



6th Annual Report 2017-18

**RAJASTHAN STATE POWER FINANCE AND
FINANCIAL SERVICES CORPORATION LIMITED**



**RAJASTHAN STATE POWER FINANCE
AND
FINANCIAL SERVICES
CORPORATION LIMITED
(RSPF & FSCL)**



**6th Annual Report
2017-18**

Save Power, Save Money

Rajasthan State Power Finance and Financial Services Corporation Limited

(RSPF & FSCL)

CIN: U65923RJ2012SGC041087

Board of Directors

Chairman

Shri Mukesh Kumar Sharma

Managing Director

Smt. Manju Rajpal

Directors

Shri Rajeeva Swarup

Shri Alok Gupta

Shri Praveen Gupta

Shri Surendra Kumar Solanki

Smt. Urmila Rajoria

Registered and Administrative Office:

RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES CORPORATION LIMITED

(RSPF&FSCL)

CIN: U65923RJ2012SGC041087

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

Jaipur (Rajasthan) – 302 015, India

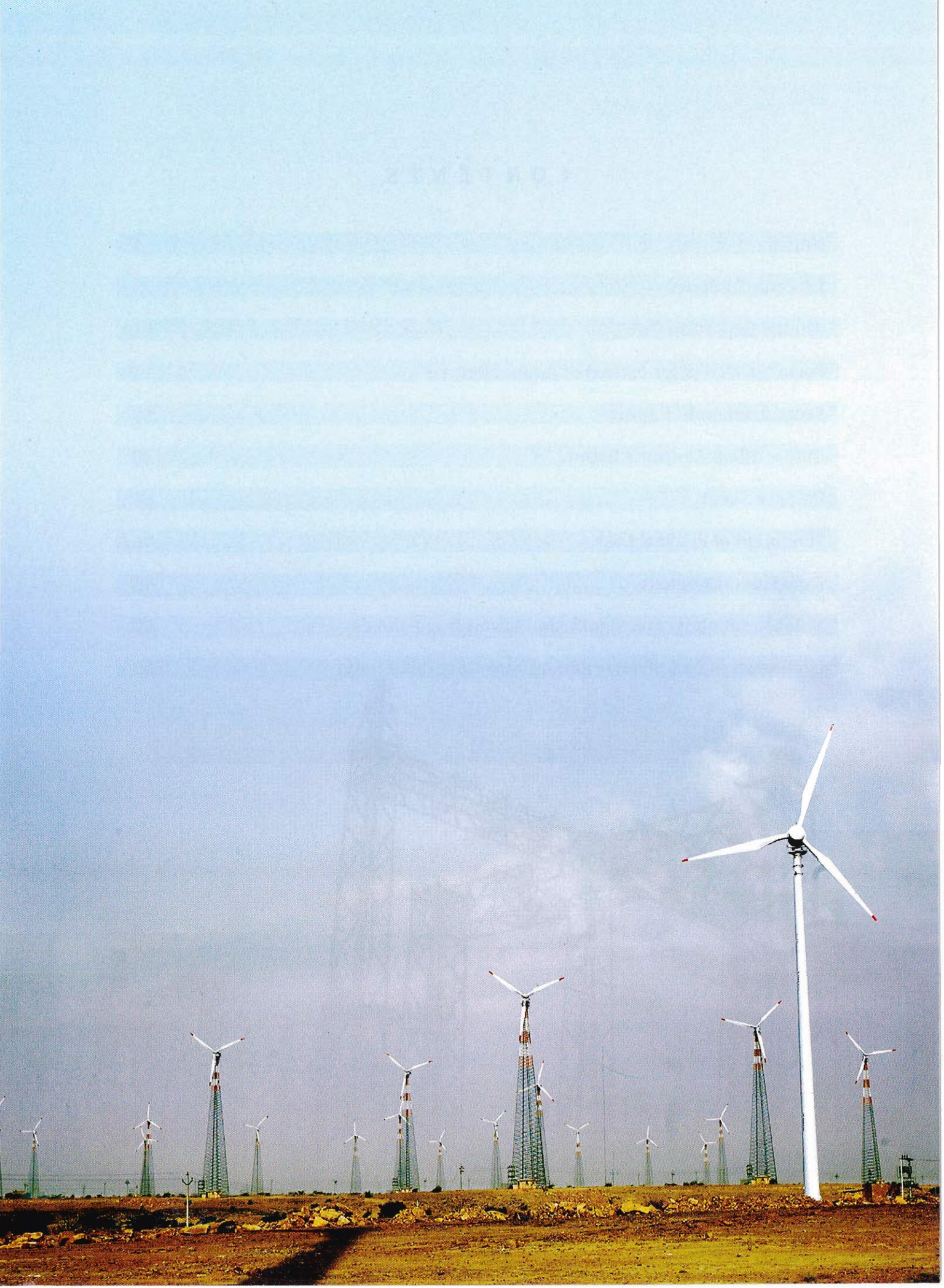
Phone: +91-141-2708611

Email: rspfcl@rajasthan.gov.in, Website: <http://rspfcl.rajasthan.gov.in>

C O N T E N T S

Notice	1
Directors' Report	3
Annual Report on CSR	11
Form No. MGT-9 for extract of Annual Return	14
Secretarial Audit Report	23
Independent Auditor's Report	30
Balance Sheet	44
Statement of Profit & Loss	46
Cash Flow Statement	48
Notes to Accounts and Significant Accounting Policies	50
Comments of Comptroller and Auditor General of India	62





NOTICE
of the Annual General Meeting

Notice is hereby given that the Sixth Annual General Meeting of the members of Rajasthan State Power Finance and Financial Services Corporation Limited is scheduled to be held on Wednesday, 31st October, 2018, at 12.30 PM at Plot No. 1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station, Jaipur - 302 015 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year 2017-18 (Balance Sheet as on 31st March, 2018, 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 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 2018-19 be and is hereby confirmed at an Audit fees of Rs. 70,000/- plus GST (Statutory Audit + Tax Audit fees)."

By order of the Board of Directors

Dated: 15.10.2018
Registered Office:
Plot No. 1, Bajaj Nagar Enclave,
Near Gandhi Nagar Railway Station,
Jaipur



(Manju Rajpal)
Managing Director
DIN: 07825977

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 6TH 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.

DIRECTORS' REPORT

Dear Shareholders,

Board of Directors has great pleasure in presenting the 6th Annual Report on the business and operation of the Company together with the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Reports of Independent Auditors.

Financial Results

The financial results for the year are summarized below:

(Rs. in Lakhs)

PARTICULARS	2017-18	2016-17
Income	664.29	703.94
Expenses	73.32	78.89
Net profit/(loss) for the year before taxes & provisions	590.87	625.05
Appropriation/adjustments	0.00	0.00
Previous year's adjustment (net)		
Profit/(loss) for the year before tax	590.87	625.05
Less: Provision for Taxation		
- Current Year	149.45	190.25
- Earlier Year	0.00	0.00
- Deferred tax	16.72	16.62
- MAT Credit entitlement	0.00	0.00
Profit/(loss) after tax	424.68	418.17

Dividend

The Board of Directors has not recommended any dividend for the financial year ended on 31st March, 2018.

Reserves

The Company has not transferred any amount to reserves during the financial year ended on 31st March, 2018.

Resources

The Company has not applied or/and received any grant from the Government of Rajasthan in the financial year ended on 31st March, 2018 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. 664.28 Lakhs. There was no outstanding loan from any Bank/Financial Institutions as on 31st March, 2018.

Net Worth

The Net Worth of the Company at the close of the current financial year (FY 2017-18) and the previous financial year (FY 2016-17) was Rs.105.50 and Rs. 101.25 Crores respectively.

Details of Subsidiary, Joint Venture or Associate Companies

The Company does not have any Subsidiary, Joint Venture or Associate Company.

Brief description of the Company's working during the year

The Company has approved its Investment Policy for investment of its funds in the eligible securities on 21.11.2017. Further, to spend the amount on the CSR Activities, Company has also approved its Corporate Social Responsibility (CSR) Policy on 27.07.2017. The management has prepared draft of Direct Recruitment Rules, Deputation Rules and Special Selection Rules of the Corporation, which have been sent to the FD (Rules) for examination after the consent of the Board.

Share Capital and Buy Back

During this financial year, there has been no change in the Authorized and Paid-up Share Capital of the Company.

Directors

The State Government has appointed following Directors during the year on the Board of the Company:

S.No.	Name of Directors	Date of Appointment
1.	Sh. Rajeeva Swarup	08.05.2017
2.	Smt. Manju Rajpal	08.05.2017
3.	Sh. Devendra Bhushan Gupta	03.07.2017
4.	Sh. Surendra Kumar Solanki	03.07.2017

And following were ceased to be Directors from the Board of the Company:

S.No.	Name of Directors	Date of Cessation
1.	Sh. Umesh Kumar	08.05.2017
2.	Sh. Naveen Mahajan	08.05.2017
3.	Sh. Prem Singh Mehra	03.07.2017
4.	Sh. Suresh Chandra Dinkar	04.07.2017
5.	Smt. Mugdha Sinha	29.11.2017

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 the Board of Directors

A total of 3 Board Meetings were held during the financial year 2017-18 on 27th July, 2017, 21st November, 2017 and 21st March, 2018. (However, as per the requirement of Companies Act, 2013 and the applicable Secretarial Standards, total of 4 meetings were held during the calendar year). The names of members of the Board, their attendance at the Board Meetings are as under:

S.No.	Name of Director	Attendance during the year 2017-18
1.	Sh. Devendra Bhushan Gupta	3/3
2.	Sh. Rajeeva Swarup	3/3
3.	Smt. Manju Rajpal	3/3
4.	Sh. Praveen Gupta	2/3
5.	Sh. Alok Gupta	3/3
6.	Sh. Surendra Kumar Solanki	3/3
7.	Smt. Mugdha Sinha	1/2
8.	Sh. Anoop Khinchi	2/3
9.	Sh. Umesh Kumar	0/0
10.	Sh. Prem Singh Mehra	0/0
11.	Sh. Naveen Mahajan	0/0
12.	Sh. Suresh Chandra Dinkar	0/0

Audit Committee

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

1. Sh. Praveen Gupta, Secretary, Finance (Revenue), GoR and Chairman, Audit Committee
2. Sh. Alok Gupta, Commissioner, Commercial Taxes Deptt., GoR
3. Sh. Surendra Kumar Solanki, Sp. Secretary, Finance (Expenditure), GoR

But there are no Independent Directors on the Board of the Company. Therefore, Committee does not consist any Independent Director.

Nomination & Remuneration Committee

The Company has a Nomination & Remuneration Committee, formed pursuant to the section 178 of the Companies Act, 2013, consisting of the following ex-officio Directors of the Company as members:

1. Sh. Praveen Gupta, Secretary, Finance (Revenue), GoR
2. Sh. Alok Gupta, Commissioner, Commercial Taxes Deptt., GoR

3. Sh. Surendra Kumar Solanki, Sp. Secretary, Finance (Expenditure), GoR

But there are no Independent Directors on the Board of the Company. Therefore, the Nomination & Remuneration Committee was constituted without Independent Directors.

Corporate Social Responsibility (CSR) Committee

The Company has a Corporate Social Responsibility (CSR) Committee, formed pursuant to the section 135 of the Companies Act, 2013, consisting of the following ex-officio Directors of the Company as members:

1. Smt. Manju Rajpal, Managing Director, RSPF&FSCL and Chairman, CSR Committee
2. Sh. Surendra Kumar Solanki, Sp. Secretary, Finance (Expenditure), GoR
3. Sh. Anoop Khinchi, Managing Director, Rajasthan Financial Corporation

But there are no Independent Directors on the Board of the Company. Therefore, the Corporate Social Responsibility (CSR) Committee was constituted without Independent Directors.

Finance Committee

The Company has a Finance Committee to examine and finalize the loan proposals, consisting of the following ex-officio Directors of the Company as members:

1. Smt. Manju Rajpal, Managing Director, RSPF&FSCL and Chairman, Finance Committee
2. Sh. Surendra Kumar Solanki, Sp. Secretary, Finance (Expenditure), GoR
3. Sh. Anoop Khinchi, Managing Director, Rajasthan Financial Corporation

CSR Policy

As per the requirement of section 135 and schedule VII of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, Company has approved its Corporate Social Responsibility (CSR) Policy on 27.07.2017. The Company was required to spend Rs. 22,82,641/- during the financial year 2017-18 (Rs. 13,13,549 for the Financial year 2017-18, Rs. 7,14,022/- for the Financial year 2016-17 and Rs. 2,55,070/- for the Financial year 2015-16). The CSR Committee has recommended a CSR Proposal to the Board, received from the Medical Superintendent, Haribaksh Kanwatia Hospital, Jaipur to provide an Ambulance to the hospital from our CSR Funds of the Company for escorting the poor patients. The Company will spend the amount after the approval of the Board of the Company. The CSR Policy may be assessed on the Company's website <http://rspfcl.rajasthan.gov.in/>.

The Annual Report on CSR Activities is provided as **Addendum-1** to the Board's Report.

Details of Key Managerial Personnel

In pursuance to the section 203 of the Companies Act, 2013, following were designated as KMP's of the Company as on 31st March, 2018:

S.No.	Name	Designation
1.	Smt. Manju Rajpal	Managing Director
2.	Sh. Arvind Kumar Mishra	Chief Financial Officer
3.	Ms. Deepali Shrivastava	Company Secretary

Following ceased to be KMP of the Company during the financial year:

S.No.	Name	Designation
1.	Sh. Naveen Mahajan	Managing Director
2.	Sh. Shrikrishana Sharma	Chief Financial Officer

Declaration by Independent Director

No independent Directors have been appointed on the Board of the Company so far.

Extract of the Annual Return

The extract of the Annual Return in Form No. MGT-9 is annexed as **Addendum-2** to the Board's Report.

Particulars of Employees

None of the employee of the Company falls under the purview of the provisions of receipt of remuneration in excess of the limits prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Conservation of Energy and Technology Absorption

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

Foreign Exchange Earnings & Outgo

Company has not carried out any foreign exchange transaction during the year.

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.

Risk Management Policy

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

Secretarial Standards

The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and required by the section 205 of Companies Act, 2013.

Auditors & Auditors' Report

Statutory Auditor

The Comptroller & Auditor General of India, New Delhi, appointed M/s Vikas Jain & Associates, Chartered Accountants, Jaipur as Auditors for auditing the accounts of the Company for the financial year ending on 31st March, 2018.

Secretarial Auditor

In compliance of the provisions of the section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Ravi Tirthani & Associates, Practicing Company Secretaries, Jaipur, were appointed to conduct Secretarial Audit for the financial year ending on 31st March, 2018.

The Secretarial Audit Report for the financial ended on 31st March, 2018 is annexed as **Addendum-3** to this Board Report.

Directors' 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 on 31st March, 2018 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;
4. Accounts have been prepared on a going concern concept basis; and
5. Proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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 Companies Act;
3. Issue of Equity Shares with differential rights as to dividend, voting rights 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 of the Company;
7. There have been no material changes and commitments affecting the financial position of the Company; and
8. There have been no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgment

The Directors express their sincere appreciation for the co-operation and assistance received from various departments of the State and Central Government, Bankers, the Internal, Secretarial and 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. The Directors also express their gratitude to the Shareholders for the confidence reposed in the Management of the Company.

For and on behalf of Board of Directors



Manju Rajpal
Managing Director
DIN: 07825977



Surendra Kumar Solanki
Director
DIN: 02555738

Date: 14.08.2018

Place: Jaipur

Corporate Social Responsibility

Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014

1. A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs:

RSPF&FSCL's CSR Policy, encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large.

In alignment with the vision of the Company, RSPF&FSCL through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a Socially Responsible Corporate, with environmental concern.

The CSR Policy consist the following activities for the CSR projects or programs to be undertaken:

(1) Activities as listed in schedule VII of the Companies Act 2013:

- (i) Eradicating hunger, poverty and malnutrition, "promoting health care including preventive health care" and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional art and handicrafts;
- (vi) measures for the benefit of armed forces veterans, war widows and their dependents;

- (vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;
- (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.;
- (x) Rural development projects; and
- (xi) Slum area development.

(For the purposes of this item, the term 'Slum Area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force)

- (2) Contribution to Chief Minister Relief Fund, GoR and in any other Scheme/ Fund / Programme initiated by the Government of Rajasthan (Subject to if such contribution is covered under the rules of the Scheme / Fund / Programme taken up by any Govt. Deptt. for the activities of schedule VII of the Companies Act, 2013).

In accordance with requirements of the Companies Act, 2013, the Company has a CSR Committee, who has recommended the CSR Policy to the Board and the approved policy is uploaded on the Company's website.

The CSR Policy may be assessed on the Company's website as stated below:

Web link: <http://rspfcl.rajasthan.gov.in/>

2. The Composition of the CSR Committee:

- i. Smt. Manju Rajpal, Managing Director, RSPF&FSCL and Chairman, CSR Committee
- ii. Sh. Surendra Kumar Solanki, Sp. Secretary, Finance (Expenditure), GoR
- iii. Sh. Anoop Khinchi, Managing Director, Rajasthan Financial Corporation

3. Average net profit of the Company for last three financial years:

Average net profit: Rs. 6,56,77,472

4. Prescribed CSR Expenditure (two percent. of the amount as in item 3 above):

The Company was required to spend Rs. 13,13,549

5. Details of CSR spent during the financial year:

- (a) **Total amount to be spent for the financial year:** Rs. 22,82,641 (Rs. 2,55,070/- for the year 2015-16, Rs. 7,14,022/- for the year 2016-17 and Rs. 13,13,549 for the year 2017-18)

- (b) **Amount unspent, if any:** Rs. 22,82,641

(c) Manner in which the amount spent during the financial year:

The Company did not spend any amount on the CSR Activities.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report:

The CSR Committee has recommended a CSR Proposal to the Board, received from the Medical Superintendent, Haribaksh Kanwatia Hospital, Jaipur to provide an Ambulance to the hospital from our CSR Funds of the Company for escorting the poor patients. The Company will spend the amount after the approval of the Board of the Company.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of Board of Directors



Manju Rajpal
Managing Director
DIN: 07825977



Surendra Kumar Solanki
Director
DIN: 02555738

Date: 14.08.2018

Place: Jaipur

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2018****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:		
1	CIN	U65923RJ2012SGC041087
2	Registration Date	21/12/2012
3	Name of the Company	RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES 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

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)

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					
SN	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 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF			-	0.00%			-	0.00%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)	-	900,000	900,000	100.00%	-	900,000	900,000	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%
Sub Total (A) (1)	-	900,000	900,000	100.00%	-	900,000	900,000	100.00%	0.00%
(2) Foreign									
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%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	-	900,000	900,000	100.00%	-	900,000	900,000	100.00%	0.00%
B. Public Shareholding									
1. Institutions									
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) FIIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian			-	0.00%			-	0.00%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
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%
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 - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Public (B)	-	-	-	0.00%	-	-	-	0.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	900,000	900,000	100.00%	-	900,000	900,000	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 Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sh. Prem Singh Mehra (PSF, Finance)	899,930	99.99%	-	0	0.00%	-	-
2	Sh. Devendra Bhushan Gupta(ACS, Finance)	0	0.00%	-	899,930	99.99%	-	-

3	Sh. Praveen Gupta (Secretary, Finance (Revenue))	10	0.0011%	-	10	0.0011%	-	-
4	Sh. Alok Gupta (Comm., CTD)	10	0.0011%	-	10	0.0011%	-	-
5	Sh. Naveen Mahajan (Secretary, Finance (Budget))	10	0.0011%	-	00	0.00%	-	-
6	Smt. Manju Rajpal (Secretary, Finance (Budget))	0	0.00%	-	10	0.0011%	-	-
7	Sh. Suresh Chandra Dinkar (Secretary, Finance (Expenditure))	10	0.0011%	-	0	0.00%	-	-
8	Sh. Surendra Kumar Solanki (Sp. Secretary, Finance (Expenditure))	0	0.00%	-	10	0.0011%	-	-
9	Sh. Sanjay Malhotra (Secretary, Energy & CMD, JVVNL)	20	0.0022%	-	10	0.0011%	-	-
10	Sh. Bhaskar A. Sawant (CMD, JVVNL)	0	0.00%	-	0	0.00%	-	-
11	Sh. Shrimat Pandey (CMD, JVVNL)	0	0.00%	-	10	0.0011%	-	-
12	Sh. Kunj Bihari Gupta (IG, Registration & Stamp)	10	0.0011%	-	0	0.00%	-	-
13	Sh. Bannal Lal (IG, Registration & Stamp)	0	0.00%	-	0	0.00%	-	-
14	Sh. Hanuman Sahai Meena (IG, Registration & Stamp)	0	0.00%	-	0	0.00%	-	-
15	Sh. Nannu Mal Pahadia (IG, Registration & Stamp)	0	0.00%	-	0	0.00%	-	-
16	Dr. Rajesh Sharma (IG, Registration & Stamp)	0	0.00%	-	10	0.0011%	-	-

(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
	At the beginning of the year			900,000	100.00%	900,000	100.00%
	Changes during the year						
1	Shares transferred from Sh. Naveen Mahajan to Smt. Manju Rajpal	08.05.2017	Transfer	10	0.0011%	10	0.0011%
2	Shares transferred from Sh. Prem Singh Mehra to Sh. Devendra Bhushan Gupta	03.07.2017	Transfer	899,930	99.99%	899,930	99.99%
3	Shares transferred from Sh. Suresh Chandra Dinkar to Sh. Surendra Kumar Solanki	03.07.2017	Transfer	10	0.0011%	10	0.0011%

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
4	Shares transferred from Sh. Sanjay Malhotra to Sh. Bhaskar A. Sawant	11.08.2017	Transfer	10	0.0011%	10	0.0011%
5	Shares transferred from Sh. Bhaskar A. Sawant to Sh. Shrimat Pandey	11.08.2017	Transfer	10	0.0011%	10	0.0011%
6	Shares transferred from Sh. Kunj Bihari Gupta to Sh. Bannal Lal	11.08.2017	Transfer	10	0.0011%	10	0.0011%
7	Shares transferred from Sh. Bannal Lal to Sh. Hanuman Sahai Meena	11.08.2017	Transfer	10	0.0011%	10	0.0011%
8	Shares transferred from Sh. Hanuman Sahai Meena to Sh. Nannu Mal Pahadia	11.08.2017	Transfer	10	0.0011%	10	0.0011%
9	Shares transferred from Sh. Nannu Mal Pahadia to Dr. Rajesh Sharma	11.08.2017	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			900,000	100.00%	900,000	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						
	At the beginning of the year			N/A	0.00%	N/A	0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%
2	Name						
	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%

(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. Prem Singh Mehra (PSF, Finance)						
	At the beginning of the year			899,930	99.99%	899,930	99.99%
	Changes during the year	03.07.2017	Transfer	899,930	99.99%	0	0.00%
	At the end of the year			0	0.00%	0	0.00%
2	Sh. Devendra Bhushan Gupta (ACS, Finance)						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	03.07.2017	Transfer	899,930	99.99%	899,930	99.99%
	At the end of the year			899,930	99.99%	899,930	99.99%
3	Sh. Naveen Mahajan (Secretary, Finance (Budget))						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	08.05.2017	Transfer	10	0.0011%	0	0.00%
	At the end of the year			0	0.00%	0	0.00%
4	Smt. Manju Rajpal (Secretary, Finance (Budget))						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	08.05.2017	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			10	0.0011%	10	0.0011%
5	Sh. Praveen Gupta (Secretary, Finance (Revenue))						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	No change		0	0.00%	0	0.00%
	At the end of the year			10	0.0011%	10	0.0011%
6	Sh. Suresh Chandra Dinkar (Secretary, Finance (Expenditure))						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	03.07.2017	Transfer	10	0.0011%	0	0.00%
	At the end of the year			0	0.00%	0	0.00%
7	Sh. Surendra Kumar Solanki (Sp. Secretary, Finance (Expenditure))						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	03.07.2017	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			10	0.0011%	10	0.0011%
8	Sh. Alok Gupta (Comm., CTD)						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	No change		0	0.00%	0	0.00%
	At the end of the year			10	0.0011%	10	0.0011%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Amt. Rs./Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	NIL			
* Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

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/WTM/ Manager	Total Amount
	Name		(Rs/Lac)
	Designation	NIL	
1	Gross salary		
	(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		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other Directors			
SN.	Particulars of Remuneration	Name of Directors	Total Amount (Rs/Lac)
1	Independent Directors	N/A	
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (1)		-
2	Other Non-Executive Directors		-
	Fee for attending board committee meetings		-
	Commission		-
	Others, please specify		-
	Total (2)		-
	Total (B)=(1+2)		-
	Total Managerial Remuneration		-
	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 (Rs/Lac)
	Name				
	Designation	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	3.57	3.57
	(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			-	-
	Total	-	-	3.57	3.57

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)
A. COMPANY					
Penalty		NIL			
Punishment					
Compounding					
B. DIRECTORS					
Penalty		NIL			
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty		NIL			
Punishment					
Compounding					

For and on behalf of Board of Directors



Manju Rajpal
Managing Director
DIN: 07825977



Surendra Kumar Solanki
Director
DIN: 02555738

Date: 14.08.2018

Place: Jaipur



**Ravi Tirthani & Associates
Practicing Company Secretaries**

**Address: E-711, Nakul Path, Lalkothi,
Jaipur, Rajasthan, 302015**

Email: csravitirthani@gmail.com

Contact: (0141-2741242) (+91-9509333328)



Form MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**Secretarial Audit Report
For the Financial year ended 31st March, 2018**

To,

**The Members,
RAJASTHAN STATE POWER FINANCE AND
FINANCIAL SERVICES CORPORATION LIMITED
(CIN: U65923RJ2012SGC041087)
1, Bajaj Nagar Enclave,
Near Gandhi Nagar Railway Station,
Jaipur – 302015**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES CORPORATION LIMITED** (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 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 ended on **31st March, 2018**, 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 the Company for the period ended on **31st March, 2018** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder and the applicable provisions of the Companies Act, 1956, if any;

- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - **Not applicable as the Company is a Unlisted Public Government Company, which 100% shares are held by the Rajasthan State Government and there are no public shareholders.**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – **Not applicable as securities issued by the Company are in physical form.**
- 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;
Not applicable as the Company has not entered into any such transaction during the financial year under review.
- 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Specific laws/regulations/guidelines applicable to the Company as mentioned hereunder:
 - a. The guidelines issued by the Reserve Bank of India (RBI) in respect of Non Banking Financial Company (NBFC);
 - b. Prevention of Money Laundering Act, 2002 (PMLA).

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable. **(Not applicable as the Company is an Unlisted Public Company).**

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

1. The Board of the Company is not duly constituted as the Company has failed to appoint Independent Directors on its Board as per the provision of section 149 of the Companies Act, 2013.
2. The Audit Committee, Nomination and Remuneration Committee and CSR Committee are not properly constituted according to the provision of Section 177, 178 and 135 of Companies Act, 2013 respectively and rules made there under.
3. The Company has approved the CSR Policy of the Company and the Amount to be spent on the CSR Activities for the F.Y. 2015-16 & 2016-17 in its board meeting held on 27th July, 2017. However, the Company has not spent the amount on the CSR Activities till date.
4. The Company has appointed CFO on additional charge basis. However as per the provisions of section 203 of the Companies Act, 2013 and the rules made thereunder, CFO shall be appointed on whole time basis.
5. The Company is not complying with the RBI norms/terms and conditions specified in NBFC License issued to the Company, according to which Financial Assets and Financial Income shall be more than 50% of its Total Assets and Total Income respectively.
6. The Company has entered into an agreement with a practicing company secretary firm to **appoint /hire a whole time Company Secretary for the Company**. However, as per the provisions of Section 203 (2) of Companies Act, 2013, "Every whole-time key managerial personnel (i.e. whole time Company Secretary) of a Company **shall be appointed by means of a resolution of the Board** containing the terms and conditions of the appointment including remuneration.

As per the terms of agreement entered between the Company and Practicing Company Secretary Firm; the Company is delegating the powers of appointment to the Practicing Company Secretary Firm.

As per our interpretation of Law, the whole time company secretary shall be appointed by the Company directly in its board meeting.

7. The Company has not properly followed Secretarial Standards as issued by the Institute of Company Secretaries of India and as required by the Section 205 of Companies Act, 2013.

We further report that:

- The changes in composition of 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 7 days notice is given to all the Directors to schedule the Board/Committee meetings. However agenda and detailed notes on agenda were not sent seven days in advance.
- The Company has registered itself as a Reporting Agency with FIU-IND under the PMLA and PML Rules.
- The CSR amount to be spent on the CSR Activities is in the pipeline, the CSR Committee of the Company has recommended a proposal to the board for their approval to spend the CSR amount.
- 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.
- All decisions of the Board and Committee were carried with requisite majority.

We further report that based on review of the records of the Company 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 there were no specific events / actions having a major bearing on the Company's affairs.

Date: 11.06.2018

Place: Jaipur

**For Ravi Tirthani & Associates
Company Secretaries**



**Ravi Tirthani
ACS No.: 40128 COP No.: 14837**

ANNEXURE-A

To,

**The Members,
RAJASTHAN STATE POWER FINANCE AND
FINANCIAL SERVICES CORPORATION LIMITED
(CIN: U65923RJ2012SGC041087)
1, Bajaj Nagar Enclave,
Near Gandhi Nagar Railway Station,
Jaipur – 302015**

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

1. Maintenance of Secretarial Records is the responsibility of Management of the Company. Our responsibility is to express an opinion on these 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 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 compliances of laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules and 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.

**Date: 11.06.2018
Place: Jaipur**

**For Ravi Tirthani & Associates
Company Secretaries**



**Ravi Tirthani
ACS No.: 40128 COP No.:14837**

REPLIES TO THE OBSERVATIONS OF SECRETARIAL AUDIT REPORT

S. No.	Observation	Management Reply
1.	The Board of the Company is not duly constituted as the Company has failed to appoint Independent Directors on its Board as per the provision of section 149 of the Companies Act, 2013.	The appointment of Independent Directors is in process. Since, the Company is a State Government Company, hence appointment of the Independent Directors shall be done after getting approval from the State Government.
2.	The Audit Committee, Nomination & Remuneration Committee & CSR Committee are not properly constituted according to the provisions of section 177, 178 & 135 of the Companies Act, 2013 respectively and rules made thereunder.	As per the provisions of section 177, 178 & 135 of the Companies Act, 2013, Audit Committee, Nomination & Remuneration Committee & CSR Committee respectively shall consist Independent Directors in the Committees. Due to the non-appointment of the Independent Directors on the Board, the constitution of Audit Committee, Nomination & Remuneration Committee & CSR Committee is not proper in accordance to the Companies Act, 2013. Since, the Company is a State Government Company, hence appointment of the Independent Directors shall be done after getting approval from the State Government.
3.	The Company has approved the CSR Policy of the Company and the Amount to be spent on the CSR Activities for the F.Y. 2015-16 & 2016-17 in its Board Meeting held on 27 th July, 2017. However, the Company has not spent the amount on the CSR Activities till date.	The Board in its 21 st Meeting has decided to carry forward the CSR Amount of Rs. 9,69,092/- for the year 2015-16 and 2016-17 and to spend it along with the amount of F.Y. 2017-18.
4.	The Company has appointed CFO on additional charge basis. However as per the provisions of section 203 of Companies Act and the rules made thereunder, CFO shall be appointed on whole time basis.	GM (Finance) has been authorized by the Board to work as CFO for the Company. At present GM (Finance) is working on additional charge and he is looking after the affairs of the Company. In future when the Company will start its operations, then Finance Dept. will be requested to depute full time GM (Finance).
5.	The Company is not complying with the RBI norms/terms and conditions specified in NBFC License issued to the Company, according to which Financial Assets and Financial Income shall be more	The Company is continuously making endeavors to identify and extend credit facilities as per RBI NBFC guidelines on loans and advances. The Credit Policy and Investment Policy of the Corporation have since been approved by the Board of the

S. No.	Observation	Management Reply
	than 50% of its Total Assets and Total Income respectively.	Company. The draft Deposit Policy has been put up on file for approval of the competent authority. In addition to the above, draft Interest Rates Policy has also been put up on file for approval.
6.	<p>The Company has entered into an agreement with a practicing company secretary firm to appoint/hire a whole time Company Secretary for the Company. However as per the provisions of Section 203 (2) of Companies Act, 2013, "Every whole-time key managerial personnel (i.e. whole time Company Secretary) of a company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.</p> <p>As per the terms of agreement entered between the Company and Practicing Company Secretary Firm; the Company is delegating the powers of appointment to the Practicing Secretary firm.</p> <p>As per our interpretation of Law, the whole time company secretary shall be appointed by the Company directly in its board meeting.</p>	<p>The Company has appointed Company Secretary on Full time basis, although she is engaged through a Company Secretary Firm on contractual basis, but she is not allowed to work for any other Company. The Board has been appraised about her appointment, remuneration paid to her and Terms & Conditions of the appointment in its 21st Meeting. Company Secretary on whole time basis cannot be appointed directly in the Board Meeting as the Management has to follow the procedure laid down in RTPP Rules, 2013, which are applicable in the Corporation. However, the recruitment of a full time Company Secretary on regular basis will be done in due course.</p>
7.	The Company has not properly followed Secretarial Standards as issued by the Institute of Company Secretaries of India and as required by the section 205 of Companies Act, 2013.	The Company has tried to follow the Secretarial Standards at its best level. There are some minor deficiencies, the Company will take care of it in future.

For and on behalf of Board of Directors



Manju Rajpal
Managing Director
DIN: 07825977



Surendra Kumar Solanki
Director
DIN: 02555738

Date: 14.08.2018
Place: Jaipur



INDEPENDENT AUDITOR'S REPORT

To the Members of Rajasthan State Power Finance and Financial Services Corporation Limited Report on the Financial Statements

We have audited the accompanying financial statements of Rajasthan State Power Finance and Financial Services Corporation Limited ("the company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, 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

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of Balance Sheet, of the State of affairs of the Company as at 31st March, 2018;
- (ii) In the Case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

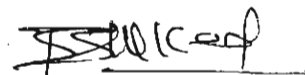
Report on Other Legal and Regulatory Requirements

- 1) 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"**.
- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of Section 143 of the Act, 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 the paragraphs 3 and 4 of the said Order the extent applicable to the Company in the **Annexure "II"**.
- 3) As required by section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by Law have been kept by the Company so far as it appears from our examinations 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. Being a Government Company, pursuant to the notification number GSR 463(E) dated 5th 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 the adequacy of Internal Financial Controls over financial reporting of the company and operative effectiveness of such controls refer to our separate report in **Annexure "III"**. 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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There are no amounts, which are required to be transferred, to the Investor Education and Protection Fund by the Company.

For **VIKAS JAIN & ASSOCIATES**
Chartered Accountants
FRN- 006803C

Place of Signature: Jaipur
Dated: 14.08.2018



[S.S.DHAKED]
Partner
M. No. 076985

ANNEXURE "I" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date to the members of Rajasthan State Power Finance and Financial Services Corporation Ltd on the accounts for the year ended 31st March 2018 as per Directions indicating the area 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.	Whether the Company has clear title/lease deeds for freehold and leasehold respectively? If not please state the area of freehold and leasehold land for which title/lease deeds are not available?	Not Applicable, as the company is not holding any freehold or leasehold land.
2.	Whether there are any cases of waiver/ write off of debts/ loans/ interest etc. If yes, the reasons there for and amount involved.	Company reversed Accrued Interest of Rs.10155/- which were accrued in 2013-14 treating the same as non recoverable due to wrong calculation.
3.	Whether Proper records are maintained for inventories lying with third parties and assets received as gift/grant(s) from Govt. or other authorities.	No Applicable

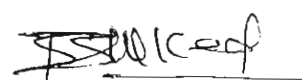
Company/Sector Specific Directions (Sub-Directions) (Annexure "B")

S.No.	Observation	Reply
1.	Whether the Company has Complied with the directions issued by the Reserve Bank of India for:	
	Non- Banking Finance Companies	As informed and explained to us by the company, is has generally complied with the Directions issued by Reserve Bank of India as applicable to it relating to NBFC. 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 Reserve Bank of India. Further the company has not complied with the requirement of Para No.23 of Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
	Classification of Non Performing assets and	As per Para 2(3) of RBI Notification No. RBI/DNBR/2016-17/44 (Master Direction DNBR.PD.007/03.10.119/2016-17) dated 1 st September 2016 of Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, these directions, except the provisions of paragraph 23 of the said directions relating to submission of information to Reserve Bank of India in regard to change of address, directors, auditors etc. shall not apply to non banking financial company being a Government Company as defined under clause (45) of Section 2 of Companies Act, 2013 (18 of 2013) and not accepting/holding public deposit. Therefore classification of non- performing assets is not applicable to company.
	Capital Adequacy norms for NBFC's	As per Para 2(3) of RBI Notification No. RBI/DNBR/2016-17/44 (Master Direction DNBR.PD.007/03.10.119/2016-17) dated 1 st September 2016 of Non-Banking Financial Company – Non-Systemically Important Non-

S.No.	Observation	Reply
	Capital Adequacy norms for NBFC's	Deposit taking Company (Reserve Bank) Directions, 2016, these directions, except the provisions of paragraph 23 of the said directions relating to submission of information to Reserve Bank of India in regard to change of address, directors, auditors etc. shall not apply to non banking financial company being a Government Company as defined under clause (45) of Section 2 of Companies Act, 2013 (18 of 2013) and not accepting/holding public deposit. Therefore Capital Adequacy norms for NBFC are not applicable to company.
2.	Comment on the confirmation of balances of trade receivables, trade payables, terms deposits, bank accounts and cash obtained	The Confirmation of terms deposits with bank and bank balances were obtained. There was no cash balance as at 31.03.2018.
3.	Whether the bank guarantees have been revalidated in time?	The company has not taken any bank guarantees during the year. Therefore not applicable to company

For **VIKAS JAIN & ASSOCIATES**
Chartered Accountants
FRN- 006803C

Place of Signature: Jaipur
Dated: 14.08.2018



[S.S.DHAKED]
Partner
M. No. 076985

ANNEXURE "II" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our report of even date to the members of Rajasthan State Power Finance and Financial Services Corporation Limited on the accounts for the year ended 31st March 2018 as required by the Companies (Auditor's Report) order, 2016 issued by the Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013)

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management at year end. As informed to us no discrepancies were noticed on such verification by the management.
- (ii) As informed to us, the company is not engaged in purchase/sale of goods and not maintaining Inventory, Hence the clause is not applicable to the company.
- (iii) As per information and explanation given to us, the Company has not granted any loans, secured or unsecured to any companies, firms, limited liability partnership or other parties covered in register maintained under Section 189 of the Companies Act, 2013. Hence, the Clause is not applicable to the company.
- (iv) As per the information and explanation given to us, the Company has not granted any loans or made investment or given any guarantee and security covered under Section 185 and 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed cost records under sub section(1) of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 for the company, Hence, the clause is not applicable to the company..
- (vii) (a) Undisputed statutory dues including income tax, sales-tax, wealth tax, service tax, custom duty, excise duty, value added tax, Goods and Service Tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities. However company is generally not depositing

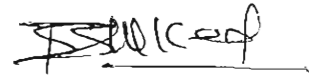
undisputed statutory dues of Provident Fund, RPMF and Employee State Insurance within the due date prescribed under the relevant law with the appropriate authorities. and there are undisputed dues of Rs.240 for Interest on TDS outstanding as on 31st March 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales tax, Service Tax, Goods and Service tax , duty of customs, duty of excise and Value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) Based on examination of books of accounts and information and explanation given to us, the Company has not taken loans or borrowings from a financial institution or bank. Company has also not issued any debentures; accordingly there is not default in repayment.
- (ix) Based on examination of books of accounts and information and explanation given to us, no money was raised during the year by way of initial public offer and no term loans were raised.
- (x) According to the information and explanations given to us and as represented by the Management and based on our examination of the books and records of the Company and in accordance with generally accepted auditing practices in India, we have been informed that no case of fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- (xi) Being a Government Company, pursuant to the notification number GSR 463(E) dated 5th June 2015, issued by the Government of India, the provisions of Section 197 of the Companies Act, 2013 are not applicable to the company.
- (xii) The company is not a Nidhi Company, hence reporting under this clause is not applicable.
- (xiii) The Company has complied with the provisions of Section 188 of the Companies Act, 2013 with respect to all transactions with the related parties, wherever applicable. Details of the transactions with the related parties have been disclosed in the financial statements as required by the applicable accounting standards. . However, Provisions of Section 177 are not complied with in relation to transaction with related parties.

- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year to which Section 42 of the Companies Act 2013 applies.
- (xv) The Company has not entered into any non-cash transactions with the directors or persons connected with him as covered under Section 192 of the Companies Act, 2013.
- (xvi) According to information and explanation given to us, the Company is already registered with Reserve Bank of India vide Registration Certificate No B-10.00226'NBFC-ND' dated 24.07.2013 which is further renewed on 24.11.2016.

For **VIKAS JAIN & ASSOCIATES**
Chartered Accountants
FRN- 006803C

Place of Signature: Jaipur
Dated: 14.08.2018



[S.S.DHAKED]
Partner
M. No. 076985

ANNEXURE “III” TO THE AUDITORS’ REPORT

Referred to in our report of even date to the members of Rajasthan State Power Finance and Financial Services Corporation Limited on the accounts for the year ended 31st March 2018

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

We have audited the internal financial controls over financial reporting of Rajasthan State Power Finance and Financial Services Corporation Limited (“the Company”) as on 31st March 2018 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 (ICAI). The Company has adopted the Rajasthan Service Rules, GF&AR and any other service and Financial Rules prescribing general conditions of services made by appropriate authority under the proviso to Article 309 of the Constitution 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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to

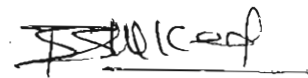
future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **VIKAS JAIN & ASSOCIATES**
Chartered Accountants
FRN- 006803C

Place of Signature: Jaipur
Dated: 14.08.2018



[S.S.DHAKED]
Partner
M. No. 076985

NON BANKING FINANCIAL COMPANIES AUDITOR'S REPORT

To

The Board of Directors

Rajasthan State Power Finance and Financial Services Corporation Ltd

1, Bajaj Nagar Enclave,

Near Gandhi Nagar Railway Station,

Jaipur-302015

Dear Sir

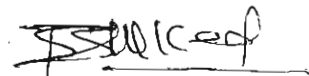
As required by the " Non Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 2016" issued by the Reserve Bank of India on the matters specified in Para 3 and 4 of the said directions to the extent applicable to the Company, we report that:

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 / 24.11.2016 vide no. B-10.00226'NBFC-ND'.
2. **The Company's Financial assets are not more than 50% of its total assets and the income from financial assets is also not more than 50% of its total income as at 31st March 2018 as stipulated in certificate of registration as Non Banking Financial Institution issued by Reserve Bank of India. Thus the company is not entitled to continue to hold such registration in terms of its assets / Income pattern as on 31st March 2018 as stipulated in its certificate of registration.**
3. The company is meeting the required net owned fund requirement as laid down in Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
4. The Board has passed a resolution dated 8th January 2013 for non acceptance of any Public deposits.
5. The Company has not accepted any public deposits during the year 2017-18.
6. 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 not accepting/holding public deposit, in terms of "Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016".

For **VIKAS JAIN & ASSOCIATES**
Chartered Accountants
FRN- 006803C

Place of Signature: Jaipur
Dated: 14.08.2018



[S.S.DHAKED]
Partner
M. No. 076985

RAJASTHAN STATE POWER FINANCE & FINANCIAL SERVICES CORPORATION LIMITED
(Formerly known as Rajasthan State Power Finance Corporation Ltd)
CIN: U65923RJ2012SGC041087
BALANCE SHEET
as at 31st March, 2018

		(In Rs.)	(In Rs.)
Particulars	Note Part A	As at 31.03.2018	As at 31.03.2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	900,000,000	900,000,000
(b) Reserves and Surplus	2	155,038,863	112,569,982
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings			
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities			
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade Payable			
(b) Other current liabilities	3	850,818	935,675
(c) Short-term provisions	4	10,780	155,347
Total		1,055,900,461	1,013,661,004
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	5		
(i) Tangible assets		1,106,071	905,221
Less: Accumulated Depreciation		778,815	699,289
		327,256	205,932
(ii) Intangible assets		52,800	52,800
Less: Accumulated Depreciation		50,160	50,160
		2,640	2,640
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments			
(c) Deferred tax assets (net)		46,507	1,719,237
(d) Long term loans and advances		-	-
(e) Other Non Current Assets	6	4,450,379	5,000

Particulars	Note Part A	As at 31.03.2018	As at 31.03.2017
(2) Current assets			
(a) Cash and Bank balance			
(i) Cash and cash equivalents	7	-	-
Cash-in-Hand		-	-
Balance With Scheduled Banks & PD A/c		455,457	447,418
FDR with Scheduled Banks having maturity within 3 months		1,032,521,764	226,800,000
Accrued interest on FDR		17,763,933	5,687,071
(ii) Other Bank Balances			
FDR with Scheduled Banks having maturity more than 3 months		-	767,260,838
Accrued interest on FDR		-	7,077,334
(b) Short-term loans and advances		-	-
(c) Other current assets	8	332,525	4,455,534
Total		1,055,900,461	1,013,661,004

Significant Accounting Policies

Part B

Other Notes of Accounts

Part C

Notes from Part A to Part C form an integral part of Accounts

This is balance sheet referred in our report of even date.


For and on behalf of the Board of Directors



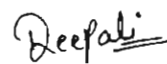
Manju Rajpal
Managing Director
DIN 07825977



Surendra Kumar Solanki
Director
DIN 02555738



Arvind Kumar Mishra
CFO



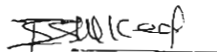
Deepali Shrivastava
Company Secretary
ACS 40129

Signed in terms of our Report of even date attached

For Vikas Jain & Associates

Chartered Accountants

FRN 006803C



(S. S. Dhaked)

Partner

M.No. 076985

Place: JAIPUR

Date: 14/08/2018

RAJASTHAN STATE POWER FINANCE & FINANCIAL SERVICES CORPORATION LIMITED
(Formerly known as Rajasthan State Power Finance Corporation Ltd)
CIN: U65923RJ2012SGC041087
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st March, 2018

Particulars	Note No	For the year ended 31.3.18	For the year ended 31.3.17
I. Revenue from operations	9	66,428,029	70,380,279
II. Other Income	10	1,300	14,400
III. Total Revenue (I + II)		66,429,329	70,394,679
IV. Expenses:			
Employee Benefit Expenses	11	2,184,257	2,197,806
Operating Expenses	12	2,559,111	2,649,870
Financial Costs	13	260	-
Depreciation		79,526	84,279
Other Expenses	14	2,509,011	2,957,635
Total Expenses		7,332,165	7,889,590
Prior Period Adjustments:			
Reversal of Interest (-)		10,155	-
V. Profit/ Loss before exceptional and extraordinary items and tax (III - IV)		59,087,009	62,505,089
VI. Exceptional Items			
VII. Profit/Loss before extraordinary items and tax (V - VI)		59,087,009	62,505,089
VIII. Extraordinary Items			
IX. Profit/Loss before tax (VII - VIII)		59,087,009	62,505,089
X. Tax expense:			
(1) Current tax		14,945,398	19,025,188
(2) Deferred tax Liability(+)/ Asset(-)		1,672,730	1,662,273
XI. Profit/Loss from the period from continuing operations (IX-X)		42,468,881	41,817,628
XII. Profit/(Loss) from discontinuing operations			
XIII. Tax expense of discounting operations			

Particulars	Note No	For the year ended 31.3.18	For the year ended 31.3.17
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			
XV. Profit/(Loss) for the period (XI + XIV)		42,468,881	41,817,628
XVI. Earning per equity share:			
(1) Basic		47.19	46.46
(2) Diluted		47.19	46.46

Significant Accounting Policies

Part B

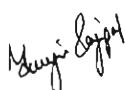
Other Notes of Accounts

Part C

Notes from Part A to Part C form an integral part of Accounts

This is statement of profit & loss referred in our report of even date.

For and on behalf of the Board of Directors



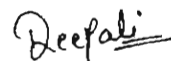
Manju Rajpal
Managing Director
DIN 07825977



Surendra Kumar Solanki
Director
DIN 02555738



Arvind Kumar Mishra
CFO



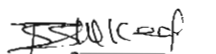
Deepali Shrivastava
Company Secretary
ACS 40129

Signed in terms of our Report of even date attached

For Vikas Jain & Associates

Chartered Accountants

FRN 006803C



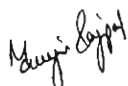
(S. S. Dhaked)
Partner
M.No. 076985
Place: JAIPUR
Date: 14/08/2018

RAJASTHAN STATE POWER FINANCE & FINANCIAL SERVICES CORPORATION LIMITED
(Formerly known as Rajasthan State Power Finance Corporation Ltd)
CIN: U65923RJ2012SGC041087

		Cash Flow Statement			
		For the year ending 31.03.2018		For the year ending 31.03.2017	
			Amount (in Rs.)		Amount (in Rs.)
A	Cash Flow from Operating Activities				
	Net Profit/Net Loss after taxes and Extra- ordinary items	42,468,881		41,817,628	
	Adjustments for:				
	Depreciation	79,526		84,279	
	Taxes	15,277,923		19,025,188	
	Interest on TDS	260		-	
	Deffered Tax Asset(-)/ Liabilities(+)	1,672,730		1,662,273	
	Operating profit before Working Capital Changes	59,499,320		62,589,368	
	Increase/Decrease in Current Assets (-/+)	778,461,181		(766,833,172)	
	Increase/ Decrease in Current Liabilities (+/-)	(229,424)		(496,915)	
	Increase / Decrease in Other Non Current Assets [-/+)	(4,445,379)		(5,000)	
	Increase / Decrease in Loans & Advances (-/+)	-		-	
	Net cash from operating activities		833,285,698		(704,745,719)
	Tax Paid		15,277,923		18,869,841
B	Cash Flow from Investing Activities				
	Acquisition of Tangible Assets	(200,850)		(39,305)	
	Net cash flow from Investing Activities		(200,850)		(39,305)
C	Cash Flows from Financing Activities				
	Interest on TDS	(260)			
	Net cash flow from Financing Activities		(260)		-
D	Net Increase & Decrease in Cash & Cash Equivalants(A+B+C)		817,806,665		(723,654,865)

Cash Flow Statement					
		For the year ending 31.03.2018		For the year ending 31.03.2017	
			Amount (in Rs.)		Amount (in Rs.)
E	Opening Cash & Cash Equivalants		232,934,489		956,589,354
F	Cash and Cash Equivalants at the end of year		1,050,741,154		232,934,489
	Balance With Scheduled Banks & PD A/c	455,457		447,418	
	FDR with Scheduled Banks having maturity within 3 months	1,032,521,764		226,800,000	
	Accrued interest on FDR	17,763,933		5,687,071	

For and on behalf of the Board of Directors



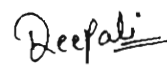
Manju Rajpal
Managing Director
DIN 07825977



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Director
DIN 02555738

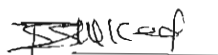


Arvind Kumar Mishra
CFO



Deepali Shrivastava
Company Secretary
ACS 40129

Signed in terms of our Report of even date attached
For Vikas Jain & Associates
Chartered Accountants
FRN 006803C



(S. S. Dhaked)
Partner
M.No. 076985
Place: JAIPUR
Date: 14/08/2018

Note 1
Share Capital

Particulars	As at 31 March 2018		As at 31 March 2017	
	Number	amount	Number	amount
Authorised				
2500000 Equity Shares of Rs.1000 each	2,500,000	2,500,000,000	2,500,000	2,500,000,000
Issued				
900000 Equity Shares of Rs.1000 each	900,000	900,000,000	900,000	900,000,000
Subscribed & Paid up				
900000 Equity Shares of Rs.1000 each	900,000	900,000,000	900,000	900,000,000
Total		900,000,000		900,000,000

Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 2013

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

Name of Shareholder	As at 31 March 2018		As at 31 March 2017	
	No. of Shares held	% of Holding	No. of Shares	% of Holding
Mr. D.B.Gupta (Addl. Chief Secretary, Finance) On behalf of H.E. The Governor of Rajasthan	899930	99.99%	899930	99.99%
Total	899930	99.99%	899930	99.99%

Note 2
Reserves & Surplus

Surplus/Deficit	As On 31.3.18	As on 31.3.17
Opening balance	112,569,982	70,752,354
(+) Net Profit/(Net Loss) For the current year	42,468,881	41,817,628
(+) Transfer from Reserves	-	-
(-) Proposed Dividends		
(-) Interim Dividends		
(-) Transfer to Reserves		
Closing Balance		
Total	155,038,863	112,569,982

Note 3
Other Current Liabilities

	As On 31.3.18	As on 31.3.17
(a) Trade payables		
(i) M. S. M. E. Creditors	-	-
(ii) Other Creditors	-	-
(b) Others		
(I) Creditors for Expenses	242,940	248,962
(II) Other statutory payables	40,252	69,486
(III) Other payables to Consultants	140,940	217,616
(IV) Other payables for Salary & Reimbursements	224,821	212,686
(V) Other payables for Audit Fees	69,120	59,850
(VI) Other payables for		
Internal Audit	32,400	32,400
Secretarial Audit	24,300	24,300
(VII) Other payables for Earnest Money	27,850	27,850
(VIII) Security Deposits	14,175	42,525
(VIII) Misc Deposits	34,020	-
Total	850,818	935,675

Note 4
Short Term Provisions

	As On 31.3.18	As on 31.3.17
Provision for Income Tax for FY 2016-17	10,780	-
Provision for Income Tax	14,945,398	19,025,188
Less: Advance tax and TDS as per Contra	14,945,398	18,869,841
Total	10,780	155,347

Note 5
Fixed Assets

Fixed Assets	Gross Block			Depreciation			Net Block	
	Balance as at 1 April 2017	Additions / (Disposals)	Balance as at 31 March 2018	Balance as at 1 April 2017	Depreciation charge for the year	Balance as at 31 March 2018	Balance as at 1 April 2017	Balance as at 31 March 2018
Tangible Assets (A)								
Furniture and Fixtures	396,421	-	396,421	256,184	37,050	293,234	140,237	103,187
Office equipment	121,564	200,850	322,414	75,231	42,476	117,707	46,333	204,707
Office equipment (Computers & Printers)	387,236		387,236	367,874	-	367,874	19,362	19,362
Total (A)	905,221	200,850	1,106,071	699,289	79,526	778,815	205,932	327,256
Intangible Assets (B)								
Tally Software	52,800		52,800	50,160	-	50,160	2,640	2,640
Total (B)	52,800	-	52,800	50,160	-	50,160	2,640	2,640
Total (A+B)	958,021	200,850	1,158,871	749,449	79,526	828,975	208,572	329,896

5.1 Depreciation has been charged on Written Down Value Method (WDV) based on useful life of the assets as mentioned in Schedule II of the Companies Act, 2013

Note 6**Other Non Current Asset**

Particulars	As On 31.3.18	As On 31.3.17
Advance to others	5,000	5,000
TDS Refundable (Net off provision for Income tax FY 2014-15)	4445379	-
Total	4,450,379	5,000

Note 7**Cash and cash equivalents****(a) Cash in Hand**

Particulars	As On 31.3.18	As On 31.3.17
Cash in Hand	-	-
Total	-	-

(b) Balance with Schedule Banks

Particulars	As On 31.3.18	As On 31.3.17
Balance with PD a/c	10,000	10,000
Balance with IDBI bank (Current Account)	445,457	437,418
Total	455,457	447,418

(c) Balance of FDR with Scheduled Bank

	As On 31.3.18	As On 31.3.17
(I) FDR with banks	1,032,521,764	994,060,838
(II) Accrued interest on FDR	17,763,933	12,764,405
Total	1,050,285,697	1,006,825,243

Note 8**Other Current Assets**

	As On 31.3.18	As On 31.3.17
TDS Refundable (Net off provision for Income tax FY 2014-15)	-	4445379
TDS Refundable (Net off provision for Income tax FY 2017-18)	332525	-
Interest Accrued and Due	-	10,155.00
Total	332,525	4,455,534

Note 9**Revenue From Operations**

	As on 31.03.2018	As on 31.03.2017
Interest on Loan	-	189,345
Interest on FDR	66,428,029	70,190,934
Total	66,428,029	70,380,279

Note 10**Other Income**

	As on 31.03.2018	As on 31.03.2017
Misc. receipts	1,300	14,400
Total	1,300	14,400

Note 11
Employee Benefit Expenses

	As on 31.03.2018	As on 31.03.2017
Salary	2,184,257	2,197,806
Total	2,184,257	2,197,806

Note 12
Operating Expenses

	As on 31.03.2018	As on 31.03.2017
Consultancy Charges	2,559,111	2,649,870
Total	2,559,111	2,649,870

Note 13
Financial Costs

	As on 31.03.2018	As on 31.03.2017
Interest on TDS	260	-
Total	260	-

Note 14
Other Expenses

	As on 31.03.2018	As on 31.03.2017
Printing & Stationery Expenses	97715	99107
Rent	858360	827400
Telephone Expenses	116101	165519
Travelling Expenses	-	22776
Charges of contract personnel	707579	662724
Office expenses	180935	121341
<u>Payment to Statutory Auditors</u>		
(i) Statutory Audit Fees	63070	54050
(ii) Tax Audit Fees	14160	11500
Internal Audit Fees	36000	36000
Secretarial Audit Fees	27000	27000
Hiring of vehicle	299922	762726
Entertainment	420	3307
Board meeting expenses	2920	7952
Interest on Service tax	-	113
Bank Charges	2064	-
Electricity and water charges	64748	57315
ROC Filing Fees	20400	66600
Books & Periodicals	2016	2755
Other Professional Fees	15600	29450
Total	2,509,010	2,957,635

**RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES CORPORATION
LIMITED**
(Formerly known as Rajasthan State Power Finance Corporation Limited)
CIN: U65923RJ2012SGC041087

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

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 Historical 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 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 5,000/- or less are depreciated fully charged to the revenue after reducing its residual value 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 the nominal value of Rs. 1 and as it is 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 is 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 a 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 Earnings 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 earnings 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 revised 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 a 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 CASH EQUIVALENTS

Cash and cash equivalents comprise 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 the 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. The 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



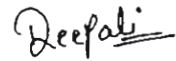
Manju Rajpal
Managing Director
DIN 07825977



Surendra Kumar Solanki
Director
DIN 02555738

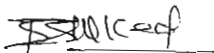


Arvind Kumar Mishra
CFO



Deepali Shrivastava
Company Secretary
ACS 40129

Signed in terms of our Report of even date attached
For Vikas Jain & Associates
Chartered Accountants
FRN 006803C



(S. S. Dhaked)
Partner
M.No. 076985
Place: JAIPUR
Date: 14/08/2018

**RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES CORPORATION
LIMITED**

(Formerly known as Rajasthan State Power Finance Corporation Limited)

CIN: U65923RJ2012SGC041087

PART C OTHER NOTES ON ACCOUNTS

Note1. The Company was incorporated on 21st December 2012. The Company received the Certificate of Commencement of Business on 26th July 2013. The Company was established to finance the projects and schemes for generation/transmission and distribution of power. Further, the Company has changed its name from the 'Rajasthan State Power Finance Corporation Limited' to 'Rajasthan State Power Finance and Financial Services Corporation Limited' vide the cabinet order dated 12/10/2015 and amended its Memorandum of Association for including in objects, clauses enabling it to finance, lend, advance deposit and all other activities related to financing to state government and its departments and undertakings.

Note 2. The company got its registration as Non Banking Financing Company without accepting public deposits on 24th July 2013 under Section 45 IA of The Reserve Bank of India Act, 1934 as amended on 24th November, 2016, 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 Personnel:-

- (a) P S Mehra, Chairman (till 03-07-2017)
- (b) D B Gupta, Chairman (from 03-07-2017 to 01-05-2018)
- (c) Naveen Mahajan, Managing Director (From 20-06-2016 to 08-05-2017)
- (d) Manju Rajpal, Managing Director (From 08-05-2017 to till date)
- (e) Shrikrishana Sharma, GM (finance) & Chief financial officer (till 6-11-2017)
- (f) Arvind Kumar Mishra, GM (finance) & Chief financial officer (from 06-11-2017 to till date)

- (g) Deepali Shrivastava, Company Secretary (from 15-09-2016 to till date)
- (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
Remuneration for Additional Charge to Shri P S Mehra (Chairman)	Rs. 4500/- (Previous Year - Rs. 18000/-)
Remuneration for Additional Charge to Shri D B Gupta (Chairman)	Rs. 13403/- (Previous Year - Rs. 18000/-)
Remuneration for Additional Charge to Smt. Manju Rajpal (Managing Director)	Rs. 16161/- (Previous Year- Rs. Nil)
Remuneration for Additional Charge to Shri Arvind Kumar Mishra (GM(F)/CFO)	Rs. 13388/- (Previous Year- Rs. Nil)
Remuneration for Additional Charge to Shri Naveen Mahajan (Managing Director)	Rs. 1887/- (Previous Year - Rs. 14050)
Ms. Deepali Shrivastava (CS)	Company Secretary appointed through a Company Secretary firm to whom Consultancy fees of Rs. 357283/- was paid by the Company (Previous Year - Rs. 195710).

Note 5. The Net Deferred Tax Asset of Rs. 46507/- (as on 31.3.2017 Rs 1719237) have been computed as per Accounting Standard 22 - 'Accounting for taxes on Income'. The breakup of Deferred Tax Asset is given below:

S. No.	Particulars	Deferred Tax Assets/ Liabilities as on 1.4.2017 (₹)	Charged/ (Credit) during the year (₹)	Deferred Tax Assets/ Liabilities as at 31.3.2018 (₹)
(i)	Deferred Tax Assets On account of impact of Depreciation	48993	-2486	46507
(ii)	Deferred Tax Assets On account of Preliminary Expenses written off	1670244	-1670244	0
Deferred Tax Assets (Net) (i+ii)		1719237	-1672730	46507

Note 6. In compliance with Accounting Standard – 20 on 'Earning Per Share' issued by the ICAI, the calculation of Earning Per Share (basic and diluted) is as under:-

PARTICULARS		31.03.2018	31.03.2017
(i)	Profit/(loss) after tax	42,468,881	41,817,628
(ii)	Weighted Average Number of Equity Shares (Basic)	900000	900000
(iii)	Weighted Average Number of Equity Shares (Diluted)	900000	900000
(iv)	Basic EPS	(+)47.19	(+)46.46
(v)	Diluted EPS	(+)47.19	(+)46.46
(vi)	Nominal Value of 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. As per requirement of section 135 and schedule VII of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014, Company was required to spend Rs.2282641/- during the financial year 2017-18 (Rs. 1313549/- in Financial year 2017-18, Rs. 714022/- in Financial year 2016-17 and Rs. 255070/- in Financial year 2015-16). Company will spend the same in future years.

Note 10. The accrued interest of Rs. 10155/- on the loans provided to the DISCOMs in the year 2013-14 was wrongly calculated in that year and was therefore not recoverable and the Board of Directors in their 21st Board Meeting decided to reverse the accrued interest of Rs 10155/- in the Books of Accounts.

Note 11. The employees contribution to various funds late deposited during the financial year 2016-17 was disallowed in tax audit report, however the same were not considered while filing the income tax return. The scrutiny assessment of the company for the Financial Year 2016-17 is pending, hence, the provision of Income Tax amounting to Rs. 10,780/- is kept in the books till the completion of the scrutiny assessment.

Note 12. Previous figures have been regrouped / reclassified, wherever necessary, to make them comparable to the current year's presentation.

Note 13. Figures have been rounded off to nearest Rupee.

For and on behalf of the Board of Directors



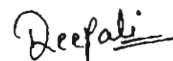
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Managing Director
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Director
DIN 02555738

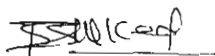


Arvind Kumar Mishra
CFO



Deepali Shrivastava
Company Secretary
ACS 40129

Signed in terms of our Report of even date attached
For Vikas Jain & Associates
Chartered Accountants
FRN 006803C



(S. S. Dhaked)
Partner
M.No. 076985
Place: JAIPUR
Date: 14/08/2018



संख्या/No. सी.ए.डबल्यू.1/वि-11014/वा.ले./आर.एस.पी.एफ.सी/2017-2018/के-713/प्रे.1328

भारतीय लेखापरीक्षा और लेखा 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: 19/09/2018

प्रबन्ध निदेशक,

राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल

सर्विसेस कॉरपोरेशन लिमिटेड,

प्लॉट नं. 1, बजाज एन्क्लेव, गाँधी नगर रेल्वे स्टेशन के पास,

जयपुर - 302015

विषय: राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल सर्विसेस कॉरपोरेशन लिमिटेड, जयपुर के वर्ष 2017-18 के वित्तीय विवरणों पर नियंत्रक एवं महालेखापरीक्षक की टिप्पणी।

महोदया,

मुझे कम्पनी अधिनियम की धारा 143 (6) के अंतर्गत कम्पनी की वार्षिक साधारण सभा में प्रस्तुत करने हेतु 31 मार्च 2018 को समाप्त वर्ष के लिए राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल सर्विसेस 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 वित्तीय विवरणों एवं लेखापरीक्षकों की रिपोर्ट की सात प्रतियां जैसी कि साधारण सभा में रखी जावें तथा स्वीकृत की जावें, कृपया इस कार्यालय को शीघ्र भिजवाने को श्रम करें।

भवदीय,

संलग्न : उपरोक्तानुसार

वरि. 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 AND FINANCIAL SERVICES CORPORATION LIMITED FOR THE YEAR ENDED 31ST MARCH 2018.

The preparation of financial statements of Rajasthan State Power Finance and Financial Services Corporation Limited for the year ended 31st March 2018 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) 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 on the financial statements under section 143 of the Act based on independent audit in accordance with the 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 14th August, 2018.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit of the financial statements of Rajasthan State Power Finance and Financial Services Corporation Limited for the year ended 31st March 2018 under section 143(6)(a) of the Act. 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 selective examination of some of the accounting records.

On the basis of my Supplementary audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditor's report under section 143(6)(b) of the Act.

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



**(Anadi Misra)
Accountant General
(Economic & Revenue Sector Audit)
Rajasthan, Jaipur**

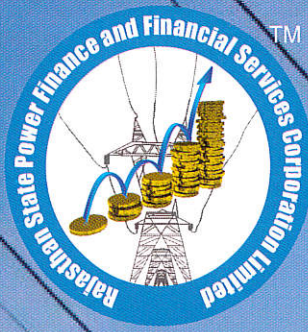
**Place:- Jaipur
Date:- 19.09.2018**

Important Telephone Numbers

Name	Designation	Contact No.
Shri Mukesh Kumar Sharma, IAS	Chairman	0141-2227664
Smt. Manju Rajpal, IAS	Managing Director	0141-2227934
Shri Arvind Kumar Mishra	General Manager (Finance) cum Chief Financial Officer	94140-48005
Shri Rajesh Kumar Gupta	General Manager (Credit & Investment)	94143-00498
Shri Akul Bhargava	General Manager (System)	94140-92426
Shri Pankaj Jangid	AGM (HR/Adm.)	94606-59588
Shri Jambu Kumar Jain	AGM (Accounts)	88242-36788
Shri Girish Kumar Chelani	A.A.O. Grade II	99280-83369
Shri S. C. Soni	Chief Consultant (Administration)	94133-40787
Shri R. R. Poddar	Chief Consultant (Banking)	92140-56056
Ms. Deepali Shrivastava	Company Secretary	87641-47215

Route Map of the Registered Office of the Company





Registered and Administrative Office:

RAJASTHAN STATE POWER FINANCE AND FINANCIAL SERVICES CORPORATION LIMITED

1, Bajaj Nagar Enclave, Near Gandhi Nagar Railway Station,
Jaipur (Rajasthan) – 302 015, INDIA

Phone: +91-141-2708611

Email: rspfcl@rajasthan.gov.in, Website: <http://rspfcl.rajasthan.gov.in>

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