

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company	PTC India Financial Services Limited
2	Annual standalone financial statements for the year ended	31 st March, 2015
3	Type of Audit observation	Un-Qualified (Audited Financial Statements)
4	Frequency of observation	Not applicable

Refer our audit report dated May 25, 2015 on the
Financial Statements

For PTC India Financial Services Limited

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



Jaideep Bhargava
Partner
(Membership No. 090295)



Ashok Haldia
Managing
Director



Ved Jain
Chairman
(Audit Committee)



Pawan Singh
Director and Chief
Financial Officer

GURGAON, May 25, 2015





PTC INDIA FINANCIAL SERVICES LIMITED

9TH ANNUAL REPORT 2014 2015

NINTH ANNUAL GENERAL MEETING

To be held on Thursday, 24th September, 2015 at 10.30 AM
at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya
Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road,
Delhi Cantt, New Delhi- 110010

NOTE:

1. Shareholders are requested to bring their copy of Annual Report with them to the Annual General Meeting.
2. No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.

CONTENTS

	Page No.
Notice of the 9th Annual General Meeting	3
Directors' Profile	11
Directors' Report	13
Report on Corporate Governance	18
Certificate on Corporate Governance	27
Management Discussion and Analysis Report	28
Auditors' Report	48
Balance Sheet	50
Statement of Profit and Loss Account	51
Cash Flow Statement	52
Notes forming part of Financial Statement	54

Reference Information

Registered Office	:	PTC India Financial Services Limited, 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066
CIN	:	L65999DL2006PLC153373
Company Secretary	:	Mr. Vishal Goyal
Statutory Auditors	:	Deloitte Haskins and Sells
Internal Auditors	:	Raj Har Gopal & Co.
Shares are listed on	:	NSE & BSE
Depository	:	NSDL & CDSL
Registrar and Transfer Agent		
• Equity Infra Bond Series 1&2, NCD Series 4&5	:	Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
• NCD Series 3	:	MCS Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -1100 20
Bankers	:	Axis Bank Bank of India Canara Bank Corporation Bank Dena Bank Deutsche Bank HDFC Bank IDBI Bank Ltd Indian Bank IndusInd Bank Oriental Bank of Commerce Punjab National Bank Syndicate Bank The Jammu & Kashmir Bank The South Indian Bank Limited Union Bank of India United Bank of India Yes Bank
Trustee Debenture	:	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17 R. Kamani Marg, Ballard Estate, Mumbai, 400 001 Tel. 022 4080 7000, Fax 022 6631 1776
Website	:	www.ptcfinancial.com
E-mail	:	complianceofficer@ptcfinancial.com

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

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

Tel: +91 11 26737300 Fax: +91 11 26737373

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

NOTICE OF 9th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th (Ninth) Annual General Meeting of the Members of PTC India Financial Services Ltd will be held on Thursday the 24 day of September, 2015 at 10:30 a.m. at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010 to transact the following businesses: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on the said date (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon.

2. To consider declaration of dividend for the Financial Year 2014-15

To consider and if deemed fit, to pass with or without modification(s), the following resolution for dividend for the Financial Year 2014-15 as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder and applicable provisions of Companies Act, 1956 (including any Statutory modification(s) or re-enactment thereof for the time being in force) dividend at the rate of 10% (Re.1.00 per equity share of Rs.10 each) be and is hereby declared for the financial year 2014-15, out of the profits of the Company on the 562,083,335 equity shares of Rs. 10/- each fully paid up to be paid as per the ownership as on closing hours of 18th September, 2015.”

3. To re-appoint Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment in this regard to consider and if deemed fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Dr. Pawan Singh (DIN: 00044987) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director.”

4. To ratify the appointment of the Statutory Auditors and to fix their remuneration and in this connection to consider and if deemed fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Deloitte Haskins & Sellss Chartered Accountants (ICAI Registration no.015125N), 7th Floor, Building 10, Tower B, DLF Cyber City Phase II, Gurgaon - 122002, as the Statutory Auditor of the Company for FY 2015-16 be and is hereby ratified and M/s Deloitte Haskins & Sellss, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. To appoint Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer of the Company To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the company be and is hereby accorded to the appointment of Dr. Ashok Haldia (DIN: 00818489) as Managing Director of the Company to be designated as ‘Managing Director & Chief Executive Officer’ of the Company from 7th July, 2015 till 18th September, 2018 and his powers, responsibilities and terms of appointment as Managing Director & Chief Executive Officer shall be decided by the Board or a Committee duly constituted by the Board from time to time. The Nomination and Remuneration Committee of the Company shall be authorized to take decisions on the total remuneration and perquisites, periodical increments/ Performance Related Pay etc. and settle all issues relating to remuneration of Dr. Ashok Haldia.

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

6. To appoint Mr. Ajit Kumar (DIN: 06518591) as Nominee Director

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

“RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajit Kumar (DIN: 06518591), who was appointed as Nominee Director of PTC India Limited by the Board of Directors w.e.f. 15th June, 2015 and with respect to whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director

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

“RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Radhakrishnan Nagarajan (DIN: 00701892), who was appointed as Nominee Director of PTC India Limited by the Board of Directors w.e.f. 2nd February, 2015 and with respect to

whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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

"RESOLVED THAT pursuant to Section 42 and 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as may be amended, from time to time, subject to the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the Stock Exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ' Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Company be and is hereby given to the Board for making offer(s) or Invitation(s) to subscribe to secured or unsecured redeemable Non-Convertible Securities including but not limited to Non-Convertible Debentures (NCDs) and Commercial Papers (CPs) to Financial Institutions, Mutual Funds, Banks, Bodies Corporate or any other persons etc., whether Indian or foreign, on private placement basis, in one or more tranches/series, on such terms and conditions as it may consider proper, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 15,000 crores.

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

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

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

Place: New Delhi
Date: 24th August, 2015

Notes:

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM i.e. MGT-11 FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Any member who is entitled to vote on any resolution may make requisition to the Company in writing at least three days before the commencement of annual general meeting and such member can inspect the proxies during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of contracts or arrangements in which directors are interested, maintained u/s 189 of the Companies Act, 2013 if any will be available for inspection by the members at the general meeting.
7. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays and Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Brief profile of Directors seeking appointment and re-appointment as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the notice.
9. The Register of Members and Share Transfer Books of the Company will be closed from 19th September 2015 to 24th September 2015 (both days inclusive) for the purpose of AGM and payment of Dividend for FY 2014-15.
10. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made within 30 days from the date of declaration.
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 18th September 2015.

- ii) To all members in respect of shares held in physical form after giving effect to valid transfers with respect of transfer requests lodged with the Company on or before the close of business hours on 18th September 2015.
11. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
12. Members/ proxies should bring their attendance slip along with copy of the Annual Report for reference at the meeting.
13. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Members desirous of making a nomination with respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to Karvy Computershare Pvt. Ltd., Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialised form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website www.ptcfincianal.com.
15. The communication address of our Registrar and Share Transfer Agent (RTA) is M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032
16. Members are requested to notify immediately any change of address and change in bank details etc.:
 - i) to their DP in respect of Shares held in dematerialized form
 - ii) to RTA i.e. M/s Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to RTA i.e. M/s Karvy Computershare Private Limited.
18. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed. Members are encouraged to utilize the Electronic Clearing System for receiving Dividends. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the RTA of the Company and correspond with then directly regarding share transfer/ transmission/transposition, Demat/Remat, change of address, issue of duplicate Share certificates, ECS and nomination facility. Further they are required to submit old certificates for exchange with split share certificate.
19. The Annual Report is also available at the Company's Website www.ptcfincianal.com.
20. None of the Directors/KMPs of the Company is in anyways related to each other.
21. Members are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and/or change in address and bank account, to Company's Registrar, Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032
22. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or Registrar & Transfer Agent alongwith relevant share certificates.
23. Members desirous of getting any information on any item(s) of business of this Meeting are requested to address their queries to Company Secretary of the Company at the registered office or at complianceofficer@financial.com, atleast 10 days prior to the date of the meeting, so that the information required can be made readily available at the Meeting.
24. The Company is not providing video conferencing facility for this meeting.
25. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. Karvy Computershare Pvt. Ltd. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and encash them before the due date.
26. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means at the 9th AGM of the Company and the businesses as contained in this notice may be transacted through e-voting. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating e-voting for AGM.
- 27.(a) This Notice is being sent to all the members whose name appears as on closing hours of 21st August, 2015 (Friday) in the Register of members or beneficial owner as received from Karvy Computershare Private Limited (RTA).
- (b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 17th September, 2015 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date
28. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
29. The Notice of the AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered a request for a hard copy of the same. Physical copy of the notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).
30. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Pvt. Ltd. ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
31. Non-Resident members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.

- (b) Particulars of their bank account maintained in India with complete name branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (c) In terms of notification issued by the Securities and Exchange Board of India (SEBI), equity shares of the Company are under compulsory demat trading by all investors. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.

32. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 24th September, 2015

PROCEDURE AND INSTRUCTIONS FOR EVOTING

Members may cast their votes through electronics means by using an electronics voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned below: (Insert this point as the first point under "Procedure and Instructions for E-voting)

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

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

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

- iii) Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- iv) The e-voting period commences on September 20, 2015(9:00 am) and ends on September 23, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2015, may cast their vote electronically. The e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s. Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, e-mail ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'PTC India Financial Services Ltd.'
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- xi) After selecting the resolution to vote, click "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/ Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xiv) If you are already registered with Karvy Computershare Private Limited (KCPL) for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- xv) The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.ptcfincial.com) and on Service Provider's website (https://evoting.karvy.com) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
- xvi) Mr Ashish Kapoor (Membership No. 8002), Practicing Company Secretary has been appointed as Scrutiniser for scrutinising the e-voting process in a fair and transparent manner. The Scrutinizer shall forward the consolidated report of the total votes casted in favour or against through remote e-voting and voting at the venue of the AGM immediately. The Chairman shall within 48 hours of conclusion of the AGM declare the result and such result along with the scrutinizer report shall be displayed on the website of the Company and on the website of the agency.
- xvii) At the venue of AGM, voting shall be done through ballot paper and the members attending the AGM, who have not casted their vote by Remote e-voting shall be entitled to cast their vote through Ballot Paper.
- xviii) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts votes through Remote e-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid
- xix) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on th the cut-off date i.e. 17 September, 2015, may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS : MYEPWD E-Voting

EVEN Number+Folio No. or DPID Client ID to 9212993399
Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical : MYEPWD XXXX1234567890

- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xx) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two persons not in the employment of the Company. (Insert this Pt. after Pt. xvi.)

Annexure to the Notice

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

Item no.5

Dr. Ashok Haldia is the Managing Director & CEO of the Company w.e.f 7th July 2015. A member of The Institute of Chartered Accountants of India, Institute of Company Secretaries of India, The Institute of Cost and Works Accountants of India. Dr. Ashok Haldia has diversified experience of project financing and industrial financing policy; public sector policy reforms, evaluation and management; power sector reform, restructuring and financing, and resource mobilization.

With a diversified experience of over 35 years in finance and power sector, Dr. Haldia has been a part of PFS as a Whole-time Director for the last 7 years and was instrumental in development of PFS in to a holistic and institutionalized financing institution. He successfully raised the Company's IPO in 2011, mobilized resources through ECBs from multilateral institutions, and foray in to financing of renewable power projects and financing through debt and risk based structured products. He has wide experience in power sector, reforms and restructuring, policy and financing of power projects and public sector management and reforms, participative banking, corporate law and governance, formulation of accounting & auditing standards, WTO-GATS.

Prior to joining the Board of PFS, Dr. Haldia served as a Secretary at the Institute of Chartered Accountants of India, New Delhi. He had been a member of a number of committees' set-up by the Government of India, ICAI, and other national & international bodies. He was Technical Advisor on Board of International Federations of Accountants, Confederation of Asian Pacific Accountants and Secretary General of South Asian Federation of Accountants. He has contributed a number of articles in national / international conferences, professional journals and newspapers. He has also been a faculty member in number of management training institutions.

Present compensation of Dr. Ashok Haldia is Rs. 60 lacs p.a., plus car and other benefits which are admissible to the Board level posts in PFS.

The total remuneration shall be subject to the applicable provisions relating to remuneration as specified under the Companies Act, 2013.

The Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/performance related pay, etc of Dr Haldia and settle all issues relating to his remuneration.

Brief profile and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith.

Dr. Ashok Haldia does not have any shareholding in the Company.

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned

or interested in appointment of Dr. Ashok Haldia except him. The Board recommends the resolution for approval of the shareholders.

Item no.6

Mr. Ajit Kumar, a graduate in Electrical engineering & M.B.A. (Finance) is Director (Commercial & Operations), PTC India Ltd. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of Rs. 78,000 Crore. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He was responsible for initiating Nuclear Business in NTPC and developing road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.

Mr. Ajit Kumar was appointed as nominee Director of PTC India Limited by the Board of the Company vide their resolution dated 15th June, 2015. Brief profile and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Ajit Kumar does not have any shareholding in the Company.

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

Item no.7

Mr. Radhakrishnan Nagarajan aged 58 years holds a Bachelor's degree in Commerce and is a qualified Chartered Accountant, Cost Accountant and certified associate of Indian Institute of Bankers. Mr. Nagarajan has more than three decades of experience having worked in Andhra Bank and in PFC at different positions. He joined PFC in the year 1995 and had been holding the post of Executive Director (Finance) since January 2008 before joining the Board in July, 2009.

Sh. Nagarajan has overseen various business activities relating to Initial Public Offer, Resource Mobilization, Banking, Treasury, Disbursement, Recovery, Internal Audit, Power Exchange, Asset Liability and Risk Management, Follow-on Public Offer, PSU ETF, Offer for Sale etc. As Director (Finance), he is responsible for all functions of the finance division of the Company.

Mr. Nagarajan was appointed as nominee Director of PTC India Limited by the Board of the Company vide their resolution dated 2nd February, 2015. Brief profile and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Nagarajan does not have any shareholding in the Company.

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

Item no. 8

Given the Company's future growth plans the Board considers it necessary to augment the long term resources of the Company through issuance of Non-Convertible Securities , including but not Limited to Non-Convertible Debentures (NCDs) and Commercial Papers (CPs) which has better acceptability in the market and is very competitive. In view of the same, the Board of Directors has, in its meeting held on 8th August, 2015, considered and approved, subject to the approval of shareholders, issuance of secured/unsecured redeemable Non-Convertible Securities including but not Limited to Non-Convertible Debentures (NCDs), and Commercial Papers (CPs) in one or more tranches/series, up to an amount, the aggregate outstanding of which, at any given time, should not exceed Rs. 15,000 crores, on private placement basis. The Non-Convertible Securities to be issued, from time to time, in terms of the said Resolution will be within the overall borrowing limits as may be approved by shareholders, from time to time, under Section 180(1)(c) of the

Companies Act, 2013. In terms of Section 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 any offer or invitation for subscription of Non-Convertible Securities to be issued by the Company on private placement basis requires prior approval of Shareholders by way of special resolution. Approval of the shareholders of the Company will be valid for one year for all the offers or invitations for Non-Convertible Securities to be made during the said year.

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

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

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

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

Place: New Delhi
Date: 24th August, 2015

Sd/-
(Vishal Goyal)
Company Secretary

Brief Profile of Directors seeking Appointment/Re-appointment at the 9th Annual General Meeting in pursuant to Clause 49 of the listing agreement, is set forth as below:-

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of committees other than PFS, as on 31st March, 2015	Number of shares held	Relationship between Directors
Dr. Pawan Singh	19/10/1961	Member of civil services and Doctorate Financial Management	Dr. Singh is the Director-Finance of Company and has more than 31 years of experience in financing including infrastructure finance. Dr. Singh has also been closely involved with the first public-private-partnership project in the transmission sector. He was also involved in the single largest power distribution reform in the country. He has also chaired the Delhi Government Committee on power distribution trend. He was also involved in development of PPP waste to energy project, first of its kind in the country.	• IIFCL Asset Management Company Limited • PFS Capital Advisors Limited	Nil	Nil	None
Dr. Ashok Haldia (DIN: 00818489)	19/09/1956	CA, CS, ICWA, Doctrate (Privatisation of Public Enterprises in India)	Dr. Ashok Haldia has diversified experience of project financing and industrial financing policy; public sector policy reforms, evaluation and management; power sector reform, restructuring and financing.	• PTC Energy Ltd. • Ind-Barath Energy (Utkal) Ltd. • National Waqf Development Corporation Ltd.	• Member in Audit Committee of PTC Energy Ltd.	Nil	None
Mr. Ajit Kumar (DIN: 06518591)	08/04/1959	Graduate in Electrical Engineering and MBA(Finance)	Mr. Ajit Kumar has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. He is presently working as Director (Commercial & operations), PTC India Ltd.	• National Power Exchange Limited (under liquidation) • PTC India Limited • PTC Energy Limited	Nil	Nil	None
Mr. Radhakrishnan Nagarajan (DIN: 00701892)	18/05/1957	B.Com, Chartered Accountant, Cost Accountant and certified Associate of Indian Institute of Bankers	Mr. Nagarajan has worked in different areas of banking operations dealing with Foreign Exchange, Funds Management, Internal Audit and various business activities relating to Initial Public Offer, Follow-on Public Offer, PSU ETF and OFS. Overall he has more than 33 years of experience in various areas of financial service sector.	• Power Finance Corporation Limited. • PFC Consulting Limited. • PFC Green Energy Limited. • PFC Capital Advisory Services Limited. • Coastal Tamil Nadu Power Limited. • Deoghar Mega Power Limited. • Cheyyur Infra Limited. • Bihar Infrapower Limited. • Bihar Mega Power Limited	Nil	Nil	None

BOARD OF DIRECTORS

The Board of Directors of PFS comprises of:



Mr. Deepak Amitabh
Chairman



Dr. Uddesh Kumar Kohli
Director



Mr. Ramarao Muralidharan
Coimbatore, Director



Mr. Surinder Singh Kohli
Director



Mr. Ved Kumar Jain
Director



Mr. Surender Kumar Tuteja
Director



Mr. Radhakrishnan Nagarajan
Director



Mr. Ajit Kumar
Director



Dr. Ashok Haldia
Managing Director & CEO



Dr. Pawan Singh
Whole-Time Director & CFO

Brief Profile of Directors of PTC India Financial Services Limited

➤ Mr. Deepak Amitabh, Chairman (DIN: 01061535)

Mr. Deepak Amitabh, alumni of St. Stephen's College, Delhi, holds MSc in Physics. He is a former member of the elite Indian Revenue Services, 1984 batch and initially joined PTC India Ltd. on deputation in September, 2008. Currently, he holds the position of Chairman and Managing Director of PTC India Ltd.

He has more than 23 years of work experience in auditing, financial analysis and revenue mobilization. In his earlier stints he was acted as Financial Advisor to Director General Naval Projects, Mumbai and has held in the Indian Revenue Service the post of Additional Commissioner of Income Tax, New Delhi and Joint Commissioner of Income Tax, Mumbai.

As the erstwhile CFO of in the Company, he was responsible for the fund raising programme (Initial Public Offer) of PTC in the year 2004 and PFS in the year 2013. He spearheaded fund raising through Qualified Institutional Placement (QIP) deals in January 2008 & in May 2009, respectively. He played a key role in formation of the Company. He has also been instrumental in setting up the fuel linkages services offered by PTC to various IPPs.

➤ Dr. Ashok Haldia (DIN: 00818489)

Dr Ashok Haldia is the Managing Director & CEO of the Company w.e.f 7th July 2015. A member of The Institute of Chartered Accountants of India, Institute of Company Secretaries of India, The Institute of Cost and Works Accountants of India. Dr. Ashok Haldia has diversified experience of project financing and industrial financing policy; public sector policy reforms, evaluation and management; power sector reform, restructuring and financing, and resource mobilization.

With a diversified experience of over 35 years in finance and power sector, Dr. Haldia has been a part of PFS as a Whole-time Director for the last 7 years and was instrumental in development of PFS in to a holistic and institutionalized financing institution. He successfully raised the Company's IPO in 2011, mobilized resources through ECBs from multilateral institutions, and foray in to financing of renewable power projects and financing through debt and risk based structured products. He has wide experience in power sector, reforms and restructuring, policy and financing of power projects and public sector management and reforms, participative banking, corporate law and governance, formulation of accounting & auditing standards, WTO-GATS.

Prior to joining the Board of PFS, Dr. Haldia served as a Secretary at the Institute of Chartered Accountants of India, New Delhi. He had been a member of a number of committees set-up by the Government of India, ICAI, and other national & international bodies. He was Technical Advisor on Board of International Federations of Accountants, Confederation of Asian Pacific Accountants and Secretary General of South Asian Federation of Accountants. He has contributed a number of articles in national / international conferences, professional journals and newspapers. He has also been a faculty member in number of management training institutions.

➤ Dr. Pawan Singh (DIN: 00044987)

Dr. Singh was member of the IRAS and holds MBA Phd. in infrastructure finance. He is the Director (Finance) & CFO of the Company and has more than 31 year of experience in financing including infrastructure finance. He has handled high/Board level responsibilities in all areas of power sector value chain i.e. generation, transmission, distribution and

financing. He has been responsible for turn around of power companies from loss making to dividend paying.

He has served as Director Finance at Delhi Power Company Limited, Delhi Transco Limited, Indraprastha Power Generation Company Limited and Pragati Power Company Limited. Earlier he also worked in Powergrid Corporation Ltd. as General Manager (Finance), Tata Steel and Bharat Petroleum.

He is currently a visiting faculty member in the area of corporate financing, infrastructure financing and project financing at several management institutes in India and has presented papers at various conferences in India and abroad.

He has served at senior level positions in south eastern railways in the two highest loading divisions.

➤ Mr. Radhakrishnan Nagarajan (DIN: 00701892)

Mr. R. Nagarajan 57 years holds a Bachelor's degree in Commerce and a Qualified Chartered Accountant, Cost Accountant and certified associate of Indian Institute of Bankers. After qualifying as a Chartered Accountant he joined in a Chartered Accountant Firm for one year and then moved to Andhra Bank where he worked in different areas of banking operations including Foreign Exchange, Trading Management, Internal Audit, Vigilance and Branch Management. Currently, he is Director (Finance) of Power Finance Corporation Limited (PFC) under the administrative control of Ministry of Power, Govt. of India, which is a 'Navratna' company with an asset size of over Rs.200,000 Crores.

He has worked in different areas of banking operations dealing with Foreign Exchange, Funds Management, Internal Audit and various business activities relating to Initial Public Offer, Following-on Public Offer, PSU ETF and OFS. Overall he has more than 33 years of experience in various areas of financial service sector.

➤ Dr. Uddesh Kumar Kohli (DIN: 00183409)

Dr. Kohli is an Engineer from the Indian Institute of Technology, Roorkee and holds a Post-Graduate Diploma in Industrial Administration from the Manchester University, UK. He obtained his Ph.D. in Economics from the Delhi School of Economics. Dr. Kohli was also Chairman and Managing Director of Power Finance Corporation Limited, and has worked with the Planning Commission, GoI, reaching the position of Advisor (Additional Secretary level). His expertise has utilized on international assignments for Asian Development Bank, United Nations Industrial Development Organization, United Nations Development Programme and United Nations Office for Project Services. Dr. Kohli's areas of expertise include development planning, finance, project formulation, appraisal, sustainability and monitoring, power/energy planning, Corporate Social Responsibility training and human resource development.

➤ Mr. Surinder Singh Kohli (DIN: 00169907)

Mr. Kohli is an Independent Director of our Company and has been on the Board of our Company since December 13, 2010. He holds Bachelors degree in Science (Mechanical Engineering) from Benaras Hindu University and a diploma in Industrial Finance from Indian Institute of Bankers. Prior to joining our Company he was the Chairman and Managing Director of India Infrastructure Finance Company Limited, Punjab National Bank, Small Industries Development Bank of India and Punjab and Sind Bank respectively. He has also hold the position of the Chairman of the India Banks Association for two terms and has chaired several committees associated with financial sector policy. A recipient of several awards including the Wharton-Infosys Ltd "Enterprise Transformation Award for Technology".

➤ **Mr. Ramarao Muralidharan Coimbatore (DIN: 02443277)**

In his earlier capacity, Mr. Muralidharan was Whole-Time Member of Insurance Regulatory and Development Authority (IRDA) and was looking after the compliance by the insurers of the regulations on investments, analysis of financial statements of insurance companies, on and off-site supervision of insurance companies as well as other regulatory issues including the registration of new insurance companies. Prior to joining IRDA, he worked in RBI for more than three decades in various capacities. As the head of Department of Banking Operations and Development (DBOD) of RBI, he was responsible for laying down a regulatory framework on a wide range of operations for Indian commercial banks to promote a sound and competitive banking system consistent with the emerging international best practices. He assisted International Monetary Fund in two overseas assignments and was associated with several High Level Working Groups on Banking Regulation.

➤ **Mr. Ved Kumar Jain (DIN 00485623)**

Mr. Ved Kumar Jain is a fellow member of the Institute of Chartered Accountants of India (ICAI) and holds three Bachelor's degrees – in law, science & economics. He has been President of the Institute of Chartered Accountants of India (ICAI). He was also on the Board of International Federation of Accountants (IFAC) during 2008-2011, a global organization for the accountancy profession comprising of 167 members and associates in 127 countries.

He was also on the Board of Governors of the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs, Government of India. He has also held the position of 'Member of Income Tax Appellate Tribunal', in the rank of Additional Secretary, GoI.

Post Satyam episode, GoI appointed him on the Board of two of the Satyam related companies which he has successfully revived and put both these companies back on track.

He has more than three decades of experience on advising corporates on finance and taxation matters. Mr. Jain specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates. A prolific writer, Mr. Jain has authored many books on direct

taxes and is a regular contributor to articles on tax matters in various professional journals and newspapers.

Mr. Jain is on the Boards of IL&FS Financial Services Limited, DLF Limited and several other companies. He is Chairman of Audit Committee, member Nomination and Remuneration and member of Stakeholders Relationship Committee of IL&FS Engineering and Construction Company Limited. He is member of Audit and Stakeholders Relationship Committee of PTC India Limited and member of Nomination & Remuneration and Stakeholder Relationship Committee(s) of DLF Limited.

He is Chairman of Audit Committee and member of Nomination and Remuneration Committee of the company.

➤ **Mr. Surender Kumar Tuteja (DIN: 00594076)**

Mr. Surender Kumar Tuteja is M. Com, Member of the Institute of Company Secretaries of India.

Mr. Tuteja belongs to the Indian Administrative Service and retired as Secretary, Food and Public Distribution, Government of India. During his service career spanning over 38 years, he has held several key positions with the State and Central Government. He has over the years, acquired vast experience in finance, commerce, industry, management and company affairs

➤ **Mr. Ajit Kumar (DIN: 06518591)**

Mr. Ajit Kumar, a graduate in Electrical engineering & M.B.A. (Finance) is Director (Commercial & Operations), PTC. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of Rs. 78,000 Crore.

He has experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.

PTC India Financial Services Limited BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 9th Annual Report together with the Audited Statement of Accounts of PTC India Financial Services Limited ("the Company") for the year ended March 31, 2015.

1. Financial Performance

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

	(Rs. in millions)	
	FY 2014-15	FY 2013-14
Total Income	8,019.07	5,461.63
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	6,667.74	5,101.50
Finance Charges	4,171.92	2,209.55
Depreciation	42.69	43.10
Provision for Income Tax (including for earlier years)	844.37	771.66
Net Profit/(Loss) After Tax	1,608.76	2,077.19
Profit/(Loss) brought forward from previous year	-	-
Amount transferred consequent to Scheme of Merger	-	-
Profit/(Loss) carried to Balance Sheet	1,608.76	2,077.19

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

Summary of Operations and state of Company's Affairs

The debt assistance sanctioned to various projects during 2014-15 aggregated to Rs.41,128 million compared to Rs.25,202 million during 2013-14, thus witnessing an increase of about 63%. The disbursements during 2014-15 stood at Rs.24,927 million compared to Rs.30,706 million during 2013-14. The gross loan book stood at Rs.63,803 million as at 31st March 2015 and the equity investments made by the Company aggregated to another Rs.3,054 million as on the said date. The cumulative aggregate debt assistance sanctioned by the Company as at 31st March 2015 aggregates to about Rs.109,080 million.

The financial assistance sanctioned by PFS would help in capacity addition of close to 20,000 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2015, the renewable portfolio comprises the highest proportion in the outstanding loan book at around 39%, thermal projects constitute about 32%. The company has diversified into financing infrastructure facilities like private railway sidings, and development & operation of coal mines and power transmission projects. The Company continues to regularly monitor the progress and operations of the assisted projects through its comprehensive project monitoring mechanism.

2. Industry Scenario

Indian economy is now seventh largest in the world by nominal GDP and third largest by purchasing power parity (PPP). India is one of the world's most attractive markets for companies in the infrastructure business. The country is now the fastest growing economy and continues to grow at a higher rate. The power and energy sector has witnessed substantial investments and enjoys intense focus of the Government which is taking every possible initiative to boost the sector. The sector is projected to have huge investment potential, providing immense opportunities in generation,

distribution, transmission and equipment. Indian energy sector is one of the highly diversified fields in the world with the sources of electricity generation ranging from commercial sources such as nuclear, hydro, oil, natural gas, lignite, coal power to some non-conventional sources such as agriculture waste, solar and wind power. The Indian economy is expected to go a transformational change and the power sector is expected to play a critical role in this mega change.

3. Outlook

With the Indian economy resting so much on the Indian power sector, the sector holds huge investment potential and requires huge investment. PFS, is devoted to meet the challenges sector to take advantages of the potential opportunities. The Company constantly eyes opportunities in the sector and expects to continue with its growth momentum.

The interest rates have remained more or less flat during the financial year and are expected to soften in the coming quarters backed by RBI's measures. PFS has been able to manage its overall cost of borrowings. The Company continues to broad-base its sources of funding and pursue the banks and other lenders for lowering the spread charged from PFS for on-lending. Most of long term loans are now tied up at respective base rate of the lending institution. The resource mix comprises of loans from banks, external commercial borrowings, mobilization of funds by way of non-convertible debentures, and tax saving infrastructure bonds, commercial papers. However, the power sector still continues to face concerns on account of financial health of distribution companies, fuel availability and transportation related concerns, delays in obtaining clearances etc.

PFS, being aware of the challenges faced by the sector, seeks to address these risks by remaining cautious during the due-diligence process. PFS has developed strong linkages with banks, financial institution, project developers, multilateral, bilateral institutions, equity funds, and the like, which would help in further development of business. PFS has put in place a comprehensive risk management framework and is continuously working to upscale the same to match the organizational and operational growth. PFS applies a distinctive approach in structuring the financial products. Being customer-focused, emphasis is on understanding of the risks and mitigation measures required in the context of the specific needs of the project. Ensuring quality in servicing while financing power projects is the hall-mark of PFS's business strategy, operational framework and HR practices.

PFS is presently focused on renewable energy as these projects do not have significant fuel and environmental clearance related risks, and receive regulatory, fiscal and non-fiscal support. The composition of renewable projects stood at around 39% in the total loan book as at 31st March 2015. The Company has also forayed in other areas within the energy value chain such as development and operation of coal mines, development of private railway sidings, power transmission projects etc.

Indian power sector is witnessing rise in interest from global players in the European and Asian regions. The sector is attracting foreign investors due to attractive valuations, new opportunities in sectors such as renewable energy. The Power sector is further expected to get the lion's share of investment outlay in 12th Five Year Plan and NBFCs are expected to play an increasing role in overall funding. It is estimated that the contribution from NBFCs would increase significantly providing enormous opportunities to PFS. Newer opportunities are coming up in power generation, transmission, distribution, equipment and servicing, government promoting private sector participation in transmission and distribution sector, privatization of distribution franchises, focus on improving efficiency etc.

PFS is focused on attractive opportunities across the infrastructure sector. The total debt assistance sanctioned has already crossed Rs.10,000 crore mark and the outstanding loan book has shown further growth during FY 2014-15. The disbursements have been robust during the financial year. PFS continues to focus its energies on lending outside coal based power projects for infrastructure facilities such as power transmission, coal mining, private railway sidings etc and will continue to evaluate niche opportunities across energy value chain.

4. Reserves

Out of the profits earned during the financial year 2014-15, the Company has transferred an amount of Rs.321.75 million to Statutory Reserve in accordance with the requirements of Section 45-IC of the Reserve Bank of India Act, 1934. During 2014-15, the Company has also appropriated an amount of Rs.516.74 million to the reserve created under Section 36(i)(viii) of the Income Tax Act, 1961 in order to achieve tax efficiencies.

5. Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

6. Dividend

The Board of Directors of the Company has recommended a dividend @ 10% i.e. Re.1.00 per equity share of Rs.10/- each for the financial year 2014-15.

7. Fixed Deposits

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

8. Capital adequacy ratio

The Capital adequacy ratio as on 31st March, 2014 was 25.23% and the capital adequacy ratio as on 31st March, 2015 stood at 23.71%

No adverse Material changes affecting the financial position of the Company have occurred during the financial year.

9. Capital/ Finance

The paid up share capital of the Company as at 31st March 2015 aggregates to Rs.5,620.83 million comprising of 562,083,335 equity shares of Rs.10 each fully paid up. PTC India Limited continues to hold 60% of the paid up capital of the Company as at 31st March 2015. The shares of the Company are listed on the National Stock Exchange and Bombay Stock Exchange.

10. Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is Annexed as Annexure 1.

11. Directors and Key Managerial Personnel

In accordance with provisions of the Act and Articles of Association of the Company, Dr. Pawan Singh, Director would retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The Companies Act, 2013 provides for the appointment of Independent Directors. During the year, Dr. Uddesh Kumar Kohli, Mr. Ramarao Muralidharan Coimbatore, Mr. Surinder Singh Kohli, Mr. Ved Kumar Jain and Mr. Surender Kumar Tuteja have been appointed as an Independent Directors upto 31/03/2016, 31/03/2016, 12/12/2016, 23/10/2017 and 09/01/2019 respectively have been appointed as Independent Directors by shareholders through postal ballot whose result was declared on 25/03/2015. None of the Independent Director will retire at the ensuing Annual General Meeting.

Further, Ms. Shubhalakshmi Panse has resigned as Director of the Company w.e.f. 11th May, 2015.

Also, Mr. Rajender Mohan Malla ceased to be Managing Director & Chief Executive Officer of the Company w.e.f. 15th May, 2015 on attainment of age of superannuation. On the recommendation of the Nomination and Remuneration Committee, the Board has appointed Dr. Ashok Haldia as the Managing Director & Chief Executive Officer of the Company w.e.f. 7th July, 2015

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual directors which include criteria for performance evaluation of the non-executive and executive directors. The overall effectiveness of the Board is measured on the basis of the ratings obtained by each Director and accordingly the Board decides the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. The Company aspires to pay performance linked remuneration to its WTDs/MD. It is ensured that the remuneration is determined in a way that there exists a fine balance between fixed and incentive pay. On the basis of Policy for Performance Evaluation of Independent Directors, a process of evaluation is being followed by the Board for its own performance and that of its Committees and individual Directors

The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on need basis, and the Committee may periodically seek independent external advice in relation to the process. The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination & Remuneration Committee.

12. Familiarization Programmes of Independent Director

The details of familiarization programmes of Independent directors shall be disclosed here. The web link to the program is given below:

http://ptcfincial.com/statutory_policies/2015062_FAMILIARISATION_PROGRAMME_MODULE.pdf

13. Details of Board meetings

During the year, 9 number of Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
30th April, 2014	7
1st August, 2014	9
28th August, 2014	8
4th October, 2014	7
13th November, 2014	8
26th November, 2014	8
15th January, 2015	9
31st January, 2015	9
27th March, 2015	10

14. Committees of Board

The details of various committees of the Board are mentioned in the Corporate Governance Report, which forms part of this report.

15. Corporate Social Responsibility

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

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

The objective of PFS's CSR Policy is to consistently pursue the concept of integrated development of the society in an economically, socially and environmentally sustainable manner and at the same time recognize the interests of all its stakeholders.

To attain its CSR objectives in a professional and integrated manner, PFS shall undertake the CSR activities as specified under the Act.

The CSR policy is available at the link: http://www.ptcfinancial.com/statutory_policies/corporate_social_responsibility_policy.pdf.

The report on CSR activities/initiatives is enclosed at Annexure 2.

16. Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In compliance with requirements of Companies Act, 2013 & Listing Agreement, the Company has established a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. 'Whistleblowing' is the confidential disclosure by an individual of any concern encountered in the workplace relating to a perceived wrongdoing. The policy has been framed to enforce controls so as to provide a system of detection, reporting, prevention and appropriate dealing of issues relating to fraud, unethical behavior etc. The policy provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no employee was denied access to Audit Committee.

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

17. Directors' Responsibility Statement

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

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

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

M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as statutory auditors of the Company for FY 2014-15 by the shareholders and shall hold office upto the conclusion of the forthcoming Annual General Meeting.

The Auditors have audited the Accounts of the Company for the year ended 31st March 2015. Audited Financial Statements comprising Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the cash flow Statement along with a summary of significant accounting policies & other explanatory information together with the Auditor's Report thereon are annexed to this report. The Auditors' Report does not contain any qualification, reservation or adverse mark.

The Board of Directors has recommended the ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory

auditors of the Company for FY 2015-16 to shareholders in the ensuing annual general meeting.

19. Secretarial audit

In terms of Section 204 of the Act and Rules made there under, M/s. Agarwal S. and Associates, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The secretarial audit report does not contain any qualification, reservation or adverse mark.

20. Related party transactions

The Company has not entered into any related party transactions which attract the provision of Section 188 of the Companies Act, 2013. The details of transactions entered into with the Related Parties is given in schedule no. 29 of the Audited Financial Statements of the Company. During the year, the Company had not entered in to any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions. The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions as approved by the Board is available on the company's website at the link http://ptcfinancial.com/statutory_policies/20150629_Policy_materiality_of_Related_Party_Transactions.pdf

21. Human Resources

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job enlargement, rotation and development.

22. Risk Management Policy

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

- Credit Risk Management Policy:** - Credit risk management policy provides for identification and assessment of credit risk, assessment and management of portfolio credit risk, and risk monitoring & control. The issues relating to the establishment of exposure limits for & various categories, for example, based on geographical regions, fuel, specific to industry and rating are also covered. The policy also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals.
- Asset Liability Management Policy:** - The objectives of Asset Liability Management Policy are to align market risk management with overall strategic objectives, articulate current interest rate view and determine pricing, mix and maturity profile of assets and liabilities. The asset liability management policy involves preparation and analysis of liquidity gap reports and ensuring preventive and corrective measures. It also addresses the interest rate risk by providing for duration gap analysis and control by providing limits to the gaps.
- Foreign Exchange Risk Management Policy:** - The policy covers the management of foreign exchange risk related to existing and future foreign currency loans or any other foreign exchange risks derived from borrowing and lending. The objective of the policy is to serve as a guideline for transactions to be undertaken for hedging of foreign exchange related risks. It also provides guiding parameters within which the Asset Liability Management Committee can take decisions for managing the above mentioned risks.
- Interest Rate Policy:** - Interest rate policy provides for risk based pricing of the debt financing by the Company. It provides the basis of pricing the debt and the manner in which it can be structured to manage credit risk, interest rate risk and liquidity risk, while remaining competitive.
- Policy for Investment of Surplus Funds:** - The policy provides the framework for managing investment of surplus funds. Realizing that the purpose of mobilization of resources in the Company is to finance

equity as well as loans to power sector projects, the prime focus is to deploy surplus funds with a view to ensure that the capital is not eroded and that surplus funds earn optimal returns.

- **Operational Risk Management Policy:** - The policy recognizes the need to understand the operational risks in general, and those specific to activities of the Company. Operational risk management is understood as a systematic approach to manage such risk. It seeks to standardize the process of identifying new risks and designing appropriate controls for these risks, minimize losses and customer dissatisfaction due to possible failure in processes.

Apart from these policies there are various guidelines to help understand and mitigate different kinds of other risks. These include, guidelines for financing bio-mass projects, guidelines for financing CERs, operational guidelines for debt financing, KYC Guidelines and the like.

23. Employees' Stock Option Scheme

Shareholders' approval of the scheme was obtained at the Annual General Meeting held on 27th October 2008 for introduction of Employee Stock Option Plan at PTC India Financial Services Ltd. Total of 2,01,50,000 (number) grants have been made under the ESOP 2008.

Period of Vesting for PTC India Financial Services Ltd.

As per PTC India Financial Services Ltd. Employee Stock Option Plan 2008, there shall be a minimum period of 1 (one) year between the grant of options and vesting of options. Subject to participant's continued employment with the Company or the subsidiary and restrictions, if any, set out in case of terminal events, the Unvested Options shall vest with the Participants over a four year period as per the following schedule.

ESOPs granted in Dec -2008 (Tranche I)

Vesting	No of years from the grant date	% of Options Vested	Cumulative % of options vested
1st	1 year	15%	15%
2nd	2 year	15%	30%
3rd	3 year	30%	60%
4th	4 year	40%	100%

ESOPs granted in Oct -2009 (Tranche II)

Vesting	No of years from the grant date	% of Options Vested	Cumulative % of options vested
1st	1 year	15%	15%
2nd	2 year	15%	30%
3rd	3 year	30%	60%
4th	4 year	40%	100%

Exercise Period for PTC India Financial Services Ltd.

Subject to the conditions laid down for terminal events (death, permanent incapacitation of the employee etc.), the vested options shall be exercisable within a period of 3 years from the first vesting date or listing of shares on a recognized stock exchange whichever is later. PFS shares were listed on March 2011.

The applicable disclosures as stipulated under SEBI guidelines as on March 31, 2015 with regard to Employees' Stock Options (ESOPs) are provided in Annexure 4 to this Report.

The Certificate from the Auditors of the Company that the Scheme has been implemented in accordance with SEBI Guidelines and the resolution passed by the members would be placed at the Annual General Meeting for inspection by members.

24. Declaration given by Independent Directors

Dr. Uddesh Kumar Kohli, Mr. Surinder Singh Kohli, Mr. Coimbatore Ramarao Muralidharan, Mr. Ved Kumar Jain and Mr. Surender Kumar Tuteja are Independent Directors on the Board of your Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in section 149 of the Act and the Rules made thereunder about their status as Independent Directors of the Company.

25. Company's policy on appointment and remuneration of Senior Management and Key Managerial Personnels (KMPs)

As per the requirements of Companies Act 2013, the Board of Directors of your Company has constituted a Nomination and Remuneration Committee. The Committee's role is to be supported by a policy for nomination of Directors and Senior Management Personnel including Key Managerial Personnel as also for remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees. Further, a policy on Board Diversity is also to be adopted.

The Policy of the Company on Nomination and Remuneration & Board Diversity is attached herewith and marked as Annexure 5

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

A group level Internal Complaints Committee has been constituted to look into grievance/complaints of sexual harassment lodged by women employees as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaint was received during the year and pending as on 31st March 2015.

27. Significant and material orders passed by the regulators

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations.

28. Internal financial controls and Internal Auditor

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

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

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

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

Based on the report of internal auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

29. Holding, Subsidiaries, Associates and Joint Ventures

Your Company continues to be the Subsidiary of PTC India Ltd. Further, the Company has a subsidiary namely PFS Capital Advisors Ltd., which is under the process of getting its name Struck off under the fast track exit mode as prescribed by Ministry of Corporate Affairs.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: http://ptcfincial.com/statutory_policies/20150629_Policy_on_determining_Material_Subsiidiaries.pdf

The Company has no Associate company or Joint Venture.

30. Management Discussion and Analysis

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

31. Particulars of Employees

Pursuant to sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

- a. the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15;

(Rs in Lacs)

Name of Director	Designation	Director's Remuneration	Median Remuneration of employees	Ratio
Mr. Rajender Mohan Malla*	MD& CEO	68.81	21.65	3.18 times
Dr. Ashok Haldia#	Whole-Time Director	73.33	21.65	3.42 times
Dr Pawan Singh	Whole-Time Director	69.47	21.65	3.07 times

* ceased to be the MD & CEO on 15th May, 2015 due to superannuation.

appointed as Managing Director & Chief Executive Officer w.e.f. 7th July, 2015

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

Name	%age Increase
Mr. Rajender Mohan Malla*	23.98
Dr. Ashok Haldia#	26.69
Dr Pawan Singh	33.00
Mr. Vishal Goyal	24.37

* ceased to be the MD & CEO on 15th May, 2015 due to superannuation.

appointed as Managing Director & Chief Executive Officer w.e.f. 7th July, 2015

- c. the percentage increase in the median remuneration of employees in the financial year is 21.73%

- d. 37 permanent employees are on the rolls of company;

- e. The Average remuneration increased from Rs 19.64 lac to Rs 24.11 Lac i.e. 22.76%. This is because of payment of Performance Related Pay (PRP) in the FY 2014-15, which was introduced in FY 2014-15 in lieu of ESOPs granted earlier. Whereas the Company's performance in terms of Profit After Tax decreased from Rs 20,771.89 lac to Rs 16,087.61 lac i.e. a decrease of 22.55%. This is due to the disinvestment of equity stake in two companies resulting in a profit of Rs. 8,216.91 lacs (gross) in the previous FY 2013-14.

- f. The Average increase in remuneration of Key Managerial Personnel is from Rs 47.20 lac to Rs 60.06 lacs i.e. 27.25%. The Company's performance in terms of Profit After Tax decreased from Rs 20,771.89 lac to Rs 16,087.61 lac i.e. a decrease of 22.55% due to the disinvestment its equity stake in two companies resulting in a profit of Rs 8,216.91 lacs (gross) in the previous FY 2013-14.

- g. The Average remuneration increased from Rs 19.64 lac to Rs 24.11 Lac i.e. 22.76%. This is because of payment of PRP which was introduced in FY 2014-15 in lieu of ESOPs granted earlier. Whereas the Company's performance in terms of Profit After Tax decreased from Rs 20,771.89 lac to Rs 16,087.61 lac i.e. a decrease of 22.55%. This is due to the disinvestment of equity stake in two companies resulting in a profit of Rs 8,216.91 lacs (Gross) in the previous financial year.

- h. Price earnings ratio is 19.32 as at 31st March, 2015 and 3.82 as at 31st March, 2014.

IPO Share Price in March 2011 was Rs 28 whereas the closing price per Share was Rs 55.25 as at 31st March, 2015 and was Rs 14.15 as at 31st March, 2014. Hence the increase by 97.32% from initial public offer price to the closing share price as at 31st March, 2015 and decrease by 49.46% from initial public offer price to closing share prices as at 31st March, 2014.

- i. The average percentile increase in the salary of employees other than the managerial personnel is from Rs 16.02 lac to Rs 19.76 lac resulting in increase of 23.35%. Whereas the average percentile increase in the managerial remuneration is from Rs 47.20 lac to Rs 60.06 lac resulting in increase of 27.25%. The increase is due to joining of Mr. R.M. Malla, MD & CEO in September 2013.
- j. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company

Name	FY 13-14	FY 14-15	% age Increase
Mr. Rajender Mohan Malla*	28.51	68.81	141.35
Dr. Ashok Haldia	57.68	73.33	27.13
Dr Pawan Singh	48.98	69.47	41.83
Mr. Vishal Goyal	24.86	30.92	24.37

*Rs. 28.51 lac was paid to Mr. Malla, Former M D & CEO as salary during the FY 2013-2014. He joined the Company in September, 2013 and was paid for the part of the year while his annual salary was Rs 50.00 lac.

The Company's performance in terms of Profit After Tax decreased from Rs 20,771.89 lac to Rs 16,087.61 lac i.e. a decrease of 22.55% due to the disinvestment its equity stake in two companies resulting in a profit of Rs 8,216.91 lac (gross) from sale of investment in the previous year.

- k. The key parameters for any variable component of remuneration availed by the directors are (i) Operating profit, (ii) Net NPA over Total Assets, (iii) Cost to Income Ratio, (iv) Net-worth, (v) Sanctions – Budget compared to Actual (vi) Disbursals – Budget compared to Actual (vii) Market price of PFS share and (viii) Innovation/ New Initiative.

- l. There are no employees who are in receipt of remuneration in excess of the highest paid director during the year.

- m. It is affirmed that the remuneration is as per the remuneration policy of the company.

As per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is Annexed as Annexure 6.

32. Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

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

33. Foreign Exchange earnings & outgo

The Company has incurred expenditure of Rs.146.63 million (previous year Rs.153.07 million) in foreign exchange during the year ended 31st March 2015. This includes interest on external commercial borrowings amounting to Rs.143.73 million (previous year Rs.150.75 million).

34. Acknowledgement

The Board of Directors acknowledges with deep appreciation the cooperation received from Ministry of Power, Ministry of Finance, Reserve Bank of India, SEBI, NSE, BSE, PTC India Limited and other stakeholders, International Finance Corporation (IFC), DEG, various Banks, Consortium Partners and Officials of the Company.

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

Sd/-
Deepak Amitabh
Chairman
DIN: 01061535

Date : 8th August, 2015
Place : New Delhi

REPORT ON CORPORATE GOVERNANCE

Company's philosophy on Corporate Governance

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures fairness and transparency in all dealings and in the functioning of the management. Corporate Governance is concerned with the morals, ethics, values, parameters, conduct and behaviour of the Company and its management. The objective is to meet stakeholders' aspirations and societal expectations. The spirit of governance of PTC India Financial Services Limited (PFS) is derived from this philosophy and has been articulated through the Company's various policies. At PFS, we are committed to meet the aspirations of all our stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and focused work environment. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of corporate governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

Being a finance Company, PFS has to regularly pursue businesses that maximise returns while effectively managing the inherent risks. Decision making and execution is driven by its governance structure, ethics and value systems. Corporate Governance ensures transparency and accountability. The presence of strong governance standards earns faith of all the stakeholders which is very essential for successfully running any organization and contributes in a best possible manner in sustaining and enhancing economic growth. Corporate Governance also has broader social and institutional dimensions. Properly designed rules of governance focus on implementing the values of fairness, transparency, accountability and responsibility to all the stakeholders.

As per the requirements of the listing agreement with the Stock Exchanges and also in tune with our practice of sharing the information with the shareholders, government, clients, employees and society at large, a report on the Corporate Governance is given below as a part of the Directors' Report along with the Certificate issued by the Statutory Auditors regarding compliance with the requirements in regard to Corporate Governance specified in Clause 49 of the listing agreement with stock exchanges. PFS not only adheres to the prescribed corporate governance practices as per Clause 49 of the listing agreement with the stock exchanges in India (listing agreement), but is also committed to sound corporate governance principles and practices. Over the years, we have strengthened governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are taken into account, before making any business decision.

PFS is committed to achieve the best standards of Corporate Governance. The Company has built up a strong foundation for making Corporate Governance a way of life by having an independent Board with experts of eminence, forming a core team of top level executives, inducting competent professionals across the organization and putting in place best systems and processes. Going beyond, PFS has endeavoured to regulatory and legal compliances and adopt practices of high level of business ethics.

Board of Directors

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

Composition

As on 31st March, 2015 the Company's Board comprised of 11 (Eleven) Directors out of which 6 were Independent Directors. The Composition of the Board is in conformity with Clause 49 of the Listing Agreement.

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

S. No.	Name of Director	Designation
1.	Mr. Deepak Amitabh	Chairman
2.	Mr. Rajender Mohan Malla ^	Former Managing Director & Chief Executive Officer
3.	Dr. Ashok Haldia***	Managing Director & Chief Executive Officer
4.	Dr. Pawan Singh	Whole-Time Director and Chief Financial Officer
5.	Dr. Uddesh Kumar Kohli	Non – Executive Director (Independent Director)
6.	Mr. Surinder Kumar Tuteja	Non – Executive Director (Independent Director)
7.	Mr. Ramarao Muralidharan Coimbatore	Non – Executive Director (Independent Director)
8.	Mr. Radhakrishnan Nagarajan#	Non – Executive Director (Additional Director)
9.	Mr. Ved Kumar Jain	Non – Executive Director (Independent Director)
10.	Mr. Surinder Singh Kohli	Non – Executive Director (Independent Director)
11.	Ms. Shubhalakshmi Panse*	Non – Executive Director \ (Independent Woman Director)
12.	Mr. Ajit Kumar**	Non – Executive Director (Additional Director)

#Appointed as Nominee of PTC India Limited (the holding company) in place of Sh. Mukesh Kumar Goel w.e.f. 2nd February, 2015.

*Appointed as Woman Director on 27th March, 2015 and resigned on 11th May, 2015.

^ Ceased to be Managing Director & Chief Executive Officer w.e.f. 15th May, 2015 due to superannuation.

** Appointed as Nominee Director on 15th June, 2015.

*** Appointed as Managing Director & Chief Executive Officer w.e.f. 7th July, 2015.

Number of Board Meetings

There were 9 (Nine) Meetings of the Board of Directors held during the financial year ended 31st March, 2015 i.e. on 30th April, 2014; 1st August, 2014; 28th August, 2014; 4th October, 2014; 13th November, 2014; 26th November, 2014; 15th January, 2015; 31st January, 2015 and 27th March, 2015.

Board Meetings and Attendance:

S. No	Name	Designation	No. of meetings held	No. of meetings attended	No. of Directorships as on 31st March, 2015 (excluding PFS)	Attendance at the last AGM	Chairmanship/Membership (Audit and Stakeholders Relationship/ Stakeholders' Grievance Committee)	
							No. of Chairmanships	No. of Memberships
							(excluding PFS)	
1.	Mr. Deepak Amitabh	Chairman	9	9	2	Present	-	-
2.	Mr. Rajender Mohan Malla	Former Managing Director & Chief Executive Officer	9	9	1	Present	-	-
3.	Dr. Ashok Haldia*	Managing Director & Chief Executive Officer	9	8	3	Present	-	1
4.	Dr. Pawan Singh	Whole Time Director and Chief Financial Officer	9	9	2	Present	-	-
5.	Dr. Uddesh Kumar Kohli	Non – Executive Director (Independent Director)	9	8	6	Absent	3	4
6.	Mr. Ramarao Muralidharan Coimbatore	Non – Executive Director (Independent Director)	9	5	4	Absent	1	1

S. No.	Name	Designation	No. of meetings held	No. of meetings attended	No. of Directorships as on 31st March, 2015 (excluding PFS)	Attendance at the last AGM	Chairmanship/Membership (Audit and Stakeholders Relationship/ Stakeholders' Grievance Committee)	
							No. of Chairmanships	No. of Memberships
							(excluding PFS)	
7.	Mr. Mukesh Kumar Goel (Cceased to be a Director w.e.f. 2nd February, 2015)	Non - Executive Director	8	-	Not applicable	Absent	Not applicable	Not applicable
8.	Mr. Surinder Singh Kohli	Non-Executive (Independent Director)	9	9	8	Absent	3	5
9.	Mr. Ved Kumar Jain	Non-Executive Director (Independent Director)	9	9	5	Present	1	6
10.	Mr. Surinder Kumar Tuteja	Non-Executive Director (Independent Director)	9	8	9	Absent	5	4
11.	Mr. Radhakrishnan Nagarajan (Appointed w.e.f. 2nd February, 2015)	Non - Executive Additional Director	1	1	7	Not applicable	-	-
12.	Ms. Shubhalakshmi Panse	Non-Executive Additional Director (Independent Director)	-	-	6	Not applicable	-	4

None of the Directors on the Board is a member of more than 10 committees and chairman of more than 5 committees (as prescribed in the clause 49 of the Listing Agreement), across all the companies in which he/ she is a Director.

For the purpose of reckoning the limit of the interest in the Committees of Board of Directors, chairmanship/membership of the Audit committee and the Shareholders' and Investors' Grievance committee alone has been considered and directorship in private limited companies, foreign companies and companies registered under section 8 of the Companies Act, 2013 have not been considered.

None of the Directors of the Company are in any way related to each other.

Detail of shareholding of Directors and their relatives as on 31st March, 2015 are as under:

Sr. No.	Name of the Director	No of shares
1.	Mr. Deepak Amitabh	3,500
2.	Dr. Uddesh Kumar Kohli Mrs. Anita Kohli (wife of Dr. Uddesh Kumar Kohli)	3,500

Information available to the Board

Detailed Agenda Notes with information as enumerated in the Listing Agreement were circulated in advance to the Board. All the relevant information as mentioned in clause 49 of the Listing Agreement has been placed before the Board for its consideration. The information regularly supplied to the Board / Board Committees specifically includes:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.

- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company.
- Details of any joint venture or collaboration agreement, if any.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business, if any.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

Meetings of Independent Directors

The Company's Independent Directors met once without the presence of Executive Directors and management personnel. This meeting was conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs.

Code of Conduct

A code of conduct for Board Members and Senior Officials was already in place. However, the Board of Directors in its meeting held on 27th March, 2015 adopted a revised Code of Conduct for Board Members and Senior Officials in line with changes in laws applicable to the Company. The code is a comprehensive code applicable to all Directors and Members of Senior Management of the Company. It is in alignment with Company's vision and values to achieve the Mission and Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code has been put on the website of the Company i.e. www.ptcfinancial.com.

Based on affirmation received from Board members and Senior Management Personnel, declaration regarding compliance of Code of Conduct made by the Chairman and Managing Director is given below:

Declaration

All the Board members and Senior Management Personnel have affirmed compliance of Code of Conduct for financial year ended on 31st March, 2015.

Code for Prevention of Insider Trading

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a comprehensive Code for Prevention of Insider Trading to preserve the confidentiality and to prevent misuse of unpublished price sensitive information. Every Director, officer and designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company and not to misuse his or her position or information regarding the Company to gain personal benefit or to provide benefit to any third party. The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and the consequences of non-compliance. In line with the requirement of Code for Prevention of Insider Trading, trading window was closed from time to time, whenever some price sensitive information was submitted to the Board and other Committees of Directors. Notice of closure of trading window was issued to all the employees well in advance, restraining all the employees and their relatives not to deal in the shares of the Company when the window is closed.

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

Also, in terms of Companies Act, 2013 and the Listing Agreement the Whistle Blower policy on group level has been framed to enforce controls so as to provide a system of detection, reporting, prevention and appropriate dealing of issues relating to fraud, unethical behaviour, etc. The policy is published on the website of the Company i.e. www.ptcfinancial.com.

Committees of the Board of Directors

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

As on 31st March, 2015 the Board had nine (9) committees:

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

^ Re-constituted by the Board on 30th April, 2014.

*Constituted by the Board on 30th April, 2014.

#Dissolved by the Board on 13th November, 2014; Nomination and Remuneration Committee shall exercise all the powers of Compensation Committee for ESOP.

1. Audit Committee

The role and terms of reference of Audit Committee is in line with the requirements of Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee include the following:

The powers of the audit committee include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

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

The Committee was chaired by Mr. Ved Kumar Jain, Independent Director during the financial year ended 31st March, 2015. The Composition of Audit Committee during the financial year ended 31st March, 2015 and meeting attended by members are as follows:

S. No.	Name of Member	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Ved Kumar Jain	Chairperson	6	6
2.	Mr. Ramarao Muralidharan Coimbatore	Member	6	4
3.	Dr. Uddesh Kumar Kohli	Member	6	6
4.	Mr. Surinder Singh Kohli*	Member	1	1
5.	Mr. Surinder Kumar Tuteja*	Member	1	1

*Appointed as member on 15th January, 2015.

The Chairperson of the Audit Committee was present at the last Annual General Meeting held on 26th September, 2014 to answer the queries of the shareholders.

The constitution of Audit Committee is in line with requirement of Section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement and presently consists of five Non – Executive and Independent Directors.

During the financial year ended 31st March 2015, 6 meetings of Audit Committee were held on 29th April, 2014; 31st July, 2014; 12th November, 2014; 26th November, 2014; 15th January, 2015 and 27th March, 2015.

CFO, Internal auditor and Statutory auditor are permanent invitees at the meetings of the Audit Committee. Company Secretary acts as secretary to the committee.

2. Nomination and Remuneration Committee

The Board originally constituted Nomination cum Remuneration Committee on 5th August, 2008 and subsequently renamed it to its present name on 30th April, 2014. It has been constituted for the purpose of ensuring 'fit and proper' status of proposed/ existing Directors of the Company in terms of RBI guidelines, Companies Act, 2013 and Listing Agreement. During the financial year ended 31st March, 2015 the Committee comprises of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Surender Kumar Tuteja	Chairman	5	5
2.	Mr. Deepak Amitabh	Member	5	5
3.	Dr. Uddesh Kumar Kohli	Member	5	4
4.	Mr. Surinder Singh Kohli	Member	5	5
5.	Mr. Ved Kumar Jain	Member	5	5
6.	Mr. Radhakrishnan Nagarajan*	Member	3	2
7.	Mr. Mukesh Kumar Goel#	Member	2	0

*Appointed as member on w.e.f. 2nd February, 2015.

#Ceased to be a member w.e.f. 2nd February, 2015.

During the financial year ended 31st March, 2015, 5 meetings of Nomination and

Remuneration Committee were held on 30th April, 2014; 4th October, 2014; 24th February, 2015; 16th March, 2015 and 27th March, 2015.

3. Asset Liability Management Committee

The Asset Liability Management Committee (ALCO) was originally constituted pursuant to Board resolution dated 30th March, 2009. It has been constituted for the purpose of performing functions as required under the Asset Liability Management Policy of the Company. During the financial year ended 31st March, 2015 ALCO comprises of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Deepak Amitabh	Chairman	2	2
2.	Mr. Rajender Mohan Malla*	Member	2	2
3.	Dr. Ashok Haldia	Member	2	2
4.	Mr. Ramarao Muralidharan Coimbatore	Member	2	1
5.	Mr. Surinder Singh Kohli	Member	2	2
6.	Dr. Pawan Singh	Member	2	2

* Ceased to be a member w.e.f. 15th May, 2015 due to superannuation.

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

During the year financial ended 31st March, 2015, 2 meetings of Asset Liability Management Committee were held on 30th April, 2014 and 1st August, 2014.

4. Risk Management Committee

The Risk Management Committee was constituted by Board on 7th July, 2009. It has been constituted under Risk Management Policy of the Company for the purpose of reviewing risk management in relation to various risks, namely, market risk, credit risk and operational risk and during the financial year ended 31st March, 2015 comprises of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Surinder Singh Kohli	Chairman	3	3
2.	Mr. Rajender Mohan Malla ^	Member	3	3
3.	Dr. Ashok Haldia	Member	3	3
4.	Mr. Ramarao Muralidharan Coimbatore	Member	3	2
5.	Dr. Pawan Singh	Member	3	3
6.	Mr. Surender Kumar Tuteja*	Member	1	1

* Appointed as member on 26th November, 2014.

^ Ceased to be a member w.e.f. 15th May, 2015 due to superannuation.

During the financial year ended 31st March 2015, 3 meetings of Risk Management Committee were held on 30th April, 2014, 1st August, 2014 and 9th December, 2014.

5. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was re- constituted by Board on 30th April, 2014 and during the financial year ended 31st March, 2015 comprises of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Dr. Uddesh Kumar Kohli	Member	1	1
2.	Mr. Rajender Mohan Malla*	Member	1	1
3.	Dr. Ashok Haldia	Member	1	1
4.	Mr. Ramarao Muralidharan Coimbatore	Member	1	1

* Ceased to be a member w.e.f. 15th May, 2015 due to superannuation.

The Members shall elect a Chairman from amongst themselves.

During the financial year ended 31st March, 2015, 1 meeting of Stakeholders' Relationship Committee was held on 27th March, 2015.

Scope and terms of reference:

The Committee shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends.

Status of Complaints from investors for the financial year ended 31st March, 2015

S. No.	Type of investor	No. of Complaints received during the financial year ended 31st March, 2015	No. of complaints pending as on 31st March, 2015
1	Equity Shareholders	22	-
2	Bondholders	612	-

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted pursuant to Board resolution dated 30th April, 2014. During the financial year ended 31st March, 2015 it comprised of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1	Mr. Deepak Amitabh	Chairman	1	1
2.	Dr. Uddesh Kumar Kohli	Member	1	1
3.	Mr. Rajender Mohan Malla*	Member	1	1
4.	Mr. Ved Kumar Jain	Member	1	1
5.	Mr. Surender Kumar Tuteja	Member	1	1

* ceased to be the member on 15th May, 2015 due to superannuation.

During the financial year ended 31st March, 2015, 1 meeting of Corporate Social Responsibility Committee was held on 27th March, 2015.

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

Other related information on remuneration in the Company and sitting fee to Non- Executive Directors

The Chairman is not paid any remuneration by the Company and the remuneration of Whole Time Directors (WTD) is fixed component. Notice period of CMD and WTDs is 3 (three) months.

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

Scope and terms of reference:

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

Remuneration to Directors

The remuneration paid to the Whole-time Directors during the financial year ended 31st March, 2015 is as under:

(Rs. in lacs)

Name of Director	Salary and allowances	Perquisites	Contribution to provident fund	Commission	Total	ESOP
Mr. Rajender Mohan Malla*	65.84	-	2.97	-	68.81	-
Dr. Ashok Haldia	70.55	-	2.78	-	73.33	-
Dr. Pawan Singh	66.98	-	2.49	-	69.47	-

* ceased to be the MD & CEO on 15th May, 2015 due to superannuation.

Note: The above remuneration does not include reimbursement to Directors for official purpose.

7. Committee of Directors for Issuance of Bonds

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

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Deepak Amitabh	Chairman	2	2
2.	Mr. Rajender Mohan Malla*	Member	2	2
3.	Dr. Ashok Haldia	Member	2	2
4.	Dr. Uddesh Kumar Kohli	Member	2	2
5.	Dr. Pawan Singh	Member	2	2

* ceased to be the member on 15th May, 2015 due to superannuation.

During the financial year ended 31st March, 2015, 2 meetings of Committee of Directors for issuance of Bonds were held on 16th June, 2014 and 27th March, 2015.

8. Investment Committee (for sanction of financial assistance upto Rs. 50 crores)

The Investment Committee was originally constituted by Board on 21st August, 2009. It has been constituted for the purpose of considering and sanctioning debt financing or equity participation or both taken together to a single Company upto Rs. 50 crores, subject to an overall limit by Rs.500 crores in a financial year. During the financial year ended 31st March, 2015 it comprises of the following members:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of meetings attended during the year
1.	Mr. Deepak Amitabh	Chairman	1	1
2.	Mr. Rajender Mohan Malla*	Member	1	1
3.	Dr. Ashok Haldia	Member	1	-
4.	Dr. Uddesh Kumar Kohli	Member	1	1
5.	Dr. Pawan Singh	Member	1	1
6.	Mr. Surender Kumar Tuteja	Member	1	1

*ceased to be the member on 15th May, 2015 due to superannuation.

During the financial year ended 31st March, 2015, 1 meetings of Investment Committee were held on 4th October, 2014.

Annual General Meeting

The details of the last three Annual General Meetings of the Company are as under:

AGM	Date	Day	Time	Location	Special Resolution
8th AGM	26/09/2014	Friday	11:30 AM	Dr. SRKV Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi-110010	Three
7th AGM	19/08/2013	Monday	11:30 AM	FICCI Auditorium, 1 Federation House, Tansen Marg, New Delhi-110001.	None
6th AGM	21/09/2012	Friday	11:30 AM	FICCI Auditorium, 1 Federation House, Tansen Marg, New Delhi-110001.	None

Special Resolution and Postal Ballot

5 resolutions for appointment of Independent Directors had been passed through postal ballot during the financial year ended 31st March, 2015. None of the business proposed to be transacted in the ensuing AGM require passing a special resolution through Postal Ballot.

No Extra ordinary General Meeting was held during the year.

The Company has conducted postal ballot in accordance with section 110 of the Companies Act, 2013 and rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, and such other provisions as required to conduct postal ballot.

Subsidiary Companies

The Company has a subsidiary company named PFS Capital Advisors Limited which is under the process of closure under the Fast Track Exit mode prescribed by the Ministry of Corporate Affairs. The Company has not made any investments in this subsidiary company.

Holding Companies

PTC India Limited is the holding company of the Company.

Disclosures

- (1) There were no materially significant transactions with related parties i.e. promoters, directors or the management that may have any potential conflict with the interest of the Company. Further, the details of related party transactions are presented in Note number 29 forming part of the financial statements.
- (2) There were also no instances of non-compliance on any matter related to the Capital Markets during the last three years. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.
- (3) The Company's Whistle Blower policy is an inbuilt system of Grievance Redressal which deals with grievances of employees. Under this system grievances of the employees are redressed effectively. The Company affirms that no personnel have been denied access to the audit committee.
- (4) The Company has fully complied with all the mandatory requirements prescribed under Clause 49 of the Listing Agreement of the stock exchange relating to Corporate Governance and adopted all suggested items to be included in the Report on Corporate Governance.
- (5) In the preparation of financial statements, the Company has followed the accounting principles in India, the applicable accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable and the Non-Banking financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Means of Communication

PFS recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes continuous, efficient and relevant communication to all external constituencies. Quarterly/annual financial results are usually published in financial and national newspapers like Financial Express / Business Standard in English and Jansatta in Hindi. The same are also available on the website of the Company, viz. www.ptcfincancial.com and have also been submitted to stock exchanges as per requirement of the listing agreement. The Company also communicates with its institutional shareholders through investor conferences.

All important information pertaining to the Company is also mentioned in the Annual Report of the Company containing inter-alia audited financial statements, Directors' report, Auditors' report, report on Corporate Governance which is circulated to the members and others entitled thereto for each financial year and is displayed on the Company's website: www.ptcfincancial.com

Registrar and Share Transfer agent

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032

CEO/CFO certification

As required by the revised Clause 49 of the Listing Agreement, the Certificate duly signed by Dr. Ashok Haldia, Whole-time Director and Dr. Pawan Singh, Whole-time director [designated as Director (Finance) & CFO] was placed before the Board of Directors at the meeting held on 25th May, 2015.

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

No GDRs/ADRs/Warrants or any Convertible instruments has been issued by the Company, except grant of ESOPs.

Shareholders Information

1) Annual General Meeting

Date	Time	Venue
24th September, 2015	10:30 a.m.	Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010

2) Financial calendar for year ended 31st March, 2015

Particulars	Date
Financial year	1st April, 2014 to 31st March, 2015
Audited financial results for the first three quarters	Audited financial results for the first three quarters were announced on 1st August, 2014; 13th November, 2014, 15th January, 2015.
Annual financial results	25th May, 2015.

3) Tentative Financial calendar for year ending 31st March, 2016

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

4) Date of Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2015 to 24th September, 2015 inclusive of both days.

5) Payment of Dividend

Final Dividend details for financial year 2014-2015

The Board of Directors in its meeting held on 25th May, 2015 has recommended a dividend @ 10% i.e. Re. 1 per equity share (on the face value of Rs. 10 each) for the financial year ended 31st March 2015, subject to approval of shareholders in the forthcoming Annual General Meeting of Company.

Pay-out Date for Payment of Final Dividend

The final dividend on equity shares, as recommended by the Board of Directors, subject to provisions of Section 123 of the Companies Act, 2013, if approved by the members at the forthcoming Annual General Meeting of the Company, shall be paid to those shareholders

whose name appears in the Register of Members or in the list of beneficial holders provided by NSDL/ CDSL on the closing hours of 18th September, 2015.

6) Listing on Stock Exchanges

PFS shares are listed on the following stock exchanges:

National Stock Exchange of India Limited (NSE) Scrip Code: PFS Stock Code: INE560K01014	Bombay Stock Exchange Limited (BSE) Scrip Code: 533344
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The annual listing fees for the financial year ending 31st March, 2015 have been paid to NSE and BSE.

PFS has also issued Non-Convertible debentures, Infrastructure bonds and Commercial Paper carrying the following ISIN codes as on 31 March 2015:

Sr. No.	Name	ISIN Code
1.	NCD Series 3	INE560K07037
2.	Infra Bond series 1 (option I)	INE560K07045
3.	Infra Bond series 1 (option II)	INE560K07052
4.	Infra Bond series 1 (option III)	INE560K07060
5.	Infra Bond series 1 (option IV)	INE560K07078
6.	Infra Bond series 2 (option I)	INE560K07086
7.	Infra Bond series 2 (option II)	INE560K07094
8.	Infra Bond series 2 (option III)	INE560K07102
9.	Infra Bond series 2 (option IV)	INE560K07110
10.	Commercial Paper	INE560K14231* • ISIN Extinguishment on 15th May 2015
11.	Commercial Paper	INE560K14140* * ISIN Extinguishment on 6th May 2015

7) Market Price Data

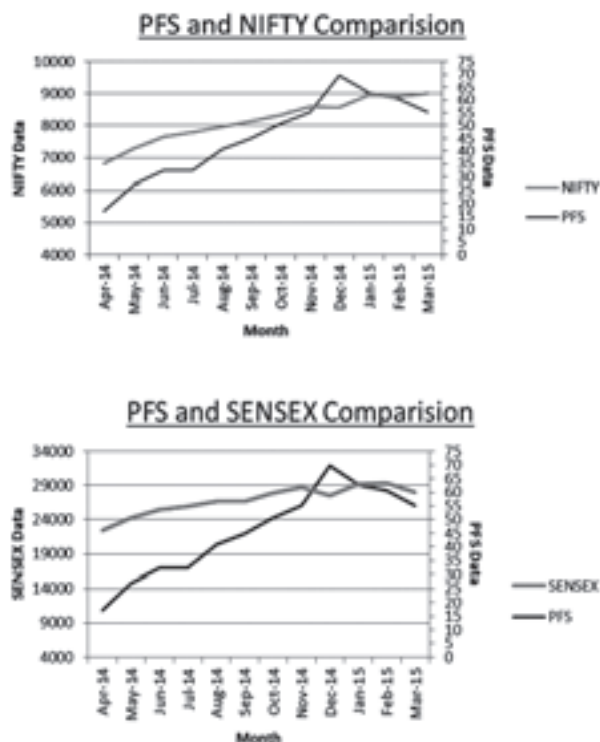
NSE

Month	High(Rs.)	Low(Rs.)	Close(Rs.)
April, 2014	18.20	14.10	17.05
May, 2014	28.40	18.40	26.95
June, 2014	35.80	26.45	32.55
July, 2014	39.95	30.20	32.55
August, 2014	44.65	32.00	40.80
September, 2014	49.25	40.30	45.00
October, 2014	51.45	40.60	50.75
November, 2014	59.80	49.60	55.25
December, 2014	70.20	53.50	69.65
January, 2015	73.15	59.70	62.90
February, 2015	63.60	56.65	60.55
March, 2015	66.80	48.10	55.25

BSE

Month	High(Rs.)	Low(Rs.)	Close(Rs.)
April, 2014	18.20	14.00	17.08
May, 2014	28.40	18.30	27.00
June, 2014	35.95	26.50	32.50
July, 2014	40.00	30.25	32.50
August, 2014	44.65	32.00	40.80
September, 2014	49.20	40.25	44.95
October, 2014	51.35	40.60	50.65
November, 2014	59.70	49.55	55.20
December, 2014	70.00	53.60	69.60
January, 2015	73.15	59.75	62.70
February, 2015	63.70	56.85	60.55
March, 2015	66.70	48.15	55.25

8) Performance in comparison to indices



9) Registrar and Transfer Agents

For Equity and Infrastructure Bonds (Series 1 and 2)

Registered Office
Karvy Computershare Private Limited
"Karvy House",
46, Avenue 4,
Financial District,
Nanakramguda,
Street No. 1, Banjara Hills,
Hyderabad 500034, India
Tel: +91 40 23312454
Toll Free: 1800 4258282
Fax: +91 40 23311968

Communication Address
Karvy Computershare Pvt Ltd.
Karvy Selenium, Tower-B
Plot 31-32, Gachibowli,
Hyderabad-500 032
Andhra Pradesh, India
Tel: +91 40 67162222
Fax: +91 40 23001153,
Toll Free No : 1800-345-4001
E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com

For Non-Convertible Debentures

Series - 1 and 3

MCS Limited
Sri Venkatesh Bhavan,
W-40, Okhla Industrial Area
Phase II,
New Delhi
Tel No. 011 - 41406149
Fax No. 011 - 41709881
E-mail:- admin@mcsdel.com
Website: www.mcsdel.com

10) Share Transfer System

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

The shares under physical segment are transferred through Karvy Computershare Private Limited. It receives the shares to be transferred along with the transfer deed from transferee, verifies it, and prepares the Memorandum of Transfer etc. Pursuant to Clause 49 of the Listing Agreement, a Share Transfer Committee has also been constituted to take note and approve the transfer of shares of the Company.

Further pursuant to clause 47(c) of the Listing Agreement with the stock Exchanges, Certificate on half yearly basis confirming the due compliance of share transfer formalities by the Company from Practicing Company Secretary have been submitted to Stock Exchanges within stipulated time.

The qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

11) Distribution of shareholding

Distribution of shareholding as on 31st March, 2015

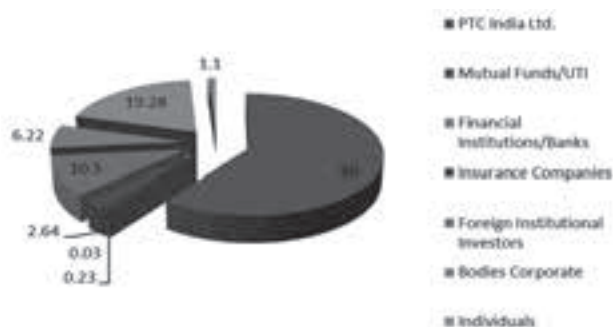
PTC INDIA FINANCIAL SERVICES LTD					
Distribution Schedule As on 31/03/2015 (Total)					
S. No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	85057	77.90	94901250	1.69
2	5001- 10000	9909	9.08	86462550	1.54
3	10001- 20000	5644	5.17	91225740	1.62
4	20001- 30000	2186	2.00	57501860	1.02
5	30001- 40000	1562	1.43	56628900	1.01
6	40001- 50000	1094	1.00	52239220	0.93
7	50001- 100000	1998	1.83	150269900	2.67
8	100001& Above	1731	1.59	5031603930	89.52
	Total:	109181	100	5620833350	100

Shareholding pattern as on 31st March, 2015

Annexure A

PTC INDIA FINANCIAL SERVICES LTD				
SHARE HOLDING PATTERN AS ON 31/03/2015				
S. No.	Description	Cases	Shares	% Equity
1	Banks	3	195819	0.03
2	Clearing Members	208	1272103	0.23
3	Foreign Institutional Investor	30	25418255	4.52
4	Foreign Portfolio Investors	9	33576976	5.97
5	H U F	1611	4898358	0.87
6	Insurance Companies	2	14857595	2.64
7	Bodies Corporates	979	34986981	6.22
8	Mutual Funds	7	1319134	0.23
9	Non Resident Indians	1099	7224620	1.29
10	Promoters Bodies Corporate	1	337250001	60.00
11	Resident Individuals	105226	101068593	17.98
12	Trusts	6	14900	0.02
	Total:	109181	562083335	100.00

Percentage of shareholding as a percentage of Total Shareholding (in %) as on 31st March, 2015



Non-Mandatory Requirements

The status of non-mandatory requirements of Clause 49 of the Listing Agreement is as follows:

1. The Board: The Board is headed by an executive Chairman.
2. Shareholder Rights: The quarterly financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance report and also displayed on the website of the Company. These results are not separately circulated to the shareholders.
3. Audit Qualifications: The auditor has given unqualified report for the Financial Year ended March 31, 2015.
4. Separate posts of Chairman and CEO: The Company has appointed separate persons to the post of Chairman and Managing Director & CEO.
5. Reporting of Internal Auditor: The Internal auditor reports directly to the Audit Committee.

12) Dematerialization of shares

Number of shares held in dematerialized and physical mode as on 31st March, 2015.

S. No.	Description	No of Holders	Shares	% To Equity
1	PHYSICAL	35871	48055	0.01
2	NSDL	47584	514871524	91.60
3	CDSL	25726	47163756	8.39
	Total:	109181	562083335	100.00

13) The status of Non-mandatory requirements as specified in Annexure ID of the Clause 49 of the Listing Agreement is given in Annexure I.

Address and Details for correspondence
 Mr. Vishal Goyal
 Company Secretary and Compliance Officer
Registered Office
 7th Floor, Telephone Exchange Building,
 8 Bhikaji Cama Place, New Delhi - 110 066
 Tel.: +91 11 - 26737300
 Fax: +91 11 - 26737373
 E-mail: complianceofficer@ptcfinancial.com
 Website: www.ptcfinancial.com

AUDITORS' CERTIFICATE ON THE COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

TO THE MEMBERS OF PTC INDIA FINANCIAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by **PTC India Financial Services Limited** for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

Sd/-
Jaideep Bhargava
Partner
(Membership No. 090295)

GURGAON, 8th August, 2015

CEO/CFO CERTIFICATION TO THE BOARD (Under Clause 49(V) of Listing Agreement)

We Certify to the Board that --

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. We are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Dr. Pawan Singh
Whole-time Director (Finance) & CFO
(DIN: 00044987)

Sd/-
Dr. Ashok Haldia
Whole-time Director
(DIN: 00818489)

Place: New Delhi
Date: 25th May, 2015

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Scenario

Indian economy is now seventh largest in the world by nominal GDP and third largest by purchasing power parity (PPP). India is one of the world's most attractive markets for companies in the infrastructure business. The country is now the fastest growing economy and continues to grow at a tremendous rate. The power and energy sector has witnessed substantial investments and enjoys intense focus of the Government which is taking every possible initiative to boost the sector. The sector is projected to have huge investment potential, providing immense opportunities in generation, distribution, transmission and equipment. Indian energy sector is one of the highly diversified fields in the world with the sources of electricity generation ranging from commercial sources such as nuclear, hydro, oil, natural gas, lignite, coal power to some non-conventional sources such as agriculture waste, solar and wind power. The Indian economy is expected to go a transformational change and the power sector is expected to play a critical role in this mega change.

Financial and Operational Performance

The year 2014-15 saw a shift in the composition of income of PFS. Interest income increased to Rs.7,416.15 million in 2014-15 compared to Rs.4,199.99 million in 2013-14, thus, recording a growth of 77% whereas, total income stood at Rs.8,019.07 million in 2014-15 compared to Rs.5,461.63 million in 2013-14. Interest income constituted about 92% of the total income compared to 77% in the preceding year. During 2013-14, PFS had earned a profit of Rs.821.69 million by way of long term capital gains on divestment of its stake in Meenakshi Energy Private Limited. Profit before Tax (PBT) of the Company stood at Rs.2,453.13 million in 2014-15 compared to Rs.2,848.85 million in 2013-14. Similarly, profit after tax (PAT) stood at Rs.1,608.76 in 2014-15 compared to Rs.2,077.19 million in 2013-14. The above position is after consideration of the following:

- (i) The Company earned revenue of Rs.821.69 million during 2013-14 on account of profit on sale of equity investments whereas there was no such revenue during 2014-15.
- (ii) Amortization of foreign currency translation amounting to Rs.162.60 million during 2014-15 compared to Rs.125.70 million during 2013-14.
- (iii) Contingent provision against standard assets amounting to Rs.388.89 million during 2014-15 as compared to Rs.165.62 million during 2013-14. Though the RBI stipulates the provision equivalent to 0.25%, the Company creates a provision equivalent to 0.50% of the standard assets.
- (iv) Provision for diminution in value of certain equity investments amounting to Rs.611.21 million during 2014-15 as against Rs.21.43 million in 2013-14.
- (v) Provision amounting to Rs.139.20 million made for non-performing assets during the year, whereas there was no such provision during the previous year.

Total expenditure during the year 2014-15 increased to Rs.5,565.93 million from Rs.2,612.77 million in 2013-14. Finance costs increased to Rs.4,171.92 million during 2014-15 from Rs.2,209.54 million during 2013-14. Employee benefits expense increased to Rs.100.68 million during 2014-15 from Rs.74.01 million in 2013-14 and other expenses increased to Rs.861.76 million in 2014-15 from Rs.120.50 million in 2013-14. Other expenses for 2014-15 includes provision for diminution in value of certain equity investments amounting to Rs.611.21 million and provision amounting to Rs.139.20 million made for non-performing assets during the year.

The debt assistance sanctioned to various projects during 2014-15 aggregated to Rs.41,128 million compared to Rs.25,202 million during 2013-14, thus

witnessing an increase of about 63% during 2014-15. The disbursements during 2014-15 stood at Rs.24,927 million during 2014-15 compared to Rs.30,706 million during 2013-14. The gross loan book stood at Rs.63,803 million as at 31st March 2015 and the equity investments made by the Company aggregated to another Rs.3,054 million as on the said date. The cumulative aggregate debt assistance sanctioned by the Company as at 31st March 2015 aggregates to about Rs.109,080 million.

The financial assistance sanctioned by PFS would help in capacity addition of close to 20,000 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2015, the renewable portfolio comprises the highest proportion in the outstanding loan book at around 39%, thermal projects constitute about 32%. The company has diversified into financing infrastructure facilities like private railway sidings, and development & operation of coal mines and power transmission projects. The Company continues to regularly monitor the progress and operations of the assisted projects through its comprehensive project monitoring mechanism.

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

Risk Management

Risk management is a central part of PFS' strategic management. Being a financial institution, the Company is exposed to risks that are particular to its lending and investment activities and the environment within which it operates. PFS' goal in risk management is to ensure that it understands, measures and monitors various risks that arise and that the organization adheres to the policies and procedures which are established to address these risks.

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

Risk Organisation

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

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

Risk Management Policies

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

- **Credit Risk Management Policy:** - Credit risk management policy provides for identification and assessment of credit risk, assessment and management of portfolio credit risk, and risk monitoring and control. The issues relating to the establishment of exposure limits for various categories, for example, based on geographical regions, fuel specific, industry and rating are also covered. The policy also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals.
- **Asset Liability Management Policy:** - The objectives of Asset Liability Management Policy are to align market risk management with overall strategic objectives, articulate current interest rate view and determine pricing, mix and maturity profile of assets and liabilities. The asset liability management policy involves preparation and analysis of liquidity gap reports and ensuring preventive and corrective measures. It also addresses the interest rate risk by providing for duration gap analysis and control by providing limits to the gaps.
- **Foreign Exchange Risk Management Policy:** - The policy covers the management of foreign exchange risk related to existing and future foreign currency loans or any other foreign exchange risks derived from borrowing and lending. The objective of the policy is to serve as a guideline for transactions to be undertaken for hedging of foreign exchange related risks. It also provides guiding parameters within which the Asset Liability Management Committee can take decisions for managing the above mentioned risks.
- **Interest Rate Policy:** - Interest rate policy provides for risk based pricing of the debt financing by the Company. It provides the basis of pricing the debt and the manner in which it can be structured to manage credit risk, interest rate risk and liquidity risk, while remaining competitive.
- **Policy for Investment of Surplus Funds:** - The policy of investment of surplus funds i.e. treasury policy provides the framework for managing investment of surplus funds. Realizing that the purpose of mobilization of resources in the Company is to finance equity as well as loans to power sector projects, the prime focus is to deploy surplus funds with a view to ensure that the capital is not eroded and that surplus funds earn optimal returns.
- **Operational Risk Management Policy:** - The policy recognizes the need to understand the operational risks in general, and those in specific activities of the Company. Operational risk management is understood as a systematic approach to manage such risk. It seeks to standardize the process of identifying new risks and designing appropriate controls for these risks, minimize losses and customer dissatisfaction due to possible failure in processes.

Apart from these policies there are various guidelines to help understand and mitigate different kinds of other risks. These include, guidelines for financing bio-mass projects, guidelines for financing CERs, operational guidelines for debt financing, KYC Guidelines and the like.

Credit Risk Rating Model

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

Monitoring Mechanism

To monitor the status of funded projects, a robust monitoring mechanism has been put in place. The projects are monitored by the respective officials on an ongoing basis.

For equity investments, there is online reporting software through which information about investee companies is received on a periodic basis. Further, a detailed status report on investments is presented periodically in the Management Information System (MIS) to whole time Directors. In all of the investee companies, PFS has a nominee director on their Board who keep the company informed about various important decisions taken by the investee companies. Further, through early warning signal system, critical parameters related to financial, technical, regulatory, management and other aspects of the projects are continuously monitored.

A status report on both debt and equity projects is also presented to the Board of Directors of PFS periodically (at least quarterly) to ensure that directors are kept informed about the developments in the projects especially about any areas of concerns.

Outlook

With the economy resting so much on the Indian power sector the sector holds huge investment potential and requires huge investment. PFS, is devoted to meet the challenges & to take advantages of the potential opportunities. The Company constantly eyes opportunities in the sector and expects to continue with its growth momentum.

The interest rates have remained more or less flat during the financial year and are expected to soften in the coming quarters backed by RBI's measures. PFS has been able to manage its overall cost of borrowings. The Company continues to broad-base its sources of funding and pursue the banks and other lenders for lowering the spread charged from PFS for on-lending. Most of long term loans are now tied up at respective base rate of the lending institution. The resource mix comprises of loans from banks, external commercial borrowings, mobilization of funds by way of non-convertible debentures, and tax saving infrastructure bonds, commercial papers. However, the power sector still continues to face concerns on account of financial health of distribution companies, fuel availability and transportation related concerns, delays in obtaining clearances etc.

PFS, being aware of the challenges faced by the sector, seeks to address these risks by remaining cautious during the due-diligence process. PFS has developed strong linkages with banks, financial institution, project developers, multilateral, bilateral institutions, equity funds, and the like, which would help in further development of business. PFS has put in place a comprehensive risk management framework and is continuously working to upscale the same to match the organizational and operational growth. PFS applies a distinctive approach in structuring the financial products. Being customer-focused, emphasis is on understanding of the risks and mitigation measures required in the context of the specific needs of the project. Ensuring quality in servicing while financing power projects is the hall-mark of PFS's business strategy, operational framework and HR practices.

PFS is presently focused on renewable energy as these projects do not have significant fuel and environmental clearance related risks, and receive regulatory, fiscal and non-fiscal support. The composition of renewable projects stood at around 39% in the total loan book as at 31st March 2015. The Company has also forayed in other areas within the energy value chain such as development and operation of coal mines, development of private railway sidings, power transmission projects etc.

Indian power sector is witnessing rise in interest from global players in the European and Asian regions. The sector is attracting foreign investors due to attractive valuations, new opportunities in sectors such as renewable energy. The Power sector is further expected to get the lion's share of investment outlay in 12th Five Year Plan and NBFCs are expected to play an increasing role in overall funding. It is estimated that the contribution from NBFCs would increase significantly providing enormous opportunities to PFS. Newer opportunities are coming up in power generation, transmission, distribution, equipment and servicing, government promoting private sector participation in transmission and distribution sector, privatization of distribution franchises, focus on improving efficiency etc.

PFS is focused on attractive opportunities across the infrastructure sector. The total debt assistance sanctioned has already crossed Rs.10,000 crore

mark and the outstanding loan book has shown further growth during FY 2014-15. The disbursements have been robust during the financial year. PFS continues to focus its energies on lending outside coal based power projects for infrastructure facilities such as power transmission, coal mining, private railway sidings etc and will continue to evaluate niche opportunities across energy value chain.

Cautionary Note

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

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
of
PTC INDIA FINANCIAL SERVICES LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	The Company provide total financial services to the entities in energy value chain, which inter-alia includes investing in equity and/or extending debt to power projects in generation, transmission, distribution; fuel sources, fuel related infrastructure like gas pipelines, LNG terminals, ports, equipment manufacturers and EPC contractors etc. The Company also provides non-fund based financial services adding value to green field and brown field projects at various stages of growth and development.	651	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	Cin/Gln	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	PTC India Limited IInd Floor, NBCC Tower, 15, Bhikaji Cama Place New Delhi	L40105DL1999PLC099328	Holding	60	2(46)
2.	PFS Capital Advisors Limited 7th Floor, Telephone Exchange Building, 8, Bhikaji Cama, Place New delhi	U74140DL2014PLC26962	Subsidiary	Nil	2(87)
3.	VaramBio Energy Pvt. Limited B-32, Steel & Mines Complex, Srinagar Colony, Hyderabad	U40108TG2002PTC038381	Associate	26	2(6)
4.	R S India Wind Energy Pvt. Limited G.L. Business Center, Old Gurgaon Road, Dundahera, Haryana	U40101HR2006PTC049781	Associate	37	2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category code	Category of shareholder	No. of shares held at the beginning of the year 31/03/2014				No. of shares held at the end of the year 31/03/2015				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	Promoter and promoter group									
(1)	Indian									
(A)	Individual /huf	-	-	-	-	-	-	-	-	-
(B)	Central government/state government(s)	-	-	-	-	-	-	-	-	-
(C)	Bodies corporate	337250001	-	337250001	60.00	337250001	-	337250001	60.00	-
(D)	Financial institutions / banks	-	-	-	-	-	-	-	-	-
(E)	Others	-	-	-	-	-	-	-	-	-
	Sub-total a(1) :	337250001	-	337250001	60.00	337250001	-	337250001	60.00	-
(2)	Foreign									
(A)	Individuals (nrfs/foreign individuals)	-	-	-	-	-	-	-	-	-
(B)	Bodies corporate	-	-	-	-	-	-	-	-	-
(C)	Institutions	-	-	-	-	-	-	-	-	-
(D)	Qualified foreign investor	-	-	-	-	-	-	-	-	-
(E)	Others	-	-	-	-	-	-	-	-	-
	Sub-total a(2) :	-	-	-	-	-	-	-	-	-
	Total a=a(1)+a(2)	337250001	-	337250001	60.00	337250001	-	337250001	60.00	-
(B)	Public shareholding									
(1)	Institutions									
(A)	Mutual funds /uti	4514316	-	4514316	0.80	1319134	-	1319134	0.23	0.57
(B)	Financial institutions /banks	3114087	-	3114087	0.55	195819	-	195819	0.03	0.52
(C)	Central government / state government(s)	-	-	-	-	-	-	-	-	-
(D)	Venture capital funds	-	-	-	-	-	-	-	-	-
(E)	Insurance companies	15340277	-	15340277	2.73	14857595	-	14857595	2.64	0.09
(F)	Foreign institutional investors	27345823	-	27345823	4.87	58995231	-	58995231	10.50	-5.63
(G)	Foreign venture capital investors	-	-	-	-	-	-	-	-	-
(H)	Qualified foreign investor	-	-	-	-	-	-	-	-	-
(I)	Others	-	-	-	-	-	-	-	-	-
	Sub-total b(1) :	50314503	-	50314503	8.95	75367779	-	75367779	13.41	-4.46
(2)	Non-institutions									
(A)	Bodies corporate	25806554	-	25806554	4.59	34986981	-	34986981	6.22	-1.63
(B)	Individuals									
	(I) individuals holding nominal share capital upto Rs.1 Lakh	50779061	46509	50825570	9.04	55073890	48055	55121945	9.81	-0.76
	(II) individuals holding nominal share capital in excess of Rs.1 Lakh	26366379	-	26366379	4.69	50845006	-	50845006	9.05	-4.35
(C)	Others									
	Clearing members	507721	-	507721	0.09	1272103	-	1272103	0.23	-0.14
	Foreign financial investor	68133334	-	68133334	12.12	-	-	-	-	12.12
	Non resident indians	2876523	-	2876523	0.51	7224620	-	7224620	1.29	-0.77
	Trusts	2750	-	2750	-	14900	-	14900	-	-
(D)	Qualified foreign investor	-	-	-	-	-	-	-	-	-
	Sub-total b(2) :	174472322	46509	174518831	31.05	149417500	48055	149465555	26.59	4.46
	Total b=b(1)+b(2) :	224786825	46509	224833334	40.00	224785279	48055	224833334	40.00	-
	Total (a+b) :	562036826	46509	562083335	100.00	562035280	48055	562083335	100.00	-
(C)	Shares held by custodians, against which									
	Depository receipts have been issued									
(1)	Promoter and promoter group	-	-	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-	-	-
	Grand total (a+b+c) :	562036826	46509	562083335	100.00	562035280	48055	562083335	100.00	-

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	PTC India Limited	337250001	60	-	337250001	60	-	-

(iii) Change in Promoters' Shareholding: There was no change in Promoters' Shareholding during previous financial year 2014-15.

(iv) Shareholding Pattern of top ten Shareholders from 01/04/2014 – 31/03/2015 (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the share holder	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Cumulative shareholding during the year	
		No of shares	% of total shares of the company			No of shares	% of total shares of the company
1	GS Strategic Investments Limited	48666667	8.66	31/03/2014	-	48666667	8.66
				09/05/2014	-961632	47705035	8.49
				16/05/2014	-3162225	44542810	7.92
				23/05/2014	-22510000	22032810	3.92
				30/05/2014	-22032810	-	-
				31/03/2015	-	-	-
2	HSBC Bank (Mauritius) Limited a/c Gmfa asia venture	20691920	3.68	31/03/2014	-	20691920	3.68
				11/07/2014	-2160425	18531495	3.30
				18/07/2014	-2585860	15945635	2.84
				25/07/2014	-1074742	14870893	2.65
				08/08/2014	-7791971	7078922	1.26
				15/08/2014	-5144764	1934158	0.34
				22/08/2014	-1934158	-	-
				31/03/2015	-	-	-
3	Macquarie India Holdings Limited	19466667	3.46	31/03/2014	-	19466667	3.46
				16/05/2014	-980000	18486667	3.29
				23/05/2014	-12020000	6466667	1.15
				30/05/2014	-6466667	-	-
				31/03/2015	-	-	-
4	Life Insurance Corporation of India	13882595	2.47	31/03/2014	-	13882595	2.47
				13/03/2015	-200000	13682595	2.43
				31/03/2015	-	13682595	2.43
5	Bajaj Allianz Life Insurance Company Ltd.	13246882	2.36	31/03/2014	-	13246882	2.36
				25/04/2014	-200000	13046882	2.32
				30/05/2014	500000	13546882	2.41
				18/07/2014	-500000	13046882	2.32
				25/07/2014	-1000000	12046882	2.14
				01/08/2014	-500000	11546882	2.05
				15/08/2014	-500000	11046882	1.97
				17/10/2014	-1500000	9546882	1.70
				31/10/2014	-458000	9088882	1.62
				21/11/2014	-772311	8316571	1.48
				13/02/2015	-384110	7932461	1.41
				20/02/2015	-263918	7668543	1.36
				27/02/2015	-77723	7590820	1.35
				06/03/2015	-500000	7090820	1.26
				31/03/2015	-	7090820	1.26

S. No.	Name of the share holder	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Cumulative shareholding during the year	
		No of shares	% of total shares of the company			No of shares	% of total shares of the company
6	Copthall Mauritius Investment Limited	-	-	31/03/2014	-	-	-
				17/10/2014	1200000	1200000	0.21
				24/10/2014	2438358	3638358	0.65
				14/11/2014	1361642	5000000	0.89
				05/12/2014	370000	5370000	0.96
				12/12/2014	874000	6244000	1.11
				19/12/2014	254000	6498000	1.16
				02/01/2015	1348578	7846578	1.40
				09/01/2015	51422	7898000	1.41
7	Tarra Fund	-	-	31/03/2015	-	7898000	1.41
				31/03/2014	-	-	-
				16/05/2014	850000	850000	0.15
				23/05/2014	900000	1750000	0.31
				20/06/2014	672000	2422000	0.43
				04/07/2014	633000	3055000	0.54
				11/07/2014	635000	3690000	0.66
				17/10/2014	-500000	3190000	0.57
				09/01/2015	-80000	3110000	0.55
8	Dimensional Emerging Markets Value Fund	450875	0.08	31/03/2015	500000	3610000	0.64
				31/03/2015	-	3610000	0.64
				31/03/2014	-	450875	0.08
				13/06/2014	228866	679741	0.12
				20/06/2014	214929	894670	0.16
				30/06/2014	78057	972727	0.17
				04/07/2014	59984	1032711	0.18
				18/07/2014	56207	1088918	0.19
				15/08/2014	130073	1218991	0.22
				22/08/2014	231747	1450738	0.26
				05/09/2014	252482	1703220	0.30
				12/09/2014	407174	2110394	0.38
				19/09/2014	465605	2575999	0.46
				30/09/2014	313808	2889807	0.51
				10/10/2014	46796	2936603	0.52
				16/01/2015	98767	3035370	0.54
				23/01/2015	78812	3114182	0.55
				30/01/2015	46255	3160437	0.56
				06/03/2015	80292	3240729	0.58
9	Ruia International Holding Company Private Limited	-	-	20/03/2015	144672	3385401	0.60
				27/03/2015	37185	3422586	0.61
				31/03/2015	-	3422586	0.61
				31/03/2014	-	-	-
				30/05/2014	200000	200000	0.04
				06/06/2014	177037	377037	0.07
				13/06/2014	512963	890000	0.16
				29/08/2014	399450	1289450	0.23
				05/09/2014	226550	1516000	0.27
				19/09/2014	1200000	2716000	0.48
				31/03/2015	-	2716000	0.48

S. No.	Name of the share holder	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Cumulative shareholding during the year	
		No of shares	% of total shares of the company			No of shares	% of total shares of the company
10	MV Scif Mauritius	-	-	31/03/2014	-	-	-
				19/12/2014	520542	520542	0.09
				31/12/2014	1290363	1810905	0.32
				02/01/2015	49887	1860792	0.33
				13/02/2015	45639	1906431	0.34
				27/03/2015	-81405	1825026	0.32
				31/03/2015	15377	1840403	0.33
11	The Emerging Markets Small Cap series of the DFA I	583539	0.10	31/03/2015	-	1840403	0.33
				31/03/2014	-	583539	0.10
				11/07/2014	109393	692932	0.12
				18/07/2014	122893	815825	0.15
				25/07/2014	49422	865247	0.15
				15/08/2014	187636	1052883	0.19
				22/08/2014	63794	1116677	0.20
				05/09/2014	181502	1298179	0.23
				19/09/2014	25426	1323605	0.24
				28/11/2014	29866	1353471	0.24
				05/12/2014	61203	1414674	0.25
				13/02/2015	69540	1484214	0.26
				27/02/2015	154716	1638930	0.29
				06/03/2015	51231	1690161	0.30
				13/03/2015	59308	1749469	0.31
				20/03/2015	38060	1787529	0.32
12	Mirae Asset Emerging bluechip fund	1765781	0.31	27/03/2015	34349	1821878	0.32
				31/03/2015	-	1821878	0.32
				31/03/2014	-	1765781	0.31
				23/05/2014	100000	1865781	0.33
				30/05/2014	-100000	1765781	0.31
13	HDFC Trustee Company LTD HDFC MF monthly income PL	1679636	0.30	13/06/2014	-330000	1435781	0.26
				18/07/2014	-1435781	-	-
				31/03/2015	-	-	-
				31/03/2014	-	1679636	0.30
				20/06/2014	-1679636	-	-
14	Emerging Markets Growth Fund, INC.	1577733	0.28	31/03/2015	-	-	-
				31/03/2014	-	1577733	0.28
				04/04/2014	-866409	711324	0.13
				11/04/2014	-530617	180707	0.03
				25/04/2014	-99824	80883	0.01
				09/05/2014	-80883	-	-
15	Capital International Emerging Markets Fund	1565382	0.28	31/03/2015	-	-	-
				31/03/2014	-	1565382	0.28
				04/04/2014	-883325	682057	0.12
				11/04/2014	-574061	107996	0.02
				25/04/2014	-107996	-	-
				31/03/2015	-	-	-

S. No.	Name of the share holder	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Cumulative shareholding during the year	
		No of shares	% of total shares of the company			No of shares	% of total shares of the company
16	Sharekhan Financial Services Pvt Ltd	318927	0.06	31/03/2014	-	318927	0.06
				04/04/2014	-300	318627	0.06
				11/04/2014	820	319447	0.06
				25/04/2014	-8320	311127	0.06
				02/05/2014	-101595	209532	0.04
				09/05/2014	199500	409032	0.07
				16/05/2014	12500	421532	0.07
				23/05/2014	759	422291	0.08
				30/05/2014	-7859	414432	0.07
				06/06/2014	568297	982729	0.17
				13/06/2014	-67757	914972	0.16
				20/06/2014	52378	967350	0.17
				30/06/2014	83924	1051274	0.19
				04/07/2014	121462	1172736	0.21
				11/07/2014	-186842	985894	0.18
				18/07/2014	3516	989410	0.18
				25/07/2014	19523	1008933	0.18
				01/08/2014	-46167	962766	0.17
				08/08/2014	-50671	912095	0.16
				15/08/2014	-35570	876525	0.16
				22/08/2014	-17480	859045	0.15
				29/08/2014	-4238	854807	0.15
				05/09/2014	-13080	841727	0.15
				12/09/2014	-4301	837426	0.15
				19/09/2014	708292	1545718	0.27
				30/09/2014	-1490025	55693	0.01
				03/10/2014	475	56168	0.01
				10/10/2014	1431000	1487168	0.26
				17/10/2014	8307	1495475	0.27
				24/10/2014	323398	1818873	0.32
				31/10/2014	35283	1854156	0.33
				07/11/2014	-26	1854130	0.33
				14/11/2014	-11312	1842818	0.33
				21/11/2014	-3889	1838929	0.33
				28/11/2014	134748	1973677	0.35
				05/12/2014	5334	1979011	0.35
				12/12/2014	16282	1995293	0.35
				19/12/2014	-4533	1990760	0.35
				31/12/2014	-38541	1952219	0.35
				02/01/2015	526	1952745	0.35
				09/01/2015	20425	1973170	0.35
				16/01/2015	-5880	1967290	0.35
				23/01/2015	-128856	1838434	0.33
				30/01/2015	5071	1843505	0.33
				06/02/2015	561375	2404880	0.43
				13/02/2015	-4044	2400836	0.43
				20/02/2015	12721	2413557	0.43
				27/02/2015	6356	2419913	0.43
				06/03/2015	-6334	2413579	0.43
				13/03/2015	8534	2422113	0.43
				20/03/2015	-118717	2303396	0.41
				27/03/2015	-544301	1759095	0.31
				31/03/2015	-257185	1501910	0.27
				31/03/2015	-	1501910	0.27

S. No.	Name of the share holder	Shareholding at the beginning of the year		Date	Increase/ decrease in share holding	Cumulative shareholding during the year	
		No of shares	% of total shares of the company			No of shares	% of total shares of the company
17	General Insurance Corporation of India	1457682	0.26	31/03/2014		1457682	0.26
				12/09/2014	-57682	1400000	0.25
				30/09/2014	-25000	1375000	0.24
				31/10/2014	-100000	1275000	0.23
				28/11/2014	-30000	1245000	0.22
				05/12/2014	-70000	1175000	0.21
				31/03/2015	-	1175000	0.21
18	Tarun Suresh Jain	-	-	31/03/2014	-	-	-
				16/05/2014	500000	500000	0.09
				20/06/2014	750000	1250000	0.22
				31/10/2014	100000	1350000	0.24
				31/03/2015	-	1350000	0.24

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

Sl. No.	Name of Director	Shareholding at the beginning of the year		Reason for change in shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Mr. Deepak Amitabh	3500	-	Nil movement during the year	3500	-
2	Dr. Uddesh Kumar Kohli (along with wife Mrs. Anita Kohli)	3500	-	Nil movement during the year	3500	-

V. INDEBTNESS

(Rs in millions)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	38,951.37	-	-	38,951.37
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	440.26	-	-	440.26
Total (i+ii+iii)	39,391.63	-	-	39,391.63
Change in Indebtedness during the financial year				
• Addition	69,072.65	32,723.20	-	1,01,795.85
• Reduction	59,366.33	30,183.22	-	89,549.55
Net Change	9,706.32	2,539.98	-	12,246.30
Indebtedness at the end of the financial year				
i) Principal Amount	48,563.36	2,539.98	-	51,103.34
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	534.58	-	-	534.58
Total (i+ii+iii)	49,097.95	2,539.98	-	51,637.93

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Rajender Mohan Malla (Former Managing Director and CEO)	Dr Ashok Haldia (Whole-time Directors)	Dr Pawan Singh (Whole-time Directors & CFO)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	54,40,000.00	51,21,924.00	48,77,709.00	1,54,39,633.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	10,83,778.00	19,02,398.00	17,60,000.00	47,46,176.00
	(c) Profits in lieu of salary under	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Reimbursement of expenses	1,76,748.00	2,39,013.00	2,22,416.00	6,38,177.00
	Total (A)	67,00,526.00	72,63,335.00	68,60,125.00	2,08,23,986.00
	Ceiling as per the Act				

B. Remuneration to other directors:

S. No.	Name of Director	Sitting Fee	Conveyance	TDS	Net Pay
1	Mr. Ramarao Murlidharan Coimbatore	3,80,000	16,000	38,000	3,58,000
2	Mr. Mukesh Kumar Goel	1,20,000	4,000	12,400	1,11,600
3	Mr. Surender Kumar Tuteja	5,40,000	22,000	54,000	5,08,000
4	Mr. Surinder Singh Kohli	5,60,000	24,000	56,000	5,28,000
5	Dr. Uddesh Kumar Kohli	7,00,000	28,000	70,000	6,58,000
6	Mr. Ved Kumar Jain	6,00,000	28,000	62,800	5,65,200
	Total	29,00,000	1,22,000	2,93,200	27,28,800

The increase in %age in the above remuneration is primarily due to the payment of performance related pay (PRP) of FY 2013-14 in FY 2014-15. The Performance related pay for the FY 2014-15 is due to be released in FY 2015-16. The PRP was introduced in the financial year 2013-14 in addition to the fixed salary components.

Further to above, there had been no increment in the Financial Year 2013-14 for Directors for evaluation period 2012-13 which has reflected in higher % age increase in FY 14-15 over FY 13-14.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		21,24,372.00	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Explained above	6,69,867.72	Explained above
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify Reimbursement of expenses	-	56,868.00	-
	Total	-	28,51,107.72	-

REPORT ON CSR ACTIVITIES/ INITIATIVES

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

1. A brief outline of the company's CSR policy, including overview of the projects and programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes
Corporate Social Responsibility (CSR) is a long-standing commitment at PFS. The CSR Policy of PFS sets the framework guiding the CSR activities of the Company. It outlines the governance structure, operating framework, monitoring mechanism, and CSR activities that would be undertaken. The CSR Committee is the governing body that the scope of CSR activities and ensures compliance with the CSR Policy.
The CSR Policy was approved in March 2015, and subsequently was put up on the Company's website.
Web-link to the Company's CSR Policy: http://www.ptcfinancial.com/statutory_policies/corporate_social_responsibility_policy.pdf
2. The current composition of the CSR Committee
The composition of the Committee is set out below:
 - a) Dr. Deepak Amitabh
 - b) Mr. Surender Kumar Tuteja
 - c) Mr. Ved Kumar Jain
 - d) Dr. Uddesh Kumar Kohli
 The functions of the Committee are given below:
 - a) Formulate and recommend to the Board, a CSR Policy which shall indicate the CSR activities to be undertaken by the company as specified in Schedule VII of the Act.
 - b) Recommend the amount of expenditure to be incurred on the CSR activities referred to in clause (a)
 - c) Monitor the CSR Policy of the company from time to time.
3. Average Net Profit of the company for last 3 financial years
The average net profit of the Company for the last three financial years calculated as specified by the Companies Act, 2013 was Rs. 1556.71 million
4. Prescribed CSR expenditure (2% of amount)
The prescribed CSR expenditure requirement for FY2015 is Rs. 31.13 million
5. Details of CSR activities/projects undertaken during the year:
 - a) Total amount to be spent for the financial year was Rs. 31.13 million
 - b) Amount un-spent is Rs. 28.63 million
 - c) Manner in which the amount spent during financial year, is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR project/ activity identified	Sector in which the Project is covered	Projects/Programmes 1. Local area/others- 2. Specify the state / district (Name of the District/s, State/s where project/ programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Sub-heads: 1. Direct expenditure on project/ programme, 2. Overheads:	Cumulative spend upto to the reporting period	Amount spent: Direct/ through implementing agency*
1.	Contribution to Prime Ministers' National Relief Fund			Rs. 2,500,000	Rs. 2,500,000	Rs. 2,500,000	-

*Give details of implementing Agency.

6. The amount spent was Rs. 2.50 million and was lower than 2% of average net profits of the last three financial years.
The total amount to be spent under the companies Act 2013 for the CSR for FY 14-15 was Rs 3.11 Crores out of which the CSR committee of PFS approved a contribution of Rs 25 lakhs towards Prime Minister's Relief Fund which has been duly deposited. The balance has been carried forward and shall be utilised during the current FY 2015-16. The Committee aimed that the CSR endeavored to be carried out meaningfully ensuring active compliance with the letter and spirit of the law and ethical standards furthering social good in which professional management of CSR functions plays a vital part. The plans to be prepared should be in the best interest of society on sustainable basis.
7. The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with the CSR objectives and the CSR Policy of the company.

Sd/-
Dr. Ashok Haldia
Managing Director & CEO

Sd/-
Mr. Deepak Amitabh
Chairman of CSR Committee

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015**

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}
To,
The Members,
PTC INDIA FINANCIAL SERVICES LIMITED

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

Based on my verification of the PFS's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by PFS ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Reserve Bank of India Act, 1934 and Regulations framed thereunder for Non-Banking Financial Companies
- (vii) Prevention of Money Laundering Act, 2002.

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India (Not applicable for the Audit period).
- (b) The Listing Agreements with National Stock Exchange of India Limited and BSE Limited.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Generally, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

In terms of Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall carry out evaluation of every director's performance.

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

I further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

For Agarwal S. & Associates,
Company Secretaries,

Sd/-
(Sachin Agarwal)
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: 30th July, 2015

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.

“Annexure A”

To,
The Members,
PTC India Financial Services Limited

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

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

For Agarwal S. & Associates,
Company Secretaries,

Sd/-
(Sachin Agarwal)
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: 30th July, 2015

Details in respect of the PTC India Financial Services Limited Employees Stock Option Scheme pursuant to Clause 12 of SEBI (Employees' Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines, 1999 as on 31.03.2015.

Sr. No.	Description	Particulars of Employee Stock Option Scheme –Dec 2008 :-1st tranche		Particulars of Employee Stock Option Scheme –Oct 2009 :-2nd tranche
A.	Options granted	1,00,75,000 Options were granted to the employees and Directors of Company on December, 2008		1,00,75,000 options were granted to the employees and Directors of the Company on October 2009
B	Pricing formula	Category of Participants	Exercise Price	%of the market price on date of grant N.A.
		All eligible employees	Rs 10 (Founder member options) Rs 16 (Growth options)	Rs 16 (Growth options)
C	Options vested	1,00,75,000		1,00,75,000
D	Options exercised	6,30,000		5,10,000
		During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.		During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.
E	The Total number of Shares arising as a result of exercise of Options	During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.		During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.
F	Options lapsed	94,45,000		95,65,000
G	Variation of terms of Options	NIL		NIL
H	Money realized by exercise of Options	During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.		During the year, the aforesaid stocks options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.
I	Total number of Options in force	NIL		NIL
J	Details of options granted to :			
	i) Senior Managerial Personnel :	ESOPs granted to the Senior Management has been surrendered by them		
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	630,000 granted to one employee (information in respect of stock options outstanding as at 31.03.2015)		510,000 granted to one employee (information in respect of stock options: outstanding as at 31.03.2015)
	iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issue capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil		Nil
K	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 Earnings Per Share.	Refer to Note no 30 in the Audited Financial Statements year ended March 31, 2015		Refer to Note no 30 in the Audited Financial Statements year ended March 31, 2015

Sr. No.	Description	Particulars of Employee Stock Option Scheme –Dec 2008 :-1st tranche	Particulars of Employee Stock Option Scheme –Oct 2009 :-2nd tranche
L	i) Method of calculation of employee compensation cost.	Employee compensation cost in the financial statements, related to ESOPs has been calculated using the intrinsic value method of accounting.	Employee compensation cost in the financial statements, related to ESOPs has been calculated using the intrinsic value method of accounting.
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the options.	Refer to Note no 30 in the Audited Financial Statements year ended March 31, 2015	
	iii) The impact of this difference on Profits and on EPS of the Company.	The effect of adopting the fair value method on the net income and earnings per share is presented below:	
			Rs. in crore
		Net Income as reported	
		Add: Intrinsic value Compensation cost	
		Less: Fair value compensation cost (as per Black Scholes) On the basis of Fair Valuation Method	
		Adjusted Net Income	
		Earning Per Share (Rs.)	Basic Diluted
		As reported	
		As adjusted	
M	Weighted average exercise price and weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	Rs 16	Rs 16

N. A description of the method and significant assumptions used during the year to estimate the fair values of options

The fair value of each stock option granted under ESOP 2008 as on the date of grant has been computed using Black-Scholes Option Pricing Model without inclusion of Dividend Yield and the model inputs are given as under:

Particulars	Options granted during the year ended March 31, 2010	Options granted during the year ended March 31, 2009	
	Growth options	Growth options	Founder member options
Price per Option (in ₹)	16	16	10
Volatility	29.64%	73.60%	73.60%
Risk free rate of interest	7.27%	7.00%	7.00%
Option life (in years)	5	5	5
Fair Value per Option	10.55	11.36	12.76

There was no history of dividend declaration by the Company as at the grant date, hence the dividend yield had been considered as Nil.

“NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY”

Legal Framework

As per the requirements of Companies Act 2013, the Board of Directors of PTC India Financial Services Limited (“Company”) has constituted a Nomination and Remuneration Committee. The Committee’s role is to be supported by a policy for nomination of Directors and Senior Management Personnel including Key Managerial Personnel as also for remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees. Further, a policy on Board Diversity is also to be adopted.

Definitions

For the purpose of this Policy:

- ‘Act’ shall mean the Companies Act, 2013;
- ‘Board’ shall mean the Board of Directors of PTC India Financial Services Limited (PFS);
- ‘Committee’ shall mean the Nomination and Remuneration committee of the Company, constituted and re constituted by the Board from time to time;
- ‘Company’ shall mean PTC India Financial Services Limited (PFS);
- ‘Directors’ shall mean the directors of the Company;
- ‘Independent Director’ shall mean a director referred to in Section 149 (6) of the Companies Act, 2013 and under the Listing Agreement with the Stock Exchanges;
- ‘Other employees’ means, all the employees other than the Directors, KMPs and the Senior Management Personnel.’
- “Key Managerial Personnel” or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:-
 - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
 - ii. Company Secretary; and
 - iii. Chief Financial Officer
 - iv. Such other officer as may be prescribed
- ‘Senior Management Personnel’ means personnel of the company who are members of its core management team excluding Board of Directors, and comprises of all members of management who are in the grade that is one level below the WTD
- ‘Nomination & Remuneration Committee’ means “Nomination & Remuneration Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and the Listing Agreement with the Stock Exchanges.

OBJECTIVE & PURPOSE

The Nomination & Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with applicable rules thereto and Clause 49 of the Listing Agreement. The objective and purpose of the Committee would be as follows:

- To guide and assist the Board in laying down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Whole-time and Independent) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration through a remuneration policy.
- The Company has adopted a remuneration policy which provides for Performance Related Pay (PRP), a reward linked directly to efforts, performance, dedication and achievement relating to the Company’s operations. Apart from the PRP, the annual increases in remuneration have a component of Merit Increase, which is also linked to performance of an individual.

This policy provides the Committee with an overall framework for governance of the remuneration policy of the Company.

- To retain, motivate and promote talent and to ensure long term sustainability for retention of talented managerial persons and create competitive advantage for the Company.
- To guide and assist the Board in laying down ESOP Compensation policy in terms of SEBI Guidelines, as and when decided.
- To guide and assist the Board in clarifying any matter relating to remuneration.

CONSTITUTION

- The Board has determined the membership of the Nomination and Remuneration Committee (hereinafter “the Committee”).
- The Committee shall elect its Chairman who will be an Independent Director.

NOMINATION & REMOVAL CRITERIA

1 Appointment criteria and qualifications:

- 1.1 The Committee shall identify and ascertain the criteria like integrity, expertise and experience and qualifications for appointment to the positions of Director, KMP and Senior Management.

- 1.2 A potential candidate being considered for appointment to a position should possess adequate qualification, expertise and experience for the position. The Committee shall review qualifications, expertise and experience commensurate to the requirement for the positions. The Committee will insist on the highest standards of ethical and moral qualities to be possessed by such persons as are considered eligible for the positions.
- 1.3 The Committee shall determine the suitability of appointment of a person to the Board of Directors of the Company by ascertaining whether the fit and proper criteria is met by the candidate in the opinion of the Committee.
- 1.4 The Committee may recommend appropriate induction & training programme for any or all of the appointees.
- 1.5 The Company shall normally not appoint or continue the employment of any person as Whole Time Director, KMP or Senior Management Personnel who has attained the superannuation age as per the policy of the Company.
- 1.6 The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of a director subject to the provisions of law and the respective service contract.
- 1.7 The Committee shall recommend any necessary changes in the Policy to the Board, from time to time.
- 1.8 The Company should ensure that the person so appointed as Director/ Independent Director, KMP, Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- 1.9 The Director/ Independent Director/Senior Management Personnel/KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- 1.10 The company shall familiarize the independent directors with the company, including their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs.

2 Term / Tenure

2.1 MD & CEO or Managing Director/Whole-time Director (WTD):

The Company shall appoint or re-appoint any person as its MD& CEO or WTD for a term not exceeding five years at a time subject to the age of superannuation. No re-appointment shall be made earlier than one year before the expiry of term of the Director appointed.

2.2 Independent Director shall hold office in accordance with the Company's Policy and subject to the Act.

2.3 The Term/Tenure of the Senior Management Personnel/KMP shall be as per the Company's prevailing policy.

3 Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 and rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons to be recorded in writing, removal of a director, KMP or senior management personnel, subject to the provisions and compliance of the Act, rules and regulations.

4 Retirement / Superannuation

The director, senior management personnel or KMP shall retire / superannuate as per the applicable provisions of the Companies Act, 2013 along with the rules made there under and the prevailing policy of the Company. The Board will have the discretion to retain the director, senior management personnel or KMP in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5 Diversity on the Board of the Company

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

The Policy shall conform to the following two principles for achieving diversity on the Board:

- Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- Gender - The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- Ethnicity - The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business;
- Physical disability - The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.
- Educational qualification - The Directors of the Company shall have a mix of finance, engineering, legal and management background, so that they collectively provide the Company with considerable experience in a range of activities including varied industries, education, policy and investment.

6 Remuneration

The level and composition of remuneration to be paid to the MD & CEO, Whole-Time Director(s), KMPs, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMPs, Senior Management and other employees of the company. The relationship of remuneration to performance should be clear and should encourage meeting of appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive / performance related pay reflecting achievement of short and long-term performance objectives appropriate to the working of the company and meeting its goals.

i. MD & CEO/ WTD

Besides the above Criteria, the Remuneration/ Compensation/ Commission / PRP / Bonus etc. to be paid to MD & CEO/ WTD shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force as also by Company policy.

ii. Non-Executive Directors/ Independent Directors

The Non-Executive / Independent Directors may receive sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of fees shall be such as determined by the Board of Directors from time to time.

iii. Senior Management Personnel / KMPs

The Remuneration to be paid to Senior Management Personnel / KMPs shall be based on the remuneration policy of the Company and the experience, qualification and expertise of the related personnel and shall be decided by the MD & CEO (for KMPs other than those who are at the WTD / Board level) of the Company as per the internal process in consonance with the limits, if any, prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

iv. Other Employees

The power to decide structure of remuneration for other employees has been designed in the Remuneration policy and implementation of the same is to be ensured by MD & CEO of the Company or any other personnel that the MD & CEO may deem fit to delegate.

DISCLOSURE OF THIS POLICY

This Nomination & Remuneration policy shall be disclosed in the Board's report as required under the Companies Act, 2013 and in the Listing Agreement.

REVIEW

The Committee may assess the adequacy of this Policy and make any necessary or desirable amendments from time to time to ensure it remains consistent with the Board's objectives, current laws and best practices.

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

Sl. No.	Name	Designation/ Nature of Duties	Remuneration Received [Rs.]	Qualification	Experience in years	Age in years as on 31.03.15	Date of commencement of employment	Last employment held	% of equity shares held by such employee
1	2	3	4	5	6	7	8	9	
1	Mr. Rajender Mohan Malla	MD & CEO (Former)	6,880,774	B.Com (Hons); M.Com, MBA (FMS)	40	61 yrs 10 months	27.09.2013	CMD, IDBI Bank Ltd.	Nil
2	Dr. Ashok Haldia	MD & CEO*	7,332,523	CA; CS, ICWAI, Doctors in Philosophy	35	59 yrs 6 months	13.08.2008	The Secretary, The Institute of Chartered Accountants of India	Nil
3	Dr. Pawan Singh	Director	6,947,189	BA (Hons); MBA; PhD in Financial Mgt	32	54 yrs 5 months	01.02.2012	Director (Finance) Indraprastha Power Generation Co Ltd, Pragati Power Corpn Ltd	Nil

Notes :

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

* Employed for part of the financial year:- Dr Ashok Haldia who was earlier the Whole-Time Director of the Company, was appointed as MD & CEO of the Company w.e.f. 7th July, 2015.

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

Report on the Financial Statements

We have audited the accompanying financial statements of PTC INDIA FINANCIAL SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule II 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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 25(a) to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 015125N)

Sd/-
Jaideep Bhargava
(Partner)

GURGAON, 25th May, 2015

(Membership No. 090295)

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

Having regard to the nature of the Company's business/ activities during the year, clause (ii) and (vi) of the Order are not applicable.

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iii) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and the sale of goods (electricity) and services. There is no purchase of inventory during the year. During the course of our audit, we have not observed any major weakness in such internal control system.
- (iv) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year within the meaning of section 73 to 76 or any other relevant provisions of the Act.
- (v) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Sales Tax, Wealth Tax, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Wealth Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) There are no dues in respect of Sales Tax, Value Added Tax, Service Tax, Wealth Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute. Details of dues of Income-tax which have not been deposited as on March 31, 2015 on account of disputes are given below:
- | Name of Statute | Nature of Dues | Forum where Dispute is Pending | Period to which the Amount Relates | Amount Involved* (₹ in lacs.) |
|----------------------|----------------|--------------------------------|------------------------------------|-------------------------------|
| Income-Tax Act, 1961 | Income Tax | CIT (Appeals) | 2011-12 | 1,204.94 |
- * including interest and penalty, wherever applicable.
- (d) There are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- (vi) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (vii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not given any guarantees during the year for loans taken by others from banks and financial institutions.
- (ix) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year, except for the matter relating to misrepresentation of facts by promoters of an Investee company for inducing the Company to make investment aggregating ₹ 61.12 crores in the concerned Investee company in earlier years referred to in Note 37 to the financial statements. We are informed that the Company has filed a criminal complaint against the Investee company and its promoters and is taking suitable steps both under civil and criminal law to safeguard its investments and to recover the same. Pending outcome thereof, the Company has fully provided for the diminution in value of investment held in this Investee company.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 015125N)

Sd/-
Jaideep Bhargava
(Partner)
(Membership No. 090295)

GURGAON, 25th May, 2015

PTC India Financial Services Limited

BALANCE SHEET AS AT MARCH 31, 2015

(₹ in lacs)

Particulars		Note no.	As at March 31, 2015	As at March 31, 2014
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
a.	Share capital	3	56,208.33	56,208.33
b.	Reserves and surplus	4	87,508.99	78,681.34
			143,717.32	134,889.67
2	Non-current liabilities			
a.	Long-term borrowings	5	376,474.34	235,229.67
b.	Deferred tax liabilities (net)	6	796.38	2,487.02
c.	Long-term provisions	7	6,810.23	2,883.80
			384,080.95	240,600.49
3	Current liabilities			
a.	Short-term borrowings	8	115,986.11	141,730.00
b.	Trade payables	9	320.93	332.13
c.	Other current liabilities	10	24,144.45	17,244.70
d.	Short-term provisions	11	6,751.03	6,579.21
			147,202.52	165,886.04
			675,000.79	541,376.20
B	ASSETS			
1	Non-current assets			
a.	Fixed assets			
	-Tangible assets	12	1,983.97	2,386.27
	-Intangible assets	12	220.62	15.36
	-Capital work-in-progress	12	-	129.18
			2,204.59	2,530.81
b.	Non-current investments	13	33,990.17	40,102.31
c.	Long-term loans and advances	14	548,536.43	453,077.58
d.	Other non-current assets	15	3,468.86	3,922.89
			588,200.05	499,633.59
2	Current assets			
a.	Trade receivables	16	94.12	26.27
b.	Cash and cash equivalents	17	2,256.39	3,344.17
c.	Short-term loans and advances	18	20,829.88	16,597.25
d.	Other current assets	19	63,620.35	21,774.92
			86,800.74	41,742.61
			675,000.79	541,376.20
	See accompanying notes forming part of the financial statements	1-39		

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

For and on behalf of the Board of Directors

Sd/-
Jaideep Bhargava
Partner

Sd/-
Dr. Ashok Haldia
Whole-time Director
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director (Finance) & CFO
DIN: 00044987

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

Place: Gurgaon
Date : 25th May, 2015

Place : New Delhi
Date : 25th May, 2015

PTC India Financial Services Limited
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ in lacs)

Particulars		Note no.	For the year ended March 31, 2015	For the year ended March 31, 2014
1	Revenue from operations	20	80,188.67	54,613.75
2	Other income	21	2.00	2.50
3	Total revenue (1+2)		80,190.67	54,616.25
4	Expenses			
a.	Employee benefits expense	22	1,006.79	740.10
b.	Finance costs	23	41,719.21	22,095.45
c.	Contingent provision against standard assets		3,888.85	1,656.18
d.	Depreciation and amortisation expenses	12	426.88	431.00
e.	Other expenses	24	8,617.61	1,204.99
	Total expenses		55,659.34	26,127.72
5	Profit before tax (3-4)		24,531.33	28,488.53
6	Tax expense :			
a.	Current tax		10,134.36	6,656.40
b.	Deferred tax charge/ (benefits)		(1,690.64)	1,060.24
			8,443.72	7,716.64
7	Profit for the year (5 -6)		16,087.61	20,771.89
	Earnings per equity share:			
	- Basic	30	2.86	3.70
	- Diluted	30	2.86	3.70
	See accompanying notes forming part of the financial statements	1-39		

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

For and on behalf of the Board of Directors

Sd/-
Jaideep Bhargava
Partner

Sd/-
Dr. Ashok Haldia
Whole-time Director
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director (Finance) & CFO
DIN: 00044987

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

Place: Gurgaon
Date : 25th May, 2015

Place : New Delhi
Date : 25th May, 2015

PTC India Financial Services Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

		(₹ in lacs)	
	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
A.	Cash flow from operating activities		
	Profit before tax	24,531.33	28,488.53
	<u>Adjustments for:</u>		
	Depreciation and amortisation expenses	426.88	431.00
	Provision for diminution in non-current unquoted trade investments in equity shares	6,112.14	214.29
	Contingent provision against standard assets	3,888.85	1,656.18
	Provision for non-performing assets	1,392.02	-
	Employee stock options expenses	-	(55.51)
	Loss on sale of fixed assets	0.09	1.63
	Finance costs	41,719.21	22,095.45
		78,070.52	52,831.57
	Operating profit before working capital changes		
	<u>Changes in working capital</u>		
	<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
	Long-term provisions	37.58	27.65
	Trade payables	(11.20)	(14.25)
	Other current liabilities	(60.65)	42.36
	Short-term provisions	3.23	0.42
	<u>Adjustments for (increase) / decrease in operating assets:</u>		
	Non-current investments (including advance for equity subscription)	-	12,393.29
	Long-term loans and advances	(95,730.71)	(245,909.91)
	Current investment	-	1,499.37
	Trade receivables	(67.85)	1.52
	Short-term loans and advances	(4,232.63)	(12,155.43)
	Other current assets	(41,845.42)	(10,083.49)
	Cash flows from operations	(63,837.13)	(201,366.90)
	Net income tax (paid)	(11,254.52)	(6,607.59)
	Net cash flow from operating activities	(75,091.65)	(207,974.49)
B.	Cash flow from investing activities		
	Capital expenditure on fixed assets, including capital advances	(101.10)	(701.93)
	Proceeds from sale of fixed assets	0.35	-
	Net cash flow from investing activities	(100.75)	(701.93)

(₹ in lacs)

Particulars		For the year ended March 31, 2015	For the year ended March 31, 2014
C.	Cash flow from financing activities		
	Proceeds from long-term borrowings	157,961.47	149,422.99
	Repayment of long-term borrowings	(12,133.08)	(5,526.82)
	Proceeds from short-term borrowings (net)	(25,743.89)	83,050.08
	Finance costs (including premium on derivative contracts)	(39,409.06)	(19,090.47)
	Dividends paid	(5,615.56)	(2,245.91)
	Tax on dividend	(955.26)	(382.10)
	Net cash flow from financing activities	74,104.62	205,227.77
	Net increase/(decrease) in cash and cash equivalents	(1,087.78)	(3,448.65)
	Cash and cash equivalents at the beginning of the year	3,344.17	6,792.82
	Cash and cash equivalents at the end of the year	2,256.39	3,344.17
Particulars		As at March 31, 2015	As at March 31, 2014
	Cheques on hand	205.61	829.01
	Balance with banks		
	-In current accounts	733.94	693.42
	-In deposit accounts	1,127.00	1,630.10
	-In earmarked accounts *		
i.	Unclaimed share application money lying in escrow account	1.82	1.82
ii	Unclaimed interest accrued on debentures	180.33	187.40
ii	Unclaimed dividend	7.69	2.42
		2,256.39	3,344.17
	* The Company can utilise earmarked balances only towards settlement of related liabilities.		
	See accompanying notes forming part of the financial statements		

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

For and on behalf of the Board of Directors

Sd/-
Jaideep Bhargava
Partner

Sd/-
Dr. Ashok Haldia
Whole-time Director
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director (Finance) & CFO
DIN: 00044987

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

Place: Gurgaon
Date : 25th May, 2015

Place : New Delhi
Date : 25th May, 2015

PTC India Financial Services Limited

Notes forming part of the financial statements

1. Corporate information

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

2. Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year/period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.4 Depreciation and amortisation

Depreciation has been provided on a pro-rata basis from the day the assets are put to use at written down value as per the useful life prescribed in Part C to Schedule II of the Companies Act, 2013 except for assets costing less than ₹ 5,000 each which are fully depreciated in the year of capitalisation.

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

2.5 Revenue recognition

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

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

2.6 Fixed Assets (Tangible / Intangible)

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

Capital work-in-progress:

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

2.7 Foreign currency transactions and translations

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end/period-end rates.

Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are amortised on settlement/ over the maturity period thereof. The unamortised exchange difference is carried in the Balance Sheet as “Foreign currency monetary item translation difference account” net of the tax effect thereon, where applicable.

Accounting of forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

2.8 Investments

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

2.9 Employee benefits

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

Defined contribution plans

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

Defined benefit plans

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

Short-term employee benefits

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

Long-term employee benefits

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

2.10 Borrowing costs

Borrowing costs include interest, commitment charges and other related costs. Borrowing costs to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan.

2.11 Leases

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss.

2.12 Earnings per share

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

2.13 Taxes on income

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

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items

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

2.14 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes forming part of the financial statements. Contingent assets are not recognised in the financial statements.

Contingent provision against standard assets represents a general provision at 0.50% of the outstanding standard assets and provision against restructured loans, in accordance with the RBI guidelines.

2.15 Derivative contracts

The Company enters into derivative contracts in the nature of foreign currency swaps, currency options, forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions in foreign currency. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign currency transactions and translations.

PTC India Financial Services Limited

3. Share capital

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
<u>Authorised:</u>		
1,250,000,000 (previous year 1,000,000,000) equity shares of ₹ 10 each	125,000.00	100,000.00
750,000,000 (previous year Nil) preference shares of ₹ 10 each	75,000.00	-
	200,000.00	100,000.00
<u>Issued, subscribed and paid up:</u>		
562,083,335 (previous year 562,083,335) equity shares of ₹ 10 each fully paid up	56,208.33	56,208.33
	56,208.33	56,208.33

a. Terms / rights attached to equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share and ranks pari passu. The dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting. During the year ended March 31, 2015, dividend of ₹ 1 per share (previous year ₹ 1 per share) is recognised as amount distributable to equity shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Name of the shareholder	As at March 31, 2015		As at March 31, 2014	
	No. of shares	%	No. of shares	%
PTC India Limited*	337,250,001	60.00	337,250,001	60.00
GS Strategic Investments Limited	-	-	48,666,667	8.66
Macquarie Bank Limited	31,480,000	5.60	-	-

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

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

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares	(₹ in lacs)	No. of shares	(₹ in lacs)
Opening balance	562,083,335	56,208.33	562,083,335	56,208.33
Add/less: Movement during the year	-	-	-	-
Closing balance	562,083,335	56,208.33	562,083,335	56,208.33

d. Employee stock options plan

The Company instituted the Employee Stock Option Plan – ESOP 2008 to grant equity based incentives to all its eligible employees. During the year ended March 31, 2009, the first tranche of ESOP 2008 was approved by the shareholders on October 27, 2008 and the Company granted two types of options i.e. Growth options granted to the employees and exercisable at intrinsic value as on the date of grant as certified by an independent valuer and Founder Member Options exercisable at face value of shares i.e. ₹ 10 per share, representing one share for each option upon exercise. Further, during the year ended March 31, 2010, second tranche of ESOP 2008 was approved by the shareholders on October 23, 2009 and provided for grant of 10,075,000 growth options exercisable at a price of ₹ 16 per share, representing one share for each option upon exercise. Options granted under ESOP 2008 would vest not less than one year and not more than five years from the date of grant of such options.

Movement in Stock Options	As at March 31, 2015		As at March 31, 2014	
	Growth options	Founder member options	Growth options	Founder member options
Outstanding at the beginning of the year	1,140,000	-	4,337,600	10,000
Less: Forfeited/ surrendered during the year	-	-	3,197,600	10,000
Outstanding as at the end of the year	1,140,000	-	1,140,000	-

The fair value of each stock option granted under ESOP 2008 as on the date of grant has been computed using Black-Scholes Option Pricing Model without inclusion of Dividend Yield and the model inputs are given as under:

Particulars	Options granted during the year ended March 31, 2010	Options granted during the year ended March 31, 2009	
	Growth options	Growth options	Founder member options
Price per Option (in ₹)	16	16	10
Volatility	29.64%	73.60%	73.60%
Risk free rate of interest	7.27%	7.00%	7.00%
Option life (in years)	5	5	5
Fair Value per Option	10.55	11.36	12.76

There was no history of dividend declaration by the Company as at the grant date, hence the dividend yield had been considered as Nil.

During the year, the aforesaid stock options have been exercised. However, pending requisite internal approvals, share have not yet been allotted.

4. Reserves and surplus

(₹ in lacs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
a. Securities premium account		
Opening balance	38,423.57	38,423.57
Add/less: Movement during the year	-	-
Closing balance	38,423.57	38,423.57
b. Statutory reserve		
[in terms of Section 45-IC of the Reserve Bank of India Act, 1934]		
Opening balance	10,739.47	6,585.09
Add: Transferred from surplus in Statement of Profit and Loss	3,217.52	4,154.38
Closing balance	13,956.99	10,739.47
c. Special reserve		
[in term of section 36(1) (viii) of the Income Tax Act, 1961]		
Opening balance	5,250.00	2,000.00
Add: Transferred from surplus in Statement of Profit and Loss	5,167.40	3,250.00
Closing balance	10,417.40	5,250.00
d. Share options outstanding account		
Opening balance	24.89	80.40
Add: Net charge for the year	-	(55.51)
Closing balance	24.89	24.89
e. Surplus in Statement of Profit and Loss		
Opening balance	28,487.09	21,695.67
Add: Profit for the year	16,087.61	20,771.89
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(3,217.52)	(4,154.38)
Less: Transferred to special reserve u/s 36(1) (viii) of the Income Tax Act, 1961	(5,167.40)	(3,250.00)
Less: Proposed dividend on equity shares (₹ 1.00 per share (previous year ₹ 1.00 per equity share))	(5,620.83)	(5,620.83)
Less: Tax on proposed equity dividend	(1,123.84)	(955.26)
Closing balance	29,445.11	28,487.09
f. Foreign currency monetary items translation difference account		
Opening balance (Debit)	(4,243.68)	(2,379.07)
Add/ (less): Effect of foreign exchange rate variations during the year (net)	(2,141.31)	(3,121.65)
Add/ (Less): Amortisation for the year	1,626.02	1,257.04
Closing balance (Debit)	(4,758.97)	(4,243.68)
	87,508.99	78,681.34

5. Long-term borrowings

(₹ in lacs)

Particulars	As at March 31, 2015			As at March 31, 2014		
	Non-current	Current	Total	Non-current	Current	Total
Secured						
a. Infrastructure bonds (i)	16,093.10	4,076.00	20,169.10	20,169.10	-	20,169.10
b. Debentures (ii)	9,000.00	-	9,000.00	9,000.00	3,333.33	12,333.33
c. Rupee term loans from banks (iii)	309,660.09	9,571.12	319,231.21	161,269.74	7,440.88	168,710.62
d. External commercial borrowings from financial institutions (iv)	40,146.15	4,745.85	44,892.00	43,035.83	1,734.78	44,770.61
e. Rupee term loans from financial institution (v)	1,575.00	180.00	1,755.00	1,755.00	45.00	1,800.00
	376,474.34	18,572.97	395,047.31	235,229.67	12,553.99	247,783.66
Less:- Amount transferred to "Other current liabilities" (refer note 10)	-	18,572.97	18,572.97	-	12,553.99	12,553.99
	376,474.34	-	376,474.34	235,229.67	-	235,229.67

Notes:

Details of terms of repayment and security provided on above:

- 84,172 (previous year 84,172) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹ 5,000 each (Series 1) amounting to ₹ 4,208.60 lacs allotted on March 31, 2011 redeemable at par in 5 to 10 years commencing from March 31, 2016 are secured by way of first charge on the receivables of the assets created from the proceeds of infrastructure bonds and other unencumbered receivables of the Company to provide 100% security coverage.

319,210 (previous year 319,210) privately placed 8.93%/9.15% secured redeemable non-convertible long-term infrastructure bonds of ₹ 5,000 each (Series 2) amounting to ₹ 15,960.50 lacs allotted on March 30, 2012 redeemable at par in 5 to 15 years commencing from March 30, 2017 are secured by way of pari-passu charge on the receivables of the assets created from the proceeds of infrastructure bonds and other receivables of the Company to provide the 100% security coverage.

- ii. Nil (previous year 1,000) privately placed 10.60% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 1) amounting to ₹10,000.00 lacs were allotted on October 1, 2009 and are redeemable at par in three equal annual installments commencing from September 30, 2012. The entire amount has been repaid as on September 30, 2014.

900 (previous year 900) privately placed 10.50% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 3) amounting to ₹9,000.00 lacs were allotted on January 27, 2011 redeemable at par in six equal annual installments commencing from January 26, 2018.

Series 1 and Series 3 are secured by way of mortgage of immovable building and first charge by way of hypothecation of the receivables of the loan assets created from the proceeds of respective debentures. Further, the same have also been secured by pari-passu charge by way of hypothecation of the receivable of loan assets created by the Company out of its own sources which are not charged to any other lender of the Company to the extent of 125% of debentures.

- iii. Term loans from banks carry interest ranging from 10.00% to 10.75% p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 16 to 48 quarterly installments. The loans are secured by first pari-passu charge by way of hypothecation of the current assets including book debts, investments and other receivables (other than assets created/ to be created by line of credit of other financial institutions / banks) so that lenders should have at least 100%/ 110% security coverage on its outstanding loan at all times during the currency of the loan. Additionally, some loans are backed by an agreement of assignment of the project assets financed from proceeds of the loans, in favour of respective lenders.
- iv. External Commercial Borrowings ("ECB") carry interest ranging from 3 months LIBOR + 2.85% to LIBOR + 3.10% p.a. The loans are repayable in 32/36 equal quarterly installments as per the due dates specified in the respective loan agreements. The borrowings are secured by way of first ranking exclusive charge on all present and future receivables of the eligible loan assets created by the proceeds of ECB. Repayment of 2 quarterly installments amounting to USD 1,444,444 (₹ 88,490,250) on one of the ECB loans was made during the year ended March 31, 2014 and 4 quarterly installment amounting to USD 28,88,888 (₹ 176,623,001) on one of the ECB loans was made during the year ended March 31, 2015.
- v. Term loan from a financial institution carries interest rate of 2% p.a. The loan is repayable in 40 equal quarterly installments starting from March 31, 2015. The loan is secured by first pari-passu charge on all present & future receivables of the loan assets of the Company (which are not specifically charged/to be charged in favor of other lenders of the Company i.e. except the charge created/to be created in favor of specific lender/s for receivables of the specific loan assets created/ to be created out of their loan proceeds), so that lenders should have at least 100% security coverage on its outstanding loan at all time during the currency of the loan.
- vi. In terms of the RBI circular (Ref. No. DNBS(PD) CC No. 381/03.02.001/2014-15 dated July 1, 2014) no borrowings remained overdue as at March 31, 2015 (previous year ₹Nil).

6. Deferred tax liabilities (net)

Particulars	(₹ in lacs)	
	As at March 31, 2015	As at March 31, 2014
<u>Tax effect of items constituting deferred tax liabilities</u>		
a. Difference between book balance and tax balance of fixed assets	146.07	615.44
b. Foreign currency monetary items translation difference account	1,646.98	1,442.43
c. Special reserve under section 36(1)(viii) of Income Tax Act, 1961	3,605.26	1,784.48
	<u>5,398.31</u>	<u>3,842.35</u>
<u>Tax effect of items constituting deferred tax assets</u>		
a. Share issue expenses	-	72.59
b. Provision for employees benefits	83.55	25.02
c. Contingent provision against standard assets	2,319.49	956.25
d. Accrued interest deductible on payment	57.34	56.32
e. Provision for Non-performing loans	481.75	-
f. Provision for diminution in value of unquoted non-current trade investments	1,659.80	245.15
	<u>4,601.93</u>	<u>1,355.33</u>
Deferred tax liabilities (net)	<u>796.38</u>	<u>2,487.02</u>

7. Long-term provisions

a. Provision for gratuity (Refer note 27)	42.76	31.35
b. Provision for compensated absences (Refer note 27)	58.87	34.12
c. Provision for other employees benefits (Refer note 27)	6.43	5.01
d. Contingent provision against standard assets (refer note i and ii below)	6,702.17	2,813.32
	<u>6,810.23</u>	<u>2,883.80</u>

Notes:

- i. A contingent provision against standard assets includes provision created @ 0.50% of the outstanding standard assets in terms of the RBI circular (Ref. No. DNBS(PD) CC No. 381/03.02.001/2014-15 dated July 1, 2014), provision against restructured standard loans as per applicable RBI guidelines and other provisions on standard assets.
- ii. Movement in contingent provision against standard assets during the year is as under:

Opening balance	2,813.32	1,157.14
Additions during the year	3,888.85	1,656.18
Closing balance	<u>6,702.17</u>	<u>2,813.32</u>

8. Short-term borrowings

(₹ in lacs)

	As at March 31, 2015	As at March 31, 2014
i. Term loans from banks		
-Secured (Refer note below)	90,586.33	141,730.00
-Unsecured	399.78	-
ii. Commercial papers at face value of ₹ 5,00,000 each		
-Unsecured	25,000.00	-
	115,986.11	141,730.00

Notes: Term loans from banks are secured by first pari passu charge on all present and future receivables of the standard loan assets of the Company except the charge created/ to be created in favour of specific lender(s) for receivables of the specific loan assets created/ to be created out of their loan proceeds, so that lenders should have at least 100%/ 110% security coverage on their outstanding loan at all times during the currency of the loan.

9. Trade payables

Trade payables (Other than micro and small enterprises)	320.93	332.13
	320.93	332.13

Based on the information available with the Company, no supplier has been identified, who is registered under the Micro, Small and Medium Enterprise Development Act, 2006. Further, the Company has not received any claim of interest from any supplier under the said Act.

10. Other current liabilities

a. Current maturities of long term borrowings (Refer note 5)	18,572.97	12,553.99
b. Interest accrued but not due on borrowings	5,345.83	4,402.61
c. Unclaimed interest on debentures	180.33	187.40
d. Unclaimed dividend	7.69	2.42
e. Income received in advance	19.14	79.50
f. Statutory remittances	16.67	16.96
g. Unclaimed equity share application money	1.82	1.82
	24,144.45	17,244.70

Note: No amount of unclaimed dividend, unclaimed interest on debentures and unclaimed equity share application money was due for transfer to the Investor Education and Protection fund under Section 125 of the Companies Act, 2013 as at the Balance Sheet date.

11. Short-term provisions

a. Provision for gratuity (Refer note 27)	1.07	0.64
b. Provision for compensated absences (Refer note 27)	5.28	2.48
c. Provision for other employees benefits (Refer note 27)	0.01	-
d. Proposed equity dividend	5,620.83	5,620.83
e. Tax on proposed equity dividend	1,123.84	955.26
	6,751.03	6,579.21

12. Fixed assets

(₹ in lacs)

Assets description	Gross block			Accumulated depreciation/amortisation				Net block		
	Balance as at March 31, 2014	Additions	Disposals	Balance as at March 31, 2015	Balance as at March 31, 2014	Expense for the year	Adjustments	Balance as at March 31, 2015	Balance as at March 31, 2015	Balance as at March 31, 2014
Tangible assets										
a. Leasehold improvements	330.06	-	-	330.06	43.95	66.01	-	109.96	220.10	286.11
b. Building	11.94	-	-	11.94	2.35	0.47	-	2.82	9.12	9.59
c. Plant and machinery (Wind mill)	3,522.75	-	-	3,522.75	1,712.99	230.39	-	1,943.38	1,579.37	1,809.76
d. Office equipments	144.91	4.04	0.28	148.67	16.19	58.96	0.15	75.00	73.67	128.72
e. Computers	100.62	1.22	1.32	100.52	39.39	27.10	1.01	65.48	35.04	61.23
f. Furniture and fixtures	75.09	0.99	-	76.08	10.84	16.87	-	27.71	48.37	64.25
g. Vehicles	37.63	-	-	37.63	11.02	8.31	-	19.33	18.30	26.61
Sub total	4,223.00	6.25	1.60	4,227.65	1,836.73	408.11	1.16	2,243.68	1,983.97	
Previous year	3,594.26	631.50	2.76	4,223.00	1,414.33	423.53	1.13	1,836.73	-	2,386.27
Intangible assets										
a. Software	33.61	224.03	-	257.64	18.25	18.77	-	37.02	220.62	15.36
Sub total	33.61	224.03	-	257.64	18.25	18.77	-	37.02	220.62	
Previous year	14.17	19.44	-	33.61	10.78	7.47	-	18.25	-	15.36
Total	4,256.61	230.28	1.60	4,485.29	1,854.98	426.88	1.16	2,280.70	2,204.59	
Previous year	3,608.43	650.94	2.76	4,256.61	1,425.11	431.00	1.13	1,854.98	-	2,401.63
Capital work-in-progress									-	129.18
									2,204.59	2,530.81

13. Non-current investments

(₹ in lacs)					
Particulars	Face Value (₹ per Share/ Debenture)	Quantity (Nos.)	As at March 31, 2015	Quantity (Nos.)	As at March 31, 2014
Unquoted trade investments (at cost as reduced by diminution in value, if any)					
a. Investments in fully paid up equity instruments of:					
i. Associate companies					
-R.S. India Wind Energy Private Limited	10	61,121,415	6,112.14	61,121,415	6,112.14
-Varam Bio Energy Private Limited	10	4,390,000	439.00	4,390,000	439.00
			6,551.14		6,551.14
ii. Other companies					
-Ind-Barath Energy (Utkal) Limited	10	105,000,000	10,500.00	105,000,000	10,500.00
-East Coast Energy Private Limited	10	133,385,343	13,338.53	133,385,343	13,338.53
-Meenakshi Energy and Infrastructure Holding Private Limited (# ₹ 10) (sold during the year)"	10	-	-	1	#
-Indian Energy Exchange Limited	10	1,516,431	151.64	1,516,431	151.64
			23,990.17		23,990.17
b. Investments in fully paid up optionally convertible debentures of:					
i. Associate companies					
-Varam Bio Energy Private Limited	500,000	90	428.58	90	428.58
ii. Other companies					
-Mytrah Energy (India) Limited	3,333,333	300	10,000.00	300	10,000.00
			40,969.89		40,969.89
Less: Provision for diminution in value of investments in an associate company			6,979.72		867.58
			33,990.17		40,102.31

14. Long-term loans and advances

(₹ in lacs)		
Particulars	As at March 31, 2015	As at March 31, 2014
Secured, considered good		
a. Loan financing	607,600.15	471,007.85
Less:-Provision for Non-performing loans	1,392.02	-
Less:-Current maturities transferred to "Other current assets" (refer note 19)	59,912.99	19,062.53
	546,295.14	451,945.32
Unsecured, considered good		
a. Advance to employees	20.98	32.13
b. Security deposits	69.77	69.75
c. Advance income tax (net of provision of ₹ 27,433.47 lacs (previous year ₹ 17,299.11 lacs))	2,149.66	1,029.50
d. Advance fringe benefit tax (net of provision of ₹ 0.28 lacs (previous year ₹ 0.28 lacs))	0.88	0.88
	548,536.43	453,077.58

Note:

Loans are secured by:

- Hypothecation of assets and / or
- Mortgage of property and / or
- Trust and retention account and / or
- Bank guarantee, Company guarantee or personal guarantee and / or
- Assignment of receivables or rights and / or
- Pledge of shares and / or
- Undertaking to create a security

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

Standard assets	599,869.17	471,007.85
Sub-standard assets	7,730.98	-
	607,600.15	471,007.85

15. Other non-current assets

a. Premium on derivative contracts*	3,468.86	3,922.89
	3,468.86	3,922.89

* In respect of hedging foreign currency risk.

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
16. Trade receivables		
a. Trade receivables other than outstanding for a period exceeding six months from the date they become due		
-Unsecured, considered good	94.12	26.27
	94.12	26.27
17. Cash and cash equivalents :		
a. Cheques on hand	205.61	829.01
b. Balance with banks		
-In current accounts	733.94	693.42
-In deposit accounts (refer notes below)	1,127.00	1,630.10
-In earmarked accounts		
i. Unclaimed share application money lying in escrow account	1.82	1.82
ii. Unclaimed interest on debentures	180.33	187.40
iii. Unclaimed dividend	7.69	2.42
	2,256.39	3,344.17
Notes:		
Balances with banks include deposits ₹ 827.00 lacs (previous year ₹ 815.10 lacs) with remaining maturity of more than 12 months from the balance sheet date.		
18. Short-term loans and advances		
Secured, considered good		
a. Loans financing	20,000.00	16,000.00
Unsecured, considered good		
a. Prepaid expenses	32.47	25.01
b. Unexpired discount on commercial paper	255.91	-
c. Balances with government authorities	5.55	28.21
d. Advance to employees	11.97	27.34
e. Receivables from sale of investment	500.00	500.00
f. Other receivables	23.98	16.69
	20,829.88	16,597.25
The classification of loans under the RBI guidelines is as under:		
Standard assets	20,000.00	16,000.00
Sub-standard assets	-	-
	20,000.00	16,000.00
19. Other current assets		
a. Current maturities of long term loan financing (Refer note 14)	59,912.99	19,062.53
b. Interest accrued and due on		
-Loan financing	1,423.11	816.55
c. Interest accrued but not due on		
-Fixed deposits	56.18	55.93
-Loan financing	2,177.77	1,789.61
-Debentures	50.30	50.30
	63,620.35	21,774.92

20. Revenue from operations

Particulars	(₹ in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Interest income from		
a. Loan financing	72,961.46	40,799.93
b. Debentures	1,200.00	1,200.00
Other operating income		
a. Dividend income on non-current unquoted trade investments in equity shares	439.76	45.49
b. Profit on sale of investments		
- Non-current unquoted trade investments in equity shares	-	8,216.91
- Current unquoted non-trade investment in mutual funds	42.61	146.79
c. Interest on fixed deposits	133.94	621.71
d. Fee based income	5,007.36	3,120.53
e. Sale of power	403.54	462.39
	80,188.67	54,613.75

21. Other income

Interest Income	2.00	2.50
	2.00	2.50

22. Employees benefits expense

a. Salaries and other allowances	919.91	729.75
b. Contributions to provident fund (Refer note 27)	37.84	31.10
c. Employee stock option (ESOP) scheme*	-	(55.51)
d. Staff welfare expenses	49.04	34.76
	1,006.79	740.10

*Due to forfeiture/ surrender of Employee Stock options

23. Finance costs

Interest expense on:		
a. Infrastructure bonds	2,040.72	1,913.21
b. Debentures	1,122.15	1,475.48
c. Rupee term loans from banks	31,633.01	15,781.10
d. Rupee term loans from financial institutions	36.00	0.10
e. External commercial borrowings from financial institutions	1,437.29	1,507.56
f. Commercial paper	3,659.39	-
g. Delayed payment of income tax	87.48	1.90
Other borrowing cost on :		
a. Other charges on rupee term loans from banks	52.42	55.06
b. Other charges on external commercial borrowings from financial institutions	24.02	103.34
c. Bank charges	0.71	0.66
d. Amortisation of foreign currency translation	1,626.02	1,257.04
	41,719.21	22,095.45

24. Other expenses

Particulars	(₹ in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
a. Rent	308.66	335.20
b. Repairs and maintenance		
- Plant and machinery	79.03	74.49
- Others	52.90	51.65
c. Insurance	8.78	16.27
d. Rates and taxes	96.87	0.74
e. Commission and brokerage	-	0.80
f. Communication	18.71	13.87
g. Travelling and conveyance	55.61	53.53
h. Advertising and business development	24.99	34.55
i. Donation	0.51	0.45
j. Legal and professional	239.86	201.81
k. Auditors' remuneration:-		
-For statutory audit	10.00	9.50
-For quarterly audit/limited review	15.00	9.00
-For tax audit	2.50	2.00
-For other certification	2.00	5.39
-For out of pocket expenses	0.65	0.50
l. Loss on fixed assets sold	0.09	1.63
m. Provision for diminution in value of unquoted non-current trade investments in equity shares	6,112.14	214.29
n. Corporate Social Responsibility Expenses (Contribution to Prime Ministers National Relief Fund)	25.00	-
o. Advances written off	-	61.78
p. Provision for non-performing assets	1,392.02	-
q. Directors' sitting fees	30.79	20.61
r. Miscellaneous expenses	141.50	96.93
	8,617.61	1,204.99

25. Contingent liabilities and commitments in respect of:

Particulars	(₹ in lacs)	
	As at March 31, 2015	As at March 31, 2014
(a) Contingent liabilities		
(i) Income tax	1,216.95	2,605.81
(b) Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-	86.30
(ii) Loan financing	18,690.42	34,931.02

26. Employee stock options plan

Effect of fair valuation of employee stock options on financial position

(a) Impact on profitability

Particulars	(₹ in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
Profit for the year	16,087.61	20,771.89
Add: Employee stock compensation under intrinsic value method	-	(55.51)
Less: Employee stock compensation under fair value method	-	(599.58)
Pro forma profit	16,087.61	21,315.96

(b) Impact on basic/diluted EPS

Particulars	(₹ in lacs)	
	Year ended March 31, 2015	Year ended March 31, 2014
- As reported (in ₹)		
Basic	2.86	3.70
Dilutive	2.86	3.70
- As pro forma (in ₹)		
Basic	2.86	3.80
Dilutive	2.86	3.80

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

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

(₹ in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Employer's contribution to provident fund	37.84	31.10

(b) Defined benefit plans

Changes in the present value of the defined benefit obligation:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Opening defined benefit obligation	31.99	18.33	36.60	24.51	5.01	2.69
Current service cost	9.16	7.68	14.23	9.52	1.28	1.13
Interest cost	2.72	1.47	3.11	1.96	0.43	0.21
Benefits paid	(2.34)	-	(4.39)	-	-	-
Actuarial loss / (gain)	2.30	4.51	14.60	0.61	(0.28)	0.98
Closing defined benefit obligation	43.83	31.99	64.15	36.60	6.44	5.01
Disclosure of defined benefit into						
Long-term provisions	42.76	31.35	58.87	34.12	6.43	5.01
Short-term provisions	1.07	0.64	5.28	2.48	0.01	-

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

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Closing defined benefit obligation	43.83	31.99	64.14	36.60	6.44	5.01
Closing fair value of plan assets	-	-	-	-	-	-
Net liability recognised in balance sheet	(43.83)	(31.99)	(64.14)	(36.60)	(6.44)	(5.01)

Expense recognised in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2015	Year ended March 31, 2014
Current service cost	9.16	7.68	14.23	9.52	1.28	1.13
Interest cost	2.72	1.47	3.11	1.96	0.43	0.21
Net actuarial loss / (gains)	2.30	4.51	14.59	0.61	(0.28)	0.98
Net expense	14.18	13.66	31.93	12.09	1.43	2.32
Experience adjustment on actuarial loss/ (gain) for present value obligation	2.36	4.49	14.66	0.59	-	(0.96)

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

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Discounting rate	8.00%	8.50%
Future salary increase	5.50%	6.00%

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

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

(₹ in lacs)

Particulars	Year ended March 31, 2013		Year ended March 31, 2012		Year ended March 31, 2011	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Defined benefit obligation	18.33	24.51	10.77	22.24	6.27	19.11
Net asset / (liability)	(18.33)	(24.51)	(10.77)	(22.24)	(6.27)	(19.11)
Experience adjustment on actuarial (gain)/loss for present value obligation	1.02	(6.23)	(0.14)	(2.26)	3.30	7.78

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

29. Related party disclosures

(a) List of related parties and relationships

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

Holding company	:	PTC India Limited
Associate companies	:	R.S. India Wind Energy Private Limited
	:	Varam Bio Energy Private Limited
Key management personnel	:	Shri Rajender Mohan Malla (w.e.f. September 27, 2013)
	:	Dr. Ashok Haldia
	:	Dr. Pawan Singh

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

(i) Transactions with holding company

(₹ in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Rent paid (gross)	-	41.10
Expenses reimbursed	20.15	23.46
Expenses recovered	13.37	17.43
Dividend paid	3,372.50	1,348.00

(ii) Transactions with key management personnel

(₹ in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Reimbursement of expenses		
Shri Rajender Mohan Malla	1.77	0.67
Dr. Ashok Haldia	2.39	2.35
Dr. Pawan Singh	2.22	1.95
Remuneration paid		
Shri Rajender Mohan Malla	68.81	28.51
Dr. Ashok Haldia	73.33	57.68
Dr. Pawan Singh	69.47	48.98

(iii) Transactions with associates companies

(₹ in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Provision for diminution in investment in equity shares		
R.S. India Wind Energy Private Limited	6,112.14	-
Provision for diminution in investment in debenture		
Varam Bio Energy Private Limited	-	214.29
Loan financing written off		
Varam Bio Energy Private Limited	-	61.78
Investment balances outstanding at the balance sheet date without considering provision for diminution:		
R.S. India Wind Energy Private Limited	6,112.14	6,112.14
Varam Bio Energy Private Limited	439.00	439.00
Investment in debentures as at the balance sheet date without considering provision for diminution:		
Varam Bio Energy Private Limited	428.28	428.58

30. Earnings per share

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Profit after tax attributable to equity shareholders (₹ in lacs) (a)	16,087.61	20,771.89
Weighted average number of equity shares outstanding during the year (Nos.) (b)	562,083,335	562,083,335
Basic earnings per share of face value ₹ 10 each (in ₹) (a) / (b)	2.86	3.70
Add: ESOP expenses (₹ in lacs) (c)	-	(55.51)
Profit after tax attributable to equity shareholders (₹ in lacs) before ESOP expenses [(d) = (a) + (c)]	16,087.61	20,716.38
Effect of potential dilutive equity shares on Employee Stock Options outstanding (e)	728,480	-
Weighted average number of equity shares in computing diluted earnings per share [(f) = (b) + (e)]	562,811,815	562,083,335
Diluted earnings per share of face value ₹ 10 each (in ₹) (d) / (f)	2.86	3.70

31. The percentage holding and the investment in associate companies as at March 31, 2015 is given below:

Name of the associate company	Country of incorporation	% holding	Face value (₹ per share)	As at March 31, 2015 (₹ in lacs)	As at March 31, 2014 (₹ in lacs)
R.S. India Wind Energy Private Limited (formerly known as R.S. India Wind Energy Limited)	India	37%	10	6,112.14	6,112.14
Varam Bio Energy Private Limited	India	26%	10	439.00	439.00
Total				6,551.14	6551.14

32. Total number of electricity units generated and sold during the year 11,220,104 KWH (previous year 12,698,361 KWH).

33. Expenditure incurred in foreign currency (accrual basis)

(₹ in lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Fees for external commercial borrowings	19.65	17.09
Interest on external commercial borrowings	1,437.29	1,507.56
Travelling and other	9.33	6.07
Total	1,466.27	1,530.72

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

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Future minimum lease payments		
- not later than one year	323.20	307.81
- later than one year and not later than five years	603.30	926.50
Lease payments recognised in the Statement of Profit and Loss during the year	308.66	292.33

35. Foreign currency exposures

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

Particulars	As at March 31, 2015		As at March 31, 2014	
	Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
Payables	US \$ 355,613.80	222.76	US \$ 354,872.69	213.10
Payables	-	-	CHF 420.00	0.29

36. Pursuant to the enactment of the Companies Act, 2013 (Act), the Company has revised its depreciation rates w.e.f. April 1, 2014 as per useful life in Schedule II to the Companies Act, 2013. Further, adoption of useful life as per Schedule II has not resulted in any depreciation charge which needs to be adjusted from the opening balance of surplus in the Statement of Profit and Loss per the transitional provisions contained in Schedule II of the Act.

37. During the current year, based on an independent investigation into the affairs of an associate company (Associate), the Company has concluded that in earlier years, the Associate and its promoters had misrepresented various facts to it and induced it to make investments aggregating ₹ 6,112.14 lacs in the Associate. The Company has filed a criminal complaint against the Associate and its promoters and is taking suitable steps both under civil and criminal law to safeguard its investments and to recover the same. Pending outcome thereof, the Company has fully provided for the diminution in value of investment held in this Associate.

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

Note- 39

Schedule to the
Balance Sheet of a non-deposit taking non-banking financial Company
(as required in terms of paragraph 13 of Non-banking Financial (Non-Deposit Accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2007

(₹ in lacs)

Particulars				
	Liabilities side:			
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount out-standing	Amount	overdue
	(a) Debentures : Secured	29,169.10	-	-
	: Unsecured	-	-	-
	(other than falling within the meaning of public deposits)	-	-	-
	(b) Deferred Credits	-	-	-
	(c) Term Loans	365,878.21	-	-
	(d) Inter-corporate loans and borrowing	-	-	-
	(e) Commercial Paper	25,000.00	-	-
	(f) Other Loans (short term bank loan)	90,986.11	-	-
	Assets side:	Amount out-standing		
(2)	Break-up of Loans and Advances including bills receivables [Other than those included in (4) below]:			
	(a) Secured	626,208.13		
	(b) Unsecured	1,014.75		
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities			
	(i) Lease assets including lease rentals under sundry debtors:			
	(a) Financial lease	-		
	(b) Operating lease	-		
	(ii) Stock on hire including hire charges under sundry debtors:			
	(a) Assets on hire	-		
	(b) Repossessed Assets	-		
	(iii) Other loans counting towards AFC activities			
	(a) Loans where assets have been repossessed	-		
	(b) Loans other than (a) above	-		
(4)	Break-up of Investments:			
	Current Investments:			
	1. Quoted:			
	(i) Shares: (a) Equity	-		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		
	2. Unquoted:			
	(i) Shares: (a) Equity	-		
	(b) Preference	-		
	(ii) Debentures and Bonds	-		
	(iii) Units of mutual funds	-		
	(iv) Government Securities	-		
	(v) Others (please specify)	-		

Long Term investments:	
1. Quoted:	
(i) Shares: (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
2. Unquoted:	
(i) Shares: (a) Equity (net of provisions)	23,990.17
(b) Preference	-
(ii) Debentures and Bonds (net of provisions)	10,000.00
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-
Total	33,990.17

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1. Related Parties				
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		626,208.13	1,014.75	627,222.88
Total		626,208.13	1,014.75	627,222.88

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)			
	Category	Market Value / Break up or fair	Book value (net of provisions)
1. Related Parties			
(a) Subsidiaries		-	-
(b) Companies in the same group		-	-
(c) Other related parties		-	-
2. Other than related parties		-	33,990.17
Total		-	33,990.17

(7) Other information		
	Particulars	Amount
(i)	Gross Non-Performing Assets	
(a)	Related parties	428.58
(b)	Other than related parties	7,730.98
(ii)	Net Non-Performing Assets	
(a)	Related parties	-
(b)	Other than related parties	6,338.96
(iii)	Assets acquired in satisfaction of debt	-

I. Disclosure of restructured accounts

S. No	Type of restructuring	Under CDR Mechanism					Under SME Debt restructuring mechanism					Others					Total									
		Assets classification / Details					Stand-ard	Sub-standard	Double-ful	Loss	Total	Stand-ard	Sub-standard	Double-ful	Loss	Total	Stand-ard	Sub-standard	Double-ful	Loss	Total					
1	Restructured accounts as at April 1, 2014	No. of borrowers	2	-	-	2	-	-	-	-	-	-	-	-	-	-	-	2	-	-	-	2	-	16,937.95	-	16,937.95
		Amount outstanding (₹ in lacs)	16,937.95	-	-	16,937.95	-	-	-	-	-	-	-	-	-	-	-	16,937.95	-	-	-	-	-	-	-	16,937.95
		Provision thereon (₹ in lacs)	315.00	-	-	315.00	-	-	-	-	-	-	-	-	-	-	-	315.00	-	-	-	-	-	-	-	315.00
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	5	-	-	5	-	-	-	-	-	-	-	-	-	5
		Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	31,076.00	-	-	31,076.00	-	-	-	-	-	-	-	-	-	31,076.00
		Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	1,553.80	-	-	1,553.80	-	-	-	-	-	-	-	-	-	1,553.80
3	Upgradations to restructured standards category during the financial year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and /or additional risk weight at the end of the financial year and hence need not be shown as restructured standard advances at the beginning of the next financial year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradations of restructured accounts during the financial year	No. of borrowers	-	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1	-	-	-	-	-	1
		Amount outstanding (₹ in lacs)	-	6,168.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,168.80	-	-	-	-	-	6,168.80
		Provision thereon (₹ in lacs)	-	1,027.24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,027.24	-	-	-	-	-	1,027.24
6	Write-offs of restructured accounts during the financial year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon (₹ in lacs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	Restructured accounts as on March 31, 2015	No. of borrowers	1	1	-	-	-	-	-	-	-	-	5	-	-	5	6	1	-	-	-	-	-	-	-	7
		Amount outstanding (₹ in lacs)	11,631.10	6,168.80	-	-	-	-	-	-	-	-	31,076.00	-	-	31,076.00	42,707.10	6,168.80	-	-	-	-	-	-	-	48,875.90
		Provision thereon (₹ in lacs)	1,905.12	1,027.24	-	-	-	-	-	-	-	-	1,553.80	-	-	1,553.80	3,458.92	1,027.24	-	-	-	-	-	-	-	4,486.16

Disclosures required pursuant to Reserve Bank of India notification Ref. No. DNBR(PD) CC No. 002/03.10.001/2014-15 dated November 10, 2014.

I. Capital

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) CRAR (%)	23.71	25.23
(ii) CRAR - Tier I Capital (%)	22.65	24.72
(iii) CRAR - Tier II Capital (%)	1.06	0.51
(iv) Amount of subordinated debt raised as Tier-II capital	-	-
(v) Amount raised by issue of Perpetual Debt Instruments	-	-

II. Investments

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
1. Value of Investments		
(i) Gross Value of Investments		
(a) In India	40,969.89	40,969.89
(b) Outside India,	-	-
(ii) Provisions for Depreciation		
(a) In India	6,979.72	867.58
(b) Outside India,	-	-
(iii) Net Value of Investments		
(a) In India	33,990.17	40,102.31
(b) Outside India,	-	-
2. Movement of provisions held towards depreciation on investments		
(i) Opening balance	867.58	653.29
(ii) Add : Provisions made during the year	6,112.14	214.29
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing balance	6,979.72	867.58

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

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) The notional principal of swap agreements	Nil	Nil
(ii) Losses which would be incurred if counterparties failed to fulfill their obligations under the agreements	Nil	Nil
(iii) Collateral required by the NBFC upon entering into swaps	Nil	Nil
(iv) Concentration of credit risk arising from the swaps	Nil	Nil
(v) The fair value of the swap book	Nil	Nil

(b) Exchange traded interest rate(IR) derivatives

The Company has not undertaken any Exchange Traded Interest Rate (IR) Derivatives during the year.

IV. Disclosures on risk exposure in derivatives

(a) Quantitative disclosures

(₹ in lacs)

Particulars	Currency Derivatives	Interest Rate Derivatives
(i) Derivatives (Notional Principal Amount)		
For hedging	44,892.00	44,892.00
(ii) Marked to Market Positions [1]		
Asset (+)	245.37	Nil
Liability (-)	Nil	699.40
(iii) Credit Exposure [2]	Nil	Nil
(iv) Unhedged Exposures	222.76	Nil

V. Disclosures relating to securitisation

The Company does not have any securitised assets as at March 31,2015.

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

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

VII. Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31, 2015.

(₹ in lacs)

Particulars	Upto 30/31 days	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities									
Borrowings from banks	20,000.00	15,000.00	8,937.57	34,336.58	22,283.23	51,618.43	83,643.43	174,398.08	410,217.32
Market Borrowings	-	25,000.00	45.00	45.00	4,165.85	16,719.30	4,461.20	5,487.75	55,924.10
ECB loans	-	-	452.40	1,431.15	2,862.30	11,449.20	11,449.20	17,247.75	44,892.00
Total	20,000.00	40,000.00	9,434.97	35,812.73	29,311.38	79,786.93	99,553.83	197,133.58	511,033.42
Assets									
Receivables under financing activity (net)	23,102.22	238.90	1,005.44	30,456.38	25,110.05	104,925.99	97,668.84	343,700.31	626,208.13
Investment (net)	-	10,500.00	-	-	-	10,000.00	-	13,490.17	33,990.17
Total	23,102.22	10,738.90	1,005.44	30,456.38	25,110.05	114,925.99	97,668.84	357,190.48	660,198.30

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

The Company does not have any direct or indirect exposure to the real estate sector as at March 31, 2015.

IX. Exposure to Capital Market

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	28,500.00	28,500.00
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii) Bridge loans to companies against expected equity flows / issues;	-	-
(viii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-
Total Exposure to Capital Market	28,500.00	28,500.00

X. Miscellaneous

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

XI. Additional Disclosures

(a) Provisions and Contingencies

“Break up of ‘Provisions and Contingencies’ shown under the head Expenditure in Profit and Loss Account

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Provisions for depreciation on Investment	6,112.14	214.29
Provision towards NPA	1,392.02	-
Provision made towards Income tax	10,134.36	6,656.40
Provision for Standard Assets	3,888.85	1,656.18

XII. Concentration of Deposits, Advances, Exposures and NPAs

(a) Concentration of Advances

(₹ in lacs)

Particulars	As at March 31, 2015
Total Advances to twenty largest borrowers	352,534.72
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	56.30

(b) Concentration of Exposures

(₹ in lacs)

Particulars	As at March 31, 2015
Total Exposure to twenty largest borrowers /customers	352,534.72
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	56.30

(c) Concentration of NPAs

(₹ in lacs)

Particulars	As at March 31, 2015
Total Exposure to top four NPA accounts	8,159.56

(d) Sector-wise NPAs

(₹ in lacs)

S. No	Sector	Percentage of NPAs to Total Advances in that sector
(i)	Agriculture & allied activities	-
(ii)	MSME	-
(iii)	Corporate borrowers	1.28%
(iv)	Services	-
(v)	Unsecured personal loans	-
(vi)	Auto loans	-
(vii)	Other personal loans	-

XIII. Movement of NPAs

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
(i) Net NPAs to Net Advances (%)	1.00%	-
(ii) Movement of NPAs (Gross)		
(a) Opening balance	428.58	428.58
(b) Additions during the year	7,730.98	-
(c) Reductions during the year	-	-
(d) Closing balance	8,159.56	428.58
(iii) Movement of Net NPAs		
(a) Opening balance	-	-
(b) Additions during the year	6,338.96	-
(c) Reductions during the year	-	-
(d) Closing balance	6,338.96	-
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	428.58	-
(b) Provisions made during the year	1,392.02	490.36
(c) Write-off / write-back of excess provisions	-	61.78
(d) Closing balance	1,820.60	428.58

XIV. Disclosure of Complaints

(a) Customer Complaints *

Particulars	As at March 31, 2015
(a) No. of complaints pending at the beginning of the year	2
(b) No. of complaints received during the year	612
(c) No. of complaints redressed during the year	614
(d) No. of complaints pending at the end of the year	Nil

*Representing complaints of infrastructure retail bondholders.

For and on behalf of Board of Directors

Sd/-
Dr. Ashok Haldia
Whole-time Director
DIN: 00818489

Sd/-
Dr. Pawan Singh
Whole-time Director (Finance) & CFO
DIN: 00044987

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

Place: New Delhi
Date : 25th May, 2015

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

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

Tel: +91 11 26737300 Fax: +91 11 26737373

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

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies (Management and Administration) Rules, 2014
9th Annual General Meeting- 24th September 2015

Name of the Member(s):	
Registered Address:	
E-mail:	
Folio No./Client ID No.:	
DP ID No.:	

I/We, being the member(s) of M/s holding shares of the above named Company, hereby appoint:

Name:	Address:
E-mail Id:	Signature:

or falling him/her

Name:	Address:
E-mail Id:	Signature:

or falling him/her

Name:	Address:
E-mail Id:	Signature:

or falling him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the company, to be held on Thursday, 24th September 2015 at 10:30 a.m., at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number.	Resolution
Ordinary Business	
1.	Adoption of Financial Statements for the year ended 31st March 2015
2.	Declaration of dividend for FY 2014-15
3.	Re-appointment of Dr. Pawan Singh (DIN: 00044987) who retires by rotation
4.	Ratification of appointment of M/s Deloitte Haskins & Sells as Statutory Auditors of the Company
Special Business	
5.	Appointment of Dr. Ashok Haldia (DIN: 00818489) as Managing Director & Chief Executive Officer of the Company
6.	Appointment of Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of the Company
7.	Appointment of Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of the Company
8.	Issuance of Non-Convertible Debentures on private placement basis.

Signed this day of 2015

Affix
Revenue
Stamp not
less than
Re. 0.15

Signature of Member

Signature of Proxy holder(s)

Note:

- This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

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

ATTENDANCE SLIP

Regd. Folio No./DP Client ID	No. of shares
------------------------------	---------------

I certify that I am member / proxy for the member of the company.

I hereby record my presence at the 9th Annual General Meeting of the Company to be held on 24th September, 2015 at 10.30 a.m. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010.

.....
Name of member / proxy
(in BLOCK Letters)

.....
Signature of member / proxy

Note: Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain attendance slip on request.



PTC India Financial Services Limited

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

FORM FOR ECS MANDATE/BANK MANDATE

UNIT: PTC India Financial Services Limited

I/We _____ do hereby authorize the Company:-

- 1) Credit my dividend amount directly to my Bank Account as per details furnished below by Electronic Clearing Service (ECS)
- 2) Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me

Folio No:
Name of the 1 st Shareholder:
Name of the Bank:
Branch:
Bank Address with Pin code:
Bank Account Number:
Account Type (Savings/Current/Others):
9 Digit MICR Code number:
(Please provide a cancelled / Photo copy cheque)

Signature of 1st holder

Signature of 2nd holder

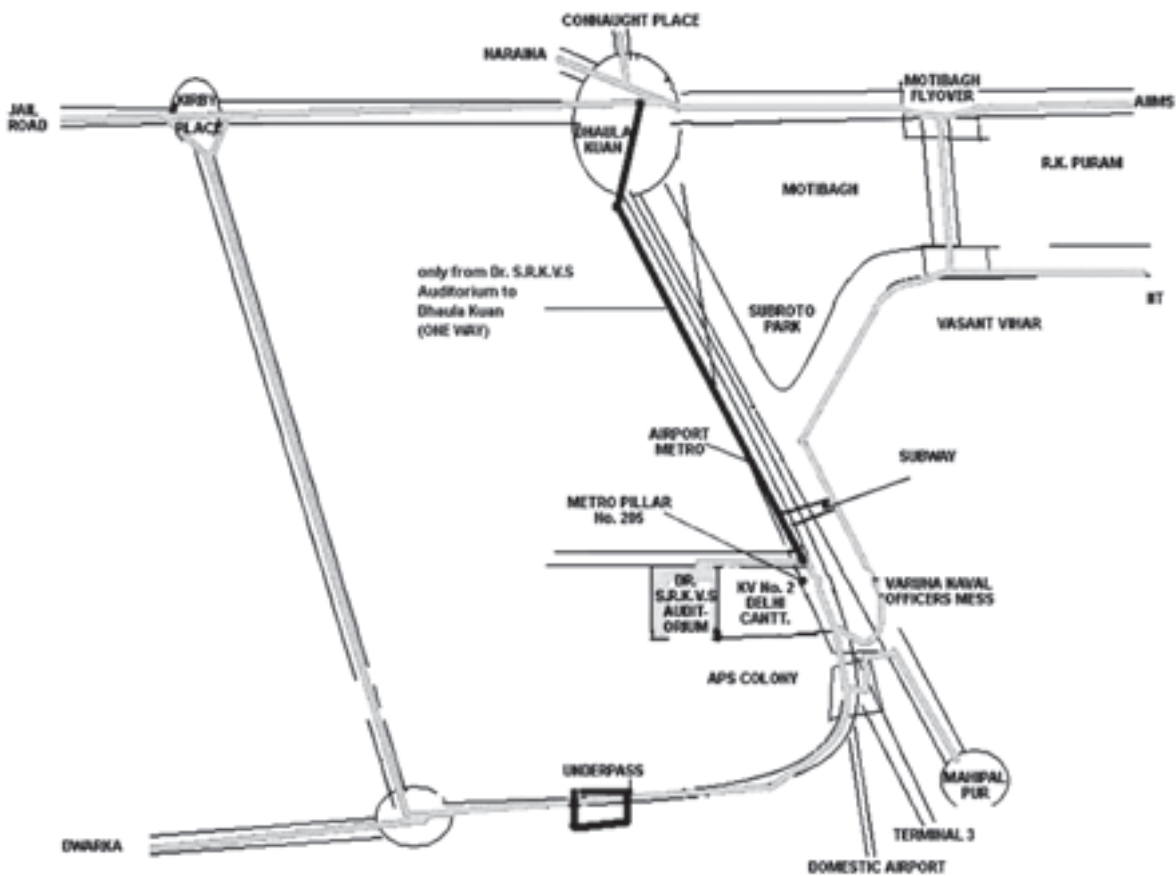
Signature of 3rd holder

Registered Address: _____

(Please provide an attested copy of PAN Card of the 1st holder along with this request)



Route Map of the location of AGM



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PTC INDIA FINANCIAL SERVICES LIMITED

(A Subsidiary of PTC India Limited)

CIN: L65999DL2006PLC153373

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