March, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under – **Not Applicable as Company is a government company in which 100% shares are held by Rajasthan State Government and there are no public shareholders.**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under – **Not Applicable as securities issued by the company are in Physical Form.**
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI) and Overseas Direct Investment and External Commercial Borrowings –**Not applicable as Company has not entered into any such transaction during the year.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') - **are not applicable on the company as the company is Unlisted Government Public Company:-**
  - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - 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 (Issue and Listing of Debt Securities) Regulations, 2008
  - h. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- vi. There are no other specific laws applicable to the Company except **the guidelines issued by Reserve Banking of India in respect of Non Banking Financial Company (NBFC)**.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. (Not Applicable for the period under audit)
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable; (Not Applicable for the period under audit)

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

- a. *The company has failed to constitute Nomination and Remuneration Committee in compliance of the provisions of the Companies Act, 2013.*
- b. *The company has failed to appoint Independent Directors on its Board.*
- c. *Shares were transferred during the period under review but the same were not recorded in minutes of the Board Meeting and no records regarding execution of transfer deed were provided to us. However, the exemption is provided under the Companies Act 1956 for execution of transfer deed to the Government Companies and the similar exemption is provided under the Companies Act 2013 on 05.06.2015.*

**We further report that :**

The Constitution of Board of Directors of the Company was not proper as *the Company has not appointed any Independent Director as per the provisions of section 139 of the Companies Act, 2013*. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.



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, if any, are captured and recorded as part of the minutes.

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

**We further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs.

For **ARMS AND ASSOCIATES LLP**  
Company Secretaries



**(Ashish Gupta)**

FCS NO. 8169 CP.NO. 9070

Place: Jaipur  
Date: 21.09.2015



## ANNEXURE - A

To,

**The Members**

**Rajasthan State Power Finance Corporation Limited (RSPFCL)  
1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station,  
Jaipur -302015, Rajasthan**

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 verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **ARMS AND ASOCIATES LLP**  
Company Secretaries

**(Ashish Gupta)**

FCS NO. 8169 CP.NO. 9070

Place: Jaipur  
Date: 21.09.2015



## REPLIES TO THE OBSERVATIONS OF SECRETARIAL AUDITOR

S. No.	Observation	Reply
1	<i>The company has failed to constitute Nomination and Remuneration Committee in compliance of the provisions of the Companies Act, 2013</i>	As there are no independent directors on the Board of the Company as yet and all the employees of the Company are appointed based on such method of recruitment, qualification and experience as approved by Government of Rajasthan, Nomination and Remuneration (NRC) was not constituted so far. However, now a proposal for constitution of NRC is being proposed to the Board.
2	<i>The company has failed to appoint Independent Directors on its Board.</i>	The Companies Act, 2015 had provided time upto 31 <sup>st</sup> March, 2015 for appointment of Independent Directors. The Company accordingly started the proceeding for such appointment. But, while the file was already under submission to the State Government, the Ministry of Corporate Affairs (MCA) issued exemptions to government companies vide its notification G.S.R 463(E) dated 5 <sup>th</sup> June, 2015. The file had to be resubmitted accordingly. Currently, the file is under submission to GoR.
3	<i>Shares were transferred during the period under review but the same were not recorded in minutes of the Board Meeting and no records regarding execution of transfer deed were provided to us. However, the exemption is provided under the Companies Act 1956 for execution of transfer deed to the Government Companies and the similar exemption is provided under the Companies Act 2013 on 05.06.2015.</i>	The qualification is self explanatory in nature, as being a Government Company, this provision was exempted to RSPFCL under the Companies Act, 1956 and similar exemptions were expected under the Companies Act, 2013, too. The Company is again exempt from this requirement as per MCA notification G.S.R. 463(E) dated 5 <sup>th</sup> June, 2015. The company is already maintaining Register of Transfer and register of members. In future, all the transfers will also be noted in the minutes of BoD.

For and on behalf of the Board of Directors

**Siddharth Mahajan**  
Managing Director  
DIN 03349759

**Suresh Chandra Dinkar**  
Director  
DIN 01471998





## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of Rajasthan State Power Finance Corporation Limited ("**the Company**") which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's responsibility for the Financial Statements

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

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the 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:
  - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
  - (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
  - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

7. As required by section 143(5) of the Act, we have considered the directions issued by the Comptroller and Auditor General of India, the action taken thereon and its impact to the financial statements of the Company give in the **Annexure "I"**.
8. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013( hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give a statement on the matters specified in paragraphs 3 and 4 of the Order the extent applicable to the company in the **Annexure "II"**.



9. As required by section 143(3) of the Act, 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 purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule 2014.
  - e. Being a Government Company, pursuant to the notification number GSR 463(E) dated 5<sup>th</sup> June, 2015 issued by the Government of India, the provisions of sub-section (2) of section 164 of the Companies Act, 2013 are not applicable to the Company.
  - f. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the explanations given to us;
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company is not required to make provision, as required under law or accounting standards because there are no long term contracts including derivatives.
    - (iii) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

For **Jugal Kishore Agrawal & Associates**  
Chartered Accountants  
FRN : 003457C

**Place: Jaipur**  
**Date : 29.09.2015**

  
**[ Dinesh Jain ]**  
Partner  
M.No.088018





## ANNEXURE "I" TO THE INDEPENDENT AUDITORS' REPORT

( Referred to in para 7 of our report of even date of Rajasthan State Power Finance Corporation Limited for the year ended on March 31, 2015 as per Directions indicating the areas to be examined by the Statutory Auditors issued by the Comptroller & Auditor General of India under Section 143(5) of the Companies Act, 2013. We have generated this report, as per the information and explanation provided to us by the management during the course of audit. )

### General Directions ( Annexure "A" )

S. No.	Observation	Reply
1	If the company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	As informed to us, the company has not been selected for disinvestment.
2	Please report whether there are any cases of waiver / write off of debts / loans / interest etc., if yes, the reasons there for and the amount involved.	No such cases of waiver / write off of debts / loans / interest etc., were observed.
3	Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt. or other authorities?	Not Applicable
4.	A report on age-wise analysis of pending legal / arbitration cases including the reasons of pendency and existence / effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	As informed to us, no such legal / arbitration cases are pending.



## Company/Sector Specific Directions(Sub - Directions) (Annexure "B" )

S. No.	Observation	Reply
1	Whether the Company has complied with the directions issued by the Reserve Bank of India for :	
	<ul style="list-style-type: none"> <li>• Non-Banking Finance Company</li> </ul>	As informed & explained to us by the Company, It has generally complied with the Directions issued by the Reserve Bank of India as applicable to it relating to NBFC. <b>However, the Company's Financial assets are not more than 50% of its total assets and the income from financial assets is not more than 50% of its total income as stipulated in certificate of registration as Non Banking Financial Institution issued by RBI.</b>
	<ul style="list-style-type: none"> <li>• Classification of non-performing assets, and</li> </ul>	As per Para 1(iii) of RBI Notification No. DNBR.008 /CGM (CDS) -2015 dated March 27, 2015 on Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, these directions, except the provisions of paragraph 26 of the said directions relating to submission of information to Reserve Bank in regard to change of address, directors, auditors, etc. shall not apply to a non-banking financial company being a Government Company as defined under clause (45) of Section 2 of the Companies Act, 2013 (18 of 2013) and not accepting / holding public deposit. Therefore classification of non-performing assets is not applicable to company.



S. No.	Observation	Reply
	<ul style="list-style-type: none"> <li>Capital Adequacy norms for NBFCs</li> </ul>	As per Para 1(iii) of RBI Notification No. DNBR.008/CGM(CDS)-2015 dated March 27, 2015 on Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, these directions, except the provisions of paragraph 26 of the said directions relating to submission of information to Reserve Bank in regard to change of address, directors, auditors, etc. shall not apply to a non-banking financial company being a Government Company as defined under clause (45) of Section 2 of the Companies Act, 2013 (18 of 2013) and not accepting / holding public deposit. Therefore capital adequacy norms for NBFC are not applicable to company.
2.	Comments on confirmation of balances of trade receivables, trade payables, term deposits, bank accounts and cash obtained.	The confirmation of loan balances, term deposits with banks and bank balances were obtained. There was no cash balances as at 31.3.2015.
3.	Whether the bank guarantees have been revalidated on time?	The company has not taken any bank guarantees during the year. Therefore not applicable to company.

For **Jugal Kishore Agrawal & Associates**  
Chartered Accountants  
FRN : 003457C

*Dinesh*

Place: Jaipur  
Date : 29.09.2015

**[ Dinesh Jain ]**  
Partner  
M.No.088018



## ANNEXURE "II" TO THE INDEPENDENT AUDITORS' REPORT

( Referred to in para 8 of our report of even date of Rajasthan State Power Finance Corporation Limited for the year ended on March 31, 2015 As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 )

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.  
(b) As informed to us, the Company carries out the physical verification of fixed assets at the year end. In our opinion, the frequency of physical verification is reasonable and commensurate with the size of the Company and the nature of its business. As explained to us, no discrepancies were noticed on such verification by the management.
2. As explained to us, the company is having main object of providing finance to power companies and does not involve carrying purchase / sale of goods and any inventory; hence clause (ii) of paragraph 3 the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
3. As per the information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties listed covered in the register maintained under section 189 of the Companies Act, 2013. Hence reporting under clause (iii) of paragraph 3 the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures, commensurate with the size of the company and nature of its business with regard to purchase of fixed assets and services rendered by the Company. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system with regard to purchase of fixed assets and services rendered by the company. We report that company activity do not involve purchase of inventory and sale of goods.
5. According to the information and explanations given to us, the company has not accepted deposits from the public within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.
6. The Central Government has not prescribed maintenance of cost records under sub section (1) of the section 148 of the Companies Act, 2013 for the company. Hence reporting under clause (vi) of paragraph 3 the Companies (Auditor's Report) Order, 2015 is not applicable to the company.



7. (a) According to the information & explanation given to us and according to the examination of books & records, we report that the company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value added Tax, Cess and any other statutory dues with the appropriate authorities as applicable to it.
- (b) According to the information and explanations given to us, there are no dues of Income Tax or Sales-tax or Wealth Tax or Service Tax or Custom Duty or Excise Duty or Value Added Tax or Cess, which were not been deposited by the company on account of any dispute.
- (c) According to the information and explanations given to us, the company was not required to transfer amount to Investor Education and Protection Fund (IEPF), in accordance with the relevant provisions of the Companies Act, 1956 ( 1 of 1956) and rules made there under.
8. The company is registered with less than 5 years period. Hence reporting under clause (viii) of paragraph 3 the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
9. In our opinion and according to the information and explanation given to us, the Company has not borrowed any sum through debentures or from banks or financial institutions, accordingly there is no default in repayment.
10. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from bank and / or financial institutions.
11. In our opinion and according to the information and explanation given to us, no term loans have been raised during the year, Hence reporting under clause (xi) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 is not applicable to the company.
12. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on the Company and no fraud by the Company were noticed or reported during the year.

**For Jugal Kishore Agrawal & Associates**

Chartered Accountants

FRN : 003457C

**[ Dinesh Jain ]**

Partner

M.No.088018

**Place: Jaipur**

**Date : 29.09.2015**





**NON-BANKING FINANCIAL COMPANIES AUDITORS' REPORT**

To

**The Board of Directors  
Rajasthan State Power Finance Corporation Limited.  
1, Bajaj Nagar Enclave,  
Near Gandhi Nagar Railway Station, Jaipur - 302015**

Dear Sir,

As required by the "Non-Banking Financial Companies Auditors' Report (Reserve Bank) Direction, 2008" issued by the Reserve Bank of India on the matters specified in Para 3 and 4 of the said directions to the extent applicable to the Company, we report that:

1. The company is engaged in the business of non-banking financial institution, having certificate of registration from Reserve Bank of India issued on 24-07-2013 vide No. B.10.00226 'NBFC-ND-NEW'.
2. The Company's Financial assets are not more than 50% of its total assets and the income from financial assets is not more than 50% of its total income at 31 March, 2015 as stipulated in certificate of registration as Non Banking Financial Institution issued by RBI. Thus the Company is not entitled to continue to hold such registration in terms of its assets / income pattern as on 31.03.2015 as stipulated in its Certificate of registration. Further, It was informed & explained by the Company that the idle funds were parked in fixed deposits with banks & many a times needful efforts were made to achieve its financial assets & financial income as required by Reserve Bank of India..
3. The Board of Directors has passed a resolution dated 8<sup>th</sup> January, 2013 for non-acceptance of any public deposits.
4. The Company has not accepted any public deposits during the year 2014-15.
5. The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts, as applicable to it, being a Government Company as defined under clause (45) of Section 2 of the Companies Act, 2013, in terms of "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015

**For Jugal Kishore Agrawal & Associates**  
Chartered Accountants  
FRN : 003457C

Place: Jaipur  
Date : 29.09.2015

**[ Dinesh Jain ]**  
Partner  
M.No.088018



**RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED**  
**BALANCE SHEET**  
as at 31st March, 2015

(Amount in Rs.)

Particulars	Note Part A	As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	900,000,000	900,000,000
(b) Reserves and Surplus	2	25,334,993	(21,821,652)
<b>(2) Share application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payable		-	-
(b) Other Current Liabilities	3	931,809	1,155,797
(c) Short-term Provisions	4	17,858,310	-
<b>Total</b>		<b>944,125,112</b>	<b>879,334,145</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets	5		
(i) Tangible Assets		904,416	904,416
Less: Accumulated Depreciation		499,273	143,758
		405,143	760,658
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
(b) Non-current investments			
(c) Deferred Tax Assets (net)		4,932,928	6,286,240
(d) Long Term Loans and Advances	6	15,000,000	15,000,000



Particulars	Note Part A	As at 31.03.2015	As at 31.03.2014
<b>(2) Current assets</b>			
(a) Cash and Bank Balance			
(i) Cash and Cash Equivalents		-	-
Cash-in-Hand		-	-
Balance With Scheduled Banks & PD A/c	7	26,094,043	6,974,795
FDR with Scheduled Banks having maturity within 3 months		491,900,000	681,159,669
Accrued Interest on FDR		2,063,019	9,038,783
(ii) Other Bank Balances			
FDR with Scheduled Banks having maturity more than 3 months		378,817,432	152,500,000
Accrued Interest on FDR		2,595,295	2,281,708
(b) Short-Term Loans and Advances		-	-
(c) Other Current Assets	8	22,317,252	5,332,292
<b>Total</b>		<b>944,125,112</b>	<b>879,334,145</b>

Significant Accounting Policies

Part B

-

-

Other Notes of Accounts

Part C

-

Notes from Part A to Part C form an integral part of Financial Statement

For and on behalf of the Board of Directors

**Siddharth Mahajan**  
Managing Director  
DIN 03349759

**Suresh Chandra Dinkar**  
Director  
DIN 01471998

**Shrikrishana Sharma**  
GM (Finance)

**Prerana Gupta**  
Company Secretary

Signed in terms of our Report of even date attached

Jugal Kishore Agrawal & Associates

Chartered Accountants

FRN- 003457C

**(Dinesh Jain)**  
Partner  
M.No. 088018

Place: JAIPUR

Date: 29.09.2015





**RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED**  
**STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31st March, 2015**

(Amount in Rs.)

Particulars	Note No	For the year ended 31.3.15	For the period ended 31.3.14
I. Revenue from Operations	9	73,968,749	53,379,052
II. Other Income	10	213,281	12,510
<b>III. Total Revenue (I +II)</b>		<b>74,182,030</b>	<b>53,391,562</b>
IV. Expenses:			
Employee Benefit Expenses	11	2,692,537	4,019,844
Operating Expenses	12	2,240,000	48,251,447
Finance Costs		-	-
Depreciation		355,515	143,758
Other Expenses	13	2,525,711	28,400,561
<b>Total Expenses</b>		<b>7,813,763</b>	<b>80,815,610</b>
V. Profit/ (Loss) before exceptional and extraordinary items and tax (III - IV)		66,368,267	(27424048)
VI. Exceptional Items		-	0
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		66,368,267	(27424048)
VIII. Extraordinary Items		-	0
IX. Profit/(Loss) before tax (VII - VIII)		66,368,267	(27424048)
X. Tax expense:			
(1) Current tax		17,858,310	0
(2) Deferred tax		1,353,312	(6286240)
XI. Profit/(Loss) from the perid from continuing operations (IX-X)		47,156,645	(21137808)
XII. Profit/(Loss) from discontinuing operations		-	0



Particulars	Note No	For the year ended 31.3.15	For the period ended 31.3.14
XIII. Tax expense of discounting operations		-	0
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	0
XV. Profit/(Loss) for the period (XI + XIV)		47,156,645	(21137808)
XVI. Earnings per equity share:			
(1) Basic		52.40	(33.38)
(2) Diluted		52.40	(33.38)

Significant Accounting Policies

Part B

-

-

Other Notes of Accounts

Part C

-

Notes from Part A to Part C form an integral part of Financial Statement  
For and on behalf of the Board of Directors

**Siddharth Mahajan**  
Managing Director  
DIN 03349759

**Suresh Chandra Dinkar**  
Director  
DIN 01471998

**Shrikrishana Sharma**  
GM (Finance)

**Prerana Gupta**  
Company Secretary

Signed in terms of our Report of even date attached  
Jugal Kishore Agrawal & Associates  
Chartered Accountants  
FRN- 003457C

**(Dinesh Jain)**  
Partner  
M.No. 088018

**Place: JAIPUR**  
**Date: 29.09.2015**







**RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED**  
**Cash Flow Statement**

		For the year ending 31.03.2015		For the year ending 31.03.2014	
		Amount (in Rs.)		Amount (in Rs.)	
<b>A</b>	<b>Cash Flow from Operating Activities</b>				
	Net Profit/Net Loss after taxes and Extra- ordinary items	47,156,645		21,137,808)	
	<b>Adjustments for:</b>				
	Depreciation	355,515		143,758	
	Taxes	17,858,310		-	
	Deffered Tax Asset (-)/Liabilities(+)	1,353,312		(6,286,240)	
	Operating profit before Working Capital Changes	66,723,782		(27,280,290)	
	Increase in Current Assets	(243,615,979)		(134,855,490)	
	Decrease in Current Liabilities	(223,988)		724,407	
	<b>Net cash from operating activities</b>		(177,116,185)		(161,411,373)
<b>B</b>	<b>Cash Flow from Investing Activities</b>				
	Acquisition of Tangible Assets	-		(904,416)	
	<b>Net cash flow from Investing Activities</b>				(904,416)
<b>C</b>	<b>Cash Flows from Financing Activities</b>				
	Amount Disbursed as Loan Capital Raised Through Equity( Incl. Application Money pending allotment)			(15,000,000)	
				750,000,000	
	<b>Net cash flow from Financing Activities</b>				735,000,000
<b>D</b>	<b>Net Increase &amp; Decrease in Cash &amp; Cash Equivalants (A+B+C)</b>		(177,116,185)		572,684,211
<b>E</b>	<b>Opening Cash &amp; Cash Equivalants</b>		697,173,247		124,489,036



		For the year ending 31.03.2015		For the year ending 31.03.2014	
		Amount (in Rs.)		Amount (in Rs.)	
<b>F</b>	<b>Cash and Cash Equivalants at the end of year</b>		<b>520,057,062</b>		<b>697,173,247</b>
	Balance With Scheduled Banks & PD A/c	26,094,043		6,974,795	
	FDR with Scheduled Banks having maturity within 3 months	491,900,000		681,159,669	
	Accrued interest on FDR	2,063,019		9,038,783	

For and on behalf of the Board of Directors

			
<b>Siddharth Mahajan</b> Managing Director DIN 03349759	<b>Suresh Chandra Dinkar</b> Director DIN 01471998	<b>Shrikrishana Sharma</b> GM (Finance)	<b>Prerana Gupta</b> Company Secretary

Signed in terms of our Report of even date attached  
Jugal Kishore Agrawal & Associates  
Chartered Accountants  
FRN- 003457C

  
**(Dinesh Jain)**  
Partner  
M.No. 088018

**Place: JAIPUR**  
**Date: 29.09.2015**



**Note 1****Share Capital**

(Amount in Rs.)

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Amount	Number	Amount
<b>Authorised</b>				
2500000 Equity Shares of Rs.1000 each	2,500,000	2,500,000,000	2,500,000	2,500,000,000
<b>Issued</b>				
900000 Equity Shares of Rs.1000 each	900,000	900,000,000	900,000	900,000,000
<b>Subscribed &amp; Paid up</b>				
900000 Equity Shares of Rs.1000 each	900,000	900,000,000	900,000	900,000,000
<b>Total</b>		<b>900000000</b>		<b>900000000</b>

**Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 1956**

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	900000	900000000	-	-
Shares Issued during the year	NIL	NIL	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	900000	900000000	-	-

**Information on Shares in the company held by each shareholder holding more than 5% of paid up equity Share Capital**

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Prem Singh Mehra IAS (Principal Secretary, Finance) On behalf of H.E. The Governor of Rajasthan	899930	99.99%	899930	99.99%
<b>Total</b>	<b>899930</b>	<b>99.99%</b>	<b>899930</b>	<b>99.99%</b>

**Note 2****Reserves & Surplus**

(Amount in Rs.)

Surplus/Deficit	As on 31.3.15	As on 31.3.14
Opening balance	(21,821,652)	(683,844)
(+) Net Profit/(Net Loss) For the current year	47,156,645	(21,137,808)
(+) Transfer from Reserves	-	-
Closing Balance		
<b>Total</b>	<b>25,334,993</b>	<b>(21,821,652)</b>



**Note 3**

<b>Other Current Liabilities</b>		(Amount in Rs.)	
	<b>As On 31.3.15</b>	<b>As On 31.3.14</b>	
<b>(a) Trade payables</b>			
(i) M. S. M. E. Creditors	-	-	
(ii) Other Creditors	-	-	
<b>(b) Others</b>			
(I) Creditors for Expenses	297,785	276,854	
(II) Other statutory payables	69,197	24,790	
(III) Other payables to Consultants	119,700	203,125	
(IV) Other payables for Salary & Reimbursements	282,217	566,678	
(V) Other payables for Statutory Audit Fees	53,160	40,000	
(VI) Other Payables for			
• Internal Audit	31500		
• Secretarial Audit	31500	63,000	-
(VII) Other payables for Earnest Money	27,850	44,350	
(VIII) Security Deposits	18,900	-	
<b>Total</b>	<b>931,809</b>	<b>1,155,797</b>	

**Note 4**

<b>Short Term Provisions</b>		(Amount in Rs.)	
	<b>As On 31.3.15</b>	<b>As On 31.3.14</b>	
Provision for Income Tax	17,858,310	-	
<b>Total</b>	<b>17,858,310</b>	<b>-</b>	



## Note 5

### Fixed Assets

Disclosure pursuant to Note no. I (i), (ii), (iii); Note no. J (i),(ii); Note no. J and Note no. L of Part I of Schedule III to the Companies Act, 1956

Fixed Assets	Gross Block			Depreciation			Net Block	
	Balance as at 1 April 2014	Additions/ (Disposals)	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	Balance as at 31 March 2015	Balance as at 1 April 2014	Balance as at 31 March 2015
<b>Tangible Assets</b>								
<b>Plant and Equipment</b>								
Furniture and Fixtures	396,421	-	396,421	44,549	92,906	137,455	351,872	258,966
Office equipment	67,959	-	67,959	6,553	30,034	36,587	61,406	31,372
Office equipment (Computers & Printers)	440,036	-	440,036	92,656	232,575	325,231	347,380	114,805
<b>Total</b>	<b>904,416</b>	<b>-</b>	<b>904,416</b>	<b>143,758</b>	<b>355,515</b>	<b>499,273</b>	<b>760,658</b>	<b>405,143</b>

## Note 6

### Long Term Loans and Advances

(Amount in Rs.)

Particulars	As On 31.3.15	As On 31.3.14
Secured, considered good	15,000,000	15,000,000
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful advances	-	-
<b>Total</b>	<b>15,000,000</b>	<b>15,000,000</b>

## Note 7

### Balance with Schedule Banks

(Amount in Rs.)

	As On 31.3.15	As On 31.3.14
Balance with PD a/c	10000	10000
Balance with IDBI bank (Current Account)	26084043	6964795
<b>Total</b>	<b>26,094,043</b>	<b>6,974,795</b>



Note 8

**Other Current Assets**

(Amount in Rs.)

	As On 31.3.15	As On 31.3.14
Advance Income Tax	15091930	0
TDS Receivable	7211759	5318227
Advance to staff	0	502
Interest Accrued But Not Due	13563	13563
<b>Total</b>	<b>22,317,252</b>	<b>5,332,292</b>

Note 9

**Revenue From Operations**

(Amount in Rs.)

	As on 31.03.2015	As on 31.03.2014
Interest on Loan	1,650,000	13,563
Interest on FDR	72,318,749	53,365,489
<b>Total</b>	<b>73,968,749</b>	<b>53,379,052</b>

Note 10

**Other Income**

(Amount in Rs.)

	As on 31.03.2015	As on 31.03.2014
Interest on Income Tax Refund	212,733	-
Sale of Tender Forms	548	12,510
<b>Total</b>	<b>213,281</b>	<b>12,510</b>

Note 11

**Employee Benefit Expenses**

(Amount in Rs.)

	As on 31.03.2015	As on 31.03.2014
Salary	2,685,651	4,019,473
Medical Reimbursement	6,886	371
<b>Total</b>	<b>2,692,537</b>	<b>4,019,844</b>





Note 12

**Operating Expenses**

(Amount in Rs.)

	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
Consultancy Charges	2,240,000	3,220,475
Business development expenses	-	44,100,000
Expenses on raising of bonds	-	930,972
<b>Total</b>	<b>2,240,000</b>	<b>48,251,447</b>

Note 13

**Other Expenses**

(Amount in Rs.)

	<b>As on 31.03.2015</b>	<b>As on 31.03.2014</b>
Recovery of Stamp Duty Written off	-	12,500,000
Revenue Grant from GOR Written off	-	12,758,510
Printing & Stationery Expenses	92,767	193,334
Rent	720,000	990,000
Telephone Expenses	109,230	189,939
Travelling Expenses	780	33,069
Charges of contract personnel	718,843	574,403
Office expenses	86,426	152,930
<u>Payment to Statutory Auditors</u>		
(i) Statutory Audit Fees	50,000	32,000
(ii) Tax Audit Fees	10,000	8,000
<u>Payment to Other auditors</u>		
(i) Internal Audit	35,000	-
(ii) Secretarial Audit	35,000	-
Hiring of vehicle	445,991	778,986
Entertainment	2,927	10,944
Board meeting expenses	12,398	13,699
Interest on Service tax	-	179
Interest on TDS	675	357
Security Audit Fees	-	6,249
Electricity and water charges	46,157	61,755
ROC Filing Fees	89,240	45,000
Books & Periodicals	1,527	16,457
Other Professional Fees	68,750	34,750
<b>Total</b>	<b>2,525,711</b>	<b>28,400,561</b>



**PART B      SIGNIFICANT ACCOUNTING POLICIES**

**(A)      BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply with all material aspects with the accounting standards notified under Companies Act, 1956 and the Companies Act, 2013.

The preparation of Financial Statements requires the Management to make estimates and assumptions considered in the reported amounts of assets, liabilities (including contingent liabilities), revenues and expenses of the reporting period. The difference between the actual results and the estimates are recognized in the period in which the results are known and/or materialized.

All Assets & Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

**(B)      REVENUE RECOGNITION**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount invested and rate applicable.

**(C)      TANGIBLE ASSETS**

Fixed Assets are stated at cost which includes cost of acquisitions, installation, direct costs and borrowing cost incurred up to the date of commissioning.

**(D)      DEPRECIATION**

(I) Depreciation on assets is provided for on original cost of the asset reduced by its residual value estimated from time to time, as per written down value method, over the useful lives of the assets as prescribed by Schedule II to the Companies Act, 2013.



- (ii) Depreciation is provided on pro-rata basis from the date of addition in which assets come into operation.
- (iii) Items of Fixed Assets costing Rs. 5,000/- or less are depreciated fully charged to the revenue in the year of purchase.

**(E) GOVERNMENT GRANTS IN AID**

(i) **Capital Grant**

Grants from the Governments/ non- Government or other Authorities towards capital expenditure for creation of Assets are initially shown as "Deferred Government Grants". These will be subsequently recognized as income each year over the life of the relevant asset in proportion to Depreciation on those assets.

Government grant in the form of non monetary assets given free of cost, is recorded at nominal value of 1 and as it being in nature of promoter's contribution, is credited to Capital Fund Reserve and treated as part of Shareholders funds.

(ii) **Revenue Grant**

Grants from the Governments/ non- Government or other Authorities towards revenue will be recognized in P&L Account under the Head "Other Income".

**(F) INVESTMENT**

Investment, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as non-current investments.

Current investments are carried in the financial statement at lower of cost or fair market value determined on an individual investment basis. Long term (Non Current) investments are carried at cost; provision for diminution in value is made to recognize a decline other than temporary fall in the value of the investments

**(G) EMPLOYEES BENEFITS**

Company's contribution paid/payable during the Financial years towards the provident fund and pension is charged in the Statement of Profit and Loss.



Gratuity and Post retirement benefit related to employees which are on deputation basis are not provided for in the books of accounts because such deputed staff will be shifted to their respective departments before retirement and such liability shall be paid by the Government of Rajasthan.

Therefore, there is no long term liability regarding Retirement Benefits as per AS 15 issued by ICAI.

**(H) BORROWING COST**

Borrowing costs that are attributable to the acquisition and construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**(I) LEASE TRANSACTION**

For assets taken on operating lease, lease rentals payable are charged to revenue.

**(J) EARNING PER SHARE**

Basic and diluted earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(K) DEFERRED TAX**

Income Tax provision comprises of Current Tax and Deferred Tax charge or credit. Provision for Current Tax is made on the assessable income at the tax rate applicable to the relevant Assessment Year. The Deferred Tax Asset and Liability is calculated by applying tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of unabsorbed depreciation under tax laws are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence.



Deferred Tax Assets on account of other timing differences are recognized, only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred assets is reviewed to reassure realization.

**(L) IMPAIRMENT**

The Carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal as well as external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use, the estimated future Cash flows are discounted to the present value at the weighted average cost of capital. After impairment depreciation is provided on the revise carrying amount of the assets over the remaining useful life. Previously recognized impairment loss is further provided or reversed depending upon the changes in circumstances.

**(M) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

The Company recognizes provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

**(N) CASH AND CASHEQUIVALENTS**

Cash and cash equivalents comprises of cash at bank and cash in hand. The company considers all highly liquid investments with an original maturity of three months or less from date of purchases, to be cash equivalents.

**(O) USE OF ESTIMATES**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of



financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**(P) CASH FLOW STATEMENT**

Cash flow statement is prepared in accordance with the indirect method prescribed in Accounting Standard – 3 on Cash Flow Statement.

For and on behalf of the Board of Directors



**Siddharth Mahajan**  
Managing Director  
DIN 03349759



**Suresh Chandra Dinkar**  
Director  
DIN 01471998



**Shrikrishana Sharma**  
GM (Finance)



**Prerana Gupta**  
Company Secretary

Signed in terms of our Report of even date attached  
Jugal Kishore Agrawal & Associates  
Chartered Accountants  
FRN- 003457C



**(Dinesh Jain)**  
Partner  
M.No. 088018

**Place: JAIPUR**  
**Date: 29.09.2015**



**PART C OTHER NOTES ON ACCOUNTS**

**Note 1.**

The Company was incorporated on 21<sup>st</sup> December 2012. The Company received certificate of commencement of business on 26<sup>th</sup> July 2013. The Company was established to finance the projects and schemes for generation/transmission and distribution of power.

**Note 2.**

The company got its registration as Non Banking Financing Company without accepting public deposits on 24<sup>th</sup> July 2013 under Section 45 IA of The Reserve Bank of India Act, 1934 by the Reserve bank of India. As per the mandate the company does not accept public deposits and it duly follows guidelines issued by the RBI from time to time. The company also follows the norms as applicable to the Non Banking Financing Companies related to Provisioning, Asset Classification, Income Recognition and Prudential norms as per the directions of Reserve Bank of India.

**Note 3.**

The Company does not have more than one reportable segment. Hence no disclosure is required as per AS - 17 'Segment Reporting'.

**Note 4.**

The Disclosures as required under AS-18 'Related Party Disclosures' issued by ICAI are as under:

- (i) Names of individual and Key Management personal
  - (a) Shri Subhash Chandra Garg
  - (b) Shri Prem Singh Mehra, Chairman
  - (c) Shri Siddharth Mahajan, Managing Director
  - (d) Smt. Neha Giri, Executive Director
  - (e) Smt. Prerana Gupta, Company Secretary
- (ii) Transactions with Related Party of such individual and Key Management personal - Nil
- (iii) Enterprises in which any person described above has substantial interest - Nil
- (iv) Remuneration to Key Managerial Personnel



Particulars	Amount
Salary and emoluments of Mrs. Neha Giri, Executive Director	Rs. 1,43,083/- (Prev. Year – Rs. 5,92,796)
Salary and emoluments of Mrs. Purna Gupta, Company secretary	Rs. 2,25,120/- (Prev. Year – N.A.)

#### Note 5.

The Net Deferred Tax Asset of Rs 49,32,928/- (as on 31.3.2014 Rs 62,86,240/-) have been computed as per Accounting Standard 22 - 'Accounting for taxes on Income'. The break-up of Deferred Tax Asset is given below:

S. No.	Particulars	Deferred Tax Assets as on 1.4.2014 (₹)	Charge for the year (₹)	Deferred Tax Assets as at 31.3.2015 (₹)
(i)	<b>Deferred Tax Assets</b> On account of impact of Depreciation	42336	(26482)	15854
(ii)	<b>Deferred Tax Assets</b> On account of Preliminary Expenses written off	6243904	(1326830)	4917074
(iii)	<b>Deferred Tax Assets (Net) (i+ii)</b>	<b>6286240</b>	<b>(1353312)</b>	<b>4932928</b>

#### Note 6.

In compliance with Accounting Standard – 20 on 'Earnings Per Share' issued by the ICAI, the calculation of Earning Per Share (basic and diluted) is as under:-

	PARTICULARS	31.03.2015	31.03.2014
(i)	Profit/(loss) after tax	47156645	(21137808)
(ii)	Weighted Average Number of Equity Shares (Basic)	900000	633288
(iii)	Weighted Average Number of Equity Shares (Diluted)	900000	633288
(iv)	Basic EPS	(+)52.40	(-)33.38
(v)	Diluted EPS	(+)52.40	(-)33.38
(vi)	Nominal Value Per Equity Share	1000	1000

#### Note 7.

The Company has not received information from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, required under the said Act has not been made.





**Note 8.**

Balance of Sundry Debtors, Sundry Creditors and Advances are subject to confirmation and/or reconciliation from respective parties and its consequent effect, if any.

**Note 9.**

Previous figures have been regrouped / reclassified, wherever necessary, to make them comparable to the current year's presentation.

**Note 10.**

Figures have been rounded off to nearest Rupee.

For and on behalf of the Board of Directors

**Siddharth Mahajan**  
Managing Director  
DIN 03349759

**Suresh Chandra Dinkar**  
Director  
DIN 01471998

**Shrikrishana Sharma**  
GM (Finance)

**Prerana Gupta**  
Company Secretary

Signed in terms of our Report of even date attached  
Jugal Kishore Agrawal & Associates  
Chartered Accountants  
FRN- 003457C

**(Dinesh Jain)**  
Partner  
M.No. 088018

**Place: JAIPUR**  
**Date: 29.09.2015**





संख्या: /No.सी.ए.डब्ल्यू-1/वा.ले./आर.एस.पी.एफ.सी./2014-2015/के-596/D-1581

**भारतीय लेखा तथा लेखापरीक्षा विभाग**  
कार्यालय महालेखाकार (आर्थिक एवं राजस्व क्षेत्र लेखापरीक्षा) राजस्थान  
जनपथ, जयपुर-302 005

**INDIAN AUDIT AND ACCOUNTS DEPARTMENT**  
OFFICE OF THE ACCOUNTANT GENERAL (ECONOMIC & REVENUE SECTOR AUDIT) RAJASTHAN  
JANPATH, JAIPUR-302 005

दिनांक / Date: 26.10.2015

प्रबन्ध निदेशक,  
राजस्थान स्टेट पावर फाइनेन्स कॉरपोरेशन लिमिटेड,  
प्लॉट नं. 1, बजाज एन्क्लेव, गॉंधी नगर रेल्वे स्टेशन के पास,  
जयपुर - 302015

विषय : राजस्थान स्टेट पावर फाइनेन्स कॉरपोरेशन लिमिटेड, जयपुर के वर्ष  
2014-15 के लेखों पर नियंत्रक एवं महालेखापरीक्षक की टिप्पणीयाँ।

महोदय,

मुझे कम्पनी अधिनियम की धारा 143(6) के अंतर्गत कम्पनी की वार्षिक साधारण सभा में प्रस्तुत करने हेतु 31 मार्च 2015 को समाप्त वर्ष के लिए राजस्थान स्टेट पावर फाइनेन्स कॉरपोरेशन लिमिटेड, जयपुर के वित्तीय विवरणों पर कम्पनी अधिनियम की धारा 143(6)(b) के अधीन शून्य टिप्पणी प्रमाण-पत्र जारी करने का आदेश प्राप्त हुआ है।

उपरोक्त अवधि के वार्षिक लेखे एवं लेखापरीक्षकों की रिपोर्ट की सात प्रतियां जैसी कि साधारण सभा में रखी जावें तथा स्वीकृत की जावें, कृपया इस कार्यालय को शीघ्र भिजवाने का श्रम करें।

भवदीय,

संलग्न : उपरोक्तानुसार

उपमहालेखाकार  
(आर्थिक क्षेत्र लेखा परीक्षा-1)



**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA  
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE  
FINANCIAL STATEMENTS OF RAJASTHAN STATE POWER FINANCE  
CORPORATION LIMITED, JAIPUR FOR THE YEAR ENDED 31 MARCH 2015.**

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The preparation of financial statements of Rajasthan State Power Finance Corporation Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion of the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 29 September 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of Rajasthan State Power Finance Corporation Limited for the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comments upon or supplement to Statutory Auditors' report.

**For and on the behalf of  
the Comptroller and Auditor General of India**

*S. Alok*

**(S. Alok)  
Accountant General  
(Economic & Revenue Sector Audit)  
Rajasthan, Jaipur**

**Place: Jaipur  
Date: 26.10.15**



## Meeting Notice

Notice is hereby given that the Third Annual General Meeting of the members of Rajasthan State power Finance Corporation Limited is scheduled to be held on Thursday, 26<sup>th</sup> of November, 2015, at 5.30 PM at Plot no. 1, Bajaj Nagar Enclave. Near Gandhi Nagar Railway Station, Jaipur – 302015, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited annual accounts of the Company for the year 2014-15 (Balance Sheet as at 31<sup>st</sup> March, 2015, and the Statement of Profit and Loss Account for the year ended on that date, along with Notes on Accounts appended thereto) together with the Reports of Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration for the purpose, to consider and, if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:-

*“RESOLVED THAT the appointment of M/s Jugal Kishore Agarwal & associates , Chartered Accountants, Jaipur by the Comptroller and Auditor General of India as the Statutory Auditors of the Company for the financial year 2014-15 be and is hereby confirmed at an Audit fees of Rs. 60,000/- (inclusive of all taxes + tax audit fees).”*

*“FURTHER RESOLVED THAT the appointment of M/s Vikas Jain & associates, Chartered Accountants, Jaipur by the Comptroller and Auditor General of India as the Statutory Auditors of the Company for the financial year 2015-16 be and is hereby confirmed at an Audit fees of Rs. 60,000/- (inclusive of all taxes + tax audit fees).”*

### SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

*“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and subject to the approval of the Registrar of Companies, the existing name of the company be changed from **Rajasthan State Power Finance Corporation Limited** to **Rajasthan State Power Finance and Financial Services Corporation Limited** and the name of Rajasthan State Power Finance Corporation Limited, wherever it appears in the Memorandum, Articles, documents, etc. be substituted by the new name “Rajasthan State Power Finance and Financial Services Corporation Limited” in due course.”*



**RESOLVED FURTHER THAT** Company Secretary of the Company be and are hereby authorized to file necessary forms, documents, returns etc. with the Registrar of Companies or Govt. Authorities and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

4. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

**“RESOLVED THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:

**“The name of the Company is “Rajasthan State Power Finance and Financial Services Corporation Limited”**”

**RESOLVED FURTHER THAT** Company Secretary of the Company be and are hereby authorized to file necessary forms, documents, returns etc. with the Registrar of Companies or Govt. Authorities and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

5. To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION** :

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, subject to the approval of the Registrar of Companies, Rajasthan the Main object clause of the Memorandum of Association of the Company be altered by adding the following new clauses after the existing clause 8 thereof:

9. **“To carry on the business of a finance Company and to advance, deposit, lend money or provide financial assistance with or without security to the State Government and Government Company, State or Municipal Body, Local Body owned and/or controlled by the Government of Rajasthan.**
10. **To receive grants, loans, advances or other moneys or deposits or otherwise from State or Central Government, Banks, Financial Institutions, Companies, Trusts, Co-operative Societies and other Financing Agencies excluding public and or individuals with or without interest thereon.**
11. **To carry on the business as an holding and investment company and to purchase or otherwise acquire underwrite, invest in, acquire, hold trade or deal in immovable and movable properties of all kinds in any part of the country.”**

**FURTHER RESOLVED THAT** Clause 9 of the Main Object Clause of the Memorandum of Association of the Company be and is hereby replaced, renumbered and substituted by the following new clause 12:



12. *"To provide consultancy and financial services to the State Government, State or Municipal Body, Local Body owned and/or controlled by the Government of Rajasthan, State Owned Public Sector Undertakings and Organisations."*

**FURTHER RESOLVED THAT** Clause 2 of the III (B) Objects Incidental or Ancillary to the attainment of the main Objects of the Memorandum of Association of the Company be and is hereby replaced and substituted by the following new clause:

1. *"To take over, and liquidate any of the assets of the State Owned Public Sector Undertakings and Organisations, State or Municipal Body, Local Body owned and/or controlled by the Government of Rajasthan which had defaulted or contravened any of the conditions agreed to by them at the time of sanction of the hire purchase agreement, loan, advance, underwriting or guarantee."*

**FURTHER RESOLVED THAT** III (B) Objects Incidental or Ancillary to the attainment of the main Objects of the Memorandum of Association of the Company be and is hereby altered by adding the following new clause after the existing clause 25 and renumber accordingly:

26. *"To enter into the business of Investment Banker."*

**'RESOLVED FURTHER THAT** Company Secretary of the Company be and are hereby authorized to file necessary forms, documents, returns etc. with the Registrar of Companies or Govt. Authorities and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

**By order of the Board  
For Rajasthan State Power Finance Corporation Ltd.**

Place: Jaipur  
Date: 04.11.2015

  
(Prerana Gupta)  
Company Secretary



**Note:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 3<sup>rd</sup> ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the Company.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 to 5 of the notice set out above is annexed herewith.



**ANNEXURE TO NOTICE EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3, 4 and 5**

Cabinet decision has been taken that in addition to the existing objectives of the Company additional financial activities of Financial Services be undertaken by the Corporation by suitably modifying its objectives as well as change in name to Rajasthan State Power Finance and Financial Services Corporation Limited.

The reconstituted RSPFFSCL may take financial activities such as managing the surplus funds of various Government of Rajasthan controlled PSUs and organizations. To carry out the following changes, necessary approval of Registrar of Companies and RBI are required to be taken.

The Directors recommend the resolutions for approval of the Shareholders. None of the Directors of your Company is concerned or interested in this resolution.

**By order of the Board  
For Rajasthan State Power Finance Corporation Ltd.**

**Place: Jaipur**

**Date: 04.11.2015**



**(Prerana Gupta)  
Company Secretary**



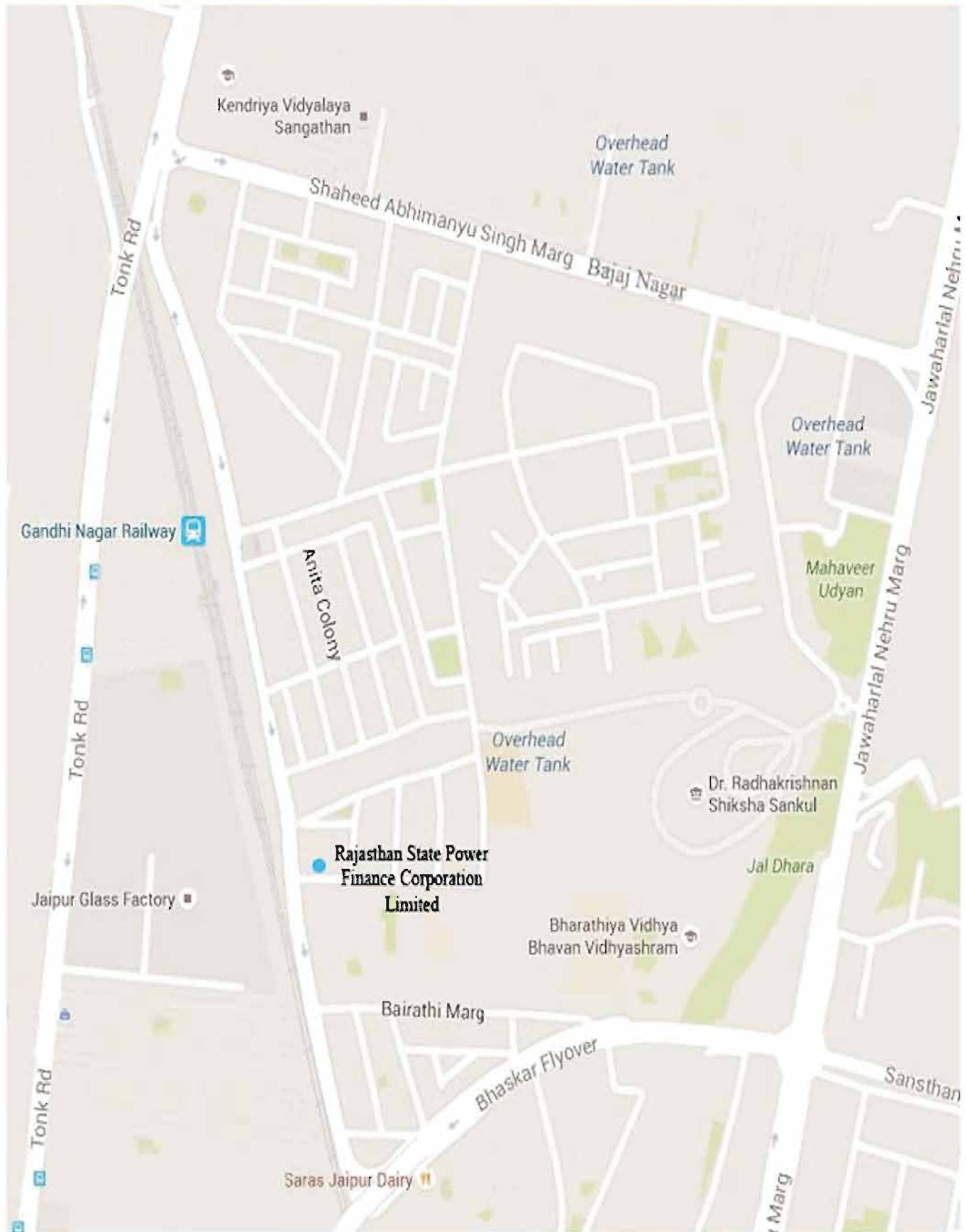


## Important Telephone Numbers

Name	Designation	Contact Number
Shri Prem Singh Mehra	Chairman	0141-2227664
Shri Siddharth Mahajan	Managing Director	0141-2227934
Shri Shrikrishana Sharma	GM (Finance ) cum Chief Financial Officer	94140-67330
Shri Ram Gopal Pareek	GM (Credit)	94142-54540
Shri Akul Bhargava	GM (Systems)	94140-92426
Smt. Prerana Gupta	Company Secretary	99296-50300
Shri Mohan Lal Saini	Accounts Officer	94140-67733
Shri Pankaj Jangid	J. En.	94606-59588
Shri Sardarmal Yadav	A.A.O. Grade II	94134-60345
Shri R. R. Poddar	Chief Consultant (Banking)	92140-56056
Shri G. V. Chauhan	Chief Consultant (Law)	94140-78102
Shri O. P. Joshi	Consultant (Admin)	0141-2708611



## Route Map of the Registered Office of the Company





Registered and Administrative office :

**RAJASTHAN STATE POWER FINANCE CORPORATION LIMITED (RSPFCL)**

1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station,  
Jaipur (Rajasthan) - 302015 (INDIA)

Phone : +91-141-2708611

E-mail : [rspfcl@rajasthan.gov.in](mailto:rspfcl@rajasthan.gov.in)

Visit us at : [rspfcl.rajasthan.gov.in](http://rspfcl.rajasthan.gov.in)

**Save Power, Save Money**

