

# 11<sup>th</sup> Annual Report 2022-23



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

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



**11<sup>th</sup> Annual Report  
2022-23**

**Save Power, Save Money**

# **Rajasthan State Power Finance and Financial Services Corporation Limited**

**(RSPF&FSCL)**

**CIN: U65923RJ2012SGC041087**

## **Board of Directors**

(as on 31.03.2023)

### **Chairman**

Sh. Akhil Arora

### **Managing Director**

Sh. Rohit Gupta

### **Directors**

Smt. Veenu Gupta

Sh. Ravi Kumar Surpur

Sh. Krishna Kant Pathak

Sh. Nakate Shivprasad Madan

Sh. Naresh Kumar Thakral

Sh. Shakti Singh Rathore

Sh. Vishwa Mohan Sharma

Sh. Pradeep Kumar Borar

Sh. L.D. Sharma

## **Registered and Administrative Office:**

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

**(RSPF&FSCL)**

**CIN: U65923RJ2012SGC041087**

**I<sup>st</sup> Floor, Rajasthan State Textbook Board, 2-2A, Jhalana Dungri, Jaipur-302004**

**Phone: +91-141-2708611**

**Email: [rspfcl@rajasthan.gov.in](mailto: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 Eleventh Annual General Meeting of the members of Rajasthan State Power Finance and Financial Services Corporation Limited is scheduled to be held Monday 20th November, 2023 at 12:30 pm at Chamber of ACS (Finance), GoR, Secretariat, Jaipur – 302 006 (Rajasthan) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year 2022-23 (Balance Sheet as on 31st March, 2023, and the Statement of Profit and Loss Account for the year ended on that date, Cash Flow Statement along with Notes on Accounts appended thereto) together with the Reports of Directors, Auditors thereon.
2. To confirm and approve the appointment and to fix remuneration of the Statutory Auditor of the Company for the Financial Year 2023-24.

By order of the Board of Directors



(Krati Joshi)

Company Secretary  
ACS 40057

Dated: 20.10.2023

Registered Office:

1<sup>st</sup> Floor, Rajasthan State Textbook Board,  
2-2A, Jhalana Dungri, Jaipur (Rajasthan)

### 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 11TH 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 11<sup>th</sup> 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, 2023 and the Reports of Independent Auditors.

## Financial Results

The financial results for the year are summarized below:

(₹ in Lakhs)

PARTICULARS	2022-23	2021-22
Income	5793.24	1561.11
Expenses	5647.93	1100.14
<b>Net profit/(loss) for the year before taxes &amp; provisions</b>	<b>145.30</b>	<b>460.96</b>
<b>Appropriation/adjustments</b>	<b>0.00</b>	<b>0.00</b>
Previous year's adjustment (net)	0.53	0.52
Profit/(loss) for the year before tax	144.77	460.44
Less: Provision for Taxation		
- Current Year	38.17	120.57
- Earlier Year	0.00	0.00
- Deferred tax	0.40	0.13
- MAT Credit entitlement	0.00	0.00
<b>Profit/(loss) after tax</b>	<b>107.01</b>	<b>340.00</b>

## Dividend

The Board of Directors has not recommended any dividend for the financial year ended on 31st March, 2023.

## Reserves

Under section 45-IC (1) of Reserve Bank of India ("RBI") Act, 1934, non-banking financial companies ("NBFCs") are required to transfer a sum not less than 20% of its net profit every year to reserve fund before declaration of any dividend. Accordingly, RSPF & FSCL (the "Company") has transferred an amount of ₹ 21.40 lakh to its reserve fund during the financial year ended on 31st March, 2023.

## Resources

The Company received share capital of ₹ 50.00 crore and ₹ 300.00 crore from Government of Rajasthan. The Company is providing loans and advances to PSUs and has earned interest income of ₹ 5411.00 Lakhs. The company during the year sanctioned loans to various PSUs which includes Term loan facility to Jodhpur Vidyut Vitran Nigam( Jd.VVNL) of ₹ 55.00 crore, Jaipur Vidyut Vitran Nigam Limited (JVVNL) ₹ 55.00 crore and Ajmer Vidyut Vitran Nigam Limited(AVVNL) of ₹ 60.00 crore. The Company also sanctioned some short term working capital loan to Rajasthan State Road Transport Corporation (RSRTC) of ₹ 40.00 crore, Rajasthan Rajya Vidyut Utpadan Nigam Limited(RVUN) of ₹ 30.00 crore. The company has taken a long term loan of ₹ 250.00 crore during the financial year.



## Net Worth

The Net Worth of the Company at the close of the current financial year (FY 2022-23) and the previous financial year (FY 2021-22) was ₹116.71 crores and ₹467.78 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

During the year under review, the Company renewed the short term working capital loan of ₹ 50.00 crore earlier granted to Rajasthan Financial Corporation (RFC), Rajasthan Rajya Vidyut Utpadan Nigam Limited(RVUN) of ₹ 30.00.00 crore and Rajasthan Rajya Vidyut Prasaran Nigam Limited(RVPN) of ₹ 25.00.00 crore.

In addition, the Company disbursed short term working capital loan of ₹ 40.00 crore to Rajasthan State Road Transport Corporation (RSRTC) and term loan facility to Jodhpur Vidyut Vitran Nigam( Jd.VVNL) of ₹ 55.00 crore, Jaipur Vidyut Vitran Nigam Limited (JVVNL) ₹ 55.00 crore and Ajmer Vidyut Vitran Nigam Limited(AVVNL) of ₹ 60.00 crore. The remaining balance fund is held in FDRs with scheduled Commercial Banks during the period.

## Share Capital and Buy Back

During this financial year, the Company received share capital of ₹ 50.00 crore and ₹ 300.00 crore from Government of Rajasthan till 31.03.2023.

## Directors

The Following changes have taken place in the Board of Directors of the Company since the date of last report till 31.03.2023:

S.No.	Name of Directors	Date of Appointment	Date of Cessation
1.	Sh. Akhil Arora	01.11.2020	Continuing
2.	Sh. Rohit Gupta	29.08.2022	Continuing
3.	Sh. Anand Kumar	03.07.2020	10.08.2022
4.	Sh. T. Ravikant	17.01.2022	18.04.2022
5.	Smt. Veenu Gupta	18.04.2022	Continuing
6.	Sh. Ravi Jain	08.04.2021	14.04.2022
7.	Sh. Ravi Kumar Surpur	14.04.2022	Continuing
8.	Sh. Shakti Singh Rathore	01.05.2021	Continuing
9.	Sh. Naresh Kumar Thakral	09.04.2021	Continuing
10.	Smt. Archana Singh	17.01.2022	06.07.2022
11.	Sh. Nakate Shivprasad Madan	06.07.2022	Continuing
12.	Sh. Suresh Chand Gupta	19.01.2022	01.08.2022
13.	Sh. Krishna Kant Pathak	01.08.2022	Continuing
14.	Sh. Sudhir Kumar Sharma	22.11.2021	29.08.2022
15.	Sh. Vishwa Mohan Sharma	10.08.2022	Continuing
16.	Sh. Pradeep Kumar Borar	10.06.2021	Continuing
17.	Sh. L.D. Sharma	14.06.2021	Continuing

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

S.No.	Name of Directors	Date of Cessation
1.	Sh. T. Ravikant	18.04.2022
2.	Sh. Ravi Jain	14.04.2022
3.	Smt. Archana Singh	06.07.2022
4.	Sh. Anand Kumar	10.08.2022
5.	Sh. Suresh Chand Gupta	01.08.2022
6.	Sh. Sudhir Kumar Sharma	29.08.2022

The Board places on record its sincere appreciation of the contribution made by the aforesaid outgoing Managing Director and other Directors during their tenure as members of the Board.

### Meetings of the Board of Directors

A total of 5 Board Meetings were held during the financial year 2022-23 on 29<sup>th</sup> April 2022, 12<sup>th</sup> August 2022, 16<sup>th</sup> December 2022 and 23<sup>rd</sup> December 2022 and 27<sup>th</sup> February 2023. The names of members of the Board and their attendance at the Board Meetings are as under:

S.No.	Name of Director	Attendance during the year 2022-23
1.	Sh. Akhil Arora	5/5
2.	Sh. Rohit Gupta	3/3
3.	Sh. Sudhir Kumar Sharma	2/2
4.	Sh. Anand Kumar	0/2
5.	Smt. Veenu Gupta	0/5
6.	Sh. Ravi Kumar Surpur	4/5
7.	Sh. Krishna Kant Pathak	2/4
8.	Smt. Archana Singh	0/1
9.	Sh. Nakate Shivprasad Madan	2/4
10.	Sh. Shakti Singh Rathore	5/5
11.	Sh. Naresh Kumar Thakral	4/5
12.	Sh. Suresh Chand Gupta	0/1
14.	Sh. Vishwa Mohan Sharma	3/3
15.	Sh. Pradeep Kumar Board	5/5
16.	Sh. L.D. Sharma	5/5

### **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. Secretary Finance (Revenue) Dept., GoR | Chairman, Committee |
| 2. Sh. Pradeep Kumar Borard IAS (Retd.)   | Member              |
| 3. Sh. L.D. Sharma( CA, LLB, DISA (ISA))  | Member              |

### **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. Secretary Finance (Revenue) Dept., GoR     | Chairman, Committee |
| 2. Secretary(Expenditure), Finance Dept., GoR | Member              |
| 3. Sh. Pradeep Kumar Borard IAS (Retd.)       | Member              |
| 4. Sh. L.D. Sharma( CA, LLB, DISA (ISA))      | Member              |

### **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. Managing Director, RSPF & FSCL                          | Chairman, Committee |
| 2. Managing Director, Rajasthan Financial Corporation(RFC) | Member              |
| 3. Secretary(Expenditure), Finance Dept., GoR              | Member              |
| 4. Sh. Pradeep Kumar Borad, IAS (Retd.)                    | Member              |
| 5. Sh. L.D. Sharma( CA, LLB, DISA (ISA))                   | Member              |

### **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. Managing Director, RSPF & FSCL                          | Chairman, Committee |
| 2. Managing Director, Rajasthan Financial Corporation(RFC) | Member              |
| 3. Secretary(Expenditure), Finance Dept., GoR              | Member              |

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



### Details of Key Managerial Personnel

In pursuance of the section 203 of the Companies Act, 2013, following were designated as KMP's of the Company as on 31<sup>st</sup> March, 2023:

S.No.	Name	Designation
1.	Sh. Rohit Gupta	Managing Director
2.	Sh. Pawan Jaiman	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. Sudhir Kumar Sharma	Managing Director
2.	Sh. Manish Shukla	Chief Financial Officer

### Declaration by Independent Director

The Department of Finance (W&M), GoR vide their Order No. F.5 (7) Vima/2001/Pt.II/RSPF & FSCL dated 04.05.2021 has appointed following two independent directors in RSPF & FSCL during the Financial Year 2022-23

S.No.	Name	Post held in Corporation
1.	Sh. Pradeep Kumar Borad (Retd.IAS)	Independent Director
2.	Sh. L.D. Sharma (CA,LLB, DISA (ISA))	Independent Director

The Company has received declarations under Section 149(7) of the Act, from all the Independent Directors of the Company confirming that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act 2013.

### 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.

### Disclosure under the sexual harassment of women at workplace(Prevention, Prohibition and Redressal Act,2013)

During the financial year, no complaint were received under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013).

## **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 contravention 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.

## **Whistle Blower Policy/Vigil Mechanism**

The Company has a Whistle Blower Policy encompassing vigil mechanism pursuant to the requirements of section 177(9) of the Act and the whistle blower framework has been introduced with an aim to provide employees, directors and value chain partners with a safe and confidential channel to share their inputs about such aspects which are adversely impacting their work environment. The policy/vigil mechanism enables directors, employees and value chain partners to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and leak or suspected leak of unpublished price sensitive information. The Whistle Blower Policy is uploaded on the website of the Company i.e. [rspfcl@rajasthan.gov.in](mailto:rspfcl@rajasthan.gov.in).

## **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 D. P. Khandelwal & Co., Chartered Accountants, Jaipur as Auditors for auditing the accounts of the Company for the financial year ending on 31<sup>st</sup> March, 2023.

### **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 Deepak Aswani & Associates, Practicing Company Secretaries, Jaipur, were appointed to conduct Secretarial Audit for the financial year ending on 31<sup>st</sup> March, 2023.

The Secretarial Audit Report for the financial year ended on 31<sup>st</sup> March, 2023 is annexed as **Addendum-2** to this Board Report.

## **Particulars of Contracts or Arrangements with Related Parties**

Information pertaining to the disclosure of particulars of contracts/arrangements/transactions entered into by the Company with related parties referred to in sub-section(1) of section 188 of the Companies Act, 2013 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, 2023 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 safeguarding 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;
5. The Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company.
6. Proper systems to ensure compliance with the provisions of all applicable laws and that such system 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. Details relating to deposits covered under chapter V of the Companies Act;
2. Issue of Equity Shares with differential rights as to dividend, voting rights or otherwise;
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
4. 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;
5. There is no change in the nature of business of the Company;
6. There have been no material changes and commitments affecting the financial position of the Company; and
7. 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



**Rohit Gupta**

**Managing Director**

**DIN: 07677896**



**Naresh Kumar Thakral**

**Director**

**DIN: 08621460**

**Date: 01.08.2023**

**Place: Jaipur**



## THE ANNUAL REPORT ON CSR ACTIVITIES

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.	<p><b>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:</b></p> <p>SPF&amp;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.</p> <p>In alignment with the vision of the Company, RSPF&amp;FSCL through its CSR initiatives and will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct &amp; 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.</p> <p>The CSR Policy consist the following activities for the CSR projects or programs to be undertaken:</p> <ol style="list-style-type: none"> <li>(1) Activities as listed in schedule VII of the Companies Act 2013:</li> <li>(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;</li> <li>(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;</li> <li>(iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;</li> <li>(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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;</li> <li>(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;</li> <li>(vi) measures for the benefit of armed forces veterans, war widows and their dependents;</li> <li>(vii) training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports;</li> <li>(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;</li> <li>(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.;</li> <li>(x) Rural development projects; and</li> <li>(xi) Slum area development.</li> </ol> <p><i>(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)</i></p>
(2)	<p>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</p>

<p>/ Fund / Programme taken up by any Govt. Deptt. for the activities of schedule VII of the Companies Act, 2013).</p> <p>In accordance with requirements of the Companies Act, 2013, the Company has constituted a CSR Committee, the committee has recommended the CSR Policy to the Board and the approved policy is uploaded on the Company’s website.</p> <p>The CSR Policy may be assessed on the Company’s website as stated below:</p>																																		
<table><tr><th>S. No.</th><th>Name of Director</th><th>Designation/ Nature of Directorship</th><th>Number of meetings of CSR Committee held during the year</th><th>Number of meetings of CSR Committee attended during the year</th></tr><tr><td>1.</td><td>Sh. Rohit Gupta</td><td>Managing Director</td><td>1</td><td>1</td></tr><tr><td>2.</td><td>Sh. Shakti Singh Rathore</td><td>Director</td><td>1</td><td>0</td></tr><tr><td>3.</td><td>Sh. Naresh Kumar Thakral</td><td>Director</td><td>1</td><td>1</td></tr><tr><td>4.</td><td>Sh. Pradeep Kumar Borar</td><td>Independent Director</td><td>1</td><td>1</td></tr><tr><td>5.</td><td>Sh. L.D. Sharma</td><td>Independent Director</td><td>1</td><td>0</td></tr></table>					S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year	1.	Sh. Rohit Gupta	Managing Director	1	1	2.	Sh. Shakti Singh Rathore	Director	1	0	3.	Sh. Naresh Kumar Thakral	Director	1	1	4.	Sh. Pradeep Kumar Borar	Independent Director	1	1	5.	Sh. L.D. Sharma	Independent Director	1	0
S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year																														
1.	Sh. Rohit Gupta	Managing Director	1	1																														
2.	Sh. Shakti Singh Rathore	Director	1	0																														
3.	Sh. Naresh Kumar Thakral	Director	1	1																														
4.	Sh. Pradeep Kumar Borar	Independent Director	1	1																														
5.	Sh. L.D. Sharma	Independent Director	1	0																														
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.		https://rspfcl.rajasthan.gov.in/																															
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable(attach the report).		Not Applicable																															
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any																																	
	S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set- off for the financial year, if any (in Rs)																														
	1.	-----Not Applicable-----																																
	TOTAL																																	
6.	Average net profit of the company as per section 135(5).		₹79053382/-																															
7.	(a) Two percent of average net profit of the company as per section 135(5)		₹527022/-																															
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.		--																															
	(c) Amount required to be set off for the financial year,		--																															
	(d) Total CSR obligation for the financial year (7a+7b- 7c).		₹527022/-																															

8. (a) CSR amount spent or unspent for the financial year:												
Total Amount Spent for the Financial Year. (in Rs.)				Amount Unspent (in Rs.)								
				Total Amount transferred to Unspent CSR Account as per section 135(6).			Amount transferred to any fund Aspecified under Schedule VII as per second proviso to section 135(5).					
				Amount.	Date of transfer.		Name of the Fund	Amount.	Date of transfer			
-				Nil		NA		Nil	NA	NA		
(b) Details of CSR amount spent against ongoing projects for the financial year:												
(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
S.No	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes /No)	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (inRs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
	NIL											
	TOTAL											



**( c ) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S.No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR Registration Number.
1.	Rajasthan Netraheen Kalyan Sangh	1 (ii)	Yes	Rajasthan	Jaipur,	527022/-	Yes		
	<b>TOTAL</b>								

**(d) Amount Spent in Administrative Overheads: -**

**(e) Amount Spent on impact assessment, if applicable: NA**

**(f) Total amount spent for the financial year (8(b)+ 8(c) +8 (d) + 8 (e)): 527022/-**

**(g) Excess amount for set off, if any**

S.No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	-----Nil-----
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	

**9. (a) Details of unspent CSR amount for the preceding three financial years:**

S.No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6)(in Rs.)	Amount spent in the reporting Financial Year(in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
1.		Nil	Nil	Nil			Nil
2.							
3.							
	<b>TOTAL</b>						

**(b)Details of the CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S.No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project Completed /Ongoing.
1	-----Not Applicable-----							
	<b>TOTAL</b>							

10.	<p><b>In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).</b></p> <p>(a) Date of creation or acquisition of capital asset(s).</p> <p>(b) Amount of CSR spent for creation or acquisition of capital asset.</p> <p>(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. year,</p> <p>(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).</p>	<p>-----Not Applicable-----</p>
11.	<p><b>Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).</b></p>	<p>Not Applicable</p>

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



**Rohit Gupta**  
**Managing Director**  
**DIN: 07677896**



**Naresh Kumar Thakral**  
**Director**  
**DIN: 08621460**

**Date: 01.08.2023**  
**Place: Jaipur**



# DEEPAK ASWANI & ASSOCIATES

## (COMPANY SECRETARIES)

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**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31st March, 2023

[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]

**To,**  
**The Members,**  
**RAJASTHAN STATE POWER FINANCE AND**  
**FINANCIAL SERVICES CORPORATION LIMITED**  
**(CIN: U65923RJ2012SGC041087)**  
**1st FLOOR, 2/2A, JHALANA DUNGRI, JAIPUR 302004**

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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 ('Audit Period') 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 financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;(Not Applicable to the company as the company is unlisted public state government company, in which 100% shares are held by the Rajasthan State Government and there is no public shareholder )
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;(Not Applicable to the company 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 to the **Company as the company has not entered into such transaction during the period under review**)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-**NOTAPPLICABLE**
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;**NOTAPPLICABLE**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **NOTAPPLICABLE**
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **NOTAPPLICABLE**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **NOTAPPLICABLE**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **NOTAPPLICABLE**
  - (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; **NOTAPPLICABLE**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **NOTAPPLICABLE**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **NOTAPPLICABLE**
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and **NOTAPPLICABLE**
  - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **NOTAPPLICABLE**
- (vi) Specific laws/regulations/guidelines applicable to the company as mentioned hereunder:
- i. The guideline issued by the Reserve Bank of India (RBI) in respect of Non-Banking Financial Company (NBFC)
  - ii. Prevention of Money laundering Act, 2000 (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 Exchanges. – This clause is not applicable to the company 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, etc. as mentioned above subject to following observation:-

1. The Board of Company is duly constituted as per the provisions of the section 149 of the Companies Act, 2013.
2. The Audit Committee, Nomination and Remuneration Committee and the CSR Committee are properly constituted according to the provisions of the Section 177, 178 and 135 of Companies Act, 2013 respectively and rules made thereunder.
3. The Company had hold proper Board meeting in terms of section 173 of Companies Act, 2013 and rules made thereunder.
4. The Company had spent the amount on CSR activities till effective date in accordance of Section 135(5) of Companies Act, 2013.
5. The Company has entered into an agreement with a practicing company secretary firm to appoint/hire a Whole Time Company Secretary for the Company. However, as per the provisions of the companies



act, 2013, “every whole-time key managerial personnel (i.e. whole time Company Secretary) of a company shall be appointed by means of a resolution of the board containing the terms and conditions of the appointment including the remuneration.

As per the terms of agreement entered between the Company and the Practicing Company Secretary Firm; the company is delegating the powers of appointment to the Practicing Company Secretary firm. As per our interpretation of law, the Whole Time Company Secretary shall be appointed by the Company directly in its Board not through by delegation of its power to another person. Here the company is delegating its power to a practicing company secretary firm.

6. The company has followed properly the 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
- A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the board and committee were carried with the 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, regulation and guidelines.

**We further report that** during the Audit Report there were no specific events / actions having a major bearing on the Company's affairs.

**For Deepak Aswani & Associates  
(Practicing Company Secretaries)**



**Deepak Aswani  
(Proprietor)**

**M No - A48024**

**C P No. : 17650**

**UDIN: A048024E000509531**

**Place: Jaipur**

**Date: 27.06.2023**

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



# DEEPAK ASWANI & ASSOCIATES

## (COMPANY SECRETARIES)

### 'ANNEXURE - A'

To,

The Members,

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

**(CIN: U65923RJ2012SGC041087)**

**1st FLOOR, 2/2A, JHALANA DUNGRI, JAIPUR 302004**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Deepak Aswani & Associates  
(Practicing Company Secretaries)**

**Deepak Aswani  
(Proprietor)**

**M No - A48024**

**C P No. : 17650**

**UDIN: A048024E000509531**

**Place: Jaipur**

**Date: 27.06.2023**

**REPLIES TO THE OBSERVATIONS OF SECRETARIALAUDIT REPORT FOR THE F.Y. 2022-23;**

Points	Observation	Compliance
1.	<p>The Company has entered into an agreement with a practicing company secretary firm to appoint/hire a Whole Time Company Secretary for the Company. However, as per the provisions of the companies act, 2013, “every whole-time key managerial personnel (i.e. whole time Company Secretary) of a company shall be appointed by means of a resolution of the board containing the terms and conditions of the appointment including the remuneration.</p> <p>As per the terms of agreement entered between the Company and the Practicing Company Secretary Firm; the company is delegating the powers of appointment to the Practicing Company Secretary firm.</p> <p>As per our interpretation of law, the Whole Time Company Secretary shall be appointed by the Company directly in its Board not through by delegation of its power to another person. Here the company is delegating its power to a practicing company secretary firm.</p>	<p>The Company has appointed Company Secretary on Whole time basis. The Board has been apprised about her appointment, remuneration paid and terms &amp; conditions of the appointment in its Meeting. The Company has appointed the Company secretary as per requirement of the company and has fulfilled all the formalities as per the act (filling of e-form DIR-12 and e-form MGT-14) regarding the appointment and has not delegated the power to the Practicing Company Secretary Firm.</p>

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



**Rohit Gupta**  
**Managing Director**  
**DIN: 07677896**



**Naresh Kumar Thakral**  
**Director**  
**DIN: 08621460**

**Date: 01.08.2023**

**Place: Jaipur**

**Addendum-4****FORM No. AOC-2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil
2. Details of contracts or arrangements or transactions at Arm's length basis:

	Particulars	Details
1.	Name(s) of the related party & nature of relationship	Rajasthan Financial Corporation.  As the Chairman of this company and RFC is same and further, the Managing Director is also the director of this Company ( <i>ex officio</i> )
2.	Nature of contracts/arrangements/transaction	Short Term Working Capital Loan.
3.	Duration of the contracts/arrangements/transaction	As per Agreement
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Loan Value- ₹50.00 Crore @ 7.50%. Interest Payable at quarterly rests.
5.	Date of approval by the Board	In the Normal Course of Business
6.	Amount paid as advances, if any	Nil

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



**Rohit Gupta**  
**Managing Director**  
**DIN: 07677896**



**Naresh Kumar Thakral**  
**Director**  
**DIN: 08621460**

**Date: 01.08.2023**

**Place: Jaipur**



## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**

**Rajasthan State Power Finance & Financial Services Corporation Limited**

**Report on 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 2023**, 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31st March, 2023**, its profit/loss and its cash flows for the year ended on that date,

- a. In the case of the balance sheet, of the state of affairs of the company as at **March 31, 2023**
- b. In the case of the Profit and Loss Account, of the profit for the period ended on that date and
- c. In the case of cash flow statement, for the cash flows for the year ended on that date
- d. And the changes in equity for the year ended on that date

### **Basis for Opinion**

We conducted our audit in accordance with the Accounting Standards (AS) 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 thereunder, 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.

### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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 during the course of our 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 (AS) 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, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those 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. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report 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 (AS) 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 the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - 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 sub section (2) 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.
    - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the

understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend has been declared or paid during the year by the company.

**For D.P Khandelwal & Company**  
**Chartered Accountants**  
**(FRN: 000155C)**

**Date: 01/08/2023**  
**Place: Jaipur**  
**UDIN: 23078560BGXGRJ7056**



**Deshnidhi Gupta**  
**(Partner)**  
**M.N.078560**

## Annexure ‘A’

### The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;  
(B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals, as informed to us no material discrepancies were noticed on such verification;
- (c) The titled deed so fall the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, except the following:-

Description of Property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
NIL					

- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii) (a) As informed to us the company is not engaged in purchase/sale of goods and is not maintaining inventories, hence this clause is not applicable to the company
- (b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. The quarterly returns or statements filed by the company with such banks or financial institutions are not in agreement with the books of account of the Company in respect of following: NA
- (c) NA
- (iii) (a) According to the information and explanation given to us the company has granted loans and advances in the nature of loans, secured or unsecured to companies as mentioned in note number 3. Since the company is a non-Banking financial Company (NBFC), the loan was granted in ordinary course of business of the company.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;
- (c) There is a stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
- (d) Since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.
- (e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties except following:

Name of Party	Amount renewed or extended	% of total loan	Remark, if any
	Nil		

- (f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. As the company is a government company & the loan is granted in the ordinary course of business, this point is not applicable. Except loan granted to Rajasthan Financial corporation, the details of which is mentioned in note number 5 of other notes to accounts.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 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 is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following : (if applicable) :

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Forum where Dispute is pending	Remarks, if Any
			Nil		

- (viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Except following lenders \_\_\_\_ (not applicable).

Nature of borrowing, including debt securities	Name of lender*	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
	Nil				



- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained, except for:

<b>Nature of the fund raised</b>	<b>Name of the lender</b>	<b>Amount diverted (Rs.)</b>	<b>Purpose for which amount was sanctioned</b>	<b>Purpose for which amount was utilized</b>	<b>Remarks</b>
			Nil		


- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv)(a) In our opinion and based on our examination, the company has an internal audit system and audit report dated 20/06/2023 was considered by us while issuing statutory audit report.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi)(a) According to the information and explanations given to us, the company is already registered with Reserve Bank of India vide registration number B-10.00226'NBFC-ND dated 24/07/2013 which was further renewed on 24/11/2016, hence the compliances of section 45-IA of the Reserve Bank of India

Act 1934 has already been met.

- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
  - (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
  - (d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date
- (xx) Based on our examination, the provision of section 135 are applicable on the company which is specifically explained in note number 10 of Part C of Financial Statements.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For D.P Khandelwal & Company**  
**Chartered Accountants**  
**(FRN: 000155C)**

**Date: 01/08/2023**  
**Place: Jaipur**  
**UDIN: 23078560BGXGRJ7506**



**Deshnidhi Gupta**  
**(Partner)**  
**MRN: 078560**

## **Annexure ‘B’**

### ***Report on Internal Financial Controls with reference to financial statements***

#### **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 & Financial Services Corporation Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **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 March 31, 2023, 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.

#### **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.

The company has adopted 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 Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that


1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

**For D.P Khandelwal & Company**  
**Chartered Accountants**  
**(FRN: 000155C)**

**Date: 01/08/2023**  
**Place: Jaipur**  
**UDIN: 23078560BGXGRJ7056**

  
**Deshnidhi Gupta**  
**(Partner)**  
**MRN: 078560**

### **“Annexure ” to the Independent Auditor’s Report**

(Referred to our report of even date to the member of Rajasthan State Power Finance & Financial Services Corporation Limited on the accounts for the year ended 31st March 2023 as per Directions indicating the area to be examined by the Statutory Auditors issued by the Comptroller and 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)**

<b>S.No.</b>	<b>Observations</b>	<b>Reply</b>
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 2022-23 on the Tally accounting software as being used by the company. (Reported on the basis of Combination of test procedures adopted by us.)
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. Whether such cases are properly accounted for? (In case lender is a government company then this direction is also applicable for statutory auditor of lender company)	As informed by the Company, 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 schemes from central/ state agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	As informed by the Company, no funds were received by company for any Specific Scheme from Central/ State Agencies.

#### **B Company/ Sector Specific Directions (sub- Directions) (Annexure B)**


<b>S.No.</b>	<b>Observations</b>	<b>Reply</b>
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, it has generally complied with the Directions issued by Reserve Bank of India as applicable to it relating to NBFC.



	Filing of NBFC's Return	During the course of Audit, it was informed to us that the company is regular in the filing of all the requisite returns with the RBI
	Classification of Non Performing assets	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 NBFCs	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.
2.	Comment on confirmation of balances of trade receivables, trade payables, term 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 31.03.2023.
3.	Whether the Bank guarantees have been revalidated in time.	As informed, the Company has not taken any Bank guarantees during the year. Therefore, not applicable to company.

**For D.P Khandelwal & Company**  
**Chartered Accountants**  
**(FRN: 000155C)**

**Date: 01/08/2023**  
**Place: Jaipur**  
**UDIN: 23078560BGXGRJ7056**

  
**Deshnidhi Gupta**  
**(Partner)**  
**MRN: 078560**

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

**BALANCE SHEET**  
as at 31st March, 2023 (₹ in Lacs) (₹ in Lacs)

Particulars	Note Part A	As at 31.03.2023	As at 31.03.2022
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	44000.00	9000.00
(b) Reserves and Surplus	2	2778.76	2671.74
<b>(2) Share application money pending allotment</b>		-	5000.00
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	75000.00	50000.00
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions			
<b>(4) Current Liabilities</b>			
(a) Trade Payable	4	-	-
(b) Other current liabilities	5	400.39	353.48
(c) Short-term provisions	6	332.00	132.39
<b>Total</b>		<b>122511.14</b>	<b>67157.62</b>
<b>II.ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment and Intangible assets	7		
(i) Property, plant and equipment		6.06	8.23
(ii) Intangible assets		.03	.03
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Long term loans and advances	8	75000.00	40000.00
(d) Deferred tax assets (net)		1.17	.79
(e) Other Non Current Assets			

<b>(2) Current assets</b>			
(a) Inventories		-	-
(b) Trade receivables		-	-
(c) Cash and cash equivalents	9	34917.28	5707.83
(d) Short-term loans and advances	10	8113.89	10583.22
(c) Other current assets	11	4472.71	10857.53
<b>Total</b>		<b>122511.14</b>	<b>67157.62</b>

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



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460



**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

Signed in terms of our Report of even date attached

For D.P. Khandelwal & Co.

Chartered Accountants

FRN:000155C



**(Deshnidhi Gupta)**

Partner

M.No. 078560

Place: JAIPUR

Date: 01.08.2023

UDIN: 23078560BGXGRJ7056

**RAJASTHAN STATE POWER FINANCE & FINANCIAL SERVICES CORPORATION LIMITED****(Formerly known as Rajasthan State Power Finance Corporation Limited)****CIN: U65923RJ2012SGC041087****STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31st March, 2023****(₹ in Lacs)**

<b>Particulars</b>	<b>Note Part A</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>
I. Revenue from operations	12	5792.27	1561.00
II. Other Income	13	.96	.10
<b>III. Total Income (I +II)</b>		<b>5793.24</b>	<b>1561.11</b>
IV. Expenses:			
Employee benefits expense	14	97.02	76.21
Depreciation		3.26	1.77
Other administrative expenses	15	124.02	67.27
Financial Charges	16	5217.88	836.15
<b>Total Expenses</b>		<b>5442.17</b>	<b>981.39</b>
Provisions against Advances		205.75	118.75
Prior Period Adjustments:		.54	.52
V. Profit/ Loss before exceptional and extraor dinary items and tax (III - IV)		144.78	460.44
VI. Exceptional Items			
VII. Profit/Loss before extraordinary items and tax (V - VI)		144.78	460.44
VIII. Extraordinary Items			
IX. Profit/Loss before tax (VII - VIII)		144.78	460.44
X. Tax expense:			
(1) Current tax		38.15	120.57
(2) Deferred tax Liability(+)/ Asset(-)		-.39	-.13
XI. Profit/Loss from the perid from continuing operations (IX-X)		107.01	340.00
XII. Profit/(Loss) from discontinuing operations			
XIII. Tax expense of discounting operations			

XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			
XV. Profit/(Loss) for the period (XI + XIV)		107.01	340.00
XVI. Earning per equity share:			
(1) Basic		2.43	37.78
(2) Diluted		2.43	37.78

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



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460



**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

Signed in terms of our Report of even date attached

For D.P. Khandelwal & Co.

Chartered Accountants

FRN:000155C



**(Deshmidhi Gupta)**

Partner

M.No. 078560

Place: JAIPUR

Date: 01.08.2023

UDIN: 23078560BGXGRJ7056

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

**Cash Flow Statement**

(₹ in Lacs)

Particulars		For the year ending 31.03.2023		For the year ending 31.03.2022	
			Amount (in ₹)		Amount (in ₹)
<b>A</b>	<b>Cash Flow from Operating Activities</b>				
	Net Profit/Net Loss after taxes and Extra- ordinary items	107.01		340.00	
	<b>Adjustments for:</b>				
	Depreciation	3.26		1.77	
	Taxes	38.15		120.57	
	Deffered Tax Asset(-)/Liabilities(+)	-.39		-.13	
	Operating profit before Working Capital Changes	148.03		462.21	
	Increase/Decrease in Current Assets (-/+)	8854.14		-17549.21	
	Increase/ Decrease in Current Liabilities (+/-)	246.51		464.77	
	Increase / Decrease in Other Non Current Assets (-/+)	0.00		.00	
	Increase in Term Loan	-35000.00		-40000.00	
	<b>Net cash from operating activities</b>		<b>-25751.31</b>		<b>-56622.24</b>
	Tax Paid		38.15		120.57
<b>B</b>	<b>Cash Flow from Investing Activities</b>				
	Acquisition of Tangible Assets	-1.09		-8.12	
	Net cash flow from Investing Activities		-1.09		-8.12
<b>C</b>	<b>Cash Flows from Financing Activities</b>				
	Net increase in borrowings	25000.00		50000.00	



	Amount received from issue of Share Capital	30000.00		5000.00	
	<b>Net cash flow from Financing Activities</b>		55000.00		55000.00
<b>D</b>	<b>Net Increase &amp; Decrease in Cash &amp; Cash Equivalants(A+B+C)</b>		<b>29209.45</b>		<b>-1750.92</b>
<b>E</b>	<b>Opening Cash &amp; Cash Equivalants</b>		<b>5707.83</b>		<b>7458.75</b>
<b>F</b>	<b>Cash and Cash Equivalants at the end of year</b>		<b>34917.28</b>		<b>5707.83</b>
	Balance With Scheduled Banks & PD A/c	34917.28		5707.83	
	Deposits with Scheduled Banks	0.00		0.00	
	<b>Total cash and cash equivalents</b>		<b>34917.28</b>		<b>5707.83</b>

For and on behalf of the Board of Directors



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460



**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

Signed in terms of our Report of even date attached  
For D.P. Khandelwal & Co.  
Chartered Accountants  
FRN:000155C



**(Deshnidhi Gupta)**  
Partner  
M.No. 078560  
Place: JAIPUR  
Date: 01.08.2023  
UDIN: 23078560BGXGRJ7056

**Note 1****Share Capital****(₹ in Lacs)**

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
<b><u>Authorised</u></b>				
10000000 Equity Shares of Rs.1000 each	100.00	100000.00	25.00	25000.00
<b><u>Issued</u></b>				
4400000 Equity Shares of Rs.1000 each	44.00	44000.00	9.00	9000.00
<b><u>Subscribed &amp; Paid up</u></b>				
4400000 Equity Shares of Rs.1000 each	44.00	44000.00	9.00	9000.00
<b>Total</b>		<b>44000.00</b>		<b>9000.00</b>

**Disclosure pursuant to Note No. 6 (A)(d) of Part I of Schedule III to the Companies Act, 2013****(₹ in Lacs)**

Particulars	Equity Shares		Preference Shares	
	Number (Lacs)	Amount	Number	Amount
Shares outstanding at the beginning of the year	9.00	9000.00	.00	.00
Shares Issued during the year	35.00	35000.00	.00	.00
Shares bought back during the year	.00		.00	.00
Shares outstanding at the end of the year	44.00	44000.00	.00	.00

Shares hold by promoters at the end of the year 31st March 2023			% Change during the Year***
Promoter Name	No. of Shares** (Lacs)	% of total Shares**	
Principal Secretary, Finance on behalf of H.E. The Governer of Rajasthan	44.00	99.99%	0
<b>Total</b>			

Shares hold by promoters at the end of the year 31st March 2022			% Change during the Year***
Promoter Name	No. of Shares** (Lacs)	% of total Shares**	
Principal Secretary, Finance on behalf of H.E. The Governer of Rajasthan	9.00	99.99%	0
<b>Total</b>			

**Note 2****Reserves & Surplus****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
<b>a. Surplus</b>		
Opening balance	2137.40	1865.39
(+) Net Profit/(Net Loss) For the current year	107.01	340.00
(-) Transfer to Reserve Fund in terms of		
Section 45(IC) of the RBI Act, 1934	21.40	68.00
<b>Closing Balance</b>	<b>2223.01</b>	<b>2137.40</b>
<b>b. Reserve Fund in terms of</b>		
<b>Section 45(IC) of the RBI Act, 1934</b>		
Opening Balance	534.35	466.35
(+) Current Year Transfer	21.40	68.00
(-) Written Back in Current Year		
Closing Balance	555.75	534.35
<b>Total</b>	<b>2778.76</b>	<b>2671.74</b>

**Note 3****Long Term Borrowings****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
(a) Secured Borrowings		
Loan from Bank of Maharashtra	50000.00	50000.00
Loan from AU Bank (secured against hypothecation of receivables)	25000.00	
(b) Unsecured Borrowings		
<b>Total</b>	<b>75000.00</b>	<b>50000.00</b>

**Note 4****Trade Payables****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
Total outstanding due of micro enterprises and small enterprises	-	-
Total outstanding due of creditors other than micro enterprises and small enterprises	-	-
<b>Total</b>		

**Note 5****Other Current Liabilities****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
(I) M. S. M. E. Creditors		
(a) Creditors for expenses	1.94	1.22
(b) Payables to consultants		
(II) Other Creditors for Expenses	1.44	1.87
(III) Statutory dues payables	20.40	5.03
(IV) Payables to Consultants	1.25	2.07
(V) Payables for Salary & Reimbursements	5.76	4.61
(VI) Payables for Audit Fees		
(VII) Payables for		
Internal Audit Fees	.32	.29
Secretarial Audit Fees	.29	.25
(VIII) Earnest Money	.28	.28
(IX) Security Deposits	1.00	.86
(X) Misc Deposits	0.00	0.00
(XI) Interest due on Long term Loans	180.21	236.30
(XII) Payable Financial Charges	187.50	100.70
<b>Total</b>	<b>400.39</b>	<b>353.48</b>

**Note 6****Short Term Provisions****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
Provision against Standard Advances	332.00	126.25
Provision for CSR Expenses	0.00	6.14
Provision for Income Tax	38.15	120.57
Less: Advance tax and TDS as per Contra	38.15	120.57
<b>Total</b>	<b>332.00</b>	<b>132.39</b>

**Note 7**
**Property, Plant & Equipment**

(₹ in Lacs)

Fixed Assets	Gross Block			Depreciation			Net Block	
	Balance as at 1 <sup>st</sup> April 2022	Additions / (Disposals)	Balance as at 31 <sup>st</sup> March 2023	Balance as at 1 <sup>st</sup> April 2022	Depreciation charge for the year	Balance as at 31 <sup>st</sup> March 2023	Balance as at 1 <sup>st</sup> April 2022	Balance as at 31 <sup>st</sup> March 2023
<b>Tangible Assets (A)</b>								
Furniture and Fixtures	8.14	.01	8.15	4.23	1.02	5.25	3.91	2.90
Office equipment	7.77	1.08	8.85	3.96	2.07	6.04	3.81	2.81
Office equipment (Computers & Printers)	5.54		5.54	5.03	.17	5.20	.51	.35
<b>Total (A)</b>	<b>21.45</b>	<b>1.09</b>	<b>22.54</b>	<b>13.23</b>	<b>3.26</b>	<b>16.48</b>	<b>8.23</b>	<b>6.06</b>
<b>Intangible Assets (B)</b>								
Tally Software	.53	0.00	.53	.50	0.00	.50	.03	.03
<b>Total (B)</b>	<b>.53</b>	<b>.00</b>	<b>.53</b>	<b>.50</b>	<b>.00</b>	<b>.50</b>	<b>.03</b>	<b>.03</b>
<b>Total (A+B)</b>	<b>21.98</b>	<b>1.09</b>	<b>23.07</b>	<b>13.73</b>	<b>3.26</b>	<b>16.98</b>	<b>8.25</b>	<b>6.08</b>

**Note 8**
**Long Term Loans and Advances**

(₹ in Lacs)

Particulars	As On 31.03.2023	As on 31.03.2022
<b>Recievable under financing activities</b>		
(a) Secured and Considered Good	21000.00	0.00
(b) Unsecured and Considered Good	54000.00	40000.00
Term Loan		
<b>Total</b>	<b>75000.00</b>	<b>40000.00</b>

**Note 9**
**Cash and cash equivalents**

(₹ in Lacs)

Particulars	As On 31.03.2023	As on 31.03.2022
<b>1. Cash and cash equivalents</b>		
Cash in Hand	0.00	0.00
Balance with Banks		
<b>Sub total (A)</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Bank balances- current accounts</b>		
In PD Account	34670.64	5118.37
In Current Accounts	246.64	589.45
In Deposits (less than 3 months maturity)	0.00	-
<b>Sub total (B)</b>	<b>34917.28</b>	<b>5707.83</b>
<b>Total(A+B)</b>	<b>34917.28</b>	<b>5707.83</b>

**Note 10****Short Term Loans and Advances****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
<b>Recievable under financing activities</b>		
(a) Secured and Considered Good		
Working Capital Loan	8000.00	10500.00
(b) Unsecured and Considered Good		0.00
<b>Other short term loans</b>		
Interest accrued on loan portfolio	113.89	83.22
<b>Total</b>	<b>8113.89</b>	<b>10583.22</b>

**Note 11****Other Current Assets****(₹ in Lacs)**

<b>Particulars</b>	<b>As On 31.03.2023</b>	<b>As on 31.03.2022</b>
Other Deposits in Bank	3789.05	10680.00
Interest accrued on bank deposits	30.32	27.93
Other Recoverable	6.20	
Prepaid Interest	4.39	
Income Tax Refundable (previous years)	143.34	53.26
Income Tax Refundable (Net off provision for FY 2022-23)	499.42	96.34
<b>Total</b>	<b>4472.71</b>	<b>10857.53</b>

**Note 12****Revenue From Operations****(₹ in Lacs)**

<b>Particulars</b>	<b>As on 31.03.2023</b>	<b>As on 31.03.2022</b>
Interest on Deposits	381.26	171.24
Interest on Advances	5411.01	1389.76
<b>Total</b>	<b>5792.27</b>	<b>1561.00</b>

**Note 13****Other Income****(₹ in Lacs)**

<b>Particulars</b>	<b>As on 31.03.2023</b>	<b>As on 31.03.2022</b>
Other Income	.47	.10
Provisions Written Back	.49	.01
<b>Total</b>	<b>.96</b>	<b>.10</b>



**Note 14****Employee Benefit Expenses****(₹ in Lacs)**

<b>Particulars</b>	<b>As on 31.03.2023</b>	<b>As on 31.03.2022</b>
Salaries	94.01	73.94
Bonus & ExGratia	0.00	.12
Leave Encashment	3.02	2.15
<b>Total</b>	<b>97.02</b>	<b>76.21</b>

**Note 15****Other Administrative Expenses****(₹ in Lacs)**

<b>Particulars</b>	<b>As on 31.03.2023</b>	<b>As on 31.03.2022</b>
Consultancy charges	24.67	21.83
Rates and taxes expenses		
Advertisement expenses	.04	.02
Printing and stationery	1.39	1.29
Rent expenses	4.23	6.58
Telephone & internet expenses	.31	.45
Charges of contract personnel	8.48	6.31
General office expenses	1.84	1.90
Internal audit fees	.35	.32
Secretarial audit fees	.32	.28
Hiring of vehicle expenses	5.73	6.61
Entertainment expenses	1.04	.36
Board meeting expenses	.12	.17
Bank charges	.01	.04
Electricity and water charges	.91	1.04
ROC filing fees	66.55	.23
Other professional fees	.06	.32
Repair and Maintenance		.09
Travelling Expense	.39	.01
Director Sitting Fees	.89	.35
Round Off		.00
<b>Payment to Statutory Auditor</b>	<b>-</b>	<b>-</b>
Statutory audit fees	1.06	.76
Tax audit fees	.35	.22
CSR expenses	5.27	18.09
<b>Total</b>	<b>124.02</b>	<b>67.27</b>

**Note 16****Financial Charges****(₹ in Lacs)**

Particulars	As on 31.03.2023	As on 31.03.2022
Interest On Loan From BOM (100Cr)	731.75	1.89
Interest On Loan From BOM (400Cr)	2937.46	688.11
Interest On Loan From AU Bank (250Cr)	897.19	
Financial Charges (Including Bond Floating Charges)	19.99	.48
Guarantee Commission	625.00	101.37
Processing Fees		11.80
Stamp Duty	6.50	32.50
<b>Total</b>	<b>5217.88</b>	<b>836.15</b>

**Note 17****Ratio Analysis**

Sr.No	Ratio Analysis	Numerator	₹ in lakhs	Denominator	₹ in lakhs	31-Mar-23	31-Mar-22
1	Current Ratio	Current Assets	47,503.87	Current Liabilities	732.39	64.86	55.88
Remarks:		The Ratio has even improved from 55.88 to 64.86, which shows high liquidity.					
2	Debt Equity Ratio	Total Liabilities	75,732.39	Shareholder's Equity	46,778.76	1.62	4.33
Remarks:		The Debt-Equity ratio has decreased from 4.33 to 1.62 in current year owing to raising of 250 Crores of loans in this year by the company, however, the Debt-Equity is still idle as compared to industry standards. This show the high equity share capital of the company as compared to the external debt.					
3	Debt Service Coverage Ratio	Net Operating Income	5,571.23	Debt Service	5,191.39	1.07	1.79
Remarks:		This ratio has decreased from 1.79 to 1.07 in current year, owing to raising of 250 Crores of loan in this year by the company, however, the ratio is still idle as compared to industry standards and shows the cash flows generated by the Company are sufficient to cover the servicing of the debt.					
4	Return on Equity Ratio	Profit for the period	107.01	Avg. Shareholders' Equity	29,225.25	0.004	0.03
Remarks:		The ratio has decreased from 0.03 to 0.004 in current year owing to increase of equity share capital from 90 crores to 440 Crores and also the decline in profit due to many factors, one of the important factor being, increase in financial charges and increase in provisions on standard assets, which have increased from 0.40% to 0.25% as per the provisioning norms of RBI.					
5	Inventory Turnover Ratio	Cost of Goods sold	-	Average Inventory	-	N.A.	N.A.
6	Trade Receivables Turnover Ratio	Net Credit Sales	-	Average Trade Receivables	-	N.A.	N.A.
7	Trade Payables Turnover Ratio	Total Purchases	-	Average Trade Payables	-	N.A.	N.A.
8	Net Capital Turnover Ratio	Net Turnover	5,792.27	Average Working Capital	36,949.30	0.16	0.08
Remarks:		The ratio has improved from 0.08 to 0.16 in current year, which shows better efficiency					

9	Net Profit Ratio	Net Profit	107.01	Net Turnover	5,792.27	0.02	0.22
Remarks:		The ratio has decreased from 0.22 to 0.02 in current year, which shows decline in net profitability in current year, which was due to many factors, one of the important factors being increase in financial charges and increase in provisions on standard assets, which have increased from 0.40% to 0.25% as per the provisioning norms of RBI.					
10	Return on Capital employed	EBIT	4,711.17	Capital Employed	1,21,778.76	0.04	0.02
Remarks:		The ratio has improved from 0.02 to 0.04 in current year, which shows better EBIT.					
11	Return on Investment	Return/Profit/Earnings	144.78	Investment	-	N.A.	N.A.



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460



**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

Signed in terms of our Report of even date attached  
For D.P. Khandelwal & Co.  
Chartered Accountants  
FRN:000155C



(Deshmidhi Gupta)

Partner

M.No. 078560

Place: JAIPUR

Date: 01.08.2023

UDIN: 23078560BGXGRJ7056

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

**Notes to the Financial Statements for the year ended 31st March, 2023**

**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 5,000/- or less are depreciated fully charged to the revenue after reducing its residual value in the year of purchase.

**(E) GOVERNMENT GRANTS IN AID**

**(i) Capital Grant**

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

Government grant in the form of non monetary assets given free of cost, is recorded at the nominal value of ₹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 parent organization.

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**



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460



**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

**Signed in terms of our Report of even date attached**  
**For D.P. Khandelwal & Co.**  
**Chartered Accountants**  
**FRN:000155C**



**(Deshmidhi Gupta)**

**Partner**

**M.No. 078560**

**Place: JAIPUR**

**Date: 01.08.2023**

**UDIN: 23078560BGXGRJ7056**



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

**Notes to the Financial Statements for the year ended 31st March, 2023**

**PART C**  
**OTHER NOTES ON ACCOUNTS**

- Note1.** The Company was incorporated on 21<sup>st</sup> December 2012. The Company received the Certificate of Commencement of Business on 26<sup>th</sup> July 2013. The Company was established to finance the projects and schemes for generation/transmission and distribution of power. 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. The status of the Company has changed to 'Non-Banking Financial Company –Systemically Important Non-Deposit taking Company' from 'Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company' on 01.04.2022.
- Note 3.** The Company has extended total loans of ₹830 Crores to the public sector undertakings, including a term loan facility of ₹750 crores out of which ₹210 crores extended this financial year to JVVNL, AVVNL, JdVVNL and RSRTC of ₹55 Crores, ₹60 Crores, ₹55 Crores and ₹40 Crores respectively, are secured by way of mortgage on tangible assets of these companies.
- The term loan facility extended to other companies of ₹540 Crores are unsecured, however, as a security arrangement for the loan, the companies had provided a letter of Comfort from Finance Department, GoR and Default Escrow Cover Note on their Collection Account along with Demand Promissory Note and Post Dated cheques.
- The other loans include Short-Term Working Capital Loans of ₹80 Crores extended to the Companies/Corporation owned by the Government of Rajasthan only, which are secured by way of hypothecation of Debtors/Receivables or Mortgage of Immovable properties and Escrow arrangement along with other instruments.
- Note 4.** The Company does not have more than one reportable segment. Hence no disclosure is required as per AS – 17 'Segment Reporting'.
- Note 5.** The Disclosures as required under AS-18 'Related Party Disclosures' issued by ICAI are as under:

(i) Names of the related parties and description of relationship:

Sr. No.	Particulars	Amount
1.	Sh. Akhil Arora, IAS, Chairman (from 01.11.2020 to till date)	Key Managerial Personnel
2.	Sh. Sudhir Kumar Sharma, IAS, Managing Director (From 27.01.2022 to 06.09.2022)	Key Managerial Personnel
3.	Sh. Rohit Gupta, IAS, Managing Director (From 06.09.2022 to till date)	Key Managerial Personnel
4.	Dr. Manish Shukla, GM (Finance) & Chief Financial Officer ( from 13.05.2020 to 31.05.2022)	Key Managerial Personnel
5.	Sh. Pawan Jaiman, GM (Finance) & Chief Financial Officer (from 15.06.2022 to till date)	Key Managerial Personnel
6.	Ms. Krati Joshi, Company Secretary, from (15.02.2019 to till date)	Key Managerial Personnel
7.	Rajasthan Financial Corporation	Related party as the Chairman of this company and RFC is same and further, the Managing Director, RFC is also the director of this Company (ex officio).

(ii) Transactions with Related Party:

Loan facility (Short-Term Working Capital Loan) disbursed/renewed/rolled-over to Rajasthan Financial Corporation(RFC) of ₹50 Crores(previous year was ₹50 Crores). Interest booked from RFC during the year is ₹3,61,33,904/- only (Previous year ₹2,67,10,274/-).

(iii) Enterprises in which any person described above has substantial interest – Nil

(iv) Remuneration to Key Managerial Personnel

Particulars	Amount
Remuneration to Chairman, Sh. Akhil Arora	Nil
Remuneration to Sh. Sudhir Kumar Sharma (ex-Managing Director)	₹ 25,833/- (₹10,645/ in the previous year)
Remuneration to Sh. Rohit Gupta (as Managing Director)	Nil
Remuneration to Dr. Manish Shukla (ex- Chief Financial Officer)	₹2,70,320/- (₹16,64,227/- in the previous year)
Remuneration to Mr. Pawan Jaiman (as Chief Financial Officer)	₹/- Nil (Nil in the previous year)
Ms. Krati Joshi (CS)	Company Secretary appointed through a Company Secretary firm to whom remuneration of ₹6,00,000/- was paid by the company in the financial year. (₹5,28,600/- in previous year)

**Note 6.** The Net Deferred Tax Asset of ₹117455/- (₹78670 for previous year) 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 1.4.2022 (₹)	Charged/ (Credit) during the year (₹)	Deferred Tax Assets/ Liabilities as at 31.3.2023 (₹)
(i)	<b>Deferred Tax Assets</b> On account of impact of Depreciation	78,670	38,785	1,17,455
	<b>Deferred Tax Assets (Net)</b>	<b>78,670</b>	<b>38,785</b>	<b>1,17,455</b>

**Note 7.** 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	31.03.2023	31.03.2022
(i)	Profit/(loss) after tax	1,07,01,261	3,40,00,308
(ii)	Weighted Average Number of Equity Shares (Basic)	44,00,000	900000
(iii)	Weighted Average Number of Equity Shares (Diluted)	44,00,000	900000
(iv)	Basic EPS	(+)2.43	(+)37.78
(v)	Diluted EPS	(+)2.43	(+)37.78
(vi)	Nominal Value of Per Equity Share	1000	1000

**Note 8.** The information required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Act) and Schedule III of the Companies Act, 2013 for the year ended March 31, 2023 is as below:

Particulars	March 31, 2023	March 31, 2022
a. The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
-Principal amount due remaining unpaid	194122/-	121901/-
-Interest amount due remaining unpaid	Nil	Nil
b. The amount of interest paid by the buyer in terms of section 16 of the MSME Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil

The balances as reported above were due for not more than a month period, hence, no interest is payable on the same. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note 9. Asset classification & Provisioning**

As the status of the company has changed to Systemically Improvement from 01.04.2022, the receivables under financing activities are classified as standard and sub - standard assets are provided for as per the classification and provisioning norms as per the Master Direction - Non-Banking Financial Company –Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

1. Provision is made for loan assets as per the RBI Master Direction RBI/DNBR/2016-17/45 DNBR.PD.008/03.10.119/2016-17, Dated 1st September 2016.

(₹ in Lacs)

Classification of Assets	As at March 31, 2023	As at March 31, 2022
Standard Assets	8,30,00,00,000	5,05,00,00,000
Sub-standard Assets	Nil	Nil
Total	8,30,00,00,000	5,05,00,00,000

2. Provisioning Norms for Loans: As Per RBI Guidelines [RBI Master Direction RBI/DNBR/2016-17/45 DNBR. PD.008/03.10.119/2016-17, Dated 1st September 2016]

(₹ in Lacs)

Provision for Assets	As at March 31, 2023	As at March 31, 2022
On standard assets at 0.40% (0.25 in last year)	3,32,00,000	1,26,25,000
On Sub-standard Assets	Nil	Nil
Total	3,32,00,000	1,26,25,000

Note 10.(Details of gross amount required to be spent on CSR activities by the Company during the year:)

Particulars	FY 2022-2023	FY 2021-2022
Amount required to be spent on CSR activities as per Section 135 (5) of Companies Act, 2013	5,27,022	7,25,791
Add: Carry forward from previous year	0	10,79,932
Gross amount required to be spent	5,27,022	18,05,723
Less: Amount spent during the year	5,27,100	18,09,109
Unspent amount	Nil	Nil

Pursuant to the provisions of section 135 of the Companies Act, 2013 and Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Board after deliberation decided to spend the CSR amount of the Company towards proposal of Rajasthan Netraheen Kalyan Sangh for the welfare of visually challenged students, Jaipur for providing laptops, notebooks and tablets as recommended by the CSR Committee.

**Note 11.** Special Reserve created u/s 45-IC(1) of Reserve Bank of India Act, 1934 represents transfer from retained earning @ 20 % of net profit after tax for the year as disclosed in profit and loss account and before any dividend is declared. No appropriation is allowed to be made from the reserve fund except for the purpose as may be specified by the Reserve Bank of India (RBI) from time to time and further, any such appropriation is also required to be reported to the RBI within 21 days from the date of such withdrawal.

**Note 12.** The Company has booked certain expenditure amounting to 53,656/-which is related to the earlier reporting period under the head 'Prior Period Expenses', in the Statement of Profit & Loss. The amount of Prior period adjustment (net) in the previous year was 52308/-.

**Note 13.** The company has availed a Term Loan facility of 250 Crores during the year from the AU Bank. The total loans of 750 Crores are secured by way of Guarantee given by the State Government of

Rajasthan and also by creating charge on Receivables of the Company upto 110% of loan outstanding. The Company furnishes statements of receivables to lender banks as per terms and conditions of Loan sanction and these statements are in agreement with books of accounts.

**Note 14.** The contribution towards State Renewal Fund (SRF) is neither made nor provided for in the books of accounts by the Company. The Company in its 32nd Board Meeting had resolved unanimously not to contribute in State Renewal Fund being non-statutory fund in nature (as acknowledged by the fund authorities themselves in their letter no. 873 dated 16.08.2021).

**Note 15.** Though the COVID -19 pandemic and its consequent prolonged lockdown imposed by the state governments has significantly affected various sectors of Indian economy as well as regular working of the organizations but this Company has not been affected in terms of its Interest realization. The Company's management is continuously monitoring the situation and the economic factors affecting the operations of the Company.

**Note 16.** Previous figures have been regrouped/reclassified, wherever necessary, to make them comparable to the current year's presentation.

**Note 17.** In terms of the amendments made by the Central Government in the Schedule III of the Companies Act, have been duly incorporated in the financial statements as required, however, the entries of the amended Schedule III, which were not applicable to the Company has not been separately shown in these Financial Statements.

**Note 18.** The financial ratios for the period are as follows:-

S.No.	PARTICULARS	31.03.2023	31.03.2022
1	Current Ratio	64.86	55.88
2	Debt Equity Ratio	1.62	4.33
3	Debt Service Coverage Ratio	1.07	1.79
4	Return on Equity Ratio	0.004	0.03
5	Net Profit Ratio	0.02	0.22
6	Return on Capital employed	0.04	0.02

**Note 19.** Figures have been rounded off to nearest Rupee.

For and on behalf of the Board of Directors



**Rohit Gupta**  
Managing Director  
DIN 07677896



**Naresh Kumar Thakral**  
Director  
DIN 08621460

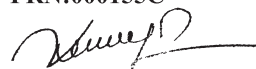


**Pawan Jaiman**  
Chief Financial  
Officer(CFO)



**Krati Joshi**  
Company Secretary  
M.No.-A40057

Signed in terms of our Report of even date attached  
For D.P. Khandelwal & Co.  
Chartered Accountants  
FRN:000155C



**(Deshnidhi Gupta)**  
Partner  
M.No. 078560  
Place: JAIPUR  
Date: 01.08.2023  
UDIN: 23078560BGXGRJ7056



भारतीय लेखापरीक्षा और लेखा विभाग  
कार्यालय महालेखाकार ( लेखापरीक्षा-I ) राजस्थान  
जनपथ, जयपुर-302 005

**INDIAN AUDIT AND ACCOUNTS  
DEPARTMENT**  
OFFICE OF THE ACCOUNTANT GENERAL (Audit-I) RAJASTHAN  
JANPATH, JAIPUR-302 005

दिनांक / Date: 10.10.2023

प्रबन्ध निदेशक,

राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल

सर्विसेस कॉरपोरेशन लिमिटेड,

1<sup>st</sup> फ्लोर, राजस्थान स्टेट टेक्स्टबुक बोर्ड,

2.2A, झालाना ढूंगरी, जयपुर-302004

विषय: राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल सर्विसेज कॉरपोरेशन लिमिटेड, जयपुर के 31 मार्च 2023 को समाप्त वर्ष के लेखों पर भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणियां।

महोदय,

मुझे कम्पनी अधिनियम की धारा 143(6) के अन्तर्गत कम्पनी की वार्षिक साधारण सभा में प्रस्तुत करने हेतु 31 मार्च 2023 को समाप्त वर्ष के लिये राजस्थान स्टेट पावर फाइनेन्स एवं फाईनेन्शियल सर्विसेज कॉरपोरेशन लिमिटेड, जयपुर के वित्तीय विवरणों पर कम्पनी अधिनियम की धारा 143 (6)(इ) के अधीन 'शून्य' टिप्पणी प्रमाण पत्र जारी करने का आदेश प्राप्त हुआ है।

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

संलग्न : उपरोक्तानुसार।

भवदीय,

उपमहालेखाकार  
ए.एम.जी.- (IV)



**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 2023.**

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The preparation of financial statements of Rajasthan State Power Finance and Financial Services Corporation Limited for the year ended 31st March 2023 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 01 August, 2023.

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 2023 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.

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

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



**(K. Subramaniam)**

**Principal Accountant General (Audit-I)  
Rajasthan, Jaipur**

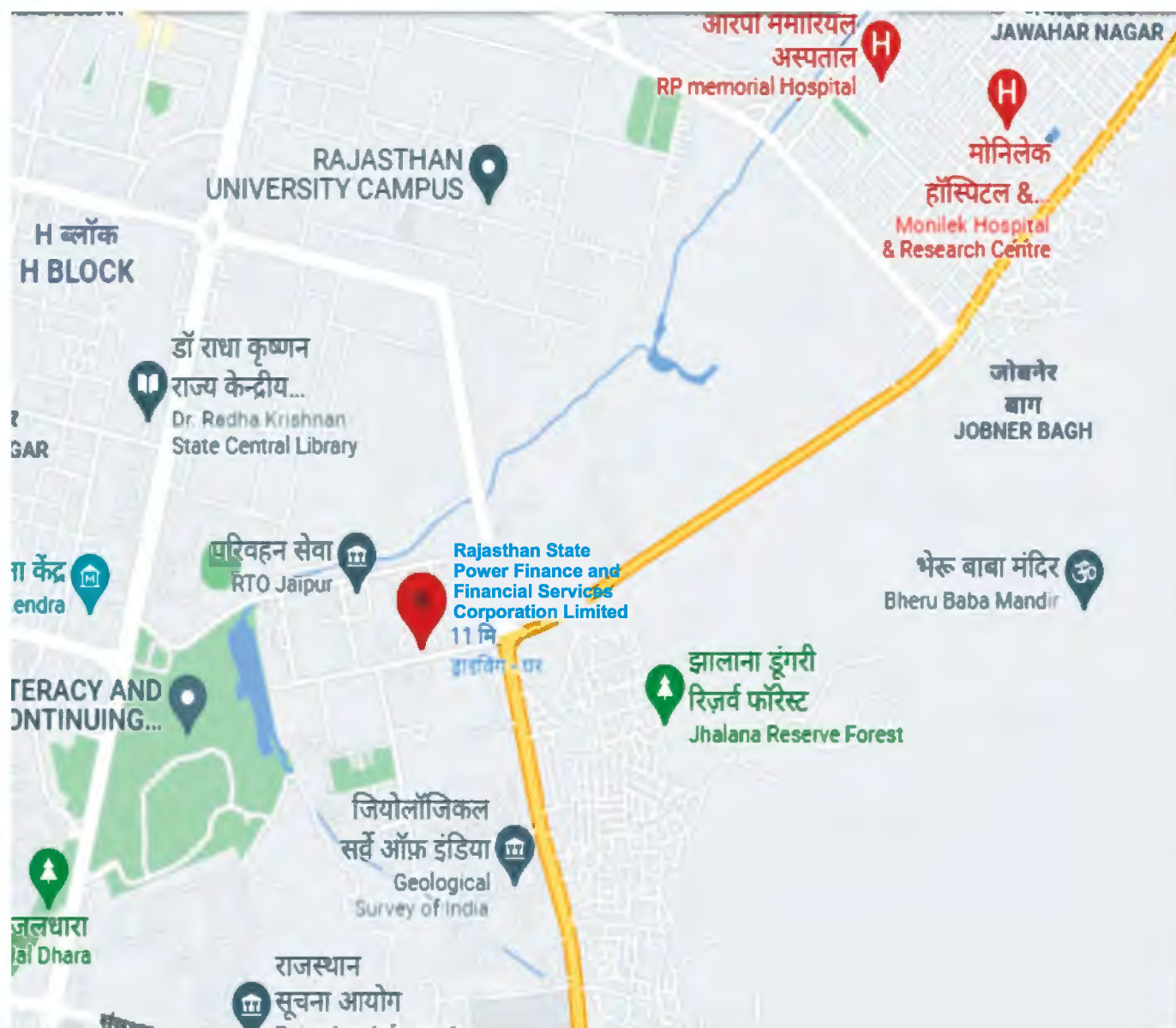
**Place:- Jaipur**

**Date:- 10.10.2023**

## Important Telephone Numbers

Name	Designation	Contact No.
Shri Akhil Arora, IAS	Chairman	0141-2227664
Shri Rohit Gupta, IAS	Managing Director	0141-2227599
Shri Pawan Jaiman	General Manager (Finance) cum Chief Financial Officer	0141-2708611
Shri Rajeev Gupta	General Manager (System)	94142-41326
Shri Ashish Sharma	AGM (Accounts)	9928750543
Shri Pankaj Jangid	AGM (HR/Adm.)	94606-59588
Shri J.P. Sharma	Manager (Accounts)	98292-29407
Shri Tikamchand Sharma	Manager (Accounts)	94604-08189
Shri S. C. Soni	Chief Consultant (Administration)	94133-40787
Shri R. R. Poddar	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<sup>st</sup> Floor, Rajasthan State Textbook Board, 2-2A, Jhalana Dungri, Jaipur-302004

Phone: +91-141-2708611

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

**Save Power, Save Money**