

Dated: 29th September 2016

To

Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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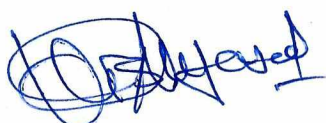
Sub : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir/Madam,

Pursuant to the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report of the Company duly approved and adopted in the 10th Annual General Meeting of the Company held on Wednesday, 28th day of September, 2016 at 10:30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010 is submitted please.

Thanking You,

For PTC India Financial Services Limited




Vishal Goyal
(Company Secretary)

Enclosed : as above

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



PTC INDIA FINANCIAL SERVICES LIMITED

10TH ANNUAL REPORT 2015-2016

TENTH ANNUAL GENERAL MEETING

To be held on Wednesday, 28th September, 2016 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 10 th Annual General Meeting	3
Board's Report	9
Report on Corporate Governance	16
Certificate on Corporate Governance	26
Management Discussion and Analysis Report	28
Annexure to the Director's Report	30
Auditors' Report	46
Balance Sheet	50
Profit and Loss Account	51
Cash Flow Statement	52
Notes forming part of Balance Sheet and Profit & Loss Account	54

Reference Information

Registered Office	: PTC India Financial Services Limited, 7 th 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	: Grant Thornton
Share are listed on	: National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
Depository	: National Securities Depository Limited (NSDL) Central Depository Services Limited (CDSL)
Registrar and Share 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 -110020
Bankers	: Andhra Bank Bhartiya Mahila Bank State Bank of India UCO Bank Bank of India Canara Bank Corporation Bank Dena 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 Yes Bank
Debenture Trustee	: IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17 R. Kamani Marg, Ballard Estate Mumbai- 400001 Tel : 022 40807000, Fax : 022 66311776
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 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the Members of PTC India Financial Services Ltd. will be held on Wednesday, the 28th day of September, 2016 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 financial statements of the Company for the financial year ended 31st March, 2016 (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 2015-16

To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2015-16 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, dividend at the rate of 12% (Re.1.20 per equity share of ₹ 10/- each) be and is hereby declared for the financial year 2015-16, out of the profits of the Company on the 562,08,3335 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on closing hours of 15th September, 2016."

3. To re-appoint Shri Ajit Kumar (DIN: 06518591) 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 thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Ajit Kumar (DIN: 06518591) 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

To consider and if thought 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 & Sells Chartered Accountants (ICAI Registration no.015125N), 7th Floor, Building 10B, DLF Cyber City Complex, DLF City Phase II, Gurgaon - 122002, as the Statutory Auditor of the Company for FY 2016-17 be and is hereby ratified and M/s Deloitte Haskins & Sells, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 11th 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 Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Mrs. Pravin Tripathi (DIN: 06913463), as a non-executive Independent Director of the Company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mrs. Pravin Tripathi (DIN: 06913463), Director of the Company who has given a declaration of independence under section 149(6) of the Companies Act, 2013 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from 15th October, 2015 i.e. upto 14th October 2018, whose office shall not 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, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Harbans Lal Bajaj (DIN: 00894431), as a non-executive Independent Director of the Company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Shri Harbans Lal Bajaj (DIN: 00894431), Director of the Company who has given a declaration of independence under section 149(6) of the Companies Act, 2013 in respect of 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from 30th June, 2016 i.e. upto 29th June, 2019, whose office shall not 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, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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: 26th August, 2016

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 A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, 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 the 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 will be available for inspection by the members at the annual 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, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice and forms part of the notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the rules thereunder.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September 2016 to 28th September 2016 (both days inclusive) for determining the names of members eligible for dividend for the financial year ended 31st March, 2016 on Equity Shares, if declared at the meeting.
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 15th September 2016.
 - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 15th September 2016.
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 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 in 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.ptcfinancial.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 - 500 008.
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 from
 - 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. Members may also note that the Notice of 10th AGM and PFS Annual Report 2015-2016 will be available on the Company's website www.ptcfinancial.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
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, subdivision, 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 along with 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 at least 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 warrant not en-cashed/ claimed within seven years will be transferred to Investor Education and 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 en-cash them before 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 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means at the 10th AGM of the Company by electronic means 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 26.08.2016 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 21st September, 2016 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 Annual Report 2015-2016, the Notice of 10th AGM and instructions for e-voting, along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
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 Registrar and Transfer Agents can not act on any request 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 Securities and Exchange Board of India (SEBI), equity shares if 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. 28th September, 2016
33. Road map showing directions to reach the venue of the AGM is given at the end of this notice.

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:

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.

- iv) Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- v) The e-voting period commences on 25.09.2016, (9:00 am) and ends on 27.09.2016 (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 21.09.2016, 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.
- vi) After entering these details appropriately, click on "LOGIN".
- vii) 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.

- viii) You need to login again with the new credentials.
- ix) On successful login, system will prompt to select the 'Event' i.e., 'PTC India Financial Services Ltd.'.
- x) 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.
- xi) 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 do not wants to cast, select 'ABSTAIN'
- xii) After selecting the resolution to vote, click on "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.
- xiii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiv) 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."
- xv) 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)
- xvi) Mr. Ashish Kapoor (Membership No. F-8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall forward the consolidated report of total votes cast 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 AGM declare the result and such result along with the scrutinizer shall be displayed on the website of the Company and on the website of the agency.
- xvii) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.ptcfincial.com and on website of Service Provider's (<https://evoting.karvy.com>) immediately after the declaration of result by the Chairman or a person authorised by him. The result shall also be immediately forward to NSE & BSE.
- xviii) 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.
- xix) At the venue of AGM, voting shall be done through ballot paper and the members attending the AGM, who have not casted their votes by Remote e-voting shall be entitled to cast their votes through ballot paper.
- xx) 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.

- xxi) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares on the cut-off date i.e. 21st September, 2016 may obtain the User ID and password 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 921993399. Example for NSDL:
 - 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.

Annexure to the Notice

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

Item no.5

Mrs. Pravin Tripathi has worked at various senior positions in Govt. of India. She is a B.A. (Hons.) and Master in English from Punjab University and also IA&AS of 1973 Batch (retired). Mrs. Tripathi was appointed as member of Competition Appellate Tribunal and also worked as member of Airport Economic Regulatory Authority Appellate Tribunal. She has also worked as Deputy Comptroller & Auditor General of India.

Mrs. Pravin Tripathi was appointed as Additional Independent Director by the Board of the Company vide their resolution dated 15th October, 2015. Brief resume and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith. The Company has received a declaration from Mrs. Pravin Tripathi as proposed to be appointed, that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The resolution seeks approval of the shareholders in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Mrs. Pravin Tripathi as Independent Director for the tenure as mentioned in the resolutions mentioned in this notice. Her office of directorship shall not be liable to retire by rotation. In compliance with the provisions of section 149 read with Schedule IV of the Act and the Listing Regulations, the appointment of Mrs. Pravin Tripathi as Independent Director is now being placed before the shareholders for their approval. The terms and conditions of appointment shall be open for inspection by the shareholders at the registered office of the Company during normal business hours on any working day excluding Saturday & Sunday.

Mrs. Pravin Tripathi 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 Mrs. Pravin Tripathi except her. The Board recommends the resolution for approval of the shareholders.

Item no. 6

Shri Harbans Lal Bajaj was formerly the Chairperson of Central Electricity Authority and Ex-Officio Secretary to the Government of India (GOI), Technical Member, and Appellate Tribunal for Electricity. Shri Bajaj has served on the Boards of NTPC Ltd. and Nuclear Power Corporation. Shri Bajaj has over four decades of experience in the development and growth of Indian Power Sector. He has expertise in Engineering, Contracting, Construction, Commercial and Human Resource Management. He has proficiency in Policy making and

Regulatory matters at Apex Level in CEA, CERC and Appellate Tribunal for Electricity and NTPC Ltd.” Shri Bajaj is Life Fellow: the Institute of Electrical and Electronics Engineers, U.S.A and All India Management Association; Fellow: The Institute of Engineering and Technology (UK); The Institution of Engineers (India); Indian National Academy of Engineering; Having himself been conferred with several national and international awards and accolades, he is presently Chairing/Member jury for four national awards.

Shri Harbans Lal Bajaj was appointed as Additional Independent Director by the Board of the Company vide their resolution dated 30th June, 2016. Brief resume and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith. The Company has received a declaration from Shri Harbans Lal Bajaj as proposed to be appointed, that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The resolution seeks approval of the shareholders in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Shri Harbans Lal Bajaj as Independent Director for the tenure as mentioned

in the resolutions mentioned in this notice. His office of directorship shall not be liable to retire by rotation. In compliance with the provisions of section 149 read with Schedule IV of the Act and the Listing Regulations, the appointment of Shri Harbans Lal Bajaj as Independent Director is now being placed before the shareholders for their approval. The terms and conditions of appointment shall be open for inspection by the shareholders at the registered office of the Company during normal business hours on any working day excluding Saturday & Sunday.

Shri Harbans Lal Bajaj does not have any shareholding in the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors and KMP is in any way concerned or interested in the proposed resolution.

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

Place: New Delhi
Date: 26th August, 2016

Sd/-
(Vishal Goyal)
Company Secretary

Brief Profile of Directors seeking Appointment/Re-appointment at the 10th Annual General Meeting in pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set forth as below:-

Name	Date of Birth	Qualifications	Expertise	Date of first appointment on the Board	No. of Board Meetings attended during the year	Directorship in other Companies as on 31 st March, 2016	Membership/Chairmanship of committees other than PFS, as on 31 st March, 2016	Number of shares held	Relationship between Directors
Shri Ajit Kumar	08/04/1959	B.E. (Electrical Engineering) & MBA (Finance)	Shri 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. He 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. 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.	15 th June, 2015	8	- PTC India Limited - PTC Energy Limited	Nil	Nil	None
Mrs. Pravin Tripathi	23/12/1949	B.A. (Hons.) and Master in English from Punjab university and also IAS&AS of 1973 Batch (retired).	Mrs. Pravin Tripathi has worked at various senior positions in Govt. of India. Mrs. Tripathi was appointed as member of Competition Appellate Tribunal and also worked as member of Airport Economic Regulatory Authority Appellate Tribunal. she has also worked as Deputy Comptroller & Auditor General of India	15 th October, 2015	5	- Multi Commodity Exchange of India Limited - IL & FS Technologies Limited - PTC Energy Limited	- Member in Audit Committee, Nomination & Remuneration and CSR Committee. PTC Energy Limited - Member in Audit committee and Defaulter Committee in MCX Limited - Member Audit Committee and Nomination & Remuneration Committee in IL & FS Technologies Limited	Nil	None
Shri Harbans Lal Bajaj	20/05/1945	Bachelor of Engineering	Shri Harbans Lal Bajaj is ex- Chairman of Central Electricity Authority, Government of India. Shri. Bajaj, an independent Director is Fellow- The Institute of Electrical and Electronics (IEEE), U.S.A and Fellow- The Institute of Engineers (India). He has held the positions of Chairman, Central Electricity Authority. Shri Bajaj has over four decades of experience in the development and growth of Indian Power Sector. He has expertise in Engineering, Contracting, Construction, Commercial and Human Resource Management in NTPC Ltd. He has proficiency in Policy making and Regulatory matters at Apex Level in CEA, CERC and Appellate Tribunal for electricity and NTPC Ltd.	30 th June, 2016	N.A.	PTC India Limited	Nil	Nil	None

PTC India Financial Services Limited BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 10th Annual Report together with the Audited Financial Statements of **PTC India Financial Services Limited** ("the Company" or "PFS") for the financial year ended March 31, 2016.

1. Financial Performance

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

	(₹ in millions)	
	FY 2015-16	FY 2014-15
Total Income	11,869.29	8,019.07
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	10,658.47	6,667.74
Finance Charges	5,301.08	4,171.92
Depreciation	42.96	42.69
Provision for Income Tax	1,403.46	844.37
(including for earlier years)		
Net Profit/(Loss) After Tax	3,910.97	1,608.76
Profit/(Loss) brought forward from previous year	-	-
Amount transferred consequent to Scheme of Merger	-	-
Profit/(Loss) carried to Balance Sheet	3,910.97	1,608.76

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

The operational and financial performance significantly improved during the year and was quiet robust. The interest income for the FY 2015-16 increased by 24% to ₹ 9,214.08 million as compared to ₹ 7,416.15 million during 2014-15. The composition of total revenue witnessed a change during the year as the Company earned an amount of ₹ 2,069.28 million by way of sale of certain investment which accounted for about 17% of total revenue. There was no such revenue during the previous year.

The operational costs also increased during the year. The finance costs for FY2015-16 increased by about 27% to ₹ 5,301.08 million compared to ₹ 4,171.92 million during 2014-15. The finance costs for FY2015-16 include amortization of foreign currency translation aggregating to ₹ 228.72 million compared to ₹ 162.60 million during 2014-15. The operational and financial parameters remained healthy during the year. The overall yield on loan assets for FY2015-16 stood at 13.07%, whereas cost of borrowed funds reduced to 9.05% during FY2015-16 compared to 9.38% in FY2014-15. The overall return on network improved to 25% during FY2015-16 from about 12% during FY2014-15.

The profit before tax (PBT) for FY2015-16 increased by 117% to ₹ 5,314.43 million compared to ₹ 2,453.13 million during 2014-15 and the profit after tax (PAT) for FY2015-16 increased by 143% to ₹ 3,910.97 million compared to ₹ 1,608.76 million during 2014-15. The profit before tax excluding income from sale of investments during FY2015-16 increased by about 32% to ₹ 3,245 million compared to ₹ 2,453 million during FY2014-15.

2. Summary of Operations and State of Company's Affairs

The debt assistance sanctioned to various projects during 2015-16 increased by 59% and aggregated to ₹ 65,283 million compared to ₹ 41,128 million 2014-15. The disbursements also remained robust during FY2015-16 and increased by 43% to ₹ 35,550 million compared to ₹ 24,927 million during 2014-15. The gross loan book closed at ₹ 86,340 million as at 31st March 2016 and the equity investments made by the Company aggregated to another ₹ 2,004 million as on the said date. The cumulative aggregate debt assistance sanctioned by the Company as at 31st March 2016 aggregated to ₹ 183,446 million whereas the net effective sanction stood at ₹ 150,740 million as at 31st March 2016. The composition of the debt sanctioned by the Company is also witnessing a change with renewable projects comprising about 75% of the amount sanctioned by Company during FY2015-16. The Company continues to explore and look for attractive opportunities in other areas for further diversification of its portfolio and has forayed into power transmission projects, energy efficiency projects, annuity based road project in addition to private railway sidings, and development & operation of coal mines etc.

The financial assistance sanctioned by PFS would help in capacity addition of close to 20,500 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2016, the renewable portfolio constitutes the highest proportion in the outstanding loan book at around 44%, thermal projects constitute about 30%. The Company continues to regularly monitor the progress and operations of the assisted projects through its comprehensive project monitoring mechanism.

3. Industry Scenario

India's power sector is at an inflection point, given the government's conviction that electricity is a critical enabler for economic growth. The sector is transforming in terms of reliability and affordability and it is perceived to be an incredibly dynamic time in the power market. It is estimated that about 13% of the new power generation orders in the world are from India. India's energy sector has turned around from an era of scarcity and faces a problem of plenty, making demand creation a key driver of government policy.

The government recognises the need for private investment in the power sector and is planning to adopt progressive policies on renewables. India is being counted globally as a country leading investments in renewable energy. The country has set an ambitious plan to add 175 GW of renewable energy generation capacity by 2022. There have been notable policy reforms in the renewable energy, and country is ranked better on ease of doing business in the renewable energy space. Significant investments are expected into the generation projects which would be backed by investments in transmission sector as well. The government is further working towards new policies for hydropower and electricity from biomass, biofuels and cogeneration. It is believed that an action plan is in the offing for a smoother and reliable integration of renewable energy with conventionally generated electricity carried by the national and state grids.

4. Outlook

The Indian economy is expected to go a transformational change led by the Union Government. The power sector is considered to be lifeline of the Indian economy and is expected to play a critical role in this mega change backed by the Government's commitment. The policy makers are taking multiple steps towards improving the overall situation. Government has launched a scheme called "Power for All" with an aim to ensure continuous and uninterrupted electricity supply to all households,

industries and commercial establishments by creating and improving necessary infrastructure. The total installed capacity in the country crossed the 300GW mark as at 31st March 2016. India's power sector is one of the most diversified in the world with the sources of power generation ranging from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste.

India's quest for green energy has crossed a major milestone, with renewable plants, mainly wind and solar, surpassing the capacity of large hydroelectricity projects, which were once the country's biggest source of electricity. The total capacity of renewable energy projects overtook hydropower in the country's total capacity. It is believed that India will turn a global player in the energy market during the next 25 years, exerting its influence on its various aspects, including renewable energy and energy efficiency. The energy use in the country has almost doubled since 2000.

The renewable energy development in 2015 across the globe had a strong Indian flavour to it. India is ranked among the top five nations in new investments, and in the top four as regards creating jobs in the green energy sector. India's investments in renewable energy sector increased to over USD 10 billion in 2015, when compared to around USD 8 billion in 2014. The investments have seen growth for the second consecutive year, as a result of the Indian government's increased focus on renewable energy.

PFS focuses on attractive opportunities across the infrastructure sector especially the renewable energy projects. The total portfolio of the Company has crossed ₹ 8600 crore mark. The power sector holds tremendous 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 debt commitments and disbursements have been robust during the year, thereby maintaining the increasing trend. The Company continues to explore opportunities in other related infrastructure.

During the year, your Company collaborated with International Finance Corporation (IFC) to boost Financing for Renewable Energy Projects. PFS became the first institution in India, and the twenty-sixth globally, to sign IFC's Master Cooperation Agreement. The collaboration will help standardize steps that lenders take when co-financing projects with IFC with the ultimate aim to make financing available in shorter time-frames and reduce financing costs for borrowers, enabling them to operationalize projects faster.

PFS is also working towards lowering its cost of borrowings and is in discussions with various multi lateral/bilateral financing institutions for arranging funds at competitive costs / terms. The Company diversified its resource base and issued bonds which were subscribed by International Finance Corporation and FMO, Dutch Development Bank. The Company arranged borrowings domestically at competitive rates during the year , thereby reducing its overall cost of borrowings.

PFS is focused on attractive opportunities across the infrastructure sector. The total debt assistance sanctioned has already crossed ₹ 15,000 crore mark and the outstanding loan book has shown further growth during FY 2015-16. 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.

The Indian power sector is one of the most diversified sector with sources of power ranging from both conventional such as coal, lignite, natural gas, oil, hydro and nuclear power to non-conventional such as wind, solar, and agricultural and domestic waste. The sector is undergoing significant changes that have the potential to redefine the industry. The renewable power capacity addition is seeing unprecedented growth. Power sector is

considered to be the crucial enabler for economic growth and the renewable sector promises significant growth and development amidst tremendous investment potential. The Government of India is also committed to provide everyone with access to electricity and has identified power sector as a key sector of focus so as to promote sustained industrial growth.

The development activities and the interest in the renewable area offers good potential to PFS. PFS continue to evaluate business proposals for these projects in line with the developments taking place in the sector and the initiatives undertaken at the government level. The Company continues to partner with credible players in the industry.

5. Net Owned Funds and Earnings Per Share (EPS)

The net owned funds of the Company as a percentage of aggregate risk weighted assets on balance sheet and risk adjusted value of off balance sheet items is 21.77%.

EPS of the Company for the year ended 31.03.2016 stands at ₹ 6.96 per share in comparison to ₹ 2.86 per share for the year ended 31.03.2015.

6. Reserves

Out of the profits earned during the financial year 2015-16, the Company has transferred an amount of ₹ 782.19 million to Statutory Reserve in accordance with the requirements of Section 45-IC of the Reserve Bank of India Act, 1934. During 2015-16, the Company has also appropriated an amount of ₹ 583.03 million to the reserve created under Section 36(i)(viii) of the Income Tax Act, 1961 in order to achieve tax efficiencies.

7. Dividend

Based on Company's performance, the Board of Directors are pleased to recommend for the approval of the members a dividend at the rate of 12% (which is higher by 20% from the last year) i.e. ₹ 1.20/- per equity share of ₹ 10/- for the FY 2015-2016. The dividend on equity shares, if approved by the members, would involve the cash outflow of ₹ 813.86 million including dividend tax amounting to ₹ 139.36 million.

The dividend will be paid to the members whose names appear in the Register of Members as on a record date and in respect of shares held in dematerialized form whose names are furnished by National Securities Depositories Limited and Central Depository (India) Limited as beneficial owners as on record date.

8. Fixed Deposits/Public 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.

9. Capital adequacy ratio

The Capital adequacy ratio as on 31st March 2016 stood at 21.77% compared to 23.71% as on 31st March, 2015. No adverse material changes affecting the financial position of the Company have occurred during the financial year.

10. Material changes and commitments, if any, affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relate (i.e. 31st March, 2016) and the date of the report. No adverse Material changes affecting the financial position of the Company have occurred during the financial year.

11. Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

12. Capital/ Finance

During the period under review, no change has taken place with regard to capital structure of the Company.

The paid up share capital of the Company as at 31st March 2016 aggregates to ₹ 5,620.83 million comprising of 562,083,335 equity shares of ₹ 10 each fully paid up. PTC India Limited continues to hold 60% of the paid up capital of the Company as at 31st March 2016. The shares of the Company are listed on the National Stock Exchange Limited (NSE) and BSE Limited.

14. Extract of Annual Return

As provided under 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 given in Annexure - 1 in the prescribed Form MGT-9, which forms part of this report.

15. Directors and Key Managerial Personnel

In accordance with provisions of the Companies Act, 2013 and Articles of Association of the Company, Shri Ajit Kumar (DIN: 06518591) Director would retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Dr. Uddesh Kumar Kohli and Shri Ramarao Muralidharan Coimbatore have ceased to be Directors w.e.f. 31st March, 2016 on the completion of their tenure.

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

Shri. 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.

Mrs. Pravin Tripathi and Shri Harbans Lal Bajaj have been appointed as an Additional Director (Independent) on 15th October, 2015 and 30th June, 2016 respectively.

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 pays 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.

13. SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (Listing Regulations)

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The said regulations were effective December

1, 2015. Accordingly, PFS has executed the amended Listing Agreement with National Stock Exchange of India Limited (NSE) and BSE Limited.

14. Details of Board meetings

Ten Board Meetings were held during the financial year ended on 31st March, 2016 and gap between two meetings did not exceed one hundred twenty days, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
15 th May, 2015	10
25 th May, 2015	9
07 th July, 2015	10
08 th August, 2015	9
16 th September, 2015	10
09 th November, 2015	11
26 th December, 2015	11
22 nd January, 2016	11
08 th February, 2016	11
16 th March, 2016	11

15. Committees of Board

The Company's Board has the following 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

The details of the Committees and other disclosures are mentioned in the corporate governance report which forms part of this report.

16. 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 Companies Act, 2013.

The composition and other disclosures are mentioned in the corporate governance report which forms part of this report.

The CSR policy is available at the link:

http://www.ptcfinancial.com/upload/pdf/corporate_social_responsibility_policy.pdf

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

17. 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 Regulations, 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 complaint has been received.

The Whistle Blower policy is available at http://www.ptcfincial.com/upload/pdf/whistle_blower_policy.pdf

18. Directors' Responsibility Statement

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 read with section 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge 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 Companies Act, 2013 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.

19. 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 2015-16 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 2016. Audited Financial Statements comprising Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the cash flow Statement along with a summary of significant accounting policies & other explanatory information together with 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 2016-17 to shareholders in the ensuing Annual General Meeting.

20. Secretarial audit

Pursuant to provisions of Section 204 of Companies Act, 2013 and rules mentioned thereto, the Board of Directors of the Company appointed M/s. Agarwal S. and Associates, Practicing Company Secretary, to conduct the Secretarial Audit of records and documents of the Company. The Secretarial Audit Report is enclosed as Annexure 3. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

21. Related party transactions

During the financial year 2015-2016, the Company has given the term debt facility of ₹ ... crores to M/s. PTC Energy Limited (Group Company) for which the approval of the Audit Committee and the Board of the Company as per provisions of Section 188 of Companies act, 2013 read with rules mentioned thereto and SEBI Listing Regulations 2015 has been received. Apart from this, the Company has not entered into any other 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 Accounts of the Company. During the year, the Company had not entered into 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://ptcfincial.com/statutory_policies/20150629_Policy_materiality_of_Related_Party_Transactions.pdf Further, all the transactions are made in the ordinary course of business and on arm's length basis.

Information on transactions with related parties pursuant to section 134(3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure - 4 in Form AOC-2 and the same forms part of this report.

22. 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 holistic assessment of manpower needs led to fresh recruitment at various level. A number of individual employee specific, group of employee specific and organisational wise programmes that provide focused people attention are currently underway. Your Company's thrust is on the development of talent internally through job enlargement, rotation and development.

23. Risk Management Policy

PFS has put in place a comprehensive policy framework for management of risks. These are currently under holistic review with the help of CRISIL for enabling comprehensive integrated risk management system. The policies include -

- Risk Management Policy: - The risk management policy provides a framework for credit risk management as well as operational risk management. The framework for Credit risk management 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. It also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals. The framework for operational risk management 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.

- **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 operational risk management policy recognizes the need to understand the operational risks in general, and those in specific activities of the Company. Operational risk management is not understood as a process of eliminating such risk but 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.

24. 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. All the ESOPs made under the Employees' Stock Option Scheme-2008, have been surrendered and as on date no claim is outstanding.

25. Declaration given by independent directors

Shri Surinder Singh Kohli, Shri Ved Kumar Jain, Shri Surender Kumar Tuteja, Mrs. Pravin Tripathi and Shri Harbans Lal Bajaj are independent Directors on the Board of your Company as on date of this report. Mrs. Pravin Tripathi and Shri Harbans Lal Bajaj have been appointed as an Additional Director (Independent) on 15th October, 2015 and 30th June, 2016 respectively whose appointment is to be regularized in the ensuing Annual General Meeting of the Company. In the opinion of the Board and as confirmed by these Directors, they fulfill the conditions specified in section 149 of the Companies Act, 2013 and the Rules made thereunder about their status as Independent Directors of the Company.

26. Company's policy on appointment and remuneration of Senior Management and KMPs

As per the requirements of the 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.

27. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a Whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

28. 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. Further, no complaints were received during the year and no complaint is pending on 31st March, 2016.

29. 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 Grant Thornton as the Internal Auditor of the Company (earlier M/s. Raj Har Gopal & Co. Chartered Accountants, were the Internal Auditors 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. The Company also engaged M/s. KPMG, Chartered Accountants for independent design evaluation and testing of controls related to requirements of Internal Financial Controls. The evaluation of design effectiveness and testing of controls for various business activities, processes and sub processes was carried out and found satisfactory.

30. Cost Auditors

Cost Audit is not applicable to the Company.

31. Holding, Subsidiaries, Associates and Joint Ventures

Your Company continues to be the Subsidiary of PTC India Limited. Further, the Company had a subsidiary namely PFS Capital Advisors Limited, which was struck off under the fast track exit mode as prescribed by Ministry or Corporate Affairs vide their order dated 11th January, 2016.

The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link: http://www.ptcfinancial.com/upload/pdf/20150629_Policy_on_determining_Material_Subsidiaries.pdf

The Company has two Associates Company namely M/s. Varam Bio Energy Pvt. Ltd. and M/s. R S India Wind Energy Pvt. Ltd..

32. 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.

33. Particulars of Employees

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16; (₹ in Lacs)

Name of Director	Director's Remuneration	Median Remuneration of employees	Ratio
Shri Rajender* Mohan Malla	29.68	15.79	2.09 times
Dr. Ashok Haldia [#]	83.00	15.79	5.83 times
Dr Pawan Singh	71.46	15.79	5.02 times

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

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

- 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
Shri Rajender Mohan Malla	*
Dr. Ashok Haldia [#]	13.17
Dr Pawan Singh [§]	2.86
Vishal Goyal	8.76

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

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

[§] Salary arrears paid in previous year i.e. FY 2014-15 in respect of earlier year resulting in comparatively lower overall %age increase in FY 2015-16.

- The median remuneration of the employees has reduced during the year
- 43 permanent employees are on the rolls of company;
- The Average remuneration decreased from ₹ 24.11 lakhs in FY 2014-15 to ₹ 21.93 Lakhs in FY 2015-16 i.e. (9.04%). Profit After Tax for the 2015-16 increased to ₹ 39,109.70 lakhs from ₹ 16,087.61 lakhs during year 2014-15, thus recording a growth of about 143% during the current financial year.
- The Average increase in remuneration of Key Managerial Personnel decreased from ₹ 60.63 lac to ₹ 54.44 lakhs i.e. (10.21%). This is due to superannuation of Mr RM Malla, former MD & CEO, w.e.f 15.05.2015
- Price earnings ratio is 4.87 as at 31st March, 2016 and 19.32 as at 31st March, 2015.
IPO Share Price in March 2011 was ₹ 28 whereas the closing price per Share was ₹ 33.90 as at March 31st, 2016 and was ₹ 55.25 as at 31st March, 2015
- The average percentile decrease in the salary of employees other than the managerial personnel is from ₹ 19.76 to ₹ 18.45, resulting in decrease of (6.60%). Whereas, the average percentile decrease in the managerial remuneration is from ₹ 60.06 to ₹ 55.87 resulting in decrease of (6.98%).
- Comparison of the remuneration of the Key Managerial Personnel against the performance of the company

Name	FY 14-15	FY 15-16	% age Increase
Shri Rajender Mohan Malla	68.81	29.68	*
Dr. Ashok Haldia [#]	73.33	83.00	13.18
Dr Pawan Singh	69.47	71.46	2.86
Vishal Goyal	30.92	33.63	8.78

*superannuated on 15.05.2015

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

- The Key parameters for variable component are dependent on growth of Operating profit, performance in containing Net NPA over Total Assets, Cost to Income ratio, growth in Net worth, performance in terms of Sanction & Disbursal, Market Capitalization, Innovation/ New Initiative etc.
- In terms of provision of section 197 (12) of the Companies Act, 2013 read with Rule 5(12) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, no employees of the Company employed throughout the year who was in receipt of remuneration of rupees one crore and two lacs or more in a year further, during the year under review, there was no employee of the Company employed for a part of the year who was in receipt of remuneration of rupees eight lacs and fifty thousand or more per month.
- 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.

34. Details of conservation of energy, technology absorption

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

35. Foreign Exchange earnings & outgo

The Company has incurred expenditure of ₹ 215.34 million (previous year ₹ 146.63 million) in foreign exchange during the year ended 31st March 2016. This includes interest on external commercial borrowings amounting to ₹ 148.07 million (previous year ₹ 143.73 million).

36. Significant and material orders

There were no significant or material orders passed by Regulators or Courts or Tribunals which impacts the going concern status and Company's future operations. .

37. Transfer of Amounts to Investor Education and Protection Fund

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 24th September, 2015), with the Ministry of Corporate Affairs.

38. General

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither Managing Director nor the Whole time Directors of the Company receive any remuneration or commission from any of other Company.

39. Acknowledgement

The Board of Directors acknowledge 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, FMO and OeEB, 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 : 12th August, 2016
Place : New Delhi

REPORT ON CORPORATE GOVERNANCE

1. Company's philosophy on Corporate Governance

Corporate governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organisation and at PTC India Financial Services Limited (PFS) we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. 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.

The Company has adopted a Code of Conduct for its employees including Directors. Apart from the performance evaluation of regular employees, PFS has formed the Performance evaluation mechanism for its Executive and Non- Executive Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). These codes are available on the Company's website. PFS has also 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.

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. As a financial institution, 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. 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.

The Securities and Exchange Board of India (SEBI) introduced the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" or "SEBI Listing Regulations, 2015"), effective on December 1, 2015, for that Company has executed fresh Listing Agreements with the Stock Exchange to bring in additional corporate governance norms for listed entities and provide for stricter disclosures and protection of investor rights, including equitable treatment for minority shareholders. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and sub-regulation (2) of regulation 46 of SEBI Listing Regulations 2015, as applicable, with regard to corporate governance. 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.

2. 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.

a) Composition and Category of Directors

As on 31st March, 2016, the Company's Board comprised of eleven Directors. Of the eleven Directors, 9 are non-executive directors and 6 are Independent Directors. The Company's Board has an optimum combination of executive, non-executive and independent directors with one woman Director, as per the requirements of regulation 17 of SEBI (listing Obligation and Disclosure requirements) Regulations, 2015 (SEBI Listing Regulations). The Composition of the Board and the Independent Directors of the Company meet all the criteria mandated by SEBI Listing Regulations and the Companies Act, 2013.

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

As on 31st March, 2016, the Board strength comprises of the following:

Sl. No.	Name of Director	Category
1	Mr. Deepak Amitabh	Chairman and Non- Executive Director
2	Dr. Ashok Haldia	Managing Director & Chief Executive Officer
3	Dr. Pawan Singh	Whole-time Director and Chief Financial Officer
4	Dr. Uddesh Kumar Kohli*	Non- Executive Independent Director
5	Mr. Surinder Singh Kohli	Non- Executive Independent Director
6	Mr. Ramarao Muralidharan Coimbatore*	Non- Executive Independent Director
7	Mr. Ved Kumar Jain	Non- Executive Independent Director
8	Mr. Surender Kumar Tuteja	Non- Executive Independent Director
9	Mr. Radhakrishnan Nagarajan	Non- Executive (Nominee Director)*
10	Mr. Ajit Kumar**	Non- Executive (Nominee Director)*
11	Mrs. Pravin Tripathi^	Non- Executive Independent Woman Director - Additional

* Ceased to be the Directors of the Company w.e.f. 31st March, 2016 on completion of their tenure as Independent Director.

**Appointed as Director on 15th June, 2015

*Nominee of PTC India Limited, which is the holding company.

^Appointed as Woman Director (Additional Independent) on 15th October, 2015.

Subsequent to the year end, the Company has appointed an additional independent Director, Mr. Harbans Lal Bajaj to maintain the criteria of composition of Independent Director as prescribe under SEBI Listing Regulations.

In term of the requirement of Section 149 of the Companies Act, 2013 and Listing Regulation, Mrs. Subhalakshmi Panse was appointed as Women Director on the Board of the Company and she has resigned on 11th May, 2015. Pursuant to her resignation, Mrs. Pravin Tripathi was appointed as Women Director on the Board of the Company on 15th October, 2015.

b) Appointment of Directors

Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and terms and conditions of appointment. The Company has issued letter of appointment to all the Independent Directors and the terms and conditions of their appointment have been disclosed on the Company's website www.ptcfincial.com.

c) Board Meetings

There were ten (10) Meetings of the Board of Directors held during the financial year ended 31st March, 2016 i.e. 15th May, 2015, 25th May, 2015, 7th July, 2015, 8th August, 2015, 16th September, 2015, 9th November, 2015, 26th December, 2015, 22nd January, 2016, 8th February, 2016 and 16th March, 2016. The maximum interval between any two meetings was within the maximum allowed gap of 120 days.

d) Attendance of Directors

Attendance of directors during financial year ended March 31, 2016:-

S. No.	Name of the Director	Designation	No. of meetings held	No. of meetings attended	No. of Directorships as on 31 st March, 2016 ^a	Attendance at the last Annual General Meeting	Chairman/Membership (Audit and Stakeholder Relationship Committee)	
							No. of Chairmanships ^a	No. of Memberships ^a
1	Mr. Deepak Amitabh	Chairman	10	10	2	Present	-	-
2	Mr. Rajendra Mohan Malla (ceased to be a Director w.e.f. 15 th May, 2015)	Former Managing Director & Chief Executive Officer	1	1	Not applicable	Not applicable	Not applicable	Not applicable
3	Dr. Ashok Haldia	Managing Director & Chief Executive Officer	10	10	2	Present	-	1
4	Dr. Pawan Singh	Director (Finance) & Chief Financial Officer	10	10	1	Present	-	1
5	Dr. Uddesh Kumar Kohli	Non-Executive Independent Director	10	10	6	Present	4	7
6	Mr. Ramarao Muralidharan Coimbatore	Non-Executive Independent Director	10	9	4	Absent	1	4
7	Mr. Surinder Singh Kohli	Non-Executive Independent Director	10	10	11	Absent	4	9
8	Mr. Ved Kumar Jain	Non-Executive Independent Director	10	10	8	Present	2	8
9	Mr. Surender Kumar Tuteja	Non-Executive Independent Director	10	10	16	Absent	5	7
10	Mr. R. Radhakrishnan Nagarajan	Non-Executive (Nominee Director)	10	10	9	Absent	2	3
11	Mr. Ajit Kumar (Appointed w.e.f. 15 th June, 2015)	Non-Executive (Nominee Director)	8	8	3	Absent	-	-
12	Mrs. Pravin T. R. (Appointed w.e.f. 15 th October, 2015)	Non-Executive Independent Director - Additional	5	5	3	Not Applicable	-	2

#Excluding Directorship, Membership and Chairmanship in PFS.

None of the Directors on the Board is a member of more than ten committees or act as chairperson of more than five committees across all public limited companies as specified under regulation 26 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered and companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 have not been considered.

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

f) Detail of shareholding of Non- Executive Directors and their relatives in the Company as on 31st March, 2016 are as under:

Sl. No.	Name of the Director	No. of Shares
1	Mr. Deepak Amitabh	3,500
2	Dr. Uddesh Kumar Kohli and Mrs. Anita Kohli (Wife of Dr. Uddesh Kumar Kohli)	3,500
3	Mrs. Anita Kohli (Wife of Dr. Uddesh Kumar Kohli)	3,500

g) Familiarization program for independent directors

All new independent directors inducted into the Board attended an orientation program. The details of training and familiarization program are available on the website of the Company. Web link to the program is given below:

http://www.ptcfincial.com/upload/pdf/2015062_FAMILIARISATION_PROGRAMME_MODULE.pdf

Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The letter of appointment given to each Independent Director is available on our website.

h) Availability of information to Board Members

Detailed Agenda Notes with information as enumerated in the Listing Agreement were circulated in advance to the Board. All the relevant information as mentioned regulation 17(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and clause 49 of erstwhile 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 of the Company
- Minutes of meetings of audit committee and other committees of the Board.
- The information on recruitment and remuneration of senior officers just below the level of the Board, 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 listed entity or taken an adverse view regarding another enterprise that may have negative implications on the Company
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.

- xi. Sale of investments, subsidiaries, assets, which are material in nature and not in normal course of business, if any.
- xii. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- xiii. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

i) Meetings of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on June 7, 2016 without the attendance of non-independent directors and members of management to:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

- j) The Board annually reviews compliance reports of all laws applicable to the Company, prepared by the Company.

k) Code of Conduct

A code of conduct for Board Members and Senior Officials is in place. It 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 is available 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, 2016.

l) 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.

m) 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, 2016 the Board had eight (8) 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

3. Audit Committee

The role and terms of reference of Audit Committee is in line with the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Clause 49 of the erstwhile 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:

- a) To investigate any activity within its terms of reference.
- b) To seek information from any employee.
- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee includes the following:

- a) 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;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - I. 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;
 - II. Changes, if any, in accounting policies and practices and reasons for the same;

- III. Major accounting entries involving estimates based on the exercise of judgment by management;
- IV. Significant adjustments made in the financial statements arising out of audit findings;
- V. Compliance with listing and other legal requirements relating to financial statements;
- VI. Disclosure of any related party transactions;
- VII. Modified opinions in the draft audit report;
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) 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;
- g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the Company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the Company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) 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;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) 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;
- p) 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;
- q) 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;
- r) To review the functioning of the Whistle Blower mechanism;
- s) 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;
- t) 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:

- a) Management discussion and analysis of financial condition and results of operations;

- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) 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 on 31st March, 2016. The composition of Audit Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Member	Designation	No. of meetings held	No. of meetings attended
1	Mr. Ved Kumar Jain	Chairperson	5	5
2	Mr. Ramarao Muralidharan Coimbatore*	Member	5	5
3	Dr. Uddesh Kumar Kohli*	Member	5	5
4	Mr. Surinder Singh Kohli	Member	5	5
5	Mr. Surender Kumar Tuteja	Member	5	5
6	Mrs. Pravin Tripathi **	Member	2	2

*Ceased to be Directors on 31st March, 2016 consequent to their completion of tenure

** Appointed as member of the Audit Committee on 26th December, 2015.

The Chairperson of the Audit Committee was present at the last Annual General Meeting held on 24th September, 2015 to answer the queries of the shareholders.

The constitution of Audit Committee is in line with requirement of regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and clause 49 of the erstwhile Listing Agreement read with Section 177 of the Companies Act, 2013 and all the members are Non - Executive and Independent Directors. Further, all the members of audit committee are financially literate and most having accounting or related financial management expertise.

During the financial year ended 31st March 2016, 5 meetings of Audit Committee were held on 25th May, 2015, 6th August, 2015, 9th November, 2015, 8th February, 2016 and 16th March, 2016. The necessary quorum was present for all the meetings. The maximum interval between any two meetings was within the maximum allowed gap of 120 days.

Director (Finance) & CFO is a permanent invitee at the meetings of the Audit Committee. Internal auditors and statutory auditors are invited when financial statements are presented to the Committee. Company Secretary acts as secretary to the committee.

4. 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 SEBI Listing Regulations, 2015 and Clause 49 of erstwhile Listing Agreement.

The broad terms of reference of the nomination and remuneration committee are as under:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Composition of Nomination and Remuneration Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Member	Designation	No. of meetings held	No. of meetings attended
1	Mr. Surender Kumar Tuteja	Chairman	3	3
2	Mr. Deepak Amitabh	Member	3	3
3	Dr. Uddesh Kumar Kohli*	Member	3	3
4	Mr. Ved Kumar Jain	Member	3	3
5	Mr. S. S. Kohli	Member	3	3
6	Mr. Radhakrishnan Nagarajan	Member	3	3

*Ceased to be Director on 31st March, 2016 consequent to completion of tenure

During the financial year ended 31st March, 2016, 3 meetings of Nomination and Remuneration Committee were held on 9th June, 2015, 30th June, 2015 and 10th October 2015.

Performance Evaluation Criteria for all the Directors

The performance evaluation criteria for all directors (including Independent Directors) are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

5. Remuneration of 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 ₹ 40,000 per Board and Committee meeting(s) during the financial year ended 31st March, 2016 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.

The remuneration paid to Directors during the financial year ended 31st March, 2016 is as under:

A. Executive Directors

Name of Director	Director's Remuneration
Shri Rajender Mohan Malla*	29.68
Dr. Ashok Haldia#	83.95
Dr. Pawan Singh	71.51

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

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

B. Non- Executive Directors

S. No.	Name of Director	Sitting Fee	Conveyance (in ₹)	TDS (In ₹)	Net Pay (In ₹)
1	Mr. Surinder Singh Kohli	8,40,000	32,000	84,000	7,88,000
2	Mr. Ved Kumar Jain	8,00,000	26,000	82,600	7,43,400
3	Mr. Surender Kumar Tuteja	9,20,000	32,000	92,000	8,60,000
4	Mr. Radhakrishnan Nagarajan*	5,20,000	26,000	54,600	4,91,400
5	Mrs. Pravin Tripathi	3,60,000	8,000	36,000	3,32,000
6	Dr. Uddesh Kumar Kohli	8,80,000	32,000	88,000	82,400
7	Mr. Ramarao Muralidharan Coimbatore	6,80,000	24,000	68,000	6,36,000

* Sitting Fee has been paid to Power Finance Corporation Limited.

6. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was re-constituted by Board on 30th April, 2014.

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 annual report, and non-receipt of declared dividends.

The composition of Stakeholders' Relationship Committee during the financial year ended 31st March, 2016 is as follows:

Sl. No.	Name of Director	Designation
1	Dr. Ashok Haldia	Member
2	Mr. Rajender Mohan Malla*	Member
3	Mr. Ramarao Muralidharan Coimbatore**	Member
4	Dr. Uddesh Kumar Kohli**	Member

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

**Ceased to be Directors w.e.f. 31st March, 2016 due to completion of tenure

The Members shall elect a Chairman (a Non-executive Director) amongst themselves and Mr. Vishal Goyal, Company Secretary designated and act as a Compliance Officer.

During the financial year ended 31st March, 2016, no meeting of Stakeholders' Relationship Committee was held.

Status of Complaints from investors for the financial year ended 31st March, 2016

Sl. No.	Type of Investor	No. of complaints pending at the beginning of the financial year i.e. 01 st April, 2015	No. of Complaints received during financial year ended 31 st March, 2016	No. of Complaints pending as on 31 st March, 2016
1.	Equity shareholders	-	293	-
2.	Bondholders	-	563	-

All the complaints has been resolved to the satisfaction of the shareholders.

7. Other Committees

I. 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. The composition of Asset Liability Management Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Member	Designation	No. of meetings held	No. of meetings attended
1	Mr. Deepak Amitabh	Chairman	1	1
2	Mr. Rajendra Mohan Malla*	Member	Not applicable	Not applicable
3	Dr. Ashok Haldia	Member	1	1
4	Mr. Ramarao Muralidharan Coimbatore**	Member	1	1
5	Mr. Surinder Singh Kohli	Member	1	1
6	Dr. Pawan Singh	Member	1	1
7	Mrs. Pravin Tripathi^	Member	Not applicable	Not applicable

*Ceased to be Director w.e.f. 15th June, 2015 due to his superannuation.

**Ceased to be Director on 31st March, 2016 due to completion of tenure

^Appointed as member of the ALCO on 26th December, 2015.

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, 2016, 1 meeting of Asset Liability Management Committee was held on 25th July, 2015.

II. 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. The composition of Risk Management Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Surinder Singh Kohli	Chairman	2	2
2	Dr. Ashok Haldia	Member	2	2
3	Mr. Rajendra Mohan Malla*	Member	Not applicable	Not applicable
4	Mr. Ramarao Muralidharan Coimbatore**	Member	2	2
5	Dr. Pawan Singh	Member	2	2
6	Mr. Surender Kumar Tuteja	Member	2	2

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

**Ceased to be member on 31st March, 2016 due to completion of tenure.

During the financial year ended 31st March 2016, 2 meetings of Risk Management Committee were held on 25th July, 2015 and 24th November, 2015.

III. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted pursuant to Board resolution dated 30th April, 2014. The Composition of Corporate Social Responsibility Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Deepak Amitabh	Chairman	2	2
2	Mr. Ved Kumar Jain	Member	2	2
3	Mr. Surender Kumar Tuteja	Member	2	2
4	Mrs Pravin Tripathi*	Member	2	2
5	Mr. Rajender Mohan Malla**	Member	Not applicable	Not applicable
6	Dr. Uddesh Kumar Kohli^	Member	2	2

*Appointed as member of the CSR Committee on 26th December, 2015.

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

^Ceased to be Directors w.e.f. 31st March, 2016 due to completion of tenure.

During the financial year ended 31st March, 2016, 2 meetings of Corporate Social Responsibility Committee were held on 22nd January, 2016 and 16th March, 2016.

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

IV. 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 composition of Committee of Directors for Issuance of Bonds during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of Director	Designation	No. of meetings held	No of meetings attended
1	Mr. Deepak Amitabh	Chairman	2	2
2	Dr. Ashok Haldia	Member	2	2
3	Dr. Pawan Singh	Member	2	2
4	Mr. Rajender Mohan Malla*	Member	Not applicable	Not applicable
5	Dr. Uddesh Kumar Kohli**	Member	2	2

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

**Ceased to be Member w.e.f. 31st March, 2016 due to completion of tenure

During the financial year ended 31st March, 2016, 2 meetings of Committee of Directors for issuance of Bonds were held on 3rd June, 2015 and 16th June, 2015.

V. Investment Committee (for sanction of financial assistance up to ₹ 100 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 up to ₹ 100 crores, subject to an overall limit by ₹ 500 crores in a financial year. The composition of Investment Committee during the financial year ended 31st March, 2016 and meeting attended by members are as follows:

Sl. No.	Name of the Director	Designation	No. of meetings held	No. of meetings attended
1	Mr. Deepak Amitabh	Chairman	1	1
2	Dr. Ashok Haldia	Member	1	1
3	Dr. Pawan Singh	Member	1	1
4	Mr. Surender Kumar Tuteja	Member	1	1
5	Mr. Rajendra Mohan Malla*	Member	Not applicable	Not applicable
6	Dr. Uddesh Kumar Kohli**	Member	1	-

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

**Ceased to be Member on 31st March, 2016 due to completion of tenure

During the financial year ended 31st March, 2016, 1 meeting of Investment Committee was held on 3rd September, 2015.

General Body Meeting (s)

a) The details of last three Annual General Meetings (AGM) and/or Extraordinary General Meetings of the Company are as under:

Year ended	AGM	Date	Day	Time	Location	Special Resolution
31 st March, 2015	9 th AGM	24 th September, 2015	Thursday	10:30 A.M.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010	One
31 st March, 2014	8 th AGM	26 th September, 2014	Friday	11:30 A.M.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010	Three
31 st March, 2013	7 th AGM	19 th August, 2013	Monday	11:30 A.M.	FICCI Auditorium, 1, Federation House, Tansen Marg, New Delhi-110001	None

b) Special Resolutions and Postal Ballot

No special resolution was passed by the Company last year through Postal Ballot. No special resolution is proposed to be conducted through Postal Ballot in the ensuing Annual General Meeting.

8. Subsidiary Companies

The Company had a subsidiary company named PFS Capital Advisors Limited which has been struck off on January 11th, 2016 under Fast Track Exit Mode prescribed by the Ministry of Corporate Affairs. The Company has not made any investments in this subsidiary company.

9. Holding Companies

PTC India Limited holding 60% of the paid up equity share capital of the Company, is the holding company of PFS.

10. 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.ptcfinancial.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.ptcfinancial.com**. Further, official news releases have also been posted on the website of the Company.

11. General Shareholder information

i. Annual General Meeting

Date	Time	Venue
28 th September, 2016	10 : 30 a.m.	Dr. SRKV Auditorium, Kendriya Vidyalaya No.2, APS Colony, Gurgaon Road, Delhi Cantt., New Delhi-110010

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the AGM to be held on 28th September, 2016.

ii. A. Financial calendar for financial year ended on 31st March, 2016

Particulars	Date
Financial year	1 st April 2015 to 31 st March, 2016
Un-audited financial results for the first three quarters	Un-audited financial results for the first three quarters were announced on 8 th August, 2015, 9 th November, 2015 and 8 th February, 2016.
Annual Financial Results	12 th May, 2016

B. Tentative Financial calendar for year ending on 31st March, 2017

Particulars	Date
Un-audited financial results for the first three quarters	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

iii. Payment of Dividend

a. Final Dividend details for financial year 2015-2016

The Board of Directors in their meeting held on 12th May, 2016 has recommended a dividend @ 12% i.e. ₹ 1.20 per equity share (on the face value of ₹ 10 each) for the financial year ended on 31st March, 2016, subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

b. 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 Companies Act, 2013, if approved by the members at ensuing Annual General Meeting (AGM) 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 15th September, 2016.

c. Date of Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from 16th September, 2016 to 28th September, 2016 inclusive of both days.

d. Unclaimed Dividend

Section 205A of Companies Act, 1956 (Section 124 of Companies Act, 2013) mandates that companies transfer Dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years will be transferred to IEPF:

Year	Type of dividend	Dividend per share (₹)	Date of declaration	Amount remain unpaid(₹)
2014-2015	Final	Re. 1 per share	24th September, 2015	482,290
2013-2014	Final	Re. 1 per share	26th September 2014	521,237
2012-2013	Final	Re. 0.40 per share	19th August, 2013	233,528

iv. Listing of Stock Exchanges and Annual Listing Fee

PFS equity shares are listed on the following stock exchanges:

Sl. No.	Name of the Stock Exchange	Address of the Stock Exchange	Stock Code
1	National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051	PFS
2	BSE Limited	Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	533344

The annual listing fee for the financial year 2016 has been paid to NSE and BSE. Further the Company has also paid the annual Custody Fee to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL)

PFS has also issued Non- Convertible debenture, Infrastructure bonds and Commercial Papers carrying the following ISIN codes as on 31st March, 2016:

Sr. No.	Name	ISIN Code
1	NCD Series 3	INE560K07037
2	NCD Series 4	INE560K07128
3	NCD Series 5	INE560K07136
4	Infra Bond series 1 (option I)	INE560K07045
5	Infra Bond series 1 (option II)	INE560K07052
6	Infra Bond series 1 (option III)	INE560K07060
7	Infra Bond series 1 (option IV)	INE560K07078
8	Infra Bond series 2 (option I)	INE560K07086
9	Infra Bond series 2 (option II)	INE560K07094
10	Infra Bond series 2 (option III)	INE560K07102
11	Infra Bond series 2 (option IV)	INE560K07110
12	Commercial Paper	INE560K14447* ISIN Extinguished on May 31, 2016

v. Market Price Data

a. Market price of PFS's shares from April 1, 2015 to March 31, 2016 on NSE

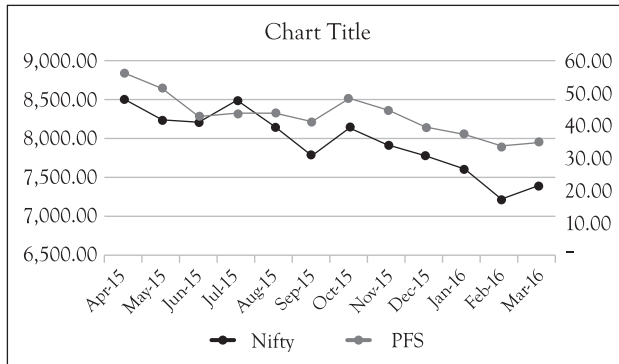
Month	Open (₹)	High (₹)	Low (₹)	Close (₹)
Apr-15	54.75	62.15	50.15	53.20
May-15	53.60	60.60	42.25	47.15
Jun-15	46.95	47.70	37.60	44.75
Jul-15	45.20	46.75	40.50	42.70
Aug-15	45.00	50.35	37.70	41.20
Sep-15	40.75	45.45	37.10	45.20
Oct-15	46.05	52.25	44.50	47.30
Nov-15	45.70	49.90	39.35	40.55
Dec-15	40.80	41.35	37.45	40.40
Jan-16	40.50	41.40	33.00	34.65
Feb-16	35.00	37.40	29.70	31.50
March-16	31.80	37.60	31.45	33.90

b. Market price of PFS's shares from April 1, 2015 to March 31, 2016 on BSE

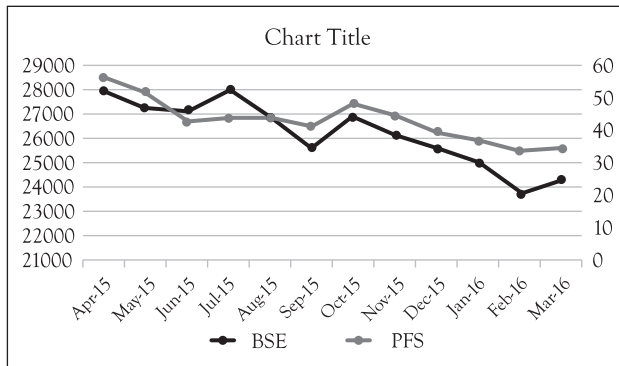
Month	Open (₹)	High (₹)	Low (₹)	Close (₹)
Apr-15	55.00	62.20	50.50	53.20
May-15	53.65	60.65	43.25	47.05
Jun-15	46.95	47.70	37.60	44.80
Jul-15	44.70	46.80	40.55	42.75
Aug-15	44.80	50.25	37.70	41.25
Sep-15	40.50	45.55	37.10	45.25
Oct-15	46.20	52.25	44.50	47.20
Nov-15	47.30	49.80	39.50	40.60
Dec-15	40.85	41.40	37.45	40.35
Jan-16	40.45	41.35	32.85	34.75
Feb-16	35.00	37.50	29.75	31.45
March-16	32.20	37.60	31.45	33.95

vi. Performance in comparison to indices

a. PFS and Nifty Comparison



b. PFS and SENSEX Comparison



vii. Registrar and Transfer Agents

a. For Equity and Infrastructure Bonds (Series 1 and 2)

Name	Karvy Computershare Private Limited
Registered Office Address	Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500034, India Tel: +91 40 23312454
Communication Address	Karvy Computershare Pvt Ltd., Karvy Selenium, Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 Tel: +91 40 67162222, Fax: +91 40 23001153, Toll Free No : 1800-345-4001
E-mail	einward.ris@karvy.com
Website	www.karvycomputershare.com

b. For Non-Convertible Debentures

Name	MCS Limited
Address	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

viii. Share Transfer System

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

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 regulation 40(9) of SEBI Listing Regulations, 2015 and clause 47(c) of the erstwhile 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.

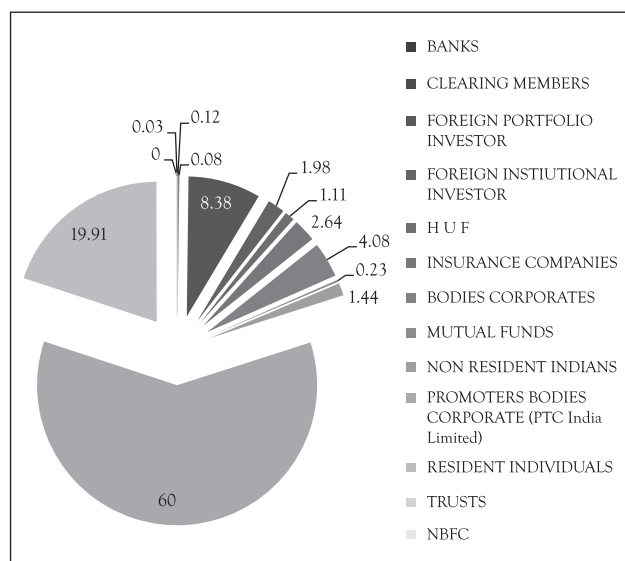
Distribution of shareholding

a. Distribution of equity shareholding as on 31st March, 2016

PTC INDIA FINANCIAL SERVICES LTD					
Distribution Schedule As On 31/03/2016 (Total)					
S. No.	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1 - 5000	88,816	74.70	118,642,210	2.11
2	5001 - 10000	12,549	10.55	107,607,690	1.91
3	10001 - 20000	7,483	6.29	119,258,500	2.12
4	20001 - 30000	2,897	2.44	75,798,630	1.35
5	30001 - 40000	1,771	1.49	64,070,100	1.14
6	40001 - 50000	1,310	1.10	62,509,540	1.11
7	50001 - 100000	2,260	1.90	168,017,660	2.99
8	100001 & Above	1,814	1.53	4,904,929,020	87.26
	Total	118,900	100.00	5,620,833,350	100.00

b. Categories of equity shareholders as on 31st March, 2016

Sr. No.	Description	Cases	Shares	% Equity
1	Banks	3	644,009	0.12
2	Clearing Members	110	440,049	0.08
3	Foreign Portfolio Investor	30	47,093,929	8.38
4	Foreign Institutional Investor	22	11,127,261	1.98
5	H U F	2,092	6,234,089	1.11
6	Insurance Companies	2	14,857,595	2.64
7	Bodies Corporates	924	22,927,194	4.08
8	Mutual Funds	4	1,301,815	0.23
9	Non Resident Indians	1,389	8,087,471	1.44
10	Promoters Bodies Corporate	1	337,250,001	60.00
11	Resident Individuals	114,313	111,927,376	19.91
12	Trusts	5	6,401	0.00
13	NBFC	5	186,145	0.03
	Total:	118,900	562,083,335	100.00



ix. Dematerialization of shares and Liquidity

Through Karvy Computershare Private Limited, Registrar and Share Transfer Agents, we have established connectivity with both NSDL and CDSL. The ISIN allotted to our shares under the Depository System is INE560K01014.

As on 31st March, 2016, 99.99% of our shares were held in dematerialized form and the rest in physical form.

Details of shares held in dematerialised and physical mode as on 31st March, 2016 are as under:

Category	Number of		% of total equity
	Shareholders	Shares	
Dematerialised mode			
• NSDL	57,684	519,318,419	92.39
• CDSL	32,948	42,715,952	7.60
Total	90,632	562,034,371	99.99
Physical	28,268	48,964	0.01
Grand Total	118,900	562,083,335	100.00

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

No GDRs or ADRs or Warrants or any convertible instruments has been issued by the Company

xi. Foreign Exchange risk and hedging activities

The Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The aim of the Company's approach to manage currency risk is to leave the Company with no material residual risk. The Company uses forward exchange contract to hedge against its foreign currency exposures relating to firm commitment. Foreign exchange transactions are fully covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time. There are no materially uncovered exchange rate risks. The Company does not enter into any derivative instruments for trading or speculative purposes.

xii. Address and Details for correspondence

Mr. Vishal Goyal
Company Secretary and Compliance Officer

PTC India Financial Services Limited
7th Floor, Telephone Exchange Building
8, Bhikaji Cama Place, New Delhi - 110066
Tel. : +91 11- 26737300
Fax: + 91 11- 26737373
Email: complianceofficer@ptcfincinancial.com
Website: www.ptcfincinancial.com

12. Other Disclosures

- 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. 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://ptcfincinancial.com/statutory_policies/20150629_Policy_materiality_of_Related_Party_Transactions.pdf
- There were 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.
- 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.
- The Company has fully complied with all the mandatory requirements prescribed under regulation 72 of SEBI Listing Regulations 2015 and Clause 49 of the erstwhile Listing Agreement of the stock exchange relating to Corporate Governance and adopted all suggested items to be included in the Report on Corporate Governance.
- The policy for determining 'material' subsidiaries is disclosed on website of the Company at the link: http://www.ptcfincinancial.com/upload/pdf/20150629_Policy_on_determining_Material_Subsidiaries.pdf

13. Discretionary Requirements

The status of discretionary requirements as per regulation 27(1) of SEBI Listing Regulations, 2015 is as follows:-

- The Board:** The Board is headed by a non-executive chairperson. However, no expenditure are claimed by chairperson for reimbursement.
- Shareholder Rights:** The quarterly/half-yearly/annual 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. The results are separately circulated to the shareholders.
- Modified Opinion (s) in audit report:** The auditor has given unqualified report for the financial year ended 31st March, 2016.
- Separate post of Chairman and CEO:** Mr. Deepak Amitabh is the Chairman of the Company and Dr. Ashok Haldia is the Managing Director and CEO of the Company. The Company has complied with the requirement of having separate persons to the post of Chairman and Managing Director & CEO
- Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF
PTC INDIA FINANCIAL SERVICES LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **PTC INDIA FINANCIAL SERVICES LIMITED** ("the Company"), for the year ended on March 31, 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We 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

CEO and CFO Certificate to the Board

(Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date : 12th, May, 2016

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 their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of 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 listed entity 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:-
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) 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 listed entity's internal control system over financial reporting.

Sd/-
Dr. Pawan Singh
Director Finance (CFO)

Sd/-
Dr. Ashok Holdia
MD & CEO

Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Scenario

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 growth perspective of the economy is positive due to its young population, better savings and investments rates and increasingly larger role played in global economy.

The power and energy sector continues to witness investments and enjoy Government's focus. The Government's commitment to turnaround the sector is yielding results. The Indian power sector is highly diversified with the sources of electricity generation ranging from conventional sources such as coal, lignite, hydro and nuclear to non-conventional sources such as wind, solar and biomass. The existence and development of appropriate infrastructure is essential to sustain the growth of Indian economy. Over the years the electricity demand has increased rapidly and is expected to rise further. India is one of the few countries in the world having a resilient commitment towards development of renewable energy projects. The renewable energy sector continues to attract significant investments and commitments. The installed renewable power generation capacity in the country has crossed the installed capacity of hydro power projects and the renewable power plants now account for about 14% of the installed capacity in the country. India is now world's third largest producer of electricity. The sector possesses huge investment potential, providing immense opportunities in generation, distribution, transmission, equipment manufacturing etc. The Indian economy is expected to undergo a transformational change and the power sector is expected to play a critical role in this mega change.

Financial and Operational Performance

The operational and financial performance significantly improved during the year and was quiet robust. The interest income for the FY 2015-16 increased by 24% to ₹ 9,214.08 million as compared to ₹ 7,416.15 million during 2014-15. The composition of total revenue witnessed a change during the year as the Company earned an amount of ₹ 2,069.28 million by way of sale of certain investment which accounted for about 17% of total revenue. There was no such revenue during the previous year. The total income for the year 2015-16 increased by about 48% at ₹ 11,869.28 million compared to ₹ 8,019.07 million during 2014-15. Profit before tax (PBT) stood at ₹ 5,314.43 million during 2015-16 as compared to ₹ 2,453.13 million during 2014-15. Profit after tax (PAT) stood at ₹ 3,910.97 million during 2015-16 as compared to ₹ 1,608.76 million during 2014-15. The above results are after considering the following:

- (i) The Company earned revenue of ₹ 2,069.28 million during 2015-16 on account of profit on sale of equity investments.
- (ii) Amortization of foreign currency translation amounting to ₹ 228.72 million during 2015-16 compared to ₹ 162.60 million during 2014-15.
- (iii) Provisions and contingencies amounting to ₹ 951.88 million during 2015-16 compared to ₹ 528.09 million during 2014-15.

Total expenditure during the year 2015-16 increased by about 18% to ₹ 6,554.86 million from ₹ 5,565.93 million in 2014-15. Finance costs increased to ₹ 5,301.08 million during 2015-16 from ₹ 4,171.92 million during 2014-15. Employee benefits expense increased marginally to ₹ 101.54 million during 2015-16 from ₹ 100.68 million during 2014-15 and other expenses stood at ₹ 157.41 million during 2015-16.

The debt assistance sanctioned during FY2015-16 increased by 59% during to ₹ 65,283 million compared to ₹ 41,128 million during FY2014-15. The disbursements during 2015-16 stood at ₹ 35,550 million compared to ₹ 24,927 million during 2014-15. The gross loan book stood at ₹ 86,340 million as at 31st March 2016 and the equity investments made by the Company aggregated to another ₹ 2,004 million as on the said date. The cumulative aggregate debt assistance sanctioned by the Company as at 31st March 2016 aggregates to about ₹ 150,740 million.

The financial assistance sanctioned by PFS would help in capacity addition of close to 20,500 MW. PFS is constantly working with new as well as existing developers and is focused towards diversifying its portfolio. As at 31st March 2016, the renewable portfolio comprises the highest proportion in the outstanding loan book at around 44%, thermal projects constitute about 30%. 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 a software based Credit Rating Model to facilitate internal rating of borrowers and projects. 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 multilayer approach wherein the credit approval note prepared by appraisal officers along with an independent internal rating 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 organisational wide integrated risk management practices.

Risk Management Policies

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

Risk Management Policy

The risk management policy provides a framework for credit risk management as well as operational risk management. The framework for Credit risk management 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. It also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals. The framework for operational risk management 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.

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.

Apart from these policies there are various guidelines to help understand and mitigate different kinds of other risks. These include Operational Policy, Business Continuity Policy 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 a separate Monitoring team. 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

Indian economy is one of the fastest growing economy of the world and growth of power sector is a crucial enabler to sustain this growth and development. The country aims to have an installed capacity of about 100,000 MW of solar energy and 60,000 MW of wind energy. The power sector is attracting significant investments from all over the world.

The economic scenario is improving further and the environment seems to be bullish. The interest rates have eased during the year and there are expectations of further reduction in the coming times. PFS continues to focus on its resource mobilisation and manage its cost of funds better. The Company continues to broad-base its sources of funding and pursue banks and other lenders for lowering the spread charged to PFS. During the year, Company raised money by way of bond issuance which were subscribed by international players. The Company added newer banks in its portfolio. 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.

During the year, the Government came out with a revival package named UDAY for discoms and is hopeful of tiding over the financial crisis faced by them. The improvement in the financial status of discoms will go a long way in overall development of the sector. PFS has developed strong linkages with banks, financial institution, project developers, multilateral and bilateral institutions, equity funds, and the like, which go a long way in growth of the Company. The Company 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 following a calibrated approach for diversification of its portfolio. Presently, renewable sector comprises the largest proportion of the portfolio. Such projects have much lesser fuel and environmental clearance related risks, and receive regulatory, fiscal and non-fiscal support. The composition of renewable projects stood at around 44% in the total loan book as at 31st March 2016. The Company has forayed in other areas within the energy value chain such as private power transmission projects, energy efficiency, development and operation of coal mines, development of private railway sidings, etc and select areas of infrastructure value chain such as annuity based road projects, ports, etc.

The sector continues to attract global players who are keen to set up projects particularly in the renewable energy space. There are increasing opportunities due to mergers/amalgamation and consolidation activities being witnessed in the sector. The sector is further expected to get the lion's share of investment outlay by the Government. NBFCs have a increasing role to play in overall funding and PFS is well placed and geared up to tap the available opportunities. PFS is focused on attractive opportunities across the infrastructure sector and the total debt assistance sanctioned has already crossed ₹ 15,000 crore

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, 2016

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 NDSI
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	L40105DL1999PLC099328	Holding	60	2(46)
2.	Varam Bio Energy Pvt. Limited B-32, Steel & Mines Complex, Srinagar Colony, Hyderabad	U40108TG2002PTC038381	Associate	26	2(6)
3.	R S India Wind Energy Pvt. Limited G.L. Business Center, Old Gurgaon Road, Dundahera, Haryana	U40101HR2006PTC049781	Associate	37	2(6)

IV. 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 31/03/2015				No. of shares held at the end of the year 31/03/2016				% 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	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	337250001	0	337250001	60.00	337250001	0	337250001	60.00	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	337250001	0	337250001	60.00	337250001	0	337250001	60.00	0.00
(2)	Foreign									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	337250001	0	337250001	60.00	337250001	0	337250001	60.00	0.00
(B)	Public Shareholding									
(1)	Institutions									
(a)	Mutual Funds /UTI	1319134	0	1319134	0.23	1301815	0	1301815	0.23	0.00
(b)	Financial Institutions /Banks	195819	0	195819	0.03	644009	0	644009	0.11	-0.08
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	14857595	0	14857595	2.64	14857595	0	14857595	2.64	0.00
(f)	Foreign Institutional Investors	58995231	0	58995231	10.50	58221190	0	58221190	10.36	0.14
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1) :	75367779	0	75367779	13.41	75024609	0	75024609	13.35	0.06
(2)	Non-Institutions									
(a)	Bodies Corporate	34986981	0	34986981	6.22	23113339	0	23113339	4.11	2.11
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	55073890	48055	55121945	9.81	67321021	48964	67369985	11.99	-2.18
	(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	50845006	0	50845006	9.05	50791480	0	50791480	9.04	0.01
(c)	Others									
	Clearing Members	1272103	0	1272103	0.23	440049	0	440049	0.08	0.15
	Non Resident Indians	7224620	0	7224620	1.29	8087471	0	8087471	1.44	-0.15
	Trusts	14900	0	14900	0.00	6401	0	6401	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	149417500	48055	149465555	26.59	149759761	48964	149808725	26.65	-0.06
	Total B=B(1)+B(2) :	224785279	48055	224833334	40.00	224784370	48964	224833334	40.00	0.00
	Total (A+B) :	562035280	48055	562083335	100.00	562034371	48964	562083335	100.00	0.00
(C)	Shares held by custodians, against which									
	Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A+B+C) :	562035280	48055	562083335	100.00	562034371	48964	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	0	337250001	60	0	0

(iii) **Change in Promoters' Shareholding:** There was no change in Promoters' Shareholding during previous financial year 2015-16.

(iv) **Shareholding Pattern of top ten Shareholders from 01/04/2015 – 31/03/2016 (other than Directors, Promoters and Holders of GDRs and ADRs):**

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2015 AND 31/03/2016							
Sl. 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	Macquarie Bank Limited	31480000	5.60	31/03/2015		31480000	5.60
				31/03/2016		31480000	5.60
2	Life Insurance Corporation Of India	13682595	2.43	31/03/2015		13682595	2.43
				31/03/2016		13682595	2.43
3	Copthall Mauritius Investment Limited	7898000	1.41	31/03/2015		7898000	1.41
				31/03/2016		7898000	1.41
4	Bajaj Allianz Life Insurance Company Ltd.	7090820	1.26	31/03/2015		7090820	1.26
				24/04/2015	-200000	6890820	1.23
				01/05/2015	-500000	6390820	1.14
				07/08/2015	-500000	5890820	1.05
				28/08/2015	-500000	5390820	0.96
				04/09/2015	10000	5400820	0.96
				29/01/2016	-276000	5124820	0.91
				19/02/2016	-1000000	4124820	0.73
				26/02/2016	200000	4324820	0.77
				04/03/2016	250000	4574820	0.81
				11/03/2016	200000	4774820	0.85
				18/03/2016	275000	5049820	0.90
				25/03/2016	150000	5199820	0.93
				31/03/2016		5199820	0.93
5	Tarra Fund	3610000	0.64	31/03/2015		3610000	0.64
				24/04/2015	-500000	3110000	0.55
				29/05/2015	200000	3310000	0.59
				10/07/2015	-200000	3110000	0.55
				20/11/2015	-1000000	2110000	0.38
				27/11/2015	-200000	1910000	0.34
				04/12/2015	-1379765	530235	0.09
				11/12/2015	-350000	180235	0.03
				18/12/2015	-180235	0	0.00
				31/03/2016		0	0.00
6	Dimensional Emerging Markets Value Fund	3422586	0.61	31/03/2015		3422586	0.61
				10/04/2015	16473	3439059	0.61
				24/04/2015	52279	3491338	0.62
				01/05/2015	38149	3529487	0.63
				15/05/2015	38362	3567849	0.63
				22/05/2015	22340	3590189	0.64
				29/05/2015	3882	3594071	0.64

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2015 AND 31/03/2016							
Sl. 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
				30/10/2015	21006	3615077	0.64
				06/11/2015	26135	3641212	0.65
				13/11/2015	49225	3690437	0.66
				20/11/2015	62100	3752537	0.67
				27/11/2015	31885	3784422	0.67
				25/12/2015	149536	3933958	0.70
				31/12/2015	57865	3991823	0.71
				15/01/2016	116583	4108406	0.73
				29/01/2016	30868	4139274	0.74
				19/02/2016	29248	4168522	0.74
				31/03/2016		4168522	0.74
7	Ruia International Holding Company Private Limited	3174000	0.56	31/03/2015		3174000	0.56
				29/05/2015	-301000	2873000	0.51
				05/06/2015	273000	3146000	0.56
				05/06/2015	-2716000	430000	0.08
				12/06/2015	-393038	36962	0.01
				19/06/2015	-36962	0	0.00
				31/03/2016		0	0.00
8	Emerging Markets Core Equity Portfolio (The Portfo	1325107	0.24	31/03/2015		1325107	0.24
				01/05/2015	111862	1436969	0.26
				02/10/2015	32977	1469946	0.26
				09/10/2015	130716	1600662	0.28
				16/10/2015	46044	1646706	0.29
				23/10/2015	39487	1686193	0.30
				18/12/2015	-26896	1659297	0.30
				22/01/2016	39797	1699094	0.30
				29/01/2016	25844	1724938	0.31
				05/02/2016	53098	1778036	0.32
				12/02/2016	62189	1840225	0.33
				19/02/2016	40555	1880780	0.33
				26/02/2016	118198	1998978	0.36
				04/03/2016	86747	2085725	0.37
				11/03/2016	23294	2109019	0.38
				18/03/2016	26311	2135330	0.38
				31/03/2016		2135330	0.38
9	MV Scif Mauritius	1840403	0.33	31/03/2015		1840403	0.33
				12/06/2015	-107170	1733233	0.31
				26/06/2015	-40524	1692709	0.30
				30/06/2015	-30462	1662247	0.30
				03/07/2015	-41823	1620424	0.29
				10/07/2015	-30476	1589948	0.28
				31/07/2015	-45780	1544168	0.27
				07/08/2015	-10340	1533828	0.27
				14/08/2015	-106890	1426938	0.25
				21/08/2015	-15270	1411668	0.25
				28/08/2015	-61088	1350580	0.24
				18/09/2015	15211	1365791	0.24
				25/09/2015	-1726	1364065	0.24

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2015 AND 31/03/2016							
Sl. 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
				30/09/2015	45825	1409890	0.25
				09/10/2015	15272	1425162	0.25
				30/10/2015	30536	1455698	0.26
				20/11/2015	-30521	1425177	0.25
				04/12/2015	-61041	1364136	0.24
				11/12/2015	-152286	1211850	0.22
				25/12/2015	-43340	1168510	0.21
				31/12/2015	-14720	1153790	0.21
				05/02/2016	13094	1166884	0.21
				25/03/2016	-35302	1131582	0.20
				31/03/2016		1131582	0.20
10	The Emerging Markets Small Cap Series of the DFA I	1821878	0.32	31/03/2015		1821878	0.32
				10/04/2015	88654	1910532	0.34
				17/04/2015	11121	1921653	0.34
				24/04/2015	48775	1970428	0.35
				08/05/2015	31170	2001598	0.36
				31/03/2016		2001598	0.36
11	Progressive India Fund	0	0.00	31/03/2015		0	0.00
				24/04/2015	1049157	1049157	0.19
				01/05/2015	162151	1211308	0.22
				14/08/2015	345000	1556308	0.28
				28/08/2015	196000	1752308	0.31
				31/03/2016		1752308	0.31
12	GAM Star India Equity	0	0.00	31/03/2015		0	0.00
				11/03/2016	1670000	1670000	0.30
				31/03/2016		1670000	0.30
13	Ecap Equities Limited	703353	0.13	31/03/2015		703353	0.13
				26/06/2015	566000	1269353	0.23
				30/06/2015	206000	1475353	0.26
				03/07/2015	28000	1503353	0.27
				31/03/2016		1503353	0.27
14	Sharekhan Financial Services Pvt Ltd	1501910	0.27	31/03/2015		1501910	0.27
				03/04/2015	-45	1501865	0.27
				10/04/2015	4423	1506288	0.27
				17/04/2015	12339	1518627	0.27
				24/04/2015	-1485	1517142	0.27
				01/05/2015	2064	1519206	0.27
				08/05/2015	27497	1546703	0.28
				15/05/2015	1360	1548063	0.28
				22/05/2015	-4406	1543657	0.27
				29/05/2015	-1318392	225265	0.04
				05/06/2015	-19341	205924	0.04
				12/06/2015	-262	205662	0.04
				19/06/2015	-14100	191562	0.03
				26/06/2015	-4475	187087	0.03
				30/06/2015	500	187587	0.03
				03/07/2015	4310	191897	0.03

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2015 AND 31/03/2016							
Sl. 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
				10/07/2015	-549	191348	0.03
				17/07/2015	-1000	190348	0.03
				24/07/2015	2384	192732	0.03
				31/07/2015	10933	203665	0.04
				07/08/2015	-2229	201436	0.04
				14/08/2015	-50731	150705	0.03
				21/08/2015	-1352	149353	0.03
				28/08/2015	-544	148809	0.03
				04/09/2015	7313	156122	0.03
				11/09/2015	-1151	154971	0.03
				18/09/2015	-187	154784	0.03
				25/09/2015	3124	157908	0.03
				30/09/2015	500	158408	0.03
				09/10/2015	-1927	156481	0.03
				16/10/2015	705	157186	0.03
				30/10/2015	7960	165146	0.03
				06/11/2015	-10	165136	0.03
				13/11/2015	-3411	161725	0.03
				20/11/2015	18535	180260	0.03
				27/11/2015	-11600	168660	0.03
				04/12/2015	13000	181660	0.03
				11/12/2015	-4603	177057	0.03
				25/12/2015	978	178035	0.03
				31/12/2015	15570	193605	0.03
				01/01/2016	-2000	191605	0.03
				08/01/2016	-14670	176935	0.03
				15/01/2016	600	177535	0.03
				22/01/2016	430	177965	0.03
				29/01/2016	-6140	171825	0.03
				05/02/2016	-16547	155278	0.03
				12/02/2016	32713	187991	0.03
				19/02/2016	2347	190338	0.03
				26/02/2016	10000	200338	0.04
				04/03/2016	200	200538	0.04
				11/03/2016	75	200613	0.04
				18/03/2016	867	201480	0.04
				25/03/2016	-983	200497	0.04
				31/03/2016	-30416	170081	0.03
				31/03/2016		170081	0.03

(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	0	Nil movement during the year	3500	0
2	Dr. Uddesh Kohli (along with wife Mrs. Anita Kohli)	3500	0	Nil movement during the year	3500	0

V. INDEBTNESS

(₹ in millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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)	49,097.94	2,539.98	-	51,637.92
Change in Indebtedness during the financial year				
• Addition	118,506.69	44,123.95	-	162,630.64
• Reduction	98,810.83	46,163.93	-	144,974.76
Net Change	19,695.86	(2,039.98)	-	17,655.88
Indebtedness at the end of the financial year				
i) Principal Amount	67,954.86	500.00	-	68,454.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	838.94	-	-	838.94
Total (i+ii+iii)	68,793.80	500.00	-	69,293.80

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount (₹)
		*Dr. Ashok Haldia (MD & CEO)	Dr. Pawan Singh (Director Finance) & CFO	*Rajender Mohan Malla (Former MD & CEO)	
1	Gross salary				
	a. Salary as per provisions contained in section 17(1) of the Income – tax Act, 1961	57,96,567	48,37,206	10,22,869	1,16,56,642
	b. Value of perquisites u/s 17(2) of the Income – tax Act, 1961	21,39,040	19,83,946	19,00,914	60,23,900
	c. Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, Reimbursement of expenses	2,72,454	2,08,387	14,250	4,95,091
	Total (A)	82,08,061	70,29,539	29,38,033	1,81,75,633
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)				

* Ceased to be Director w.e.f. 15th May, 2015 consequent to his superannuation.

** Appointed as MD & CEO w.e.f. 07th July, 2015

B. Remuneration to other Directors for the FY 2015-2016

S. No.	Name of Director	Sitting Fee (₹ 40,000/-) per meeting (in ₹)	Conveyance (in ₹)	TDS (In ₹)	Net Pay (In ₹)
1	Mr. Surinder Singh Kohli	8,40,000	32,000	84,000	7,88,000
2	Mr. Ved Kumar Jain	8,00,000	26,000	82,600	7,43,400
3	Mr. Surender Kumar Tuteja	9,20,000	32,000	92,000	8,60,000
4	Mr. Radhakrishnan Nagarajan*	5,20,000	26,000	54,600	4,91,400
5	Mrs. Pravin Tripathi	3,60,000	8,000	36,000	3,32,000
6	Dr. Uddesh Kumar Kohli	8,80,000	32,000	88,000	82,400
7	Mr. RamaraoMuralidharan Coimbatore	6,80,000	24,000	68,000	6,36,000

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	Explained above		Explained above
	d. Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961		24,33,512	
	e. Value of perquisites u/s 17(2) of the Income - tax Act, 1961		6,55,637	
	f. Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961		-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	
	- as % of profit	-	-	
	- others, specify...	-	-	
5	Others, Reimbursement of expenses		69,364	
	Total		31,58,513	

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 or 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/upload/pdf/corporate_social_responsibility_policy.pdf

2. The composition of the CSR Committee

The composition of the Committee is set out below:

- a) Sh. Deepak Amitabh
- b) Sh. S. K. Tuteja
- c) Sh. Ved Kumar Jain
- d) Mrs. Pravin Tripathi

3. 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.

4. 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 ₹ 2,477.65 million

5. Prescribed CSR expenditure (2% of amount) – ₹ 49.55 million

The prescribed CSR expenditure requirement for FY 2015-2016 is ₹ 78.18 million including the unspent amount of ₹ 28.63 million of Financial year 2014-15

6. Details of CSR activities/projects undertaken during the year:

- a) total amount to be spent for the financial year was ₹ 78.18 million including the unspent amount of ₹ 28.63 million of Financial year 2014-15
- b) amount un-spent is ₹ 78.18 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*
				NIL			

*Give details of implementing Agency.

6. The amount spent was ₹ Nil and was lower than 2% of average net profits of the last three financial years and the unspent amount from previous financial year.

The total amount to be spent under the Companies Act 2013 for the CSR for FY15-16 was ₹ 78.18 million including the unspent amount of ₹ 28.63 million carried forwards from previous financial year. During the year, the Company incurred a sum of ₹ Nil towards CSR related activities. The entire unspent amount of ₹ 78.18 million is being carried forward and shall be utilised in future years. 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, 2016

(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, 2016 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, 2016 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, 2015;
 - (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
- (b) The Listing Agreements and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

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)
Partner
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: July 02, 2016

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.

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)
Partner
FCS No. : 5774
C.P No. : 5910

Place: New Delhi
Date: July 02, 2016

Form No. AOC-2

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

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

PTC India Financial Services Limited ("the Company") has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2015-16. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules.

Name(s) of the related party and nature of relationship	:	N.A.
Nature of contracts/arrangements/transactions	:	N.A.
Duration of the contracts / arrangements/transactions	:	N.A.
Salient terms of the contracts or arrangements or transactions including the value, if any	:	N.A.
Justification for entering into such contracts or arrangements or transactions	:	N.A.
Date(s) of approval by the Board	:	N.A.
Amount paid as advances, if any:	:	N.A.
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	:	N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	:	PTC Energy Limited (Group Company)
Nature of contracts/arrangements/transactions	:	Term Debt of ₹ 75 crores
Duration of the contracts / arrangements/transactions	:	Upto 16 years
Salient terms of the contracts or arrangements or transactions including the value, if any	:	Long Term Project Finance
Date(s) of approval by the Board	:	26 th December, 2015
Amount paid as advances, if any:	:	Nil

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

Sd/-
Dr. Ashok Haldia
Managing Director & CEO

Date : 12th August, 2016
Place : New Delhi

“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.

2. 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.

3. 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.

4. 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.

3 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 [₹]	Qualification	Experience in years	Age in years as on 31.03.16	Date of commencement of employment	Last employment held
1	2	3	4	5	6	7	8	9
1	Shri Rajender Mohan Malla	MD & CEO	29,67,928 *	B.Com (Hons); M.Com, MBA (FMS)	41 years	62 yrs 11 months; superannuated on 15.05.2015	27.09.2013	CMD in IDBI
2	Dr. Ashok Haldia	Director & MD & CEO	83,00,291 #	CA; CS, ICWAI, Doctors in Philosophy	36 years	59 yrs 6 months; joined as MD wef 07.07.2015	13.08.2008	The Secretary in The Institute of Chartered Accountants of India
3	Dr Pawan Singh	Director	71,45,599	BA (Hons); MBA; PhD in Financial Mgt	33 years	54 yrs 5 months	01.02.2012	Dir-F in Indraprastha Power Generation Co Ltd, Pragati Power Corpn Ltd
4	Vishal Goyal	Co Secy.	33,63,395	CS; LLB; MBA	12 years	35 yrs 8 months	25.02.2008	Co Secy cum Fin Manager in International Print-O- Pac Ltd

* ceased to be MD & CEO on 15th May, 2015

appointed as MD & CEO w.e.f 7th July 2015

Notes:

All appointments are / were non-contractual.

- 1) 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.
- 2) None of the above employees is related to any Director of the Company
- 3) Employed for part of the financial year

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

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **PTC INDIA FINANCIAL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and 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 Standalone 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 standalone 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 prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements 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. 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2016, 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 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 standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) 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 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.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **Annexure "B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

Sd/-
Jaideep Bhargava
Partner
(Membership No. 90295)

GURGAON, May 12, 2016

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

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

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

We have audited the internal financial controls over financial reporting of **PTC INDIA FINANCIAL SERVICES LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

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

Sd/-
Jaideep Bhargava
Partner
(Membership No. 90295)

GURGAON, May 12, 2016

ANNEXURE “B” TO THE AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on 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, clauses (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 the 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.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered conveyance deed provided to us, we report that, the title deed, comprising an immovable property of building which is freehold, is held in the name of the Company as at the balance sheet date. In respect of immovable property of building that has been taken on lease and leasehold improvements thereon disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) According to the information and explanations given to us, the Company has granted secured loan to a company covered in the Register maintained under Section 189 of the Companies Act, 2013 in respect of which:
 - (a) The terms and conditions of the grant of such loan are, in our opinion, prima facie, not prejudicial to the Company’s interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principle amounts and interest have been regular as per stipulations
 - (c) There is no overdue amount remaining outstanding at the year end.
- (iii) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans and providing guarantees and securities. The Company has not made any investment during the year.
- (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, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
 - (b) There were no disputed dues in respect of Excise Duty, Sales Tax, Service Tax, Customs Duty and Value Added Tax which have not been deposited. Details of dues of Income Tax which have not been deposited as on March 31, 2016 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 ₹ In lacs)*
Income-tax Act 1961	Income Tax	Appellate Authority – upto Commissioners’ level	2008-09	3.08
			2012-13	313.32**

* Amount as per demand orders including interest and penalty wherever indicated in the order.

** Net of amount paid under protest of ₹ 500 lacs.

- (vi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to bank, financial institutions and debenture holders. The Company has not taken any loans or borrowings from government.
- (vii) In our opinion and according to the information and explanations given to us, the term loans (including debt instruments) have been applied by the Company for the purposes for which they were obtained. The Company has not raised any money by way of initial public offer or further public offer.
- (viii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- (ix) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (x) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xi) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 and of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xii) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding or associate companies or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xiv) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

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

Sd/-
Jaideep Bhargava
Partner
(Membership No. 90295)

GURGAON, May 12, 2016

PTC India Financial Services Limited

BALANCE SHEET AS AT MARCH 31, 2016

		(₹ in lacs)		
	Particulars	Note no.	As at March 31, 2016	As at March 31, 2015
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
a.	Share capital	3	56,208.33	56,208.33
b.	Reserves and surplus	4	118,045.31	87,508.99
			174,253.64	143,717.32
2	Non-current liabilities			
a.	Long-term borrowings	5	484,363.35	376,474.34
b.	Deferred tax liabilities (net)	6	-	796.38
c.	Long-term provisions	7	6,185.09	6,810.23
			490,548.44	384,080.95
3	Current liabilities			
a.	Short-term borrowings	8	140,762.23	115,986.11
b.	Trade payables			
	-Outstanding to micro and small enterprises	9	19.37	55.93
	-Outstanding to creditors other than micro and small	9	373.57	265.00
			392.94	320.93
c.	Other current liabilities	10	68,198.60	24,144.45
d.	Short-term provisions	11	8,122.99	6,751.03
			217,476.76	147,202.52
			882,278.84	675,000.79
B	ASSETS			
1	Non-current assets			
a.	Fixed assets			
	-Tangible assets	12	1,678.92	1,983.97
	-Intangible assets	12	141.01	220.62
			1,819.93	2,204.59
b.	Non-current investments	13	23,490.17	33,990.17
c.	Deferred tax assets (net)	6	446.14	-
d.	Long-term loans and advances	14	783,616.02	548,536.43
e.	Other non-current assets	15	2,954.33	3,468.86
			812,326.59	588,200.05
2	Current assets			
a.	Trade receivables	16	114.14	94.12
b.	Cash and cash equivalents	17	2,476.23	2,256.39
c.	Short-term loans and advances	18	20,684.36	20,829.88
d.	Other current assets	19	46,677.52	63,620.35
			69,952.25	86,800.74
			882,278.84	675,000.79
	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
Managing Director and CEO
DIN: 00818489

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

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

Place : Gurgaon
Date : May 12, 2016

Place : New Delhi
Date : May 12, 2016

PTC India Financial Services Limited
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

		(₹ in lacs)		
Particulars		Note no.	For the year ended March 31, 2016	For the year ended March 31, 2015
1	Revenue from operations	20	118,691.41	80,188.67
2	Other income	21	1.45	2.00
3	Total revenue (1+2)		118,692.86	80,190.67
4	Expenses			
a.	Employee benefits expense	22	1,015.35	1,006.79
b.	Finance costs	23	53,010.77	41,719.21
c.	Provisions and contingencies	24	9,518.80	5,280.87
d.	Depreciation and amortisation expenses	12	429.58	426.88
e.	Other expenses	25	1,574.06	7,225.59
	Total expenses		65,548.56	55,659.34
5	Profit before tax (3-4)		53,144.30	24,531.33
6	Tax expense :			
a.	Current tax		15,439.88	10,134.36
b.	Deferred tax charge/ (benefits)		(1,242.52)	(1,690.64)
c.	Tax earlier year		(162.76)	-
			14,034.60	8,443.72
7	Profit for the year (5 -6)		39,109.70	16,087.61
	Earnings per equity share:			
	- Basic	30	6.96	2.86
	- Diluted	30	6.96	2.86
	See accompanying notes forming part of the financial statements	1-39		

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

Sd/-
Jaideep Bhargava
Partner

For and on behalf of the Board of Directors

Sd/-
Dr. Ashok Haldia
Managing Director and CEO
DIN: 00818489

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

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

Place : Gurgaon
Date : May 12, 2016

Place : New Delhi
Date : May 12, 2016

PTC India Financial Services Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

		(₹ in lacs)	
	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
A.	Cash flow from operating activities		
	Profit before tax	53,144.30	24,531.33
	<u>Adjustments for:</u>		
	Depreciation and amortisation expenses	429.58	426.88
	Profit on sale of non-current unquoted trade investments in equity shares	(20,692.84)	-
	Provisions and contingencies	9,518.80	11,393.01
	Employee stock option (ESOP) scheme	(24.89)	-
	Loss on sale of fixed assets	1.19	0.09
	Finance costs	53,010.77	41,719.21
		95,386.91	78,070.52
	Add: Processed from Profit on sale of non-current unquoted trade investments in equity shares	31,192.84	-
	Operating profit before working capital changes	126,579.75	78,070.52
	<u>Changes in working capital</u>		
	<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
	Long-term provisions	44.57	37.58
	Trade payables	72.01	(11.20)
	Other current liabilities	105.34	(60.65)
	Short-term provisions	(1.49)	3.23
	<u>Adjustments for (increase) / decrease in operating assets:</u>		
	Long-term loans and advances	(244,580.94)	(95,730.71)
	Trade receivables	(20.02)	(67.85)
	Short-term loans and advances	145.52	(4,232.63)
	Other current assets	16,942.83	(41,845.42)
	Cash flows from operations	(100,712.43)	(63,837.13)
	Net income tax (paid)	(15,964.28)	(11,254.52)
	Net cash flow from operating activities	(116,676.71)	(75,091.65)
B.	Cash flow from investing activities		
	Capital expenditure on fixed assets, including capital advances	(47.62)	(101.10)
	Proceeds from sale of fixed assets	1.51	0.35
	Net cash flow from investing activities	(46.11)	(100.75)

		(₹ in lacs)	
Particulars		For the year ended March 31, 2016	For the year ended March 31, 2015
C.	Cash flow from financing activities		
	Proceeds from long-term borrowings	164,614.94	157,961.47
	Repayment of long-term borrowings	(18,572.97)	(12,133.08)
	Proceeds from short-term borrowings (net)	24,776.12	(25,743.89)
	Finance costs (including premium on derivative contracts)	(47,115.04)	(39,409.06)
	Dividends paid	(5,616.12)	(5,615.56)
	Tax on dividend	(1,144.27)	(955.26)
	Net cash flow from financing activities	116,942.66	74,104.62
	Net increase/(decrease) in cash and cash equivalents	219.84	(1,087.78)
	Cash and cash equivalents at the beginning of the year	2,256.39	3,344.17
	Cash and cash equivalents at the end of the year	2,476.23	2,256.39
	Cash and cash equivalents consist of:		(₹ in lacs)
	Particulars	As at March 31, 2016	As at March 31, 2015
	Cheques on hand	-	205.61
	Balance with banks		
	-In current accounts	1,731.24	733.94
	-In deposit accounts	500.00	1,127.00
	-In earmarked accounts *		
	i. Unclaimed share application money lying in escrow account	1.82	1.82
	ii. Unclaimed interest accrued on debentures	230.77	180.33
	iii. Unclaimed dividend	12.40	7.69
		2,476.23	2,256.39
	* 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
Managing Director and CEO
DIN: 00818489

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

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

Place : Gurgaon
Date : May 12, 2016

Place : New Delhi
Date : May 12, 2016

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. In addition, the Company maintains a general Provision as Provision for Contingencies in accordance with the provisioning policy of the Company and additional Provisions based on the assessment of the portfolio including provision against stressed assets.

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.

2.16 Operating cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

PTC India Financial Services Limited

Notes forming part of the financial statements

3. Share capital

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
<u>Authorised:</u>		
1,250,000,000 (previous year 1,250,000,000) equity shares of ₹ 10 each	125,000.00	125,000.00
750,000,000 (previous year 750,000,000) preference shares of ₹ 10 each	75,000.00	75,000.00
	200,000.00	200,000.00
<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, 2016, dividend of ₹ 1.20 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 are set out below:

Name of the shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of shares	%	No. of shares	%
PTC India Limited*	337,250,001	60.00	337,250,001	60.00
Macquarie Bank Limited	31,480,000	5.60	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, 2016		As at March 31, 2015	
	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, 2016		As at March 31, 2015	
	Growth options	Founder member options	Growth options	Founder member options
Outstanding at the beginning of the year	1,140,000	-	1,140,000	-
Less: Forfeited/ surrendered	1,140,000	-	-	-
Outstanding as at the end of the year	-	-	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.

4. Reserves and surplus

Particulars	(₹ in lacs)	
	As at March 31, 2016	As at March 31, 2015
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	13,956.99	10,739.47
Add: Transferred from surplus in Statement of Profit and Loss	7,821.94	3,217.52
Closing balance	21,778.93	13,956.99
c. Special reserve		
[in term of section 36(1)(viii) of the Income-tax Act, 1961]		
Opening balance	10,417.40	5,250.00
Add: Transferred from surplus in Statement of Profit and Loss	5,830.33	5,167.40
Closing balance	16,247.73	10,417.40
d. Share options outstanding account		
Opening balance	24.89	24.89
Add: Net charge for the year	(24.89)	-
Closing balance	-	24.89
e. Surplus in Statement of Profit and Loss		
Opening balance	29,445.11	28,487.09
Add: Profit for the year	39,109.70	16,087.61
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(7,821.94)	(3,217.52)
Less: Transferred to special reserve u/s 36(1)(viii) of the Income-tax Act, 1961	(5,830.33)	(5,167.40)
Less: Proposed dividend on equity shares (₹ 1.20 per share (previous year ₹ 1.00 per equity share))	(6,745.00)	(5,620.83)
Less: Tax on proposed equity dividend	(1,393.55)	(1,123.84)
Closing balance	46,763.99	29,445.11
f. Foreign currency monetary items translation difference account		
Opening balance (Debit)	(4,758.97)	(4,243.68)
Add/ (less): Effect of foreign exchange rate variations during the year (net)	(2,697.11)	(2,141.31)
Add/ (Less): Amortisation for the year	2,287.17	1,626.02
Closing balance (Debit)	(5,168.91)	(4,758.97)
	118,045.31	87,508.99

5. Long-term borrowings

Particulars	(₹ in lacs)					
	As at March 31, 2016			As at March 31, 2015		
	Non-current	Current	Total	Non-current	Current	Total
Secured						
a. Infrastructure bonds (i)	1,233.95	18,162.75	19,396.70	16,093.10	4,076	20,169.10
b. Debentures (ii)	45,350.00	-	45,350.00	9,000.00	-	9,000.00
c. Rupee term loans from banks (iii)	349,902.17	35,012.98	384,915.15	309,660.09	9,571.12	319,231.21
d. External commercial borrowings from financial institutions (iv)	36,482.23	6,067.31	42,549.54	40,146.15	4,745.85	44,892.00
e. Rupee term loans from financial institution (v)	51,395.00	180.00	51,575.00	1,575.00	180.00	1,755.00
	484,363.35	59,423.04	543,786.39	376,474.34	18,572.97	395,047.31
Less:- Amount transferred to "Other current liabilities" (refer note 10)	-	59,423.04	59,423.04	-	18,572.97	18,572.97
	484,363.35	-	484,363.35	376,474.34	-	376,474.34

Notes:

Details of terms of repayment and security provided on above:

- 68,724 (previous year 84,172) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra Series 1) amounting to ₹3,436.20 lacs (previous year ₹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. During the year, the company has repaid ₹772.40 lacs (previous year Nil) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2015-16 as per terms of Infra Series 1.

319,210 (previous year 319,210) privately placed 8.93%/9.15% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra 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. 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 instalments commencing from January 26, 2018.

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.

2135 (previous year Nil) privately placed 9.62% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 4) amounting to ₹21,350.00 lacs were allotted on June 03, 2015 redeemable at par in 3 tranches divided in 33% of face value on 28th May 2019, 33% of face value on 28th May 2021 and balance 34% of face value on 28th May 2025

Series 4 are secured by way of first charge by way of hypothecation of the specified receivables of the Company comprising asset cover of at least 110% of the amount of the Debentures

1500 (previous year Nil) privately placed 9.80% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 5) amounting to ₹15,000.00 lacs were allotted on June 16, 2015 redeemable at par in five equal annual instalments commencing from June 12, 2018

Series 5 are secured by way of first ranking exclusive charge by way of hypothecation of the identified receivables of the Company comprising asset cover of at least 100% of the amount of the Debentures

- iii. Term loans from banks carry interest ranging from 9.55% to 9.70% p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 12 to 48 quarterly instalments. 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%/ 111% 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 instalments 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 instalments amounting to USD 1,444,444 (₹88,490,250) on one of the ECB loans was made during the year ended March 31, 2014, 4 quarterly instalment amounting to USD 28,88,888 (₹176,623,001) on one of the ECB loans was made during the year ended March 31, 2015 and 4 quarterly instalment amounting to USD 28,88,888 (₹191,215,497) on one of the ECB loans and 3 quarterly instalment amounting to USD 46,87,500 (₹304,768,125) on two of the ECB loans was made during the year ended March 31, 2016.
- v. Term loan outstanding ₹ 1,575.00 (previous year ₹1,755.00) from a financial institution carries interest rate of 2% p.a. The loan is repayable in 40 equal quarterly instalments 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 favour of other lenders of the Company i.e. 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% security coverage on its outstanding loan at all time during the currency of the loan.
- Term loan outstanding ₹ 50,000.00 (previous year ₹ Nil) from a financial institution carries interest rate of 9.30% p.a. The loan is repayable in 20 equal quarterly instalments starting after 18 months from the date of first loan disbursal i.e. December 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 favour of other lenders of the Company i.e. 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% 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. 043/03.10.119/2015-16 dated July 1, 2015) no borrowings remained overdue as at March 31, 2016 (previous year ₹Nil).

6. Deferred tax (assets)/liabilities (net)

Particulars	(₹ in lacs)	
	As at March 31, 2016	As at March 31, 2015
<u>Tax effect of items constituting deferred tax liabilities</u>		
a. Difference between book balance and tax balance of fixed assets	58.49	146.07
b. Foreign currency monetary items translation difference account	1,788.86	1,646.98
c. Special reserve under section 36(1)(viii) of Income-tax Act, 1961	5,623.01	3,605.26
	7,470.36	5,398.31
<u>Tax effect of items constituting deferred tax assets</u>		
a. Provision for employees benefits	102.96	83.55
b. Provisions and contingencies	6,095.50	2,801.24
c. Accrued interest deductible on payment	58.24	57.34
d. Provision for diminution in value of unquoted non-current trade investments	1,659.80	1,659.80
	7,916.50	4,601.93
Deferred tax (assets)/liabilities (net)	(446.14)	796.38

7. Long-term provisions

Particulars	(₹ in lacs)	
	As at March 31, 2016	As at March 31, 2015
a. Provision for gratuity (Refer note 27)	59.27	42.76
b. Provision for compensated absences (Refer note 27)	83.45	58.87
c. Provision for other employees benefits (Refer note 27)	9.91	6.43
d. Contingent provision against standard assets (Refer note i and ii below)	6,032.46	6,702.17
	6,185.09	6,810.23

Notes:

- 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. 043/03.10.119/2015-16 dated July 1, 2015) and provision against restructured standard loans as per applicable RBI guidelines.
- Movement in contingent provision against standard assets during the year is as under:

Opening balance	6,702.17	2,813.32
Additions during the year (net)	1,235.40	3,888.85
Less:-Transferred to non-performing assets	(1,905.11)	-
Closing balance	6,032.46	6,702.17

8. Short-term borrowings

i. Term loans from banks	69,262.23	90,586.33
-Secured (Refer note below)	-	399.78
-Unsecured		
ii. Term loans from a financial institution	66,500.00	-
-Secured (Refer note below)		
iii. Commercial papers at face value of ₹ 5,00,000 each	5,000.00	25,000.00
-Unsecured	140,762.23	115,986.11

Notes: Term loans from banks/financial institution 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

-Micro enterprises and small enterprises*	19.37	55.93
-Other	373.57	265.00
	392.94	320.93

*The amount due to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 has been disclosed to the extent of information available with the Company from vendors regarding their status. As per information available with the Company, no interest is paid/ payable under this Act.

10. Other current liabilities

a. Current maturities of long term borrowings (Refer note 5)	59,423.04	18,572.97
b. Interest accrued but not due on borrowings	8,389.42	5,345.83
c. Unclaimed interest on debentures	230.77	180.33
d. Unclaimed dividend	12.40	7.69
e. Income received in advance	64.08	19.14
f. Payable to holding company	11.61	-
g. Payable to employees	2.18	-
h. Statutory remittances (TDS, EPF, WCT etc.)	63.28	16.67
i. Unclaimed equity share application money	1.82	1.82
	68,198.60	24,144.45

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)	1.69	1.07
b. Provision for compensated absences (Refer note 27)	3.17	5.28
c. Provision for other employees benefits (Refer note 27)	0.01	0.01
d. Proposed equity dividend	6,745.00	5,620.83
e. Tax on proposed equity dividend	1,373.12	1,123.84
	8,122.99	6,751.03

12. Fixed assets

(₹ in lacs)

Assets description	Gross block			Accumulated depreciation/amortisation				Net block		
	Balance as at March 31, 2015	Additions	Disposals	Balance as at March 31, 2016	Balance as at March 31, 2015	Expense for the year	Adjustments	Balance as at March 31, 2016	Balance as at March 31, 2016	Balance as at March 31, 2015
Tangible assets										
a. Leasehold improvements	330.06	-	-	330.06	109.96	66.01	-	175.97	154.09	220.10
b. Building	11.94	-	-	11.94	2.82	0.45	-	3.27	8.67	9.12
c. Plant and machinery (Wind mill)	3,522.75	-	-	3,522.75	1,943.38	201.58	-	2,144.96	1,377.79	1,579.37
d. Office equipments	148.67	3.16	4.47	147.36	75.00	33.19	2.51	105.68	41.68	73.67
e. Computers	100.52	38.40	16.50	122.42	65.48	28.03	15.76	77.75	44.67	35.04
f. Furniture and fixtures	76.08	4.27	-	80.35	27.71	13.20	-	40.91	39.44	48.37
g. Vehicles	37.63	-	-	37.63	19.33	5.72	-	25.05	12.58	18.30
Sub total	4,227.65	45.83	20.97	4,252.51	2,243.68	348.18	18.27	2,573.59	1,678.92	
Previous year	4,223.00	6.25	1.60	4,227.65	1,836.73	408.11	1.16	2,243.68	-	1,983.97
Intangible assets										
a. Software	257.64	1.79	-	259.43	37.02	81.40	-	118.42	141.01	220.62
Sub total	257.64	1.79	-	259.43	37.02	81.40	-	118.42	141.01	
Previous year	33.61	224.03	-	257.64	18.25	18.77	-	37.02	-	220.62
Total	4,485.29	47.62	20.97	4,511.94	2,280.70	429.58	18.27	2,692.01	1,819.93	
Previous year	4,256.61	230.28	1.60	4,485.29	1,854.98	426.88	1.16	2,280.70	-	2,204.59
								1,819.93	2,204.59	

13. Non- current investments

(₹ in lacs)

Particulars	Face Value (₹ per Share/ Debenture)	Quantity (Nos.)	As at March 31, 2016	Quantity (Nos.)	As at March 31, 2015
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 (sold during the year)	10	-	-	105,000,000	10,500.00
-East Coast Energy Private Limited	10	133,385,343	13,338.53	133,385,343	13,338.53
-Indian Energy Exchange Limited	10	1,516,431	151.64	1,516,431	151.64
			13,490.17		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
			30,469.89		40,969.89
Less: Provision for diminution in value of investments in associate companies			6,979.72		6,979.72
			23,490.17		33,990.17

14. Long-term loans and advances

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
Secured, considered good		
a. Loan financing	832,973.93	607,600.15
Less:-Provision for Non-performing loans	8,905.43	1,392.02
Less:-Provision for contingencies	2,675.10	-
(Including ₹ 1,905.11 lacs (previous year ₹ Nil) transferred from contingent provision against standard assets)		
Less:-Current maturities transferred to "Other current assets" (refer note 19)	40,703.98	59,912.99
	<u>780,689.42</u>	<u>546,295.14</u>
Unsecured, considered good		
a. Advance to employees	19.13	20.98
b. Security deposits	69.77	69.77
c. Advance income tax (net of provision of ₹ 41,515.77 lacs (previous year ₹ 27,433.47 lacs))	2,837.70	2,149.66
d. Advance fringe benefit tax (net of provision of ₹ nil lacs (previous year ₹ 0.28 lacs))	-	0.88
	<u>783,616.02</u>	<u>548,536.43</u>

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	804,031.21	599,869.17
Sub-standard assets	28,942.72	7,730.98
	<u>832,973.93</u>	<u>607,600.15</u>

15. Other non-current assets

a. Premium on derivative contracts*	2,954.33	3,468.86
	<u>2,954.33</u>	<u>3,468.86</u>

* In respect of hedging foreign currency risk.

16. Trade receivables

a. Trade receivables other than outstanding for a period exceeding six months from the date they become due		
-Unsecured, considered good	114.14	94.12
	<u>114.14</u>	<u>94.12</u>

17. Cash and cash equivalents :

a. Cheques on hand	-	205.61
b. Balance with banks		
-In current accounts	1,731.24	733.94
-In deposit accounts (Refer note below)	500.00	1,127.00
-In earmarked accounts		
i. Unclaimed share application money lying in escrow account	1.82	1.82
ii. Unclaimed interest on debentures	230.77	180.33
iii. Unclaimed dividend	12.40	7.69
	<u>2,476.23</u>	<u>2,256.39</u>

Notes:

Balances with banks include deposits ₹ Nil (previous year ₹ 827.00 lacs) with remaining maturity of more than 12 months from the balance sheet date.

18. Short-term loans and advances

(₹ in lacs)		
Particulars	As at March 31, 2016	As at March 31, 2015
Secured, considered good		
a. Loans financing	20,000.00	20,000.00
Unsecured, considered good		
a. Prepaid expenses	81.72	32.47
b. Unexpired discount on commercial paper	63.45	255.91
c. Balances with government authorities	12.30	5.55
d. Advance to employees	12.14	11.97
e. Receivables from sale of investment	500.00	500.00
f. Other receivables	14.75	23.98
	20,684.36	20,829.88
The classification of loans under the RBI guidelines is as under:		
Standard assets	20,000.00	20,000.00
Sub-standard assets	-	-
	20,000.00	20,000.00

19. Other current assets

a. Current maturities of long term loan financing	40,703.98	59,912.99
b. Interest accrued and due on -Loan financing	2,173.68	1,423.11
c. Interest accrued but not due on -Fixed deposits	43.63	56.18
-Loan financing	3,700.34	2,177.77
-Debentures	55.89	50.30
	46,677.52	63,620.35

20. Revenue from operations

(₹ in lacs)		
Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest income from		
a. Loan financing	90,937.47	72,961.46
b. Debentures	1,203.29	1,200.00
Other operating income		
a. Dividend income on non-current unquoted trade investments in equity shares	288.12	439.76
b. Profit on sale of investments - Non-current unquoted trade investments in equity shares	20,692.84	-
- Current unquoted non-trade investment in mutual funds	2.44	42.61
c. Interest on fixed deposits	186.29	133.94
d. Fee based income	4,999.34	5,007.36
e. Sale of power	381.62	403.54
	118,691.41	80,188.67

21. Other income

Interest income	1.45	2.00
	1.45	2.00

22. Employees benefits expense

a. Salaries and other allowances	933.12	919.91
b. Contributions to provident fund (Refer note 27)	38.52	37.84
c. Employee stock option (ESOP) scheme*	(24.89)	-
d. Staff welfare expenses	68.60	49.04
	1,015.35	1,006.79

*Due to forfeiture/ surrender of Employee Stock options

23. Finance costs

Particulars	(₹ in lacs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Interest expense on:		
a. Infrastructure bonds	2,184.75	2,040.72
b. Debentures	3,820.53	1,122.15
c. Rupee term loans from banks	33,575.56	31,633.01
d. Rupee term loans from financial institutions	2,398.01	36.00
e. External commercial borrowings from financial institutions	1,480.74	1,437.29
f. Commercial paper	6,523.42	3,659.39
g. Delayed payment of income tax	12.74	87.48
Other borrowing cost on :		
a. Other charges on rupee term loans from banks	117.50	52.42
b. Other charges on external commercial borrowings from financial institutions	609.19	24.02
c. Bank charges	1.16	0.71
d. Amortisation of foreign currency translation	2,287.17	1,626.02
	53,010.77	41,719.21

24. Provisions and contingencies

a. Contingent provision against standard assets	1,235.40	3,888.85
b. Provision for non-performing assets	5,608.30	1,392.02
c. Provision for contingencies	2,675.10	-
	9,518.80	5,280.87

25. Other expenses

a. Rent	325.32	308.66
b. Repairs and maintenance		
- Plant and machinery	84.03	79.03
- Others	88.40	52.90
c. Insurance	10.36	8.78
d. Rates and taxes	115.76	96.87
e. Communication	20.64	18.71
f. Travelling and conveyance	83.30	55.61
g. Advertising and business development	55.27	24.99
h. Donation		0.51
i. Legal and professional	567.82	239.86
Auditors' remuneration:-		
-For statutory audit	10.00	10.00
-For quarterly audit/limited review	10.50	15.00
-For tax audit	2.50	2.50
-For other certification	4.05	2.00
-For out of pocket expenses	0.41	0.65
j. Loss on fixed assets sold	1.19	0.09
k. Provision for diminution in value of unquoted non-current trade investments in equity shares	-	6,112.14
l. Corporate Social Responsibility Expenses (Contribution to Prime Ministers National Relief Fund)	-	25.00
m. Directors' sitting fees	53.03	30.79
n. Miscellaneous expenses	141.48	141.50
	1,574.06	7,225.59

26. Contingent liabilities and commitments in respect of:

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(a) Contingent liabilities		
(i) Income tax	2,153.86	1,216.95
(b) Commitments		
(i) Loan financing	27,253.00	18,690.42
(c) Guarantees furnished to bank	2,500.00	-

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, 2016	Year ended March 31, 2015
Employer's contribution to provident fund	38.52	37.84

(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, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Opening defined benefit obligation	43.83	31.99	64.15	36.60	6.44	5.01
Current service cost	10.15	9.16	15.18	14.23	1.67	1.28
Interest cost	3.51	2.72	5.13	3.11	0.51	0.43
Benefits paid	-	(2.34)	(5.15)	(4.39)	-	-
Actuarial loss / (gain)	3.47	2.30	7.31	14.60	1.30	(0.28)
Closing defined benefit obligation	60.96	43.83	86.62	64.15	9.92	6.44
Disclosure of defined benefit into						
Long-term provisions	59.27	42.76	83.45	58.87	9.91	6.43
Short-term provisions	1.69	1.07	3.17	5.28	0.01	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, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Closing defined benefit obligation	60.96	43.83	86.62	64.15	9.92	6.44
Closing fair value of plan assets	-	-	-	-	-	-
Net liability recognised in balance sheet	(60.96)	(43.83)	(86.62)	(64.15)	(9.92)	(6.44)

Expense recognised in the Statement of Profit and Loss:

(₹ in lacs)

Particulars	Gratuity		Compensated absences		Post Retirement medical benefit	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Current service cost	10.15	9.16	15.18	14.23	1.67	1.28
Interest cost	3.51	2.72	5.13	3.11	0.51	0.43
Net actuarial loss / (gains)	3.47	2.30	7.31	14.60	1.30	(0.28)
Net expense	17.13	14.18	27.62	31.94	3.48	1.43
Experience adjustment on actuarial loss/ (gain) for present value obligation	3.58	2.36	8.52	14.66	-	-

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

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discounting rate	8.00%	8.00%
Future salary increase	6.00%	5.50%

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, 2014		Year ended March 31, 2013		Year ended March 31, 2012	
	Gratuity	Compensated absences	Gratuity	Compensated absences	Gratuity	Compensated absences
Defined benefit obligation	31.99	36.60	18.33	24.51	10.77	22.24
Net asset / (liability)	(31.99)	(36.60)	(18.33)	(24.51)	(10.77)	(22.24)
Experience adjustment on actuarial (gain)/ loss	4.49	0.58	1.02	(6.23)	(0.14)	(2.26)

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
Fellow subsidiary Company	: PTC Energy Limited
Associate companies	: R.S. India Wind Energy Private Limited
	: Varam Bio Energy Private Limited
Key management personnel	: Shri Rajender Mohan Malla -Managing Director and CEO (Superannuation w.e.f. May 15, 2015)
	: Dr. Ashok Haldia -Managing Director and CEO (w.e.f. from July 07, 2015)
	: Dr. Pawan Singh -Whole time Director and CFO

- (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, 2016	Year ended March 31, 2015
Expenses reimbursed	14.64	20.15
Expenses recovered	-	13.37
Dividend paid	3,372.50	3,372.50
Outstanding balance payable	11.61	-

- (ii) Transactions with fellow subsidiary company

(₹ in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Fee base income	1.14	-
Interest income	123.03	-
Term loan	6671.75	-

(iii) Transactions with key management personnel

(₹ in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Reimbursement of expenses		
Shri Rajender Mohan Malla	0.14	1.77
Dr. Ashok Haldia	2.72	2.39
Dr. Pawan Singh	2.08	2.22
Remuneration paid		
Shri Rajender Mohan Malla	29.68	68.81
Dr. Ashok Haldia	83.00	73.33
Dr. Pawan Singh	71.46	69.47

(iv) Transactions with associates companies

(₹ in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Investment balances outstanding at the balance sheet date before provision for diminution:		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58
Provision for diminution in investments made during the year		
R.S. India Wind Energy Private Limited (equity shares)	-	6,112.14
Closing provision for diminution in investment in equity shares		
R.S. India Wind Energy Private Limited (equity shares)	6,112.14	6,112.14
Varam Bio Energy Private Limited (equity shares)	439.00	439.00
Varam Bio Energy Private Limited (debentures)	428.58	428.58

30. Earnings per share

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit after tax attributable to equity shareholders (₹ in lacs) (a)	39,109.70	16,087.61
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)	6.96	2.86
Add: ESOP expenses (₹ in lacs) (c)	(24.89)	-
Profit after tax attributable to equity shareholders (₹ in lacs) before ESOP expenses [(d) = (a)+(c)]	39,084.81	16,087.61
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)]	562,083,335	562,811,815
Diluted earnings per share of face value ₹ 10 each (in ₹) (d) / (f)	6.96	2.86

31. The percentage holding and the investment in associate companies as at March 31, 2016 is given below:

Name of the associate company	Country of incorporation	% holding	Face value (₹ per share)	As at March 31, 2016 (₹ in lacs)	As at March 31, 2015 (₹ in lacs)
R.S. India Wind Energy Private 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	6,551.14

32. Total number of electricity units generated and sold during the year 10,508,023 KWH (previous year 11,220,104 KWH).

33. Expenditure incurred in foreign currency (accrual basis)

(₹ in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Fees for external commercial borrowings	609.19	19.65
Interest on external commercial borrowings	1,480.74	1,437.29
Travelling and others	63.50	9.33
Total	2153.43	1,466.27

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, 2016	As at March 31, 2015
Future minimum lease payments		
- not later than one year	342.78	323.20
- later than one year and not later than five years	266.60	603.30
Lease payments recognised in the Statement of Profit and Loss during the year	325.32	308.66

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, 2016		As at March 31, 2015	
	Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
Payables	US \$ 383,611.32	254.68	US \$ 355,613.80	222.76

36. During the previous year, based on an independent investigation into the affairs of an associate company (Associate), the Company had 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 had 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 had fully provided for the diminution in value of investment held in this Associate.

37. Expenditure on Corporate Social Responsibility (CSR):

- Gross amount required to be spent by the Company during the year ended March 31, 2016 ₹ 782.00 lacs (including the unspent amount of ₹ 286.00 lacs of Financial Year 2014-2015)
- Amount spent during the year March 31, 2016 - ₹ Nil

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)	Debitures : Secured	64,746.70	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)	-	-
(b)	Deferred Credits	-	-
(c)	Term Loans	4,79,039.69	-
(d)	Inter-corporate loans and borrowing	-	-
(e)	Commercial Paper	5,000.00	-
(f)	Other Loans (short term bank loan)	1,35,762.23	-

Assets side:		Amount out-standing
(2)	Break-up of Loans and Advances including bills receivables [Other than those included in (4) below]:	
(a)	Secured (Net of provision of ₹ 11,580.53 lacs)	8,41,393.40
(b)	Unsecured	887.40
(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)	Debitures and Bonds	-
(iii)	Units of mutual funds	-
(iv)	Government Securities	-
(v)	Others (please specify)	-
2.	Unquoted:	
(i)	Shares: (a) Equity	-
	(b) Preference	-
(ii)	Debitures and Bonds	-
(iii)	Units of mutual funds	-
(iv)	Government Securities	-
(v)	Others (please specify)	-

Assets side:	Amount out-standing
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)	13,490.17
(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	23,490.17

(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	6,671.75	-	6,671.75
2. Other than related parties	8,34,721.65	887.40	8,35,609.05
Total	8,41,393.40	887.40	8,42,280.80

(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	-	-	23,490.17
Total	-	-	23,490.17

(7) Other information		
Particulars	Amount	
(i) Gross Non-Performing Assets		
(a) Related parties	428.58	
(b) Other than related parties	28,942.72	
(ii) Net Non-Performing Assets		
(a) Related parties	-	
(b) Other than related parties	20,037.29	
(iii) Assets acquired in satisfaction of debt	-	

I. Disclosure of restructured accounts

S. No		Type of restructuring		Under CDR Mechanism				Others				Total				
Assets classification / Details		Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total	Standard	Sub-standard	Doubtful	Loss	Total
1	Restructured accounts as at April 1, 2015		1	1	-	2		5	-	-	5		6	1	-	7
		11,631.10	6,168.80	-	-	17,799.90		31,076.00	-	-	31,076.00		42,707.10	6,168.80	-	48,875.90
		1,905.12	1,027.24	-	-	2,932.36		1,553.80	-	-	1,553.80		3,458.92	1,027.24	-	4,486.16
2	Fresh restructuring during the year		-	-	-	-		2	-	-	2.00		2	-	-	2.00
		-	-	-	-	-		12,923.02	-	-	12,923.02		12,923.02	-	-	12,923.02
		-	-	-	-	-		646.15	-	-	646.15		646.15	-	-	646.15
3	Upgradations to restructured standards category during the financial year		-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
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		-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
5	Downgradations of restructured accounts during the financial year		-	1	-	1		-	1	-	1		-	2	-	2
		-	11,631.10	-	-	11,631.10		9,588.40	-	-	9,588.40		21,219.50	-	-	21,219.50
		-	7,382.58*	-	-	7,382.58		1,158.06**	-	-	1,158.06		8,540.64	-	-	8,540.64
6	Write-offs of restructured accounts during the financial year		-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
		-	-	-	-	-		-	-	-	-		-	-	-	-
7	Restructured accounts as on March 31, 2016		-	2	-	2		6	1	-	7		6	3	-	9
		-	17,799.90	-	-	17,799.90		34,410.62	9,588.40	-	43,999.02		34,410.62	27,388.30	-	61,798.92
		-	8,409.82	-	-	8,409.82		1,720.53	1,158.06	-	2,878.59		1,720.53	9,567.88	-	11,288.41

* Include additional provision amounting to ₹ 3357.59 lacs on the sub standard assets and additional provision amounting to ₹ 2119.87 lacs on standard asset (downgraded to sub standard asset during the year).

** Includes additional provision amounting to ₹ 678.64 lacs on standard asset (downgraded to sub standard asset during the year).

Disclosures required pursuant to Reserve Bank of India notification Ref. No. DNBS(PD) CC No. 043/03.10.119/2015-16 dated July 1, 2015

I. Capital

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(i) CRAR (%)	21.77%	23.71%
(ii) CRAR - Tier I Capital (%)	21.04%	22.65%
(iii) CRAR - Tier II Capital (%)	0.73%	1.06%
(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, 2016	As at March 31, 2015
1. Value of Investments		
(i) Gross Value of Investments		
(a) In India	30,469.89	40,969.89
(b) Outside India,	-	-
(ii) Provisions for Depreciation		
(a) In India	6,979.72	6,979.72
(b) Outside India,	-	-
(iii) Net Value of Investments		
(a) In India	23,490.17	33,990.17
(b) Outside India,	-	-
2. Movement of provisions held towards depreciation on investments		
(i) Opening balance	6,979.72	867.58
(ii) Add : Provisions made during the year	-	6,112.14
(iii) Less : Write-off / write-back of excess provisions during the year	-	-
(iv) Closing balance	6,979.72	6,979.72

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

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(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 as well as in previous year ended March 31, 2015.

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	42,549.54	42,549.54
(ii) Marked to Market Positions [1]		
Asset (+)	Nil	Nil
Liability (-)	144.89	369.64
(iii) Credit Exposure [2]	Nil	Nil
(iv) Unhedged Exposures	254.68	Nil

V. Disclosures relating to securitisation

The Company does not have any securitised assets as at March 31, 2016 as well as in previous year ended 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 previous year as well as in previous year ended March 31, 2015.

VII. Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at March 31,2016.

(₹ 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	-	-	3,040.83	9,435.15	91,799.24	1,14,875.37	1,00,808.41	1,34,218.38	4,54,177.38
Market Borrowings	-	47,500.00	20,045.00	45.00	22,252.75	27,461.20	36,538.25	33,979.50	1,87,821.70
ECB loans	1,037.34	-	479.48	1,516.83	3,033.65	12,134.62	12,134.62	12,213.00	42,549.54
Total	1,037.34	47,500.00	23,565.31	10,996.98	1,17,085.64	1,54,471.19	1,49,481.28	1,80,410.88	6,84,548.62
Assets									
Receivables under financing activity (net)	5,414.08	64.67	723.09	8,478.86	26,023.28	1,47,688.47	1,34,955.94	5,18,045.01	8,41,393.40
Investment (net)	-	-	-	10,000.00	-	-	-	13,490.17	23,490.17
Total	5,414.08	64.67	723.09	18,478.86	26,023.28	1,47,688.47	1,34,955.94	5,31,535.18	8,64,883.57

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, 2016 as well as in previous year ended March 31, 2015.

IX. Exposure to Capital Market

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(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/Bonds BWR AA (Stable), CRISIL A+ (Stable), ICRA A+ (Positive), CARE A+
 Bank limits (rated on short term scale) ICRA A1+ CRISIL A+ (Stable)
 Commercial Paper Programme CRISIL A1+
- (c) No penalties have been levied by any regulator during the year as well as in previous year ended March 31, 2015.

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, 2016	As at March 31, 2015
Provisions for depreciation on Investment	-	6,112.14
Provision towards NPA	5,608.30	1,392.02
Provision made towards Income tax	15,439.88	10,134.36
Provision for Standard Assets	1,235.40	3,888.85
Provision for Contingencies	2,675.10	-

XII. Concentration of Deposits, Advances, Exposures and NPAs

(a) Concentration of Advances

(₹ in lacs)

Particulars	As at March 31, 2016
Total Advances to twenty largest borrowers	4,32,010.73
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	50.65

(b) Concentration of Exposures

(₹ in lacs)

Particulars	As at March 31, 2016
Total Exposure to twenty largest borrowers / customers	4,32,010.73
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the NBFC on borrowers / customers	50.65

(c) Concentration of NPAs

(₹ in lacs)

Particulars	As at March 31, 2016
Total Exposure to top four NPA accounts	28,718.74

(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	3.40%
(iv)	Services	-
(v)	Unsecured personal loans	-
(vi)	Auto loans	-
(vii)	Other personal loans	-

XIII. Movement of NPAs

(₹ in lacs)

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Net NPAs to Net Advances (%)	2.35%	1.00%
(ii) Movement of NPAs (Gross)		
(a) Opening balance	8,159.56	428.58
(b) Additions during the year	21,211.74	7,730.98
(c) Reductions during the year	-	-
(d) Closing balance	29,371.30	8,159.56
(iii) Movement of Net NPAs		
(a) Opening balance	6,338.96	-
(b) Additions during the year	13,698.33	6,338.96
(c) Reductions during the year	-	-
(d) Closing balance	20,037.29	6,338.96
(iv) Movement of provisions for NPAs (excluding provisions on standard assets)		
(a) Opening balance	1,820.60	428.58
(b) Provisions made during the year	7,513.41	1,392.02
(c) Write-off / write-back of excess provisions	-	-
(d) Closing balance	9,334.01	1,820.60

XIV. Disclosure of Complaints

(a) Customer Complaints *

Particulars	As at March 31, 2016
(a) No. of complaints pending at the beginning of the year	Nil
(b) No. of complaints received during the year	569
(c) No. of complaints redressed during the year	569
(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
Managing Director and CEO
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 : 12th May, 2016

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India
Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374
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
10th Annual General Meeting - 28th September 2016

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 10th annual general meeting of the company, to be held on **Wednesday, 28th September 2016 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** 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 2016
2.	Declaration of dividend for FY 2015-16
3.	Re-appointment of Shri Ajit Kumar (DIN : 06518591) 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 Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company
6.	Appointment of Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company

Signed this day of 2016

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp not
less than
Re. 0.15

Note:

The instrument of Proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 10th Annual General Meeting.

It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

(A subsidiary of PTC India Limited)

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

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374

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

ATTENDANCE SLIP

10TH ANNUAL GENERAL MEETING- 28TH SEPTEMBER 2016

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 10th Annual General Meeting of the Company to be held on Wednesday, 28th September, 2016 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.

.....
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

CIN: L65999DL2006PLC153373

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

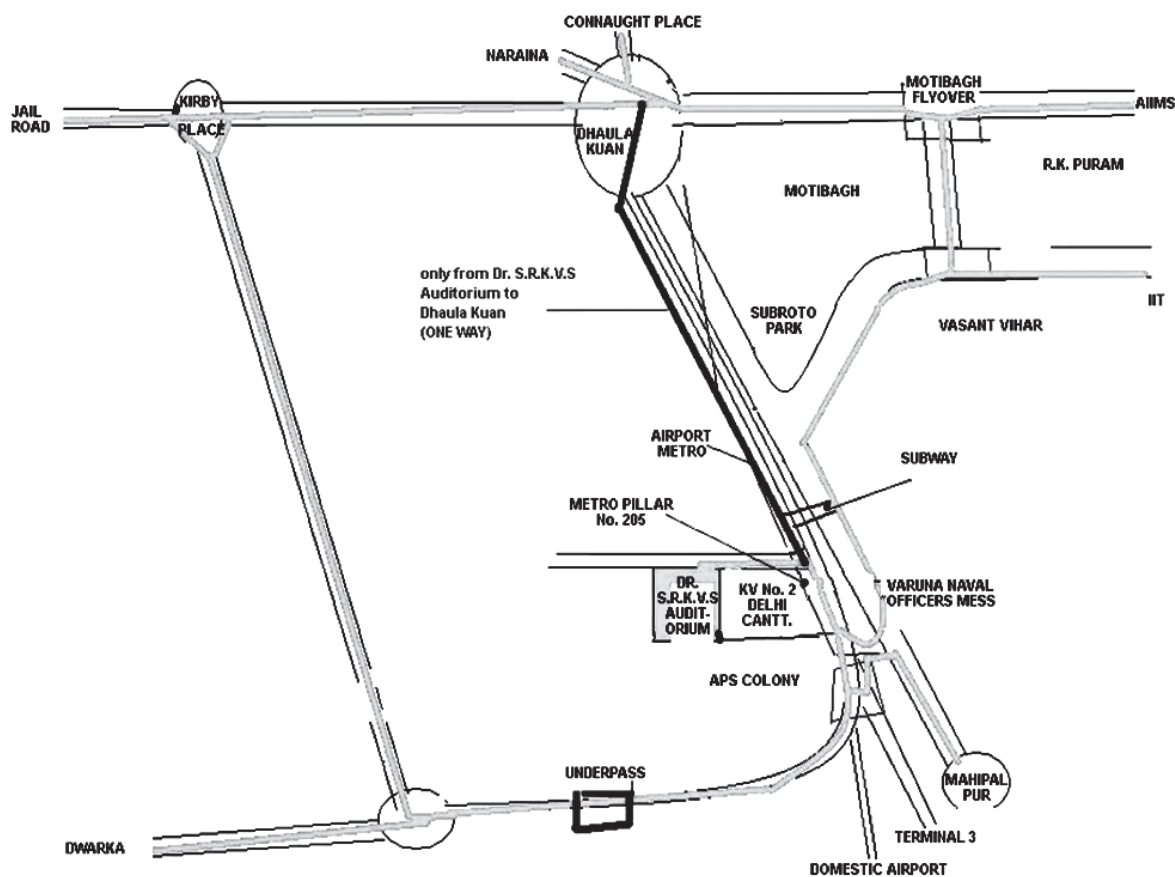
Signature of 2nd holder

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



This image shows a full page of blank white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page, providing a template for writing or drawing. There are no margins, text, or other markings present.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



PTC INDIA FINANCIAL SERVICES LIMITED

(A Subsidiary of PTC India Limited)

CIN: L65999DL2006PLC153373

Regd. Office: 7th Floor, Telephone Exchange Building

8 Bhikaji Cama Place, New Delhi - 110 066

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