

7th Annual Report 2018-19



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



**RAJASTHAN STATE POWER FINANCE
AND
FINANCIAL SERVICES
CORPORATION LIMITED
[RSPF & FSCL]**



**7th Annual Report
2018-19**

Save Power, Save Money

Rajasthan State Power Finance and Financial Services Corporation Limited

(RSPF & FSCL)

CIN: U65923RJ2012SGC041087

Board of Directors

(as on 16th October, 2019)

Chairman

Shri Niranjana Kumar Arya

Managing Director

Shri Hemanta Kumar Gera

Directors

Dr. Subodh Agarwal

Dr. Prithvi Raj

Dr. Pritam B. Yashvant

Shri Sudhir Kumar Sharma

Smt. Urmila Rajoria

Shri Ashutosh A.T. Pednekar

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>

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NOTICE
of the Annual General Meeting

Notice is hereby given that the Seventh Annual General Meeting of the members of Rajasthan State Power Finance and Financial Services Corporation Limited is scheduled to be held on Thursday, 14th November, 2019, at 01.00 PM at Chamber of Additional Chief Secretary (Finance), GoR, Secretariat, Jaipur - 302 005 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year 2018-19 (Balance Sheet as on 31st March, 2019, 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 confirm and approve the appointment and to fix remuneration of the Statutory Auditors of the Company for the Financial Year 2019-20.

By order of the Board of Directors

Dated: 22.10.2019
Registered Office:
Plot No. 1, Bajaj Nagar Enclave,
Near Gandhi Nagar Railway Station,
Jaipur


(Krati Joshi)
Company Secretary
ACS 40057

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 7TH 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 7th 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, 2019 and the Reports of Independent Auditors.

Financial Results

The financial results for the year are summarized below:

(Rs. in Lakhs)

PARTICULARS	2018-19	2017-18
Income	836.49	664.29
Expenses	77.88	73.32
Net profit/(loss) for the year before taxes & provisions	758.61	590.87
Appropriation/adjustments	0.00	0.00
Previous year's adjustment (net)	0.01	-
Profit/(loss) for the year before tax	758.60	590.87
Less: Provision for Taxation		
- Current Year	211.93	149.45
- Earlier Year	0.00	0.00
- Deferred tax	(0.20)	16.72
- MAT Credit entitlement	0.00	0.00
Profit/(loss) after tax	546.86	424.68

Dividend

The Board of Directors has not recommended any dividend for the financial year ended on 31st March, 2019.

Reserves

The Company has created a reserve fund in terms of Section 45(IC) of the RBI Act, 1934 and transferred to reserve fund an amount of Rs. 419.44 Lakhs from surplus during the financial year ended on 31st March, 2019.

Resources

The Company has not applied or/and received any grant from the Government of Rajasthan in the financial year ended on 31st March, 2019 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. 836.49 Lakhs. There was no outstanding loan from any Bank/Financial Institutions as on 31st March, 2019.

Net Worth

The Net Worth of the Company at the close of the current financial year (FY 2018-19) and the previous financial year (FY 2017-18) was Rs.110.97 and Rs. 105.50 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. Niranjana Kumar Arya	19.12.2018
2.	Dr. Subodh Agarwal	19.12.2018
3.	Sh. Gaurav Goyal	19.12.2018
4.	Sh. Sudhir Kumar Sharma	05.03.2019
5.	Dr. Pritam B. Yashvant	26.12.2018
6.	Dr. Prithvi Raj	19.12.2018

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

S.No.	Name of Directors	Date of Cessation
1.	Sh. Mukesh Sharma	19.12.2018
2.	Sh. Devendra Bhushan Gupta	01.05.2018
3.	Sh. Anoop Khinchi	07.06.2018
4.	Sh. Alok Gupta	26.12.2018
5.	Sh. Surendra Kumar Solanki	05.03.2019
6.	Sh. Rajeev Swarup	19.12.2018
7.	Sh. Praveen Gupta	19.12.2018

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 4 Board Meetings were held during the financial year 2018-19 on 27th June, 2018, 14th August, 2018, 11th December, 2018 and 27th March, 2019. 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 2018-19
1.	Sh. Mukesh Kumar Sharma	3/3
2.	Sh. Rajeeva Swarup	1/3
3.	Smt. Manju Rajpal	3/4
4.	Sh. Praveen Gupta	1/3
5.	Sh. Alok Gupta	3/3
6.	Sh. Surendra Kumar Solanki	3/3
7.	Smt. Urmila Rajoria	2/3
8.	Sh. Niranjan Kumar Arya	1/1
9.	Dr. Prithvi Raj	1/1
10.	Dr. Subodh Agarwal	0/1
11.	Sh. Gaurav Goyal	0/1
12.	Sh. Sudhir Kumar Sharma	0/1
13.	Dr. Pritam B. Yashvant	0/1

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. Dr. Prithvi Raj, Secretary, Finance (Revenue), GoR and Chairman, Audit Committee
2. Dr. Pritam B. Yashvant, Commissioner, Commercial Taxes Deptt., GoR
3. Sh. Sudhir Kumar Sharma, Spl. 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. Dr. Prithvi Raj, Secretary, Finance (Revenue), GoR
2. Dr. Pritam B. Yashvant, Commissioner, Commercial Taxes Deptt., GoR
3. Sh. Sudhir Kumar Sharma, Spl. 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. Sudhir Kumar Sharma, Spl. Secretary, Finance (Expenditure), GoR
3. Smt. Urmila Rajoria, 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. Sudhir Kumar Sharma, Spl. Secretary, Finance (Expenditure), GoR
3. Smt. Urmila Rajoria, 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. 35,47,649/- during the financial year 2018-19 (Rs. 12,65,008 for the Financial Year 2018-19, 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 Office of Superintendent & Member Secretary of Medicare Relief Society, Jawahar Lal Nehru Hospital, Ajmer. In proposal, it is requested to provide financial assistance to buy an Endoscope (Duodenoscope/ERCP Scope) Machine worth approx. Rs. 36.00 Lakh for the better treatment of needy & poor patients suffering from stone, pancreatic and gallbladder cancer. 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, 2019:

S.No.	Name	Designation
1.	Smt. Manju Rajpal	Managing Director
2.	Sh. Ashutosh Vajpeyi	Chief Financial Officer
3.	Ms. Krati Joshi	Company Secretary

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

S.No.	Name	Designation
1.	Sh. Arvind Kumar Mishra	Chief Financial Officer
2.	Ms. Deepali Shrivastava	Company Secretary

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, 2019.

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 Gupta Shruti & Associates, Practicing Company Secretaries, Jaipur, were appointed to conduct Secretarial Audit for the financial year ending on 31st March, 2019.

The Secretarial Audit Report for the financial ended on 31st March, 2019 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, 2019 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:

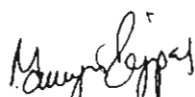
Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

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.

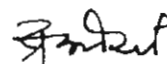
Acknowledgment

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



Sudhir Kumar Sharma
Director
DIN: 02879180

Date: 30.07.2019

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. Sudhir Kumar Sharma, Spl. Secretary, Finance (Expenditure), GoR
- iii. Smt. Urmila Rajoria, Managing Director, Rajasthan Financial Corporation

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

Average net profit: Rs. 63,25,0385.70

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

The Company was required to spend Rs. 12,65,008

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year: Rs. 35,47,649/- in the F.Y. 2018-19 (Rs. 2,55,070 for the year 2015-16, Rs. 7,14,022 for the year 2016-17, Rs. 13,13,549 for the year 2017-18 and Rs. 12,65,008 for the year 2018-19).

(b) Amount unspent, if any: Rs. 35,47,649

(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 Office of Superintendent & Member Secretary of Medicare Relief Society, Jawahar Lal Nehru Hospital, Ajmer. In proposal, it is requested to provide financial assistance to buy an Endoscope (Duodenoscopy/ERCP Scope) Machine worth approx. Rs. 36.00 Lakh for the better treatment of needy & poor patients suffering from stone, pancreatic and gallbladder cancer.

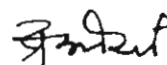
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

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



Sudhir Kumar Sharma
Director
DIN: 02879180

Date: 30.07.2019

Place: Jaipur

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2019****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 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% 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 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% 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. Devendra Bhushan Gupta(ACS, Finance)	899,930	99.99%	-	0	0.00%	-	-
2	Sh. Mukesh Kumar Sharma(ACS, Finance)	899,930	99.99%	-	0	0.00%	-	-

3	Sh. Niranjana Kumar Arya(ACS, Finance)	0	0.00%		899,930	99.99%		
4	Sh. Praveen Gupta (Secretary, Finance (Revenue))	10	0.0011%	-	0	0.00%	-	-
5	Dr. Prithvi Raj (Secretary, Finance (Revenue))	0	0.00%		10	0.0011%		
6	Dr. Pritam B. Yashvant (Comm., CTD)	0	0.00%		10	0.0011%		
7	Sh. Alok Gupta (Comm., CTD)	10	0.0011%	-	0	0.00%	-	-
8	Sh. Surendra Kumar Solanki (Spl. Secretary, Finance (Expenditure))	10	0.0011%	-	00	0.00%	-	-
9	Sh. Sudhir Kumar Sharma (Spl. Secretary, Finance (Expenditure))	0	0.00%	-	10	0.0011%	-	-
10	Sh. Sanjay Malhotra (Secretary, Energy & CMD, JVVNL)	10	0.0011%	-	0	0.00%	-	-
11	Sh. Shreemat Pandey (CMD, JVVNL)	10	0.0011%	-	0	0.00%	-	-
12	Sh. Ram Gopal (CMD, JVVNL)	10	0.0011%	-	0	0.00%	-	-
13	Sh. Naresh Pal Gangwar (Secretary, Energy & CMD, JVVNL)	0	0.00%	-	20	0.0022%	-	-
14	Sh. Shyam Lal Gujjar (IG, Registration & Stamp)	10	0.0011%	-	0	0.00%	-	-
15	Smt. Renu Jaipal (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. Mukesh Kumar Sharma to Sh. Niranjana Kumar Arya	19.12.2018	Transfer	899,930	99.99%	899,930	99.99%
2	Shares transferred from Sh. Praveen Gupta to Dr. Prithvi Raj	19.12.2018	Transfer	10	0.0011%	10	0.0011%
3	Shares transferred from Sh. Surendra Kumar Solanki to Sh. Sudhir Kumar Sharma	05.03.2019	Transfer	10	0.0011%	10	0.0011%
4	Shares transferred from Sh. Alok Gupta to Dr. Pritam B. Yashvant	26.12.2018	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
5	Shares transferred from Sh. Sanjay Malhotra to Sh. Naresh Pal Gangwar	26.12.2018	Transfer	10	0.0011%	10	0.0011%
6	Shares transferred from Sh. Shreemat Pandey to Sh. Ram Gopal Gupta	11.08.2017	Transfer	10	0.0011%	10	0.0011%
7	Shares transferred from Sh. Ram Gopal Gupta to Sh. Naresh Pal Gangwar	11.08.2017	Transfer	10	0.0011%	10	0.0011%
8	Shares transferred from Sh. Shyam Lal Gujjar to Smt. Renu Jaipal	19.07.2018	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			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%

(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. Niranjana Kumar Arya (ACS, Finance)						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	19.12.2018	Transfer	899,930	99.99%	899,930	99.99%
	At the end of the year			899,930	99.99%	899,930	99.99%
2	Sh. Devendra Bhushan Gupta(ACS, Finance)						
	At the beginning of the year			899,930	99.99%	899,930	99.99%
	Changes during the year	01.05.2018	Transfer	899,930	99.99%	0	0.00%
	At the end of the year			0	0.00%	0	0.00%
3	Sh. Mukesh Kumar Sharma(ACS, Finance)						
	At the beginning of the year			0	0.00%	899,930	99.99%
	Changes during the year	19.12.2018	Transfer	899,930	99.99%	899,930	99.99%
	At the end of the year			0	0.00%	0	0.00%
4	Dr. Prithvi Raj (Secretary, Finance (Revenue))						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	19.12.2018	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	19.12.2018	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			0	0.00%	0	0.00%
6	Sh. Sudhir Kumar Sharma (Spl. Secretary, Finance (Expenditure))						
	At the beginning of the year			0	0.00%	0	0.00%
	Changes during the year	05.03.2019	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			10	0.0011%	10	0.0011%
7	Sh. Surendra Kumar Solanki (Spl. Secretary, Finance (Expenditure))						
	At the beginning of the year			10	0.0011%	0	0.00%
	Changes during the year	05.03.2019	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			0	0.00%	0	0.00%
8	Sh. Alok Gupta (Comm., CTD)						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	26.12.2018	Transfer	10	0.0011%	10	0.0011%
	At the end of the year			0	0.00%	0	0.00%
9	Dr. Pritam B. Yashvant (Comm., CTD)						
	At the beginning of the year			10	0.0011%	10	0.0011%
	Changes during the year	26.12.2018	Transfer	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/WTD/ Manager	Total Amount
	Name		(Rs/Lac)
	Designation		
1	Gross salary	NIL	
	(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	-	-	3.84	3.84
	(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			3.84	3.84

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



Sudhir Kumar Sharma
Director
DIN: 02879180

Date: 30.07.2019

Place: Jaipur



GUPTA SHRUTI & ASSOCIATES
Practicing Company Secretary

88-B Gangotri Nagar,
Near Gopalpura Railway Overbridge
Jaipur - 302018
Mob: +91-8559975560
Email- ID: csshrutigupta90@gmail.com

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, 2019

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, 2019**, 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, 2019** 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, in 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, 2017-18 & 2018-19 in its board meeting held on 27th March, 2019. 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 Companies Act, 2013 and rules made thereunder, CFO shall be appointed on whole time basis.
5. The Company has 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:

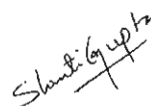
- The changes in composition of board of directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
- The CSR amount to be spent on the CSR Activities is in the pipeline, the CSR Committee of the Company has recommended a proposal 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: 29/07/2019
Place: Jaipur

For GUPTA SHRUTI & ASSOCIATES
Practicing Company Secretaries



Shruti Gupta
Membership No.: F10190
CP No.: 14584



GUPTA SHRUTI & ASSOCIATES
Practicing Company Secretary

88-B Gangotri Nagar,
Near Gopalpura Railway Overbridge
Jaipur - 302018
Mob: +91-8559975560
Email- ID: csshrutigupta90@gmail.com

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: 29/07/2019
Place: Jaipur

For GUPTA SHRUTI & ASSOCIATES
Practicing Company Secretaries

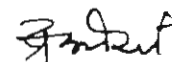
Shruti Gupta
Membership No.: F10190 CP No.: 14584

S. No.	Observation	Management Reply
4.	The Company has appointed CFO on additional charge basis. However as per the provisions of Section 203 of the Companies Act, 2013 and 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. Since, the Company is a State Government Company; hence appointment of the CFO on whole time basis can only be done by the State Government

For and on behalf of Board of Directors



Manju Rajpal
Managing Director
DIN: 07825977



Sudhir Kumar Sharma
Director
DIN: 02879180

Date: 30.07.2019

Place: Jaipur



INDEPENDENT AUDITOR'S REPORT

To the Members of

Rajasthan State Power Finance & Financial Services Corporation Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Rajasthan State Power Finance & Financial Services Corporation Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit/loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Board report but does not include the financial statements and our auditor's report thereon. The Other information is not made available to us till the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed,

we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing a opinion on whether the company has adequate internal financial control with reference to financial statement in place and operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

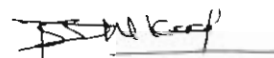
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(5) of the Act, we give a statement on the compliance to the directions issued by the Comptroller and Auditor General of India 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 the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid 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) 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
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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



[S S Dhaked]

Partner

M. No. 076985

UDIN :19076985AAAAAT4116

Place of Signature: Jaipur
Dated: 30.07.2019

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 2019 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)

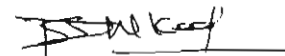
S.No.	Observation	Reply
1.	Whether the Company has system in place to process all the accounting transactions through IT System? If yes, the implications of processing of accounting transactions outside IT System on the integrity of the accounts along with the financial implications, if any, may be stated.	The Company has processed all accounting transactions for the year 2018-19 on the Tally accounting software as being used by the company
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts/loans/ interest etc. made by a lender to the Company due to the Company's inability to repay the loan? If yes, the financial impact may be stated.	Company has not taken any loan; hence, there is no restructuring of an existing loan or cases of waiver/write off of debts/loans/interest etc.
3.	Whether funds received/ receivable for Specific Scheme from Central/State Agencies were properly accounted for/utilised as per its terms and conditions? List the cases of deviation.	No funds were received by company for any Specific Scheme from Central/ State Agencies.

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 informed and explained to us the company has complied with the Directions issued by Reserve Bank of India in relation to classification of Non Performing Assets.
	Capital Adequacy norms for NBFC's	As informed and explained to us the company has complied with the Directions issued by Reserve Bank of India in relation to Capital Adequacy norms as applicable to Government NBFC.

S.No.	Observation	Reply
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 31.03.2019
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



[SS Dhaked]

Partner

M.No.076985

UDIN :19076985AAAAAT4116

Place of Signature: Jaipur

Dated: 30.07.2019

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 2019 as required by the Companies (Auditor's Report) order, 2016 issued by the 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.

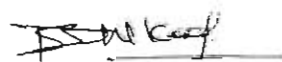
(b) The fixed assets have been physically verified by the management at year end. As informed to us no discrepancies were noticed on such verification by the management.
- (ii) As informed to us, the company is not engaged in purchase/sale of goods and not maintaining Inventory, Hence the clause is not 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.431 for Interest on TDS outstanding as on 31st March 2019 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 177 and 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

- (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



[S S Dhaked]

Partner

M. No. 076985

UDIN : 19076985AAAAAT4116

Place of Signature: Jaipur
Dated: 30.07.2019

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 2019

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 2019 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

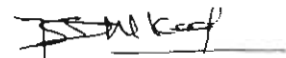
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

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 2019, 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



[S S Dhaked]
Partner

M. No. 076985

UDIN :19076985AAAAAT4116

Place of Signature: Jaipur
Dated: 30.07.2019

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

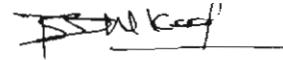
Dear Sir

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 2019 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 2019 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 2018-19.
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



[S S Dhaked]

Partner

M.No.076985

UDIN:19076985AAAAAT4116

Place of Signature: Jaipur
Dated: 30.07.2019

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, 2019

Particulars	Note Part A	(In Rs.) As at 31.03.2019	(In Rs.) As at 31.03.2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	900,000,000	900,000,000
(b) Reserves and Surplus	2	209,724,887	155,038,863
(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	956,493	850,818
(c) Short-term provisions	4	10,780	10,780
Total		1,110,692,160	1,055,900,461
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant & Equipment	5		
(i) Tangible assets		1,239,471	1,106,071
Less: Accumulated Depreciation		939,003	778,815
		300,468	327,256
(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)		66,293	46,507
(d) Long term loans and advances		-	-
(e) Other Non Current Assets	6	5,000	4,450,379

Particulars	Note Part A	As at 31.03.2019	As at 31.03.2018
(2) Current assets			
(a) Cash and Bank balance			
(i) Cash and cash equivalents	7	-	-
Cash-in-Hand		-	-
Balance With Scheduled Banks & PD A/c		493,673	455,457
FDR with Scheduled Banks having maturity within 3 months		1,064,365,337	1,032,521,764
Accrued interest on FDR		44,651,104	17,763,933
(ii) Other Bank Balances			
FDR with Scheduled Banks having maturity more than 3 months		-	-
Accrued interest on FDR		-	-
(b) Short-term loans and advances		-	-
(c) Other current assets	8	807,645	332,525
Total		1,110,692,160	1,055,900,461

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



Sudhir Kumar Sharma
Director
DIN 02879180



Ashutosh Vajpeyi
CFO



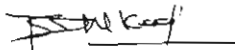
Krati Joshi
Company Secretary
ACS 40057

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: 30.07.2019

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, 2019**

Particulars	Note No	(In Rs.)	(In Rs.)
		For the year ended 31.03.19	For the year ended 31.03.18
I. Revenue from operations	9	0	0
II. Other Income	10	83,649,389	66,429,329
III. Total Revenue (I +II)		83,649,389	66,429,329
IV. Expenses:			
Employee Benefit Expenses	11	3,052,292	2,184,257
Operating Expenses	12	2,069,852	2,559,111
Financial Costs	13	49,527	260
Depreciation		160,188	79,526
Other Expenses	14	2,456,784	2,509,011
Total Expenses		7,788,643	7,332,165
Prior Period Adjustments:		1,505	
Reversal of Interest (-)		-	10,155
V. Profit/ Loss before exceptional and extraordinary items and tax (III - IV)		75,859,241	59,087,009
VI. Exceptional Items			
VII. Profit/Loss before extraordinary items and tax (V - VI)		75,859,241	59,087,009
VIII. Extraordinary Items			
IX. Profit/Loss before tax (VII - VIII)		75,859,241	59,087,009
X. Tax expense:			
(1) Current tax		21,193,003	14,945,398
(2) Deferred tax Liability(+)/ Asset(-)		-19,786	1,672,730
XI. Profit/Loss from the period from continuing operations (IX-X)		54,686,024	42,468,881
XII. Profit/(Loss) from discontinuing operations			
XIII. Tax expense of discounting operations			

Particulars	Note No	For the year ended 31.03.19	For the year ended 31.03.18
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			
XV. Profit/(Loss) for the period (XI + XIV)		54,686,024	42,468,881
XVI. Earning per equity share:			
(1) Basic		60.76	47.19
(2) Diluted		60.76	47.19

Significant Accounting Policies

Part B

Other Notes of Accounts

Part C

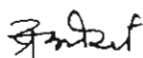
Notes from Part A to Part C form an integral part of Accounts

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



Sudhir Kumar Sharma
Director
DIN 02879180



Ashutosh Vajpeyi
CFO



Krati Joshi
Company Secretary
ACS 40057

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: 30.07.2019

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

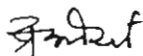
		For the year ending 31.03.2019		For the year ending 31.03.2018	
			Amount (in Rs.)		Amount (in Rs.)
A	Cash Flow from Operating Activities				
	Net Profit/Net Loss after taxes and Extra- ordinary items	54,686,024		42,468,881	
	Adjustments for:				
	Depreciation	160,188		79,526	
	Taxes	21,193,003		15,277,923	
	Interest on TDS	49,527		260	
	Deffered Tax Asset(-)/ Liabilities(+)	-19,786		1,672,730	
	Operating profit before Working Capital Changes	76,068,956		59,499,320	
	Increase/Decrease in Current Assets (-/+)	-475,120		778,461,181	
	Increase/ Decrease in Current Liabilities (+/-)	105,675		-229,424	
	Increase / Decrease in Other Non Current Assets (-/+)	4,445,379		-4,445,379	
	Increase / Decrease in Loans & Advances (-/+)	-		-	
	Net cash from operating activities		80,144,890		833,285,698
	Tax Paid		21,193,003		15,277,923
B	Cash Flow from Investing Activities				
	Acquisition of Tangible Assets	-133,400		-200,850	
	Net cash flow from Investing Activities		-133,400		-200,850
C	Cash Flows from Financing Activities				
	Interest on TDS	-49,527		-260	
	Net cash flow from Financing Activities		-49,527		-260
D	Net Increase & Decrease in Cash & Cash Equivalants(A+B+C)		58,768,960		817,806,665

		For the year ending 31.03.2019		For the year ending 31.03.2018	
			Amount (in Rs.)		Amount (in Rs.)
E	Opening Cash & Cash Equivalants		1,050,741,154		232,934,489
F	Cash and Cash Equivalants at the end of year		1,109,510,114		1,050,741,154
	Balance With Scheduled Banks & PD A/c	493,673		455,457	
	FDR with Scheduled Banks having maturity within 3 months	1,064,365,337		1,032,521,764	
	Accrued interest on FDR	44,651,104		17,763,933	

For and on behalf of the Board of Directors



Manju Rajpal
Managing Director
DIN 07825977



Sudhir Kumar Sharma
Director
DIN 02879180

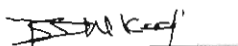


Ashutosh Vajpeyi
CFO



Krati Joshi
Company Secretary
ACS 40057

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: 30-07-2019

Note 1
Share Capital

Particulars	As at 31 March 2019		As at 31 March 2018	
	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 2019		As at 31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Niranjan Kumar Arya (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

	As On 31.03.19	As on 31.03.18
a. Surplus		
Opening balance	155,038,863	112,569,982
(+) Net Profit/(Net Loss) For the current year	54,686,024	42,468,881
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserve Fund in terms of Section 45(IC) of the RBI Act, 1934	41,944,977	-
Closing Balance	167,779,910	155,038,863
b. Reserve Fund in terms of Section 45(IC) of the RBI Act, 1934		
Opening Balance	-	-
(+) Current Year Transfer	41,944,977	-
(-) Written Back in Current Year	-	-
Closing Balance	41,944,977	-
Total	209,724,887	155,038,863

Note 3 Other Current Liabilities

	As On 31.03.19	As on 31.03.18
(a) Trade payables		
(i) M. S. M. E. Creditors	-	-
(ii) Other Creditors	-	-
(b) Others		
(I) M. S. M. E. Creditors		
(a) Creditors for Expenses	23721	-
(b) Other payables to Consultants	28800	-
(II) Other Creditors for Expenses	137411	242940
(III) Other statutory payables	78105	40252
(IV) Other payables to Consultants	112276	140940
(V) Other payables for Salary & Reimbursements	308197	224821
(VI) Other payables for Audit Fees	75600	69120
(VII) Other payables for		
Internal Audit	30600	32400
Secretarial Audit	22500	24300
(VIII) Other payables for Earnest Money	27850	27850
(IX) Security Deposits	67871	14175
(X) Misc Deposits	21420	34020
(XI) Credit Balance in Current Account with SBI	22142	-
Total	956,493	850,818

Note 4 Short Term Provisions

	As On 31.03.19	As on 31.03.18
Provision for Income Tax for FY 2016-17	10,780	10,780
Provision for Income Tax	21,193,003	14,945,398
Less: Advance tax and TDS as per Contra	21,193,003	14,945,398
Total	10,780	10,780

Note 5 Fixed Assets

Fixed Assets	Gross Block			Depreciation			Net Block	
	Balance as at 1 April 2018	Additions / (Disposals)	Balance as at 31 March 2019	Balance as at 1 April 2018	Depreciation charge for the year	Balance as at 31 March 2019	Balance as at 1 April 2018	Balance as at 31 March 2019
Tangible Assets (A)								
Furniture and Fixtures	396,421	-	396,421	293,234	27,261	320,495	103,187	75,926
Office equipment	322,414	7800	330,214	117,707	98,370	216,077	204,707	114,137
Office equipment (Computers & Printers)	387,236	125,600	512,836	367,874	34,557	402,431	19,362	110,405
Total (A)	1,106,071	133,400	1,239,471	778,815	160,188	939,003	327,256	300,468
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)	1,158,871	133,400	1,292,271	828,975	160,188	989,163	329,896	303,108

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 31.03.19	As On 31.03.18
Advance to others	5,000	5,000
TDS Refundable (Net off provision for Income tax FY 2014-15)	-	4445379
Total	5,000	4,450,379

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

Particulars	As On 31.03.19	As On 31.03.18
Cash in Hand	-	-
Total	-	-

(b) Balance with Schedule Banks

Particulars	As On 31.03.19	As On 31.03.18
Balance with PD a/c	10,000	10,000
Balance with IDBI bank (Current Account)	483,673	445,457
Total	483,673	455,457

(c) Balance of FDR with Scheduled Bank

	As On 31.03.19	As On 31.03.18
(I) FDR with banks	1,064,365,337	1,032,521,764
(II) Accrued interest on FDR	44,651,104	17,763,933
Total	1,109,016,441	1,050,285,697

Note 8**Other Current Assets**

	As On 31.03.19	As On 31.03.18
TDS Refundable (Net off provision for Income tax FY 2017-18)	332525	332525
TDS Refundable (Net off provision for Income tax FY 2018-19)	475120	-
Total	807,645	332,525

Note 9**Revenue From Operations**

	As on 31.03.2019	As on 31.03.2018
Interest on Loan	-	-
Total	-	-

Note 10**Other Income**

	As on 31.03.2019	As on 31.03.2018
Interest on FDR	83,091,958	66,428,029
Interest on Income tax refund	553,931	-
Misc. receipts	3,500	1,300
Total	83,649,389	66,429,329

Note 11
Employee Benefit Expenses

	As on 31.03.2019	As on 31.03.2018
Salary	3,052,292	2,184,257
Total	3,052,292	2,184,257

Note 12
Operating Expenses

	As on 31.03.2019	As on 31.03.2018
Consultancy Charges	2,069,852	2,559,111
Total	2,069,852	2,559,111

Note 13
Financial Costs

	As on 31.03.2019	As on 31.03.2018
Interest on Tax	49,320	
Interest on TDS	207	260
Total	49,527	260

Note 14
Other Expenses

	As on 31.03.2019	As on 31.03.2018
Printing & Stationery Expenses	78,730	97715
Rent	892,080	858360
Telephone Expenses	30,491	116101
Charges of contract personnel	733,144	707579
Office expenses	228,285	180935
<u>Payment to Statutory Auditors</u>		
(i) Statutory Audit Fees	68,440	63070
(ii) Tax Audit Fees	14,160	14160
Internal Audit Fees	34,000	36000
Secretarial Audit Fees	25,000	27000
Hiring of vehicle	258,000	299922
Entertainment	685	420
Board meeting expenses	4,872	2920
Bank Charges	519	2064
Electricity and water charges	67,398	64748
ROC Filing Fees	8,400	20400
Books & Periodicals	-	2016
GST late filing fees	600	-
Other Professional Fees	11,980	15600
Total	2,456,784	2,509,010

**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) PROPERTY, PLANT & EQUIPMENT

Property, Plant & Equipment 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 Property, Plant & Equipment costing Rs. 5000/- 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.

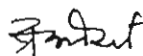
(P) CASH FLOW STATEMENT

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



Sudhir Kumar Sharma
Director
DIN 02879180

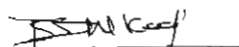


Ashutosh Vajpeyi
CFO



Krati Joshi
Company Secretary
ACS 40057

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: 30-07-2019

**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

Note 1. 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) D B Gupta, Chairman (from 03-07-2017 to 01-05-2018)
- (b) Mukesh Kumar Sharma, Chairman (From 01-05-2018 to 19-12-2018)
- (c) Niranjana Kumar Arya, Chairman (From 19-12-2018 to till date)
- (d) Manju Rajpal, Managing Director (From 08-05-2017 to till date)
- (e) Arvind Kumar Mishra, GM (finance) & Chief financial officer (from 06-11-2017 to 24-01-2019)

- (f) Ashutosh Vajpeyi, GM (Finance) & Chief Financial Officer (From 24-01-2019 to till date)
- (g) Deepali Shrivastava, Company Secretary (from 15-09-2016 to 14-02-2019)
- (h) Krati Joshi, Company Secretary (from 15-02-2019 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 D B Gupta (Chairman)	Rs. 1500/- (Previous Year – Rs. 13403/-)
Remuneration for Additional Charge to Shri Niranjana Kumar Arya (Chairman)	Nil
Remuneration for Additional Charge to Smt. Manju Rajpal (Managing Director)	Rs. 54920/- (Previous Year- Rs.16161/-)
Remuneration for Additional Charge to Shri Arvind Kumar Mishra (GM(F)/CFO)	Rs. 27551/- (Previous Year- Rs.13388/-)
Remuneration for Additional Charge to Shri Ashutosh Vajpeyi (GM(F)/CFO)	Nil
Ms. Deepali Shrivastava (CS)	Company Secretary appointed through a Company Secretary firm to whom Consultancy fees of Rs.336000/- was paid by the Company (Previous Year – Rs. 357283).
Ms. Krati Joshi (CS)	Company Secretary appointed through a Company Secretary firm to whom Consultancy fees of Rs.48000/- was paid by the Company (Previous Year –Nil).

Note 5. The Net Deferred Tax Asset of Rs. 66293/- (as on 31.3.2018 Rs 46507) 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 1.4.2018 (₹)	Charged/ (Credit) during the year (₹)	Deferred Tax Assets/ Liabilities as at 31.3.2019 (₹)
(i)	Deferred Tax Assets On account of impact of Depreciation	46507	19786	66293
	Deferred Tax Assets (Net) (i+ii)	46507	19786	66293

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		31.03.2019	31.03.2018
(i)	Profit/(loss) after tax	54,686,024	42,468,881
(ii)	Weighted Average Number of Equity Shares (Basic)	900000	900000
(iii)	Weighted Average Number of Equity Shares (Diluted)	900000	900000
(iv)	Basic EPS	(+)60.76	(+)47.19
(v)	Diluted EPS	(+)60.76	(+)47.19
(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.3547649/- during the financial year 2018-19 (Rs. 1265008/- in Financial year 2018-19, Rs. 1313549/- in Financial year 2017-18 and Rs. 714022/- in Financial year 2016-17 and Rs. 255070/- in the financial year 2015-16). Company will spend the same in future years.

Note 10. The company was showing the income received from the interest on deposit as 'Operating Income' since previous year, however during the

supplementary audit conducted by the C&AG last year, it was pointed that such income has to be disclosed as 'Other Income', in view of this the Company has shown the income received from the interest on Deposits as 'Other Income'.

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.

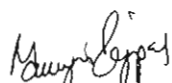
The assessment upto the AY 2015-16 has been completed by the Income Tax Department, the amount refunded along with the interest has been adjusted against the amount recoverable as shown in the Balance Sheet and the remaining amount has been treated as interest income. Further refund, if any, received from the department will be accounted for in the year of receipt.

Note 12. The Company has created a Reserve Fund in the terms of section 45 (IC) of the Reserve Bank of India Act, 1934. The Company has transferred 20% from the surplus amounting to Rs. 41,944,977/- as per the requirement of the RBI Act, 1934

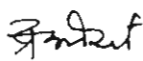
Note 13. Previous figures have been regrouped / reclassified, wherever necessary, to make them comparable to the current year's presentation.

Note 14. Figures have been rounded off to nearest Rupee.

For and on behalf of the Board of Directors



Manju Rajpal
Managing Director
DIN 07825977



Sudhir Kumar Sharma
Director
DIN 02879180

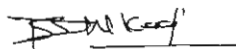


Ashutosh Vajpeyi
CFO



Krati Joshi
Company Secretary
ACS 40057

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: 30-07-2019



सत्यमेव जयते

संख्या/No. सी.ए.डबल्यू.1/वि-11014/वा.ले./आर.एस.पी.एफ.सी/2018-2019/के-721/D-1320

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: 20/09/2019

25/09/2019

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 31 मार्च 2019 को समाप्त वर्ष के लेखों पर भारत के नियंत्रक एवं महालेखापरीक्षक की टिप्पणियाँ।

महोदया,

मुझे इस पत्र के साथ कम्पनी अधिनियम की धारा 143 (6)(b) के अंतर्गत राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल सर्विसेस कॉरपोरेशन लिमिटेड, जयपुर के 31 मार्च 2019 को समाप्त वर्ष के वित्तीय विवरणों पर भारत के नियंत्रक महालेखापरीक्षक की टिप्पणियाँ वार्षिक आम सभा के समक्ष कम्पनी अधिनियम की धारा 143 (6) के अंतर्गत प्रस्तुत करने हेतु जारी करने का आदेश प्राप्त हुआ है।

उपरोक्त अवधि के वित्तीय विवरणों एवं लेखापरीक्षकों की रिपोर्ट की सात प्रतियाँ जैसी कि साधारण सभा में रखी जावें तथा स्वीकृत की जावें, कृपया इस कार्यालय को शीघ्र भिजवाने को श्रम करें।

संलग्न : उपरोक्तानुसार

भवदीय,

Dunkar
20/9/19

उपमहालेखाकार
(आर्थिक क्षेत्र लेखा परीक्षा-I)

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 2019.

The preparation of financial statements of Rajasthan State Power Finance and Financial Services Corporation Limited for the year ended 31st March 2019 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 30th July, 2019.

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 2019 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 a selective examination of some of the accounting records.

Based on my Supplementary audit, I would like to highlight the following significant matters under section 143(6)(b) of the act which have come to my attention and which in my view are necessary for enabling a better understanding of the financial statements and the related audit report:

A. Comments of Profitability
Statement of Profit and Loss
Expenses
Other Expenses (Note No. 14) ₹ 24.57 lakh

The above is understated by ₹ 60 lakh due to non-provision of liability towards contribution to State Renewal Fund for the period 2016-17 to 2018-19. This has also resulted in understatement of other Current Liabilities by ₹ 60 lakh. Consequently, Profit for the year is overstated by ₹ 60 lakh.

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



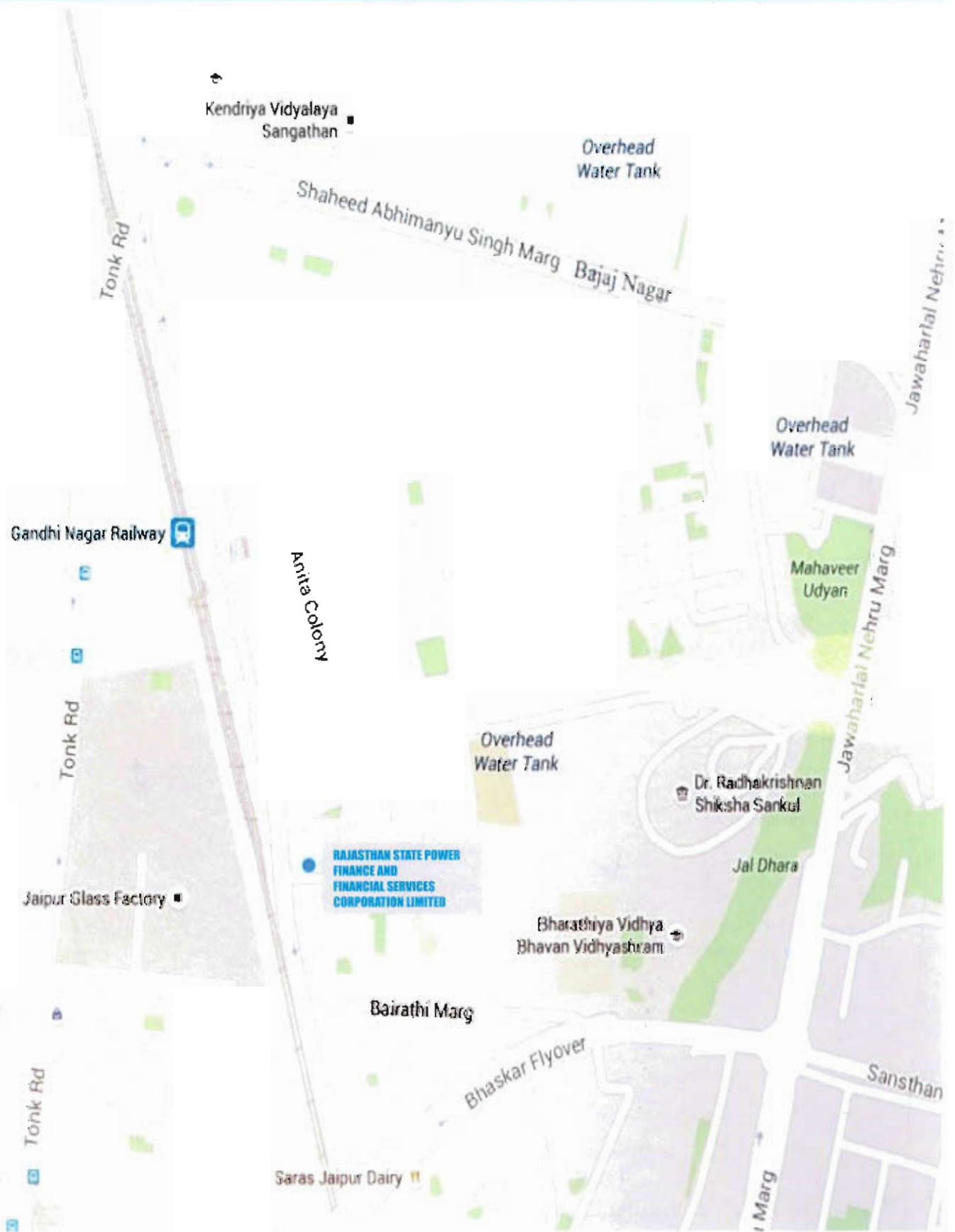
(Anadi Misra)
Accountant General
(Economic & Revenue Sector Audit)
Rajasthan, Jaipur

Place:- Jaipur
Date: 20.09.2019

Important Telephone Numbers

Name	Designation	Contact No.
Shri Niranjana Kumar Arya, IAS	Chairman	0141-2227664
Shri Hemant Kumar Gera, IAS	Managing Director	0141-2227934
Shri Ashutosh Vajpeyi	General Manager (Finance) cum Chief Financial Officer	0141-2227556
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. Krati Joshi	Company Secretary	97990-18659

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

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