

PFC CONSULTING LTD.

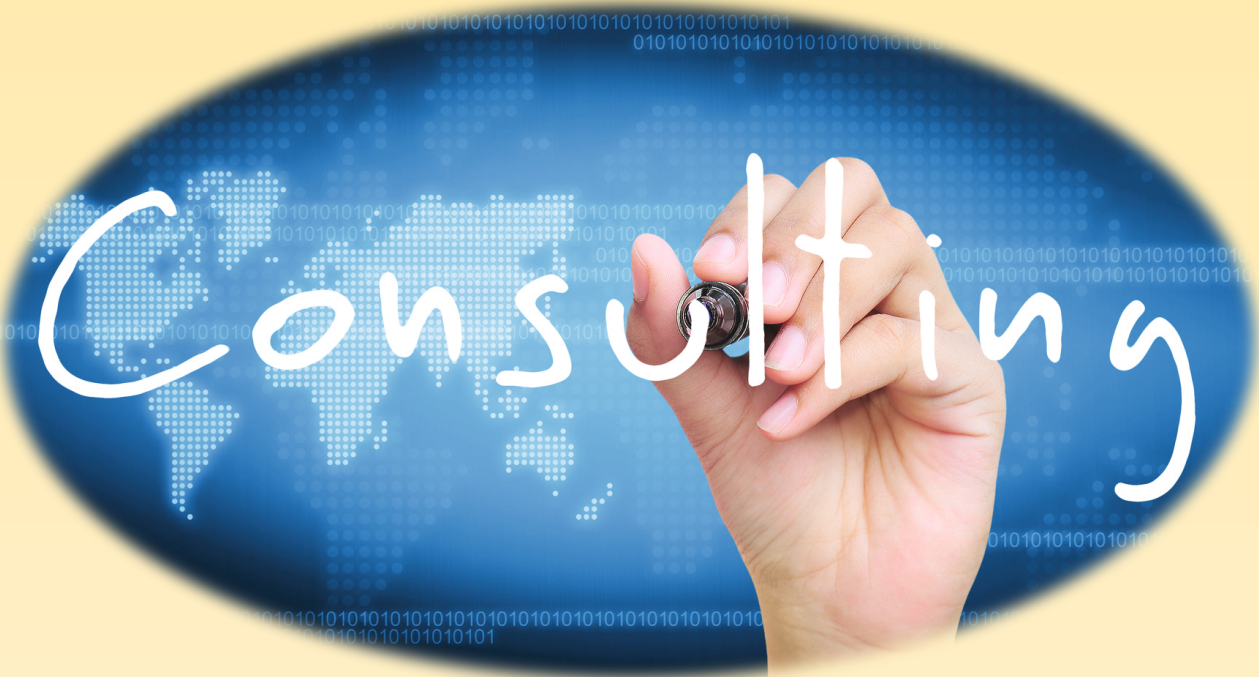
(A wholly owned subsidiary of Power Finance Corporation Ltd.)

9th ANNUAL REPORT 2016-17



VISION

To become the leading advisor and partner of choice in the Power and Infrastructure sectors.



MISSION

To achieve the highest standards in end to end consulting solutions, consistent with long term interests of power and infrastructure sectors, by harnessing intellectual capabilities and nurturing the best minds within the organization.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Rajeev Sharma	Chairman
Shri D. Ravi	Director
Shri C. Gangopadhyay	Director
Shri N. B. Gupta	Director

CHIEF EXECUTIVE OFFICER

Shri Subir Mulchandani

COMPANY SECRETARY

Ms. Rachna Gupta Singh

SUBSIDIARIES

Tanda Transmission Company Limited
Ballabgarh-GN Transmission Company Limited
Mohindergarh-Bhiwani Transmission Limited
South-Central East Delhi Power Transmission Limited
Fatehgarh-Bhadla Transmission Limited
Bijawar-Vidarbha Transmission Limited
Shongtong Karcham-Wangtoo Transmission Limited
Goa-Tamnar Transmission Project Limited

STATUTORY AUDITORS

M/s. Khanna & Annadhanam, Chartered Accountants

BANKERS

Yes Bank Ltd.
State Bank of India Ltd.
The Ratnakar Bank Ltd.
State Bank of Hyderabad
Allahabad Bank
Punjab National Bank
Dena Bank
HDFC Bank Ltd.
ICICI Bank Ltd.
Kotak Mahindra Bank Ltd.
IDFC Bank Ltd.

REGISTERED OFFICE

First Floor, Urjanidhi, 1,
Barakhamba Lane,
Connaught Place,
New Delhi-110001.
Tel. 011-23456000

CORPORATE OFFICE

9th Floor ('A' Wing)
Statesman House Building
Barakhamba Road,
Connaught Place,
New Delhi - 110 001.
Tel: 011-23443900
Fax: 011-23443990

WEBSITE:

www.pfclindia.com

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

LETTER TO SHAREHOLDERS**Dear Members,**

It gives me great pleasure in welcoming you all to the 9th Annual General Meeting of your Company.

THE ECONOMY

The Government of India has initiated various structural reforms to improve the ease of doing business. The recent structural reform initiatives include labour reforms, measures to increase FDI into India, Make in India, Digital India, development of Smart cities, Power for All, reforms to promote energy, coal and mining and introduction of Goods and Services Tax (GST), some of which are underway.

As per the Budget 2017-18, the agenda set for FY 2017-18 is transform, energise and clean India. The government has made a strong commitment to decarbonise the Indian energy sector. The government further aims to take the power connectivity to all the household levels. In parallel, to ensure a smooth integration of renewable energy to the grid, the government is also working towards the 'green corridors' initiative.

OVERVIEW OF POWER SECTOR

- **Generation:** Power sector in India is growing at rapid pace. During the current year 2017-18 (Upto 31.07.2017), the Peak Demand is about 159.8 GW and the Installed Capacity is 330.2 GW with generation mix of Thermal (66.8%), Hydro (13.5%), Renewable (17.7%) and Nuclear (2.1%).
- **Transmission:** High Capacity Power Transmission Corridors (HCPTCs) have been implemented to meet bulk power evacuation requirement of various Independent Power Producers (IPPs) mainly coming up in resource rich and coastal areas such as Chhattisgarh, Odisha, Madhya Pradesh, Sikkim, Jharkhand, Tamil Nadu and Andhra Pradesh. Implementation of these corridors has been taken up in a phased manner matching with generation projects. The total inter-regional transmission capacity (220kV and above) of country has been enhanced from 27,150 MW to 75,050 MW from XIth to XIIth plan.
- **Distribution:** Distribution is the most important link in the entire power sector value chain. As the only interface between utilities and consumers, it is the cash register for the entire sector. Government of India provides assistance to states through various Central Sector/ centrally sponsored schemes like Integrated Power Development Scheme (IPDS), Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) etc. for improving the distribution sector.

PERFORMANCE HIGHLIGHTS

During the financial year under review, the total income of the Company has increased from ₹ 73.55 Crore to ₹ 120.67 Crore showing an increase of 64.06%. During the year, the Company has earned other income of ₹ 17.21 Crore which includes interest on deposit of surplus funds with banks amounting to ₹ 16.76 Crore. The Profit after Tax also increased from ₹ 37.06 Crore in the previous financial year to ₹ 57.85 Crore in the current financial year showing an increase of 56.10%.

OPERATIONAL HIGHLIGHTS**Consultancy Assignments**

Your Company is continuously endeavoring to keep being identified as one of the premier consulting organizations in the Power Sector. The Client base includes Public i.e. State/Central owned Power Sector Utilities (SPSUs/CPSUs) as well as Private entities (IPPs), State Electricity Regulatory Commissions and State Governments.

PFCCL has worked on over 105 assignments for 59 Clients spread across 23 States/UTs of India namely Arunachal Pradesh, Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Haryana, Himachal Pradesh, Jammu & Kashmir, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Meghalaya, Odisha, Puducherry, Punjab, Rajasthan, Tripura, Telangana, Uttar Pradesh and West Bengal.

Ultra Mega Power Projects (UMPPs)

Government of India through Ministry of Power launched the initiative of Ultra Mega Power Projects (UMPPs) with a capacity of about 4,000 MW based on supercritical technology (both pit head and imported coal based) in November 2005 with the objective to develop large capacity power projects in India. Power Finance Corporation Ltd (PFC) has been appointed as the Nodal Agency for development of these projects. PFC has authorized your Company to undertake the entire work of UMPPs.

So far fifteen (15) UMPPs have been identified to be located in the States of Andhra Pradesh, Bihar, Chhattisgarh, Gujarat (2), Jharkhand (2), Karnataka, Madhya Pradesh, Maharashtra, Odisha (3) Tamil Nadu (2) and Uttar Pradesh.

Till date, PFC has incorporated nineteen (19) Special Purpose Vehicles (SPVs) which were established by the Company for project development activities of UMPPs. Out of these, fourteen (14) SPVs (Operating SPVs) were incorporated to undertake preliminary site investigation activities necessary for conducting the bidding process for the projects. These SPVs shall be transferred to successful bidder(s) selected through Tariff Based International Competitive Bidding Process for implementation and operation. Five (5) additional SPVs were incorporated by PFC for holding the land/land for coal blocks/port. These SPVs would be transferred to the respective procurers of power from these projects.

It was decided to close the Chhattisgarh UMPP as Government of Chhattisgarh had informed that they are not keen to set up UMPP at present due to surplus power in the state. The process for closing the SPV for the UMPP has been initiated.

Your Company is assisting the Ministry of Power (MoP) and the Expert Committee constituted by MoP in examining the Model Bidding Documents (MBDs) as well as the erstwhile SBDs documents and revising the same. The Expert Committee has submitted its reports and revised Standard Bidding Documents for Ultra Mega Power Projects. These documents have undergone extensive consultation with all stakeholders and are under finalization.

Independent Transmission Projects (ITPs)

Since the date of last Directors' Report, Ministry of Power has appointed your Company as Bid Process Coordinator (BPC) for four (4) new Independent Transmission Projects to be implemented through Tariff Based Competitive Bidding Process. Your Company has incorporated four (4) SPVs as its wholly owned subsidiaries for these projects as per following details:

SI.No	Project Name	Name of SPV	Date of Incorporation
1	Transmission system for Ultra Mega Solar Park in Fatehgarh, Distt. Jaisalmer Rajasthan	Fatehgarh-Bhadla Transmission Ltd.	30.12.2016
2	Connectivity and Long Term Access (LTA) to HPPCL 450 MW from Shongtong Karcham HEP	Shongtong Karcham-Wangtoo Transmission Ltd.	13.01.2017
3	Connectivity System for Lanco Vidarbha Thermal Power Pvt. Ltd. (LVTPL) and Inter State Transmission system strengthening in Chhatarpur area in Madhya Pradesh	Bijawar-Vidarbha Transmission Ltd.	13.01.2017
4	Additional 400kV feed to Goa and Additional System for Power Evacuation from Generation Projects pooled at Raigarh (Tamnar) Pool	Goa-Tamnar Transmission Project Ltd.	16.01.2017

Since the date of last Directors' Report, the Company has transferred two (02) of its wholly owned subsidiaries as per the details given below:

SI.No	Name of SPV	Successful Bidder	Date of Transfer
1.	Medinipur-Jeerat Transmission Ltd.	Power Grid Corporation of India Limited	28.03.2017
2.	Kohima-Mariani Transmission Ltd.	Kalpataru Power Transmission Limited	31.03.2017

Thus, during the Financial Year 2016-17, Company has transferred five (05) of its wholly owned subsidiaries. Further, as on date, Company is having eight (8) wholly owned subsidiaries.

CORPORATE SOCIAL RESPONSIBILITY

The aim of the Corporate Social Responsibility Policy (CSR Policy) of PFCCL is to ensure that the Company becomes a socially responsible corporate entity committed to improving the quality of life of the society at large. During the Financial Year 2016-17, your Company has identified projects of ₹ 0.88 Crore and disbursed ₹ 1.24 Crore, including unspent amount of previous years, towards following projects:

- Contribution to Swacch Bharat Kosh set up by the Central Government
- Installation of Solar Photo Voltaic Power Pack for development of the tribal villages of patalkot area of distt. Chhindwara, Madhya Pradesh
- Supply, Installation & Commissioning of LED based Solar Street lighting system in villages of Arunachal Pradesh upto 303 units

CORPORATE GOVERNANCE

Your Company firmly believes that good Corporate Governance generate value on a sustainable basis for the stakeholder. Concept of Corporate Governance ensures values, ethical business conduct, transparency, disclosures as per laws, rules and guidelines. PFCCL is committed to observe Corporate Governance practices at different levels to achieve its objectives. Through the Governance mechanism in the Company the Board along with its Committee undertakes its fiduciary responsibilities to its stakeholders by ensuring transparency, fairplay and independence in its decision making.

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Department of Public Enterprises. The Report on Corporate Governance as stipulated under the DPE Guidelines forms an integral part of this report.

ACKNOWLEDGEMENTS

I would like to place on record my sincere thanks to the Board of Directors, shareholders and valued clients for reposing faith in the Company.

I take this opportunity to put on record my gratitude to the Central Government, various State Governments and their respective agencies for the assistance, co-operation and encouragement they extended to the Company. I am also thankful to Comptroller & Auditor General of India, Ministry of Power, Government of India, Statutory Auditors, Bankers and Power Finance Corporation Limited (Holding Company) for their unstinted co-operation and support. I must also thank all the motivated and highly committed workforce for their contribution towards the success of the Company.



(Rajeev Sharma)
Chairman
DIN No. 00973413

PFC CONSULTING LIMITED

(A wholly owned subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

Regd. Office: First Floor, Urjanidhi, 1-Barakhamba lane, Connaught Place, New Delhi – 110001.

NOTICE

Notice is hereby given that the 9th Annual General Meeting of PFC Consulting Limited will be held on **Monday, the 18th day of September, 2017 at 11:30 A.M.** at Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi - 110001, to transact the following business(s):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, along with the Auditor's Report and Directors' Report thereon.
2. To declare a Final Dividend on Equity Shares of the Company for the Financial Year 2016-17.
3. To appoint a Director in place of Shri D. Ravi (DIN 00038452), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 142(1) of the Companies Act, 2013 and 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 the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed/to be appointed by Comptroller and Auditor General of India for the Financial Year 2017-18, as may be deemed fit by the Board."

SPECIAL BUSINESS:

5. To appoint Shri Rajeev Sharma (DIN 00973413) as Director of the Company and 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 in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri Rajeev Sharma (DIN 00973413) who was appointed as an Additional Director and designated as Chairman w.e.f. 1st October, 2016 and who hold office upto the date of ensuing Annual General Meeting, being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To appoint Shri C.Gangopadhyay (DIN 02271398) as Director of the Company and 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 in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri C. Gangopadhyay (DIN 02271398), who was appointed as an Additional Director w.e.f. 25th January, 2017 and who hold office upto the date of ensuing Annual General Meeting, being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To appoint Shri N.B.Gupta (DIN 00530741) as Director of the Company and 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 in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri N.B.Gupta (DIN 00530741), who was appointed as an Additional Director w.e.f. 24th August, 2017 and who hold office upto the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors
For PFC Consulting Limited**



**(Rachna Gupta Singh)
Company Secretary
FCS No. 8471**

Date: 25th August, 2017

Place: New Delhi

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No(s). 5, 6 & 7 of the Notice is annexed hereto. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking appointment/re-appointment as Director under item No(s). 3, 5, 6 & 7 of the Notice are also annexed.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote instead of him/her and such proxy need not be a member of the Company.** Pursuant to the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxy form duly completed must be deposited at the registered office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed. Proxy so appointed shall not have any right to speak at the meeting.
3. The Final Dividend of ₹3586 per equity share, as recommended by the Board of Directors of the Company, subject to provisions of the Companies Act, if approved by the members at the Annual General Meeting, will be paid to Power Finance Corporation Ltd. (Holding Company).
4. In accordance with the Notification No. 1/2/2014-CL.V dated 5th June, 2015 issued by Ministry of Corporate Affairs, the provisions of Section 123 (4) of the Companies Act, 2013 regarding depositing of dividend in a scheduled bank in a separate account within five days from the date of declaration of such dividend shall not apply to a Government Company in which the entire paid up share capital is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments or by one or more Government Company. Hence, PFCL is not required to open a separate account for payment of dividend.
5. All relevant documents referred to in the accompanying notice and Statutory Registers will be open for inspection by Members at the venue of AGM.
6. Pursuant to Section 139(5) of Companies Act, 2013 the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) within a period of 180 days from the commencement of the financial year and in terms of section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting. The members may authorize the Board of Directors of the Company to fix an appropriate remuneration of auditors appointed by the Comptroller and Auditor General of India for the Financial Year 2017-18.
7. The Annual Report along with the Notice of Annual General Meeting is available on the Company’s website **www.pfclindia.com**.
8. The route map showing directions to reach the venue of the 9th AGM is annexed.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 5

Power Finance Corporation Limited (PFC), the Holding Company, nominated Shri Rajeev Sharma, CMD, PFC as Director of the Company in place of Shri M.K.Goel. Accordingly, Shri Rajeev Sharma was inducted on the Board as Additional Director w.e.f. 1st October, 2016 and designated as Chairman of the Company.

Pursuant to the provision of Section 161(1) and other applicable provisions of the Companies Act, 2013, Shri Rajeev Sharma will hold office till the date of ensuing Annual General Meeting. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Your Directors recommend the resolution as contained in Item No. 5 of the Notice for approval of the members.

Shri Rajeev Sharma is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned/interested in the proposed resolution.

Item No. 6

Power Finance Corporation Limited (PFC), the Holding Company, nominated Shri C.Gangopadhyay, Director (Projects), PFC as Director of the Company in place of Shri A.K. Agarwal. Accordingly, Shri C.Gangopadhyay was inducted on the Board as Additional Director w.e.f. 25th January, 2017.

Pursuant to the provision of Section 161(1) and other applicable provisions of the Companies Act, 2013, Shri C.Gangopadhyay will hold office till the date of ensuing Annual General Meeting. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Your Directors recommend the resolution as contained in Item No. 6 of the Notice for approval of the members.

Shri C.Gangopadhyay is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned/interested in the proposed resolution.

Item No. 7

Pursuant to the Office Order No. 241/2017 dated 18th August, 2017 issued by HR Unit of PFC, Shri N.B.Gupta has assumed the charge of Director (Finance), PFC w.e.f. 18th August, 2017 (Forenoon). Accordingly, Shri N.B.Gupta was inducted on the Board as Additional Director w.e.f. 24th August, 2017.

Pursuant to the provision of Section 161(1) and other applicable provisions of the Companies Act 2013, Shri N.B.Gupta will hold office till the date of ensuing Annual General Meeting. The Compliance with respect to the provisions of section 160 of the Companies Act 2013 will be made for the appointment of Shri N.B.Gupta as Director of the company.

Your Directors recommend the resolution as contained in Item No. 7 of the Notice for approval of the members.

Shri N.B.Gupta is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned/interested in the proposed resolution.

**By order of the Board of Directors
For PFC Consulting Limited**



**(Rachna Gupta Singh)
Company Secretary
FCS No. 8471**

Date: 25th August, 2017
Place: New Delhi

**DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE- APPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING OF PFC CONSULTING
LIMITED**

Name of Director	Shri Rajeev Sharma	Shri C.Gangopadhyay	Shri D. Ravi	Shri N.B.Gupta
Date of Birth	01.06.1960	03.04.1959	24.05.1958	11.06.1960
Date of Appointment	01.10.2016	25.01.2017	01.12.2015	24.08.2017
Relationship with Directors	None	None	None	None
Qualification	<ul style="list-style-type: none"> • B.Tech (Electrical) • Master's Degree in Business Administration • Master's Degree in Engineering 	<ul style="list-style-type: none"> • B.Tech • MBA 	B.E. (Electrical Engineering)	<ul style="list-style-type: none"> • B.Sc • Chartered Accountant
Experience	<p>Shri Rajeev Sharma has more than 32 years of varied power sector experience. He has more than 21 years' experience of power sector policy making, initiating & implementing reform measures and project implementation at premier organizations like Central Electricity Authority (CEA), Ministry of Power (MoP), Power Grid Corporation of India Ltd. and Rural Electrification Corporation Ltd. (REC). He is considered the architect of Government's flagship schemes like Deen Dayal Upadhyaya Gram Jyoti Yojana, Rajiv Gandhi Grameen Vidyutikaran Yojana and Restructured Accelerated Power Development and Reforms Programme (R-APDRP). Further, he has more than 12 years' experience of financing power sector and implementing key power sector reforms, which includes almost 9 years of Board level experience at leading Navratna Companies i.e. PFC and REC.</p> <p>Presently, Shri Rajeev Sharma is Chairman & Managing Director, PFC.</p>	<p>Shri C. Gangopadhyay has more than 36 years of experience in power sector, serving organizations like NTPC, PFC (including PFCCL). He has been with PFC for more than 28 years and has handled project appraisal, UMPPs & ITPs, equity & financial products and power sector consultancy. He has also served as CEO of PFC Consulting Ltd.</p> <p>Presently, Shri C. Gangopadhyay is Director (Projects), PFC.</p>	<p>Shri D. Ravi has more than 36 years of experience in power sector and carries with him rich experience in the field of Project & Entity Appraisal, Legal & Documentation, Technology & System Development, IT implementation etc.</p> <p>Presently, Shri D. Ravi is Director (Commercial), PFC.</p>	<p>Shri Naveen Bhusan Gupta took over as Director (Finance) of Power Finance Corporation Limited on 18th August, 2017. He joined PFC in September, 2005 and before his appointment to the post of Director (Finance), he has been working as Executive Director (Finance) in PFC. He is a member of the Institute of Chartered Accountants of India. He has more than 30 years of experience in power sector. Before joining PFC, he served in various capacities in NHPC and Power Grid Corporation of India Ltd also. He carries with him rich experience in the fields of Fund Management, International Finance, Internal Audit, Accounts finalization, Lending Policies, Resource Mobilisation etc.</p>

Directorships in other companies	<ul style="list-style-type: none"> Power Finance Corporation Ltd. PFC Capital Advisory Services Ltd. PFC Green Energy Ltd. 	<ul style="list-style-type: none"> Power Finance Corporation Ltd. PFC Capital Advisory Services Ltd. PFC Green Energy Ltd. Power Equity Capital Advisors Private Ltd. PTC India Ltd. Orissa Integrated Power Ltd. Tatiya Andhra Mega Power Ltd. Chhattisgarh Surguja Power Ltd. 	<ul style="list-style-type: none"> Power Finance Corporation Ltd. PFC Green Energy Ltd. PFC Capital Advisory Services Ltd. Power Equity Capital Advisors Private Ltd. Coastal Karnataka Power Ltd. Ghogarpalli Integrated Power Company Ltd. Sakhigopal Integrated Power Company Ltd. Jharkhand Infrapower Ltd. 	<ul style="list-style-type: none"> Power Finance Corporation Limited Deoghar Mega Power Limited Bihar Infrapower Power Limited Deoghar Infra Limited Bihar Mega Power Limited
Chairman/ Membership of Committees across all public companies	<p>Power Finance Corporation Limited</p> <ul style="list-style-type: none"> Chairman, Loan Committee Chairman, Committee of Functional Directors Chairman, Committee of Directors for Investment in IPO of Central Power Sector Undertakings <p>PFC Consulting Limited Chairman, CSR Committee</p>	<p>Power Finance Corporation Limited</p> <ul style="list-style-type: none"> Member, Audit Committee Member, Nomination and Remuneration Committee Member, HR Committee Member, Loan Committee Member, Committee of Functional Directors Member, Committee of Directors for Investment in IPO of Central Power Sector Undertakings Member, CSR & Sustainable Development Committee Member, Stakeholders Relationship and Shareholders'/ Investors' Grievance Committee Member, Risk Management Committee <p>PFC Green Energy Limited</p> <ul style="list-style-type: none"> Member, Audit Committee Member, CSR Committee Member, Nomination and Remuneration Committee Member, Risk Management Committee <p>PFC Consulting Limited Member, CSR Committee</p>	<p>Power Finance Corporation Limited</p> <ul style="list-style-type: none"> Member, Audit Committee Member, Nomination & Remuneration Committee Member, CSR & Sustainable Development Committee Member, HR Committee Member, Loans Committee Member, Committee of Functional Directors Member, Committee of Directors for Investment in IPO of Central Power Sector Undertakings <p>PFC Green Energy Limited</p> <ul style="list-style-type: none"> Member, Audit Committee Member, CSR Committee Member, Nomination and Remuneration Committee Member, Risk Management Committee <p>PFC Consulting Limited Member, CSR Committee</p>	<p>Power Finance Corporation Limited Member, Stakeholders Relationship and Shareholders'/ Investors' Grievance Committee</p>
Number of Shares held in the Company as on 31st March 2017	None	100 Equity Shares*	100 Equity Shares*	None

*Nominee of Power Finance Corporation Limited

For detail regarding number of meetings of the board attended during the year in respect of abovementioned Directors, please refer to the Directors' Report.

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

DIRECTORS' REPORT 2016-17

To

The Members,

The Directors have pleasure in presenting the 9th Annual Report on the performance of your Company for the Financial Year ended 31st March, 2017 together with Audited Financial Statements and Auditor's Report thereon.

1. FINANCIAL HIGHLIGHTS

(Figures in ₹ Lakh)

Sl. No.	Particulars	2016-17	2015-16	% Change
1.	Total Income	12,067.07	7,355.25	64.06 ↑
2.	Total Expenditure	3,212.08	1,645.39	95.22 ↑
3.	Profit Before Tax	8,854.99	5,709.86	55.08 ↑
4.	Provision for Tax			
	- Current Tax	3,409.94	1,994.88	--
	- Deferred Tax	(313.06)	9.24	--
5.	Profit After Tax	5,784.84	3,705.75	56.10 ↑
6.	Profit brought forward from previous years	18,808.89	15,103.14	--
7.	Accumulated Profit carried to Balance Sheet	24,593.72	18,808.89	--

2. FINANCIAL PERFORMANCE**a) Revenue**

During the financial year under review, the total income of the Company has increased from ₹ 7,355.25 Lakh to ₹ 12,067.07 Lakh showing an increase of 64.06%. During the year, the Company has earned other income of ₹ 1,720.59 Lakh which includes interest on deposit of surplus funds with banks amounting to ₹ 1,676.46 Lakh and interest on loans to Subsidiary Companies amounting to ₹ 44.00 Lakh.

b) Expenses

During the Financial Year 2016-17, the Company had incurred total expenditure of ₹ 3,212.08 Lakh as against the total expenditure of ₹ 1,645.39 Lakh incurred last year showing an increase of 95.22%.

c) Profit

During the financial year 2016-17, your Company earned Profit before Tax of ₹ 8,854.99 Lakh as compared to ₹ 5,709.86 Lakh for the financial year 2015-16 showing an increase of 55.08%. The Profit after Tax also increased by 56.10% from ₹ 3,705.75 Lakh in the previous financial year to ₹ 5,784.84 Lakh in the current financial year.

d) Dividend

Your Directors are pleased to recommend the maiden dividend of ₹ 3586 per equity share for the Financial Year 2016-17, in compliance with the provisions of Guidelines for Capital Restructuring of Central Public Sector Enterprises (CPSE) dated 27th May 2016 issued by Deptt. of Investment & Public Asset Management (DIPAM), Govt of India, and the Memorandum of Understanding signed

with the Holding Company, Power Finance Corporation Ltd.

The final dividend on equity shares, if approved by the members, would involve a cash outflow of ₹ 17.93 Crores excluding dividend tax. The final dividend will be paid after your approval at the Annual General Meeting.

e) Share Capital

The paid-up share capital of the Company is ₹ 5, 00,000/- (Rupees Five Lakh) comprising of 50,000 equity shares of ₹ 10/- each. The entire paid up share capital of the Company is held by Power Finance Corporation Limited (PFC) and its nominees.

3. OPERATIONAL HIGHLIGHTS

Your Company has been established to provide Consultancy Services in Power Sector including development of Ultra Mega Power Projects (UMPPs) and Independent Transmission Projects (ITPs). The operational highlights of PFCCL for the year under review are as follows:

(i) PFCCL was awarded assignments for providing assistance as Project Management Agency (PMA) for Integrated Power Development Scheme (IPDS), of Government of India for the following:

- Eastern Power Distribution Company of A.P. Ltd. (APEPDCL) in five (5) districts of APEPDCL.
- Andhra Pradesh Southern Power Distribution Company Limited (APSPDCL) in Eight (8) districts of APSPDCL.
- Madhya Pradesh Madhya Kshetra Vidyut Company Ltd. (MPMKVVCL) in Eight (8) districts of Gwalior Region of MPMKVVCL.
- West Bengal State Electricity Distribution Company Ltd. (WBSEDCL) in Ten (10) districts of West Bengal.
- CESC Ltd.

The above mentioned assignments are in progress.

(ii) PFCCL was appointed as Consultants for providing assistance for preparation of DPR and PMA services for implementation of Deen Dayal Upadhyay Gram Jyoti Yojna (DDUGJY) for the following:

- Madhya Pradesh Madhya Kshetra Vidyut Company Ltd. (MPMKVVCL) in Eight (8) districts of Gwalior Region of MPMKVVCL.
- West Bengal State Electricity Distribution Company Ltd. (WBSEDCL) in Ten (10) districts of West Bengal.

The above mentioned assignments are in progress.

(iii) PFCCL was appointed as a Bid Process Coordinator for the following Independent Transmission Projects on 15th September, 2016 :-

- Additional 400 kV Feed to Goa and Additional System for Power Evacuation from Generation Projects pooled at Raigarh (Tamnar) Pool.
- Connectivity and Long term access (LTA) to HPPCL 450 MW from Shongtong Karcham HEP.
- Transmission System for Ultra Mega Solar Park in Fatehgarh, Distt. Jaisalmer Rajasthan.
- Connectivity System for Lanco Vidarbha Thermal Power Pvt. Ltd. (LVTPPL) and Inter State Transmission System Strengthening in Chhatarpur area in Madhya Pradesh.

(iv) SPV Fatehgarh-Bhadla Transmission Ltd. was incorporated as a wholly owned subsidiary of PFC Consulting Limited (PFCCL) for the development of the project "Transmission System for Ultra Mega Solar Park in Fatehgarh, Distt. Jaisalmer Rajasthan" on 30th December, 2016. The bidding process for the said SPV is underway.

- (v) SPV Shongtong Karcham-Wangtoo Transmission Ltd. was incorporated as a wholly owned subsidiary of PFC Consulting Limited (PFCCL) for the development of the project "Connectivity and Long term access (LTA) to HPPCL 450 MW from Shongtong Karcham HEP" on 13th January, 2017. The bidding process for the said SPV is underway.
- (vi) SPV Bijawar-Vidarbha Transmission Ltd. was incorporated as a wholly owned subsidiary of PFC Consulting Limited (PFCCL) for the development of the project "Connectivity System for Lanco Vidarbha Thermal Power Pvt. Ltd. (LVTPPL) and Inter State Transmission System Strengthening in Chhatarpur area in Madhya Pradesh" on 13th January, 2017. The RfQ inputs for the said SPV are awaited from CEA.
- (vii) SPV Goa-Tamnar Transmission Project Ltd. was incorporated as a wholly owned subsidiary of PFC Consulting Limited (PFCCL) for the development of the project "Additional 400 kV Feed to Goa and Additional System for Power Evacuation from Generation Projects pooled at Raigarh (Tamnar) Pool" on 16th January, 2017. The bidding process for the said SPV is underway.
- (viii) Medinipur-Jeerat Transmission Limited, an ITP SPV, was transferred to M/s Power Grid Corporation of India Limited, successful bidder identified through competitive bid process on 28th March, 2017.
- (ix) Kohima-Mariani Transmission Limited, an ITP SPV, was transferred to M/s Kalpataru Power Transmission Limited, successful bidder identified through competitive bid process on 31st March, 2017.
- (x) PFCCL was associated in the development of DEEP (Discovery of Efficient Electricity Price) e-bidding Portal, which was launched on 12th April, 2016 by Hon'ble Minister of State (I/C) for Power Coal, NRE and Mines, for procurement of short term power by DISCOMs. During 2016-17, 115562 MW of bidding was conducted by different Utilities in portal, out of which Letter of Award for 64632 MW was issued by different Utilities.
- (xi) PFCCL was also associated in the development of portal for procurement of Medium term power by Distribution Licensee(s), which was launched on 17th August, 2016 by Hon'ble Minister of State (I/C) for Power Coal, NRE and Mines.
- (xii) Odisha Power Transmission Corporation Limited (OPTCL) on 5th December, 2016 has advised PFCCL to assist OPTCL for undertaking various activities for development and implementation of the Smart Grid in Rourkela smart city. PFCCL has appointed a sub consultant and DPR is under preparation. On approval of the DPR by the various stakeholders, the Smart Grid Implementing Agency (SGIA) for implementation of Smart Grid will be selected.
- (xiii) Jharkhand Bijli Vitran Nigam Limited (JBVNL) on 3rd May, 2017 has advised PFCCL for undertaking various activities for development & implementation of Smart Grid in Ranchi City in the State of Jharkhand. The appointment of sub-consultants for preparation of DPR is in progress.
- (xiv) In order to tap the business opportunities in implementation of Smart Grids in various identified Smart Cities and other towns/cities, a MoU was signed with Power Grid Corporation of India Ltd. on 29th May, 2017 for combining the expertise and experience to offer comprehensive consultancy services in implementation of Smart Grid in various States.
- (xv) PFCCL received an assignment from South Delhi Municipal Corporation (SDMC) for assisting them in selection of a developer for setting up and operating a 2000 tonnes per day waste to energy processing plant at Tehkhand, Okhla, Delhi. The bidding process is underway. RFP for the project was issued on 31st July, 2017.
- (xvi) The Guidelines prepared by PFCCL for "Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects" on behalf of Ministry of New and Renewable Energy (MNRE) has been notified in the Gazette on 3rd August, 2017.
- (xvii) Coal India Ltd. (CIL) vide LoA dated 8th August, 2017 has appointed PFCCL as Consultants to review the methodology for auction under Scheme to Harness and Allocate Koyla (Coal) Transparently in India (SHAKTI).

(xviii) In addition to above, PFCCL is assisting the Ministry of Power (MoP) and the Expert Committee constituted by MoP in examining the Model Bidding Documents (MBDs) as well as the erstwhile SBDs documents and revising the same. The Expert Committee has submitted its reports and revised Standard Bidding Documents for Ultra Mega Power Projects. These documents have undergone extensive consultation with all stakeholders and are under finalization.

4. ULTRA MEGA POWER PROJECTS (UMPPs)

Government of India through Ministry of Power launched the initiative of Ultra Mega Power Projects (UMPPs) with a capacity of about 4,000 MW based on supercritical technology (both pit head and imported coal based) in November 2005 with the objective to develop large capacity power projects in India. Power Finance Corporation Ltd (PFC) is the Nodal Agency for development of these projects. PFC has authorized PFC Consulting Ltd. to undertake the entire work of UMPPs.

These UMPPs involve economies of scale based on large generation capacities based at a single location, utilize super critical technology which have higher efficiencies and lower emissions, and potentially have lower tariff costs for electricity generated as a result of these factors and a result of the tariff being based on international competitive bidding processes adopted for the selection of developers.

The CEA is the technical partner for the development of these UMPPs while the MoP is involved as a facilitator.

Fifteen (15) UMPPs have been envisaged to be located at Madhya Pradesh (Sasan), Gujarat (Mundra), Andhra Pradesh (Krishnapatnam), Jharkhand (Tilaiya), Karnataka, Maharashtra (Munge), Tamil Nadu (Cheyyur), Odisha (Sundargarh), Bihar (Banka), Uttar Pradesh, 2 Additional UMPPs in Odisha and 2nd UMPP in Tamil Nadu, Gujarat and Jharkhand (Deoghar).

Till date, nineteen (19) Special Purpose Vehicles (SPVs) were established by the Company for UMPPs. Out of these, fourteen (14) SPVs (Operating SPVs) were incorporated to undertake preliminary site investigation activities necessary for conducting the bidding process for the projects. These SPVs shall be transferred to successful bidder(s) selected through Tariff Based International Competitive Bidding Process for implementation and operation. Five (5) additional SPVs (Infra SPVs) were incorporated for holding the land for power plant and land for coal blocks in case of domestic coal based UMPPs (Odisha, Bihar, Deoghar and Tilaiya UMPPs) and for holding land for power plant/port in case of imported coal based UMPP (Cheyyur UMPP). These SPVs would be transferred to the respective procurers of power from these projects.

Out of these nineteen (19) SPVs, four (4) SPVs have been transferred to the successful bidders as indicated below:

S.No	Name of SPV	Successful Bidder	Date of Transfer
1	Coastal Gujarat Power Ltd.	The Tata Power Company Ltd.	April 22, 2007
2	Sasan Power Ltd.	Reliance Power Ltd.	August 7, 2007
3	Coastal Andhra Power Ltd.	Reliance Power Ltd.	January 29, 2008
4	Jharkhand Integrated Power Ltd.*	Reliance Power Ltd.	August 7, 2009

* Reliance Power Ltd/ Jharkhand Integrated Power Limited (JIPL) has issued Termination Notice of Power Purchase Agreement (PPA) for Tilaiya UMPP on 28th April, 2015. Procurers have decided to accept the termination after which JIPL shall be taken over by Procurers and subsequently transferred to PFC for rebidding.

UMPPs in Progress

Sl. No.	UMPP	Type
1.	Orissa Integrated Power Ltd., Sundergarh UMPP, Odisha	Domestic Coal Based
2.	Sakhigopal Integrated Power Company Ltd., Odisha 1 st Additional UMPP	Domestic Coal Based

3.	Ghogarpalli Integrated Power Company Ltd., Odisha 2 nd Additional UMPP	Domestic Coal Based
4.	Deoghar Mega Power Ltd., Jharkhand 2 nd UMPP	Domestic Coal Based
5.	Bihar Mega Power Ltd., Bihar UMPP	Domestic Coal Based
6.	Uttar Pradesh UMPP	Domestic Coal Based
7.	Coastal Tamil Nadu Power Ltd., Cheyyur UMPP, Tamil Nadu	Imported Coal Based
8.	Coastal Maharashtra Mega Power Ltd., Maharashtra UMPP	Imported Coal Based
9.	Coastal Karnataka Power Ltd., Karnataka UMPP	Imported Coal Based
10.	Gujarat 2 nd UMPP	Imported Coal Based
11.	Tamil Nadu 2 nd UMPP	Imported Coal Based

It was decided to close the Chhattisgarh UMPP as Government of Chhattisgarh had informed that they are not keen to set up UMPP at present due to surplus power in the State. The process for closing the SPV for the UMPP has been initiated.

5. INDEPENDENT TRANSMISSION PROJECTS (ITPs)

In addition to UMPPs, Ministry of Power has also initiated Tariff Based Competitive Bidding Process for development and strengthening of Transmission System with an objective to promote competitive procurement of transmission services and encourage private investments in transmission lines.

Ministry of Power appoints a Bid Process Coordinator (BPC) for each such transmission project. The BPC undertakes preliminary survey work, identification of route, preparation of survey report, initiation of process of land acquisition for sub-stations, if any, initiation of process of seeking forest clearance, if required and bidding process for selection of the developer for the project.

Till date, twenty five (25) Special Purpose Vehicles (SPVs), two (2) by PFC and other twenty three (23) by PFC Consulting Limited were established as wholly owned subsidiaries for ITPs. Out of these twenty five (25) SPVs, Bokaro-Kodarma-Maithon Transmission Company Limited was liquidated in December 2010 and seventeen (17) SPVs were transferred to the successful bidders till date.

Since the date of last Directors' Report, Ministry of Power appointed PFC Consulting Limited as Bid Process Coordinator (BPC) for four new Independent Transmission Projects to be implemented through Tariff Based Competitive Bidding Process. PFC Consulting Limited incorporated four SPVs as its wholly owned subsidiary for these projects and initiated bidding process as per following details:

SI.No	Project Name	Name of SPV	Date of Incorporation
1	Transmission system for Ultra Mega Solar Park in Fatehgarh, Distt. Jaisalmer Rajasthan	Fatehgarh-Bhadla Transmission Ltd	30.12.2016
2	Connectivity and Long Term Access (LTA) to HPPCL 450 MW from Shongtong Karcham HEP	Shongtong Karcham-Wangtoo Transmission Ltd	13.01.2017
3	Connectivity System for Lanco Vidarbha Thermal Power Pvt. Ltd. (LVTPPL) and Inter State Transmission system strengthening in Chhatarpur area in Madhya Pradesh	Bijawar-Vidarbha Transmission Ltd.	13.01.2017
4	Additional 400kV feed to Goa and Additional System for Power Evacuation from Generation Projects pooled at Raigarh (Tamnar) Pool	Goa-Tamnar Transmission Project Ltd.	16.01.2017

Bidding process for Fatehgarh-Bhadla Transmission Ltd. and Shongtong Karcham-Wangtoo Transmission Ltd. have been initiated. The RfQ for the same were re-issued on 11th April, 2017. Last date of bid submission was 18th May, 2017. The response(s) have been received from the bidders.

The evaluation for the same is under progress. Further, the RFP for Goa-Tamnar Transmission Project Ltd. has been issued on 6th June, 2017. For Bijawar-Vidarbha Transmission Ltd., RFQ inputs are awaited from CEA.

Since the date of last Directors’ Report, two (2) SPVs viz. Medinipur-Jeerat Transmission Ltd. and Kohima-Mariani Transmission Ltd. were transferred to successful bidder on 28th March, 2017 and 31st March, 2017 respectively.

The schemes Northern Region System Strengthening Scheme – XXXIII (SPV- Ballabgarh-GN Transmission Company Limited), and Northern Region System Strengthening Scheme-XXXV (SPV-Mohindergarh-Bhiwani Transmission Ltd) have been de-notified from tariff based bidding process. The process has been initiated to liquidate these two SPVs.

Letter of Intent (LOI) was issued to the successful bidders for Tanda Transmission Company Ltd on 9th October, 2015. However, the Standing Committee on Power System Planning of Northern Region has decided to drop the said scheme. Requisite action will be taken for the closure of the SPV.

6. CLIENT BASE

Your company is on its path to become a premier consulting organisation in the Power Sector. The client base includes Public i.e. State/Central Owned Power Sector Utilities (SPSUs/CPSUs) as well as Private entities (IPPs), State Electricity Regulatory Commissions and State Governments. The profile of clients to whom PFCCCL has rendered its services are as follows:

Clients	No.
States Utilities	31
Licensees/ Municipal Bodies/IPPs	10
Public Sector Undertakings	8
State Governments	5
Regulatory Commissions	3
Central Govt. Departments/Ministries	2
Total	59

PFCCCL has worked on over 105 assignments for 59 Clients spread across 23 States/UTs of India namely Arunachal Pradesh, Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Haryana, Himachal Pradesh, Jammu & Kashmir, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Meghalaya, Odisha, Puducherry, Punjab, Rajasthan, Tripura, Telangana, Uttar Pradesh and West Bengal.

The process of winding up of SPV South-Central East Delhi Power Transmission Limited for Package “B” [SOUTH – CENTRAL EAST]/ getting the name struck off from the records of Registrar of Companies, NCT of Delhi & Haryana has been initiated and the process is underway.

7. SUBSIDIARIES

Incorporation of Subsidiary

Since the date of last Directors’ Report, following Four (04) new companies were incorporated as wholly owned subsidiaries of the Company:

- (i) Fatehgarh-Bhadla Transmission Limited (FBTL) for the transmission project “Transmission System for Ultra Mega Solar Park in Fatehgarh, Distt. Jaisalmer Rajasthan”
- (ii) Bijawar-Vidarbha Transmission Limited for the Transmission project “Connectivity System for Lanco Vidarbha Thermal Power Pvt. Ltd. (LVTPPL) and Inter State Transmission System Strengthening in Chhatarpur area in Madhya Pradesh”
- (iii) Shongtong Karcham-Wangtoo Transmission Limited for the Transmission project “Connectivity and Long term access (LTA) to HPPCL 450 MW from Shongtong Karcham HEP”
- (iv) Goa-Tamnar Transmission Project Limited for the Transmission project “Additional 400 kV

Feed to Goa and Additional System for Power Evacuation from Generation Projects pooled at Raigarh (Tamnar) Pool”

Transfer of Subsidiaries

Since the date of last Directors' Report, the Company has transferred two (02) of its wholly owned subsidiaries as per the detail given below:

Sl.No	Name of SPV	Successful Bidder	Date of Transfer
1.	Medinipur-Jeerat Transmission Ltd.	Power Grid Corporation of India Limited	28.03.2017
2.	Kohima-Mariani Transmission Ltd.	Kalpataru Power Transmission Limited	31.03.2017

Thus, during the Financial Year 2016-17, Company has transferred five (05) of its wholly owned subsidiaries.

Further, as on date, Company is having eight (8) wholly owned subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries is attached to the financial statements of the Company in Form AOC-1.

Further, in accordance with provisions of section 136 of the Companies Act 2013, the financial statements of the Company and separate financial statements in respect of subsidiary Companies are available on the website of the Company.

8. MERGER OF PFC CAPITAL ADVISORY SERVICES LTD. (PFCCAS) WITH PFC CONSULTING LTD.

The process of merger of PFC Capital Advisory Services Limited with PFC Consulting Limited is under progress.

9. JOINT VENTURES AND ASSOCIATE COMPANIES

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013.

10. DIRECTORS

Since the date of last Directors' Report, following changes were made in the constitution of the Board of the Company:

- Shri Rajeev Sharma, Chairman & Managing Director, PFC was appointed as Additional Director and designated as Chairman of the Company w.e.f. 1st October, 2016 in place of Shri M.K.Goel.
- Shri C.Gangopadhyay, Director (Projects), PFC was appointed as additional Director of the Company w.e.f. 25th January, 2017 in place of Shri A.K.Agarwal.
- On superannuation from the services of PFC on 31st May, 2017, Shri R. Nagarajan ceased to be the Director of the Company w.e.f. 1st June, 2017.
- Shri N.B. Gupta, Director (Finance), PFC was appointed as additional Director of the Company w.e.f. 24th August, 2017.

Pursuant to the provisions of Section 161(1) of the Companies Act 2013, Shri Rajeev Sharma, Shri C.Gangopadhyay and Shri N.B.Gupta will hold office upto the date of ensuing Annual General Meeting. The Board recommends that Shri Rajeev Sharma, Shri C.Gangopadhyay and Shri N.B.Gupta may be appointed as a Director, liable to retire by rotation.

In accordance with provisions of section 152(6) of the Companies Act, 2013, Shri D.Ravi shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment.

Your Board places on record its deep appreciation for the valuable contribution made by Shri M.K. Goel, Shri R.Nagarajan and Shri A.K.Agarwal during their tenure as Director(s) of the Company.

Consequent to the aforesaid changes, presently the Board of Directors of the Company comprises of the following:

- | | | | |
|----|---------------------|---|---------------------------------------|
| 1. | Shri Rajeev Sharma | : | Chairman / CMD, PFC |
| 2. | Shri D.Ravi | : | Director / Director (Commercial), PFC |
| 3. | Shri C.Gangopadhyay | : | Director / Director (Projects), PFC |
| 4. | Shri N.B.Gupta | : | Director / Director (Finance), PFC |

11. CHANGE IN CHIEF EXECUTIVE OFFICER

During the year under review, Shri Subir Mulchandani has assumed the charge of Chief Executive Officer (CEO) of the Company w.e.f. 1st September, 2016.

12. MEETINGS OF BOARD OF DIRECTORS

Seven (7) Board meetings were held during the financial year 2016-17, as against the requirement of minimum four meetings in a year. The details of Board meetings and the attendance of each Director in said meetings are given below:

Date of Board Meetings	Board of Directors and attendance of each Director					
	Shri M.K. Goel*	Shri R. Nagarajan	Shri A.K. Agarwal**	Shri D. Ravi	Shri Rajeev Sharma#	Shri C. Gangopadhyay##
17.05.2016	Yes	Yes	Yes	Yes	-	-
18.07.2016	Yes	Yes	Yes	Yes	-	-
26.09.2016	Yes	Yes	Yes	Yes	-	-
13.10.2016	-	Yes	Yes	Yes	Yes	-
25.01.2017	-	Yes	-	Yes	Yes	Yes
28.02.2017	-	Yes	-	Yes	Yes	Yes
17.03.2017	-	Yes	-	No	Yes	Yes

* Ceased to be Chairman w.e.f. 30.09.2016

** Ceased to be Director w.e.f. 01.01.2017

Appointed as Chairman w.e.f. 01.10.2016

Appointed as Director w.e.f. 25.01.2017

13. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE OF BOARD OF DIRECTORS

Since the date of last Directors' Report, following changes were made in the constitution of the CSR Committee of Board of Directors of the Company:

- Shri C.Gangopadhyay, Director (Projects), PFC was appointed as member of the Committee w.e.f. 17th March, 2017 in place of Shri A.K.Agarwal.
- On superannuation from the services of PFC on 31st May, 2017, Shri R. Nagarajan ceased to be the Chairman of the Committee w.e.f. 1st June, 2017.
- Shri Rajeev Sharma was appointed as Member and Chairman of the Committee w.e.f. 4th August, 2017.

Consequent to the aforesaid changes, presently the CSR Committee of the Board of Directors of the Company comprises of the following:

- | | | |
|---------------------|---|----------|
| Shri Rajeev Sharma | : | Chairman |
| Shri D. Ravi | : | Member |
| Shri C.Gangopadhyay | : | Member |

During the financial year 2016-17, three (03) meetings of CSR Committee were held. The details of Committee meetings and the attendance of members in said meetings are given below:

SI. No.	Name & Designation of Members	Date of Committee Meetings & attendance of each Member		
		15.07.2016	26.09.2016	17.03.2017
1.	Shri R. Nagarajan, Chairman	Yes	Yes	Yes
2.	Shri A.K. Agarwal, Member*	Yes	Yes	-
3.	Shri D. Ravi, Member	Yes	Yes	No
4.	Shri C.Gangopadhyay, Member#	-	-	Yes

* Ceased to be the Member w.e.f. 01.01.2017

Appointed as Member w.e.f. 17.03.2017

14. HUMAN RESOURCES DEVELOPMENT

The management lays increasing emphasis on Human Resources Development. The employees being the main asset of the Company were continuously trained to keep pace with the fast changing environment by continuously assessing their training needs.

15. AUDITOR'S REPORT

M/s. Khanna & Annadham, Chartered Accountants, was appointed as Statutory Auditors of the Company for the financial year 2016-17 by the Comptroller & Auditor General of India (C&AG). Based on comments received from C&AG, while conducting supplementary audit of the Financial Statements of the Company for the year ended 31st March, 2017, the Statutory Auditors have modified their Independent Auditor's Report dated 23rd May, 2017. The revised Independent Auditor's Report was issued on 12th July, 2017 and forms part of the Annual Report.

Further, there are no adverse comments, observation or reservation in the Auditor's Report on the accounts of the Company.

16. COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL (C&AG) OF INDIA

Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) of the Act of the financial statements of PFC Consulting Limited for the year ended 31st March, 2017.

Further, C&AG vide their letter dated 26th July, 2017 mentioned that on the basis of audit, nothing significant has come to their knowledge which would give rise to any comment or supplement to Statutory Auditor's Report. The comments of C&AG are presented in a separate section forming part of the Annual Report.

17. DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- In the preparation of Annual Accounts for the financial year 2016-17, 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 2016-17 and of the profits 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 provision of this Act and 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;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. MEMORANDUM OF UNDERSTANDING (MoU)

In line with the Guidelines of Department of Public Enterprises (DPE) on Memorandum of Understanding (MoU) for FY 2016-17 & FY 2017-18, your Company has signed MoU with Power Finance Corporation Limited, the Holding Company for the financial year 2016-17 & FY 2017-18 on 19th September, 2016 and 20th June, 2017 respectively.

19. OFFICIAL LANGUAGE

The use of Hindi in Company's official work was emphasized.

20. PUBLIC DEPOSITS

The Company has not accepted any public deposit during the year ended 31st March, 2017 as covered under the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

21. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There are no material changes and commitments affecting financial position of the Company between the end of the financial year and date of Report.

22. PARTICULARS OF EMPLOYEES

The Company is a wholly owned subsidiary of PFC and all the employees working for the Company are the employees of PFC. However, presently all payments related to the employees working for the Company are being made directly by the Company.

No employee in the Company has received remuneration equal to or exceeding the limits prescribed under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Accordingly, no statement containing details of employees is required to be attached.

23. DISCLOSURE ON THE SEXUAL HARRASEMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

The cases of sexual harassment of women at work place are being dealt by the HR, Dept. of Power Finance Corporation Limited, the Holding Company. As such, none of the cases are referred to the Company till date.

24. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were 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-I** in Form AOC-2 and the same forms part of this report.

25. PARTICULARS OF LOANS, INVESTMENT AND GUARANTEE

Particulars of loans, guarantees and investment have been disclosed in the financial statement.

26. EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions under section 92 (3) of Companies Act 2013, extract of Annual Return is given in **Annexure-II** in the prescribed Form MGT-9, which forms part of this report.

27. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-III** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR policy is also available on the website of the Company.

28. RISK MANAGEMENT

The Company actively identifies evolving risks keeping in view its nature of operations and takes timely action to address and manage risks. The Company is also in the process of developing a structured framework namely Risk Management Policy, which would further improve the risk identification and mitigation process of the Company. The framework is being designed in a manner to provide for risk identification, recording, monitoring, reporting, reviewing and mitigation etc.

29. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Department of Public Enterprises. Further, Quarterly Compliance Report on Corporate Governance is also submitted to the Ministry of Power as per the requirements of DPE Corporate Governance Guidelines.

The Report on Corporate Governance as stipulated under the DPE Guidelines forms an integral part of the Annual Report.

30. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under DPE Guidelines, is presented in a separate section forming part of the Annual Report.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO

As the Company's operations do not involve any manufacturing or processing activities, there are no significant particulars relating to conservation of energy, technology absorption, under the Companies (Accounts) Rule, 2014.

The particulars as required under the provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules 2014 in respect of conservation of energy and technology absorption has been furnished in **Annexure-IV**.

32. ACKNOWLEDGEMENT

The Directors put on record their gratitude to the Central Government, various State Governments and their respective agencies for the assistance, co-operation and encouragement they extended to the Company. The Company, in particular, is thankful to the Comptroller & Auditor General of India, the Ministry of Power, Government of India, the Statutory Auditors, Bankers, Power Finance Corporation Limited and the employees for their unstinted co-operation.

For and on behalf of the Board of Directors



(Rajeev Sharma)
Chairman
DIN: 00973413

Place: New Delhi
Date: 25th August, 2017

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: PFC Consulting Limited (PFCCL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2016-17.

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

(a) Name(s) of the related party and nature of relationship:

1)	Power Finance Corporation Limited	:	Holding Company
2)	Tanda Transmission Co. Ltd.	:	Subsidiary Company
3)	Ballabgarh-GN Transmission Co. Ltd.	:	Subsidiary Company
4)	Mohindergarh-Bhiwani Transmission Ltd.	:	Subsidiary Company
5)	South-Central East Delhi Power Transmission Ltd.:	:	Subsidiary Company
6)	Odisha Generation Phase-II Transmission Ltd.	:	Subsidiary Company
7)	Warora-Kurnool Transmission Ltd.	:	Subsidiary Company
8)	Gurgaon-Palwal Transmission Ltd.	:	Subsidiary Company
9)	Medinipur-Jeerat Transmission Ltd.	:	Subsidiary Company
10)	Kohima-Mariani Transmission Ltd.	:	Subsidiary Company
11)	Fatehgarh-Bhadla Transmission Ltd.	:	Subsidiary Company
12)	Shongtong Karcham-Wangtoo Transmission Ltd.:	:	Subsidiary Company
13)	Bijawar-Vidarbha Transmission Ltd.	:	Subsidiary Company
14)	Goa-Tamnar Transmission Project Ltd.	:	Subsidiary Company
15)	Orissa Integrated Power Ltd.	:	Subsidiary of the Holding Company
16)	Coastal Tamil Nadu Power Ltd.	:	Subsidiary of the Holding Company
17)	Chhattisgarh Surguja Power Ltd.	:	Subsidiary of the Holding Company
18)	Deoghar Mega Power Ltd.	:	Subsidiary of the Holding Company
19)	Coastal Maharashtra Mega Power Ltd.	:	Subsidiary of the Holding Company
20)	Cheyur Infra Ltd.	:	Subsidiary of the Holding Company
21)	Odisha Infrapower Ltd.	:	Subsidiary of the Holding Company
22)	Tatiya Andhra Mega Power Ltd.	:	Subsidiary of the Holding Company
23)	Sakhigopal Integrated Power Co. Ltd.	:	Subsidiary of the Holding Company
24)	Ghogarpalli Inegrated Power Co. Ltd.	:	Subsidiary of the Holding Company
25)	Coastal Karnataka Power Ltd.	:	Subsidiary of the Holding Company
26)	Deoghar Infra Ltd.	:	Subsidiary of the Holding Company

- 27) Bihar Infrapower Ltd. : Subsidiary of the Holding Company
28) Bihar Mega Power Ltd. : Subsidiary of the Holding Company
29) Jharkhand Infrapower Ltd. : Subsidiary of the Holding Company

(b) Nature of contracts/arrangements/transactions: Consultancy services by employees

(c) Duration of the contracts/arrangements/transactions: Ongoing

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Cost of Employees working for developing ultra mega power projects and independent transmission projects are charged on cost to company basis/rate, as determined by the company in proportion to the man days (as assessed by the management) spent on the respective projects.

(e) Date(s) of approval by the Board, if any: -

(f) Amount paid as advances, if any: NIL

For and on behalf of the Board of Directors



(Rajeev Sharma)
Chairman
DIN: 00973413

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN:	U74140DL2008GOI175858	
ii)	Registration Date [DDMMYY]	25.03.2008	
iii)	Name of the Company	PFC Consulting Limited	
iv)	Category of the Company [Pl. tick]	1. Public Company ✓	
		2. Private Company	
	Sub Category of the Company [Please tick whichever are applicable]	1. Government Company	✓
		2. Small Company	-
		3. One Person Company	-
		4. Subsidiary of Foreign Company	-
		5. NBFC	-
		6. Guarantee Company	-
		7. Limited by shares	✓
		8. Unlimited Company	-
		9. Company having share capital	✓
10. Company not having share capital		-	
11. Company Registered under Section 8	-		
v)	Address of the Registered office and contact details	First Floor 'Urjanidhi' 1 Barakhamba Lane, Connaught Place New Delhi-110001. Tel: 011-23443900	
vi)	Whether shares listed on recognized Stock Exchange(s)	No	
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA) if any :-	N.A.	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SI.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Consultancy Services	702	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]

SI. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	Power Finance Corporation Limited 'Urjanidhi' 1, Barakhamba Lane, Connaught Place, New Delhi -110001.	L65910DL1986GOI024862	Holding Company	100	2(46)

2	Ballabgarh-GN Transmission Company Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U74999DL2013GOI257470	Subsidiary Company	100	2(87)
3	Tanda Transmission Company Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U74999DL2013GOI257471	Subsidiary Company	100	2(87)
4	Mohindergarh-Bhiwani Transmission Limited First Floor, 'Urjanidhi',1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40106DL2014GOI274558	Subsidiary Company	100	2(87)
5	South-Cental East Delhi Power Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40109DL2015GOI276863	Subsidiary Company	100	2(87)
6	Fatehgarh-Bhadla Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40300DL2016GOI309971	Subsidiary Company	100	2(87)
7	Bijawar-Vidarbha Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40300DL2017GOI310540	Subsidiary Company	100	2(87)
8	Shongtong Karcham-Wangtoo Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40300DL2017GOI310556	Subsidiary Company	100	2(87)
9	Goa-Tamnar Transmission Project Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40106DL2017GOI310611	Subsidiary Company	100	2(87)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual*	0	700	700	1.4	0	700	700	1.4	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	49300	49300	98.6	0	49300	49300	98.6	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	0	50000	50000	100	0	50000	50000	100	0.00
(2) Foreign									
a)NRIs- Individuals	0	0	0	0	0	0	0	0	0
b)Other-Individuals	0	0	0	0	0	0	0	0	0
c)Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0
Total shareholding of Promoter (A)= (A)(1) + (A)(2)	0	50000	50000	100	0	50000	50000	100	0.00
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	50000	50000	100.00	0	50000	50000	100.00	0.00

*** Nominee of Power Finance Corporation Limited**

(ii) Shareholding of Promoter-

SI. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	Power Finance Corporation Limited	49300	98.6%	0.00	49300	98.6%	0.00	0.00
2	Shri Chinmoy Gangopadhyay*	100	0.2%	0.00	100	0.2%	0.00	0.00
3	Shri Dhanabalan Ravi*	100	0.2%	0.00	100	0.2%	0.00	0.00
4	Shri Dinesh Vij*	100	0.2%	0.00	100	0.2%	0.00	0.00
5	Shri Krishnamoorthy Sridhar*	100	0.2%	0.00	NIL	NIL	NIL	100.00

6	Shri Gaurisankar Patra*	100	0.2%	0.00	100	0.2%	0.00	0.00
7	Smt Nalini Vanjani*	100	0.2%	0.00	100	0.2%	0.00	0.00
8	Shri P.K. Bhargava*	100	0.2%	0.00	100	0.2%	0.00	0.00
9	Shri P.K.Singh*	NIL	NIL	NIL	100	0.2%	0.00	100.00

*Nominee of Power Finance Corporation Ltd.

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	There is no change in Promoters' Shareholding between 01.04.2016 to 31.03.2017			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		As on Date	In-crease/De-crease in Share-holding	Reason	Cumulative Share-holding during the year (01.04.2016 to 31.03.2017)	
		No. of shares at the beginning / end of the year	% of Total shares of Company				No. of Shares	% of Total shares of Company
1.	Shri D.Ravi, Director*	100	0.2	01.04.2016	NIL	-	100	0.2
		100	0.2	31.03.2017				
2	Shri C. Gangopadhyay Director*	100	0.2	01.04.2016	NIL	-	100	0.2
		100	0.2	31.03.2017				

*** Nominee of Power Finance Corporation Limited**

V. INDEBTEDNESS- Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SI. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors

SI. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NOT APPLICABLE AS COMPANY DOES NOT HAVE ANY INDEPENDENT DIRECTOR	
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	NIL	
	Commission		
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

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

SI. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2017.

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2016-17

1. **A brief outline of company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects and Programs.**

CSR Policy: The aim of the Corporate Social Responsibility Policy (CSR Policy) of PFCCL is to ensure that the Company becomes a socially responsible corporate entity committed to improving the quality of life of the society at large. At least 2% of the average Net Profit of the Company earned during the three immediately preceding financial years shall be allocated every financial year for CSR activities. Specialized agencies such as Govt./ Semi Govt. Organizations/ PSU's/ NGO's/ Reputed Institutions and Academic Organizations etc. shall be selected for implementation of CSR activities. The Implementing Agency shall be responsible for monitoring the project and shall provide periodic reports to PFCCL on the implementation part. The agency shall ensure that the project gets completed within the specified time period.

Web link: <http://www.pfclindia.com/downloads/csr-policy.pdf>

Projects & Programs:

- Ensuring Environmental Sustainability using renewable energy, energy efficient and environmental friendly technologies etc.
- Sanitation & Provision of safe drinking water.
- Promoting Education & Employment enhancing vocational skills.
- Activity related to supporting differently abled persons.
- Activities related to Health Sector
- Other: contribution towards the Prime Ministers National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief, rehabilitation and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.

2. **The Composition of the CSR Committee.**

SI. No.	Name	Designation
1.	Shri Rajeev Sharma	Chairman
2.	Shri D. Ravi	Member
3.	Shri C.Gangopadhyay	Member

3. **Average Net Profit of the company for last three Financial Years.**

S.No.	Financial Year	Consolidated Audited Profit Before Tax (PBT) (figures in ₹ Crores)
1	2013-14	40.85
2	2014-15	33.33
3	2015-16	57.10
Total		131.28
Average of above three Financial Years		43.76
2% of the average consolidated PBT		0.88 i.e. 0.88 (approx.)
2% of the average consolidated PBT excluding dividend received from other companies		0.88

4. Prescribed CSR Expenditure (Two per cent. of the amount as in Item 3 above)

2% of the average consolidated PBT excluding dividend received from other companies is ₹ 88,00,000/- (Rupees Eighty Eight Lakhs only).

5. Details of CSR Spent during the financial year.

- Total amount to be spent for the financial year 2016-17 - ₹ 88,00,000/- (Rupees Eighty Eight Lakhs only)
- Amount unspent against identified projects , if any – NIL
- Manner in which the amount spent during the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the project or programs Sub heads: (1) Direct expenditure on projects or programs (2) Over-heads	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through implementing agency (Give details of Implementing agency)
1	Contribution to 'Swachh Bharat Kosh' set up by the Central Government	Sanitation	All over India	101.30 [81.11 (for FY 2016-17) + 20.19 (unspent amount of FY 2015-16)]	1) 101.30 2) Nil	101.30	Govt. of India
2	Installation of Solar Photo Voltaic Power Pack for development of the tribal villages of patalkot area of distt. Chhindwara, Madhya Pradesh	Power	(2) Patalkot Area of Distt. Chhindwara (MP)	6.89	1) 6.89 2) Nil	19.75	Through implementing agency- Madhya Pradesh Urja Vikas Nigam Ltd. (MPUVNL)
3	Project for supply, installation and commissioning of LED based Solar Street Lighting System in Arunachal Pradesh	Power (Renewable Energy and Environment friendly Technologies)	(2) East Kamaeng, Arunachal Pradesh	17.8	1) 17.8 2) Nil	89.8	Through implementing agency – M/s Energy Efficiency Services Limited (EESL)
4	Construction of 30 toilet units in schools in Rewa district of Madhya Pradesh	Other	(2) Rewa, Madhya Pradesh	1.10	1) Nil 2) Nil	31.86	Through implementing agency - Rajya Shiksha Kendra
Total (in Lakh)				127.09	1) 125.99 2) Nil	242.71	

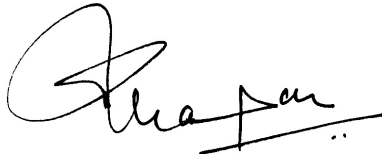
Note: During the FY 2016-17, PFCCL has released the balance amount of ₹ 17.8 Lakh towards the earlier sanctioned project for supply, installation and commissioning of LED based Solar Street Lighting System in Arunachal Pradesh through Energy Efficiency Services Limited (EESL) under PFCCL's CSR activities. Further, the unspent amount of ₹ 20.19 Lakh of FY 2015-16, is contributed towards 'Swachh Bharat Kosh' under PFCCL's CSR activities.

6. In case the company has failed to spend the 2% of the average net profit of the last three financial years or any part thereof. The company shall provide the reasons for not spending the amount in its Board Report.

Not Applicable

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

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.



(Subir Mulchandani)
Chief Executive Officer



(Rajeev Sharma)
Chairman, CSR Committee

Disclosure of particulars u/s 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given as under:

A. CONSERVATION OF ENERGY:

(a)	The steps taken or impact on conservation of Energy;	The Company will take necessary measures as may be required from time to time for conservation of energy.
(b)	The steps taken by the company for utilizing alternate sources of energy;	None
(c)	The Capital Investment on energy conservation equipments;	Nil

B. TECHNOLOGY ABSORPTION

1	Efforts made towards technology absorption.	No specific efforts have been taken in this regard.
2	Benefits derived like product improvement, cost reduction, product development, import substitution, etc.	Not Applicable
3	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished : (a) Technology imported. (b) Year of import. (c) Has technology been fully absorbed? (d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.	Not Applicable
4	The expenditure incurred on Research and Development	NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO: Nil.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

Over the years, as the Indian industry started maturing, the Indian consulting industry also started expanding, not only in terms of size, but also in terms of the service offerings. Over the period, specialist consulting advice was being sought by clients in India and this opened the opportunity for a number of global consultancy organizations to draw on their specialist knowledge base and resources to meet the demand for consulting services.

The consulting market in India is majorly dominated by few global players who control more than 50% of the market share.

The consulting market across the world spans a wide array of services that can be classified under following segments based on the specialization and services provided. Although a clear distinction and segmentation of services may be difficult as most of the consulting companies operate across the spectrum with considerable overlapping of services provided, however, a functional segregation of services can be done as below:

Management Consulting				Engineering Consultancy
Strategy & Operations	Financial Advisory	Human Resource	IT	
<ul style="list-style-type: none"> • Corporate Strategy • Public Sector Policy • M&A • Organizational strategy • Functional strategy • Market entry • Sales & marketing • Supply chain • Finance • Process management • Procurement • Risk management 	<ul style="list-style-type: none"> • Corporate finance • Transaction services • Restructuring • Forensic and litigations 	<ul style="list-style-type: none"> • Change management • Talent management • HR function • Benefits and rewards • Learning & development 	<ul style="list-style-type: none"> • IT Advisory • ERP implementation • Data analytics • Software management • System integration • Enterprise architecture 	<ul style="list-style-type: none"> • Design and implementation engineering • EPC Consultancy • Project Management Support • Feasibility Studies and Preparation of Detailed Project Reports

As India embarked on a fast track growth, the infrastructure sectors such as power, telecom, roads, and airports have seen much progress in the last few years. The power sector has however been fraught with historical operational inefficiencies and emergent policy and legal hurdles which have slowed down investments, while the country's demand for power is ever-increasing. The impending issues, policy shifts and change in market developments have led to a creation of plethora of opportunities for sectorial consulting firms to offer to the government / government owned companies and provide subject matter expertise to the private organizations.

STRENGTHS/WEAKNESSES/OPPORTUNITIES/THREATS

Leveraging on the strengths of PFC and its in-depth understanding of key issues in the sector built through the execution of nodal agency roles for key Government of India programs, PFCCL has created a strong niche for itself and is appropriately poised to play a more transformative role in the power sector. PFCCL has experienced and professional regular executives and a panel of reputed experts in the areas of Coal, Forest, Environment, Railways and Finance who have retired from Senior level positions in the GoI, CMDs of PSUs and other Apex/ decision-making positions. As India embarked on a fast track growth in power sector, numerous opportunities are emerging for PFCCL to tap over like partnering with Government of India in its upcoming programs and schemes.

On limitation front, PFCCL had been focussing on sector-specific consultancy services leading to narrow spectrum of consultancy business. Also, strong competition from big private Consulting Organisations and the growing focus of these consulting companies in energy sector is a big threat for PFCCL's growth opportunities.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Company's main business is to provide consultancy and the Company does not have any separate reportable segment.

THE ECONOMY

Indian economy has shown signs of recovery in last couple of years with stronger growth, significantly narrowed current account deficit, fiscal deficit moving towards a consolidation path and inflation trending downwards. However, Indian economy is certainly capable of achieving higher growth than the current levels. In order to achieve and sustain such higher economic growth it is imperative that there should be an enabling atmosphere that fosters competition and improves ease of doing business. The challenge, therefore, is to initiate structural reforms for sustainable higher economic growth.

The Government of India has already initiated various structural reforms to improve the ease of doing business. The recent structural reform initiatives include labour reforms, measures to increase FDI into India, 'Make in India', 'Digital India', development of Smart cities, "Power for All", reforms to promote energy, coal and mining and introduction of Goods and Services Tax (GST), some of which are underway.

As per the Budget 2017-18, the agenda set for FY 2017-18 is transform, energise and clean India. The government has made a strong commitment to decarbonise the Indian energy sector. It has committed to a 33 per cent to 35 per cent reduction in emissions intensity of its GDP by 2030 from 2005 level. It has also committed to achieve 40 per cent cumulative installed power generation capacity from non-fossil fuel based energy resources by 2030.

A 175 GW renewable energy target has been set for year 2022. The government further aims to take the power connectivity to household levels and electrify 50 million unelectrified households going forward.

In parallel, to ensure a smooth integration of renewable energy to the grid, the government is also working towards the 'green corridors' initiative.

The government has proposed to take up the second phase of Solar Park Development for additional 20,000 MW capacity. The government plans to feed 7000 railway stations with solar power in the medium term. Work is to be started for 2000 railway stations as a part of the 1000 MW solar mission.

OUTLOOK ON POWER SECTOR

- **Generation:** Power sector in India is growing at rapid pace. During the current year 2017-18 (Upto 31.05.2017), the Peak Demand is about 159.6 GW and the Installed Capacity is 330.3 GW with generation mix of Thermal (67.1%), Hydro (13.5%), Renewable (17.3%) and Nuclear (2.1%).
- **Transmission:** High Capacity Power Transmission Corridors (HCPTCs) have been implemented to meet bulk power evacuation requirement of various Independent Power Producers (IPPs) mainly coming up in resource rich and coastal areas such as Chhattisgarh, Odisha, Madhya Pradesh, Sikkim, Jharkhand, Tamil Nadu and Andhra Pradesh. Implementation of these corridors has been taken up in a phased manner matching with generation projects.

The total inter-regional transmission capacity (220kV and above) of country has been enhanced from 27,150 MW to 75,050 MW from XIth to XIIth plan.

- **Distribution:** Distribution is the most important link in the entire power sector value chain. As the only interface between utilities and consumers, it is the cash register for the entire sector.

Government of India provides assistance to states through various Central Sector/ centrally sponsored schemes like Integrated Power Development Scheme (IPDS), Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) etc. for improving the distribution sector.

RISKS AND CONCERNS

The Company actively identifies evolving risks keeping in view its nature of operations and takes timely action to address and manage risks. The company is also in the process of developing a structured framework namely Risk Management Policy, which would further improve the risk identification and mitigation process of the Company. The framework is being designed in a manner to provide for risk identification, recording, monitoring, reporting, reviewing and mitigation etc.

The ability to take risks is the hallmark of any good enterprise, but if those risk are managed ineffectively, then growth can be adversely affected. Whether those challenges relate to people, process or technology, there has to be methodology to address all of them efficiently. In your company, we adopt a risk intelligent approach to manage financial, technology and business risks. Our risk management initiatives are directed so as to better align our business objectives and strategies with the need of today's competitive market.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your company maintains a robust system of Internal Control including suitable monitoring procedures which ensures accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and company policies. Suitable delegation of power and guidelines for accounting has been issued for uniform compliance. In order to ensure that all checks and balances are in place and all internal control systems are in order, regular and exhaustive internal audits are conducted by experienced firms of Chartered Accountants.

Internal auditors are being appointed for strengthening the internal control system of the company and they are conducting audit on regular basis.

OPERATIONAL PERFORMANCE

During the financial year under review, the total income of the Company has increased from ₹ 73.55 Crore to ₹ 120.67 Crore showing an increase of 64.06% and your company earned Profit before Tax of ₹ 88.55 Crore as compared to ₹ 57.10 Crore for the financial year 2016-17, showing an increase of 55.08%. The Profit after Tax also increases from ₹ 37.06 Crore in the previous financial year to ₹ 57.85 Crore in the current financial year, showing an increase of 56.10%.

During the year, the Company has earned other income of ₹ 17.21 Crore which includes Interest on deposit of surplus funds with banks amounting to ₹ 16.76 Crore.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES, INDUSTRIAL RELATIONS FRONT

The Company is a wholly owned subsidiary of Power Finance Corporation Limited (PFC) and all the employees working for the Company are the employees of PFC and are posted to PFC Consulting Limited. PFCCL being a consultancy organization has always believed that human resource is the most important resource of the Company and continues to work for its development. The functioning and activities of the Company are aligned to company's business objectives. The thrust has been on rationalization of manpower with focus on proper utilization of the available manpower resources.

The Human Resource Development activities focused on various areas, such as, Companies Act, project management, stress management, finance, etc. To encourage managerial excellence among middle management international training programs were also organized.

The industrial relations remained cordial throughout the year. The employees of the Company have extended a very productive co-operation in the efforts of the management to carry the Company to greater heights.

ENVIRONMENT PROTECTION AND CONSERVATION, TECHNOLOGICAL CONSERVATION, RENEWABLE ENERGY DEVELOPMENTS, FOREIGN EXCHANGE CONSERVATION

The Company will take necessary measures as may be required from time to time for conservation of energy. During the year, no specific steps has been taken by the company for utilizing alternate sources of energy and no Capital Investment on energy conservation equipments has been made. Further, no specific efforts have been taken towards technology absorption.

During the FY 2016-17, there is no foreign exchange earnings and outgo.

CORPORATE SOCIAL RESPONSIBILITY

The aim of the Corporate Social Responsibility Policy (CSR Policy) of PFCCL is to ensure that the Company becomes a socially responsible corporate entity committed to improving the quality of life of the society at large. At least 2% of the average Profit Before Tax of the Company earned during the three immediately preceding financial years shall be allocated every financial year for CSR activities. Specialized agencies such as Govt./ Semi Govt. Organizations/ PSU's/ NGO's/ Reputed Institutions and

Academic Organizations etc. shall be selected for implementation of CSR activities. The Implementing Agency shall be responsible for monitoring the project and providing periodic reports to PFCCCL, ensuring that the project gets completed within the specified time period.

During the Financial Year 2016-17, your Company has identified projects of ₹ 0.88 Crore and disbursed ₹ 1.24 Crore, including unspent amount of previous years, towards following projects:

- Contribution to Swacch Bharat Kosh set up by the Central Government.
- Installation of Solar Photo Voltaic Power Pack for development of the tribal villages of patalkot area of distt. Chhindwara, Madhya Pradesh.
- Supply, Installation & Commissioning of LED based Solar Street lighting system in villages of Arunachal Pradesh upto 303 units.

CAUTIONARY STATEMENT

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 get affected by actual results, resulting in future performance and outlook different from what the Management envisages.

REPORT ON CORPORATE GOVERNANCE

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON GUIDELINES ON CORPORATE GOVERNANCE

The Company firmly believes that good Corporate Governance generate value on a sustainable basis for the stakeholder. Concept of Corporate Governance ensures values, ethical business conduct, transparency, disclosures as per laws, rules and guidelines. PFCCL is committed to observe Corporate Governance practices at different levels to achieve its objectives. Through the Governance mechanism in the Company the Board along with its Committee undertakes its fiduciary responsibilities to its stakeholders by ensuring transparency, fairplay and independence in its decision making.

We believe that our Company shall go beyond adherence to regulatory framework. Our Corporate Structure, business, operations and disclosures practices have been strictly aligned to our Corporate Governance Philosophy.

The Compliances by the Company with DPE's Guidelines on Corporate Governance and the disclosure requirements under the Companies Act, 2013 are given below.

2. BOARD OF DIRECTORS

The Board is the core of corporate governance practice and oversees how the Management serves and protects the long-term interests of the stakeholder. We believe that an active and well-informed Board is necessary to ensure the highest standards of corporate governance.

a) COMPOSITION OF THE BOARD

As on 31st March, 2017 the Company's Board comprised of four (4) Directors. All the members of the Board are Non-Executive Directors. The composition of Board of Directors as on 31st March, 2017 was as follows:

Name	Category	Designation
Shri Rajeev Sharma	Non-Executive Director	Chairman
Shri R. Nagarajan*	Non-Executive Director	Director
Shri D. Ravi	Non-Executive Director	Director
Shri C.Gangopadhyay	Non-Executive Director	Director

* Ceased to be Director w.e.f. 1st June, 2017.

b) NUMBER OF BOARD MEETINGS

During fiscal year 2016-17, the Board of PFC Consulting Limited met seven times on the following dates:-

- (i) 17th May, 2016
- (ii) 18th July, 2016
- (iii) 26th September, 2016
- (iv) 13th October, 2016
- (v) 25th January, 2017
- (vi) 28th February, 2017
- (vii) 17th March, 2017

The maximum time gap between two meetings was not more than one hundred and twenty days. The Company adopts the system of circulating Agenda and Notes to the Directors well in advance. Further, an Action Taken Report on the matters of the previous Board Meetings is also placed before the Board.

The names and designation of directors on the board, their attendance at Board Meetings during the year and at the last Annual General Meeting held on 16th August, 2016, and also the number of Directorships and membership/chairmanship of committees held by them in other companies as on 31st March, 2017 are given below:-

Name & Designation	Board Meetings		No. of other Directorships as on March 31, 2017#	Membership in the committees of other companies as on March 31, 2017##		Attendance at the last AGM held on 16 th August, 2016
	Held during the tenure / Year	Attended		Member	Chairman	
Shri M.K.Goel, Chairman*	03	03	N.A.	N.A.	N.A.	Present
Shri Rajeev Sharma, Chairman**	04	04	03	NIL	NIL	N.A.
Shri R.Nagarajan, Director***	07	07	08	1	2	Present
Shri A.K.Agarwal, Director****	04	04	N.A.	N.A.	N.A.	Present
Shri C.Gangopadhyay Director*****	03	03	07	02	-	N.A.
Shri D. Ravi Director	07	06	07	2	NIL	Present

* Ceased to be Chairman w.e.f. 30.09.2016

** Appointed as Chairman w.e.f. 01.10.2016

*** Ceased to be Director w.e.f. 01.06.2017

**** Ceased to be Director w.e.f. 01.01.2017

***** Appointed as Director w.e.f. 25.01.2017

Does not include Directorships in Private Companies, Section 8 Companies under the Companies Act 2013 and Foreign Companies

Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders/Investors Grievance Committee.

c) INFORMATION PLACED BEFORE THE BOARD OF DIRECTORS

Detailed Agenda Notes with necessary information were circulated in advance to the Board. The following information is generally supplied to the Board:

- Annual operating plans, budgets and any updates therein.
- Information on appointment of senior officers just below the Board level.
- Any material default in financial obligations to and by the Company or substantial non-payment for services provided by the Company.
- Minutes of Board Meetings of subsidiary companies.
- Action Taken Report (ATR) on decisions of the Board.
- General notices/matters of interest of Directors.
- New projects and expansion plans
- Constitution of Board Committees with terms of reference.
- Other materially important information.

d) COMPLIANCE WITH APPLICABLE LAWS

The Company has a system in place for monitoring of various statutory and procedural compliances. Further, a compliance certificate on statutory compliances is being taken from Unit Heads/ Departments of the Company on quarterly basis.

e) CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Code of Business Conduct and Ethics for the Board Members and Senior Management 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 & objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company. A copy of the Code of Conduct has been placed on the Website of the Company i.e. www.pfcclindia.com.

All the Board Members and Senior Management Personnel have given their affirmations of compliance with the Code. A declaration to this effect by Chairman is enclosed and forms part of the Annual Report.

3. COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors and its Committees meet at regular intervals. All decisions pertaining to the constitution of Board Committees, appointment(s) of members is taken by the Board of Directors. As on 31st March, 2017 the Board had following Committee:

Corporate Social Responsibility Committee of Directors

CSR Committee has been constituted to give direction to the CSR activities of the Company and to make recommendations to the Board of Directors for taking up various CSR projects.

As on 31st March, 2017 the Committee comprised of the following members:

- | | | | |
|----|---------------------|---|----------|
| 1. | Shri R.Nagarajan* | : | Chairman |
| 2. | Shri D. Ravi | : | Member |
| 3. | Shri C.Gangopadhyay | : | Member |

***Ceased to be Chairman w.e.f. 01.06.2017**

The Committee met three (3) times during the FY 2016-17, on the following dates:

SI. No.	Date of Meeting	No. of Member present
1	15 th July, 2016	3
2	26 th September, 2016	3
3	17 th March, 2017	2

4. GENERAL BODY MEETINGS

The details regarding Location, Day, Date & Time of the Annual General Meeting (AGM) held during the preceding three years are placed as under:-

No.	AGM	Day, Date & Time	Location	Special Resolutions Passed
1	6 th	Tuesday, 16 th September, 2014 & 12:00 Noon	Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	-
2	7 th	Wednesday, 16 th September, 2015 & 12:00 Noon	Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	Alteration of Object clause of Memorandum of Association and adoption of new set of Articles of Association of the Company.

3	8 th	Tuesday, 16 th August, 2016 & 12:30 P.M.	Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	-
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5. SUBSIDIARY COMPANIES

As on date, the Company has following eight (8) wholly owned subsidiaries:

- Tanda Transmission Company Limited (TTCL)
- Ballabgarh-GN Transmission Company Limited (BGNTCL)
- Mohindergarh-Bhiwani Transmission Limited (MBTL)
- South-Central East Delhi Power Transmission Limited (SCEDPTL)
- Fatehgarh-Bhadla Transmission Limited (FBTL)
- Bijawar-Vidarbha Transmission Limited (BVTL)
- Shongtong Karcham-Wangtoo Transmission Limited (SKWTL)
- Goa-Tamnar Transmission Project Limited (GTTPL)

6. AUDITOR'S QUALIFICATION

There are no adverse comments, observation or reservation in the Auditor's Report on the accounts of the Company for the financial year 2016-17.

7. MEANS OF COMMUNICATION

As the Company is not a Listed entity, the provisions of Quarterly results publication in news paper or on any website is not applicable. Further the Annual Report of the Company and annual financial statements in respect of subsidiary companies are posted on the website of the Company.

8. TRAINING OF BOARD MEMBERS

As all the Directors of the Company are functional Directors of Power Finance Corporation Ltd., the Holding Company, the provision of Training of Board Members is not applicable on the Company.

9. DISCLOSURES

- (i) Annual Financial Statements for the Financial Year 2016-17 are in conformity with applicable accounting standards.
- (ii) The Company has not entered into any transaction of material nature with its promoters, the directors or the management, their relatives, that may have any potential conflict with the interest of the Company.
- (iii) Neither any penalty nor any stricture has been imposed on the Company by any Statutory Authority on any matter related to any guidelines issued by Government, during the last three years.
- (iv) There is no whistle Blower policy in the Company.
- (v) The Company has complied with all the mandatory requirements of DPE Guidelines and has filed report on Corporate Governance in specified format to MoP and DPE within stipulated time.
- (vi) No item of expenditure was debited in books of accounts which was not for the purpose of the business. Further, no expense was incurred which was personal in nature and was incurred for the Board of Directors and Top Management.

DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted the Code of Conduct for all Board Members and Senior Management Personnel of the Company.

It is hereby affirmed that all the Directors and Senior Managerial Personnel have complied with the Code of Conduct and have given a confirmation in this regard.



(Rajeev Sharma)
Chairman
DIN: 00973413

Place: New Delhi
Date: 9th August, 2017

KHANNA & ANNADHANAM
CHARTERED ACCOUNTANTS
706, AKASH DEEP, 26-A, BARAKHAMBA ROAD
NEW DELHI - 110 001

INDEPENDENT AUDITOR'S REPORT

To the Members of PFC Consulting Limited

Our audit report dated 23rd May 2017, including the report issued under the Companies (Auditor's Report) Order 2016 has been modified based on comments received from the Comptroller and Auditor General of India while conducting supplementary audit of the financial statements of the Company for the year ended 31st March, 2017. These modifications have not resulted in any change in our opinion on true and fair status of financial statements of the Company.

Report on the Financial Statements

We have audited the accompanying financial statements of **PFC Consulting Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, 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 for the year then ended.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

Reference is invited to:

- i) Note No. 31 regarding change in the basis of provisioning for trade receivables and loans and advances resulting in lower profit of the year by ₹ 8,60,63,533/-.
- ii) Note No. 33 adjustment of unaccrued income with trade receivables and adjustment of service tax paid against cenvat credit.

Our opinion is not modified in respect of aforesaid matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(5) of the Act, we have considered the directions / sub-directions issued by the Comptroller and Auditor General of India, the action taken thereon and its impact to the financial statements of the Company given in the Annexure-A.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-B statement on the matters specified in paragraphs 3 and 4 of the Order.
3. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) 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 - C".
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note 24);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 – Refer Note No. 43.

For **Khanna & Annadhanam**
Chartered Accountants
(Firm Registration No. 001297N)



(B.J. Singh)
Partner
Membership No.007884

Place : New Delhi
Date : 12th July, 2017

**ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT OF
PFC CONSULTING LIMITED**

The annexure referred to in our report to the members of PFC Consulting Limited (*the Company) for the year ended 31st March, 2017.

S. No.	Questionnaire	Replies
1.	Whether the Company has clear title/ lease deeds for freehold and leasehold land respectively? If not, please state the area of freehold and leasehold land for which title/lease deeds are not available.	The company does not have any freehold and leasehold land, hence not applicable.
2.	Whether there are any cases of waiver/ write off of debts/loans/interest etc. if yes, the reasons thereof and amount involved.	The company has not written off any amounts during the year. However, it has made a provision for bad and doubtful debts amounting to ₹ 8,60,63,533/-. It has adjusted ₹ 3,31,14,306/- accounted as unearned income in the earlier years against receivables from clients as disclosed in Note No. 33 attached to the balance sheet.
3.	Whether proper records are maintained for inventories lying with third parties and assets received as gift/grant(s) from the Government of other authorities.	The Company does not have any inventories. The Company has not received any assets from Government or other authorities.

For **Khanna & Annadhanam**
Chartered Accountants
(Firm Registration No. 001297N)



(B.J. Singh)
Partner
Membership No. 007884

Place : New Delhi
Date : 12th July, 2017

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Financial Statements of the Company and taking into consideration the information and explanations given to us and the books and accounts and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) According to information and explanation given to us, the fixed assets have been physically verified by the management on annual basis, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.
- (c) The Company does not own any immovable property.
- (ii) The Company is in the business of consultancy services and does not have inventories.
- (iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act, 2013 are applicable and hence not commented upon.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act 2013, for the services of the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including income tax, provident fund, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable to the Company, have generally been regularly deposited with the appropriate authorities. The provision relating to employee’s state insurance, professional tax, custom duty and excise duty are not applicable to the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the disputed amount payable in respect of service tax not deposited with the appropriate authority are as follows:

Name of the statute	Nature of dues	Amount involved (₹)	Forum where dispute is pending
Finance Act, 1994	Service Tax	Principal amount of ₹ 61,87,611/- has already been paid. Penalty & Interest on the Principal are disputed	Commissioner Appeals, New Delhi

- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, banks or government. Further, the Company does not have any debentures issued/ outstanding any time during the year.

- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration. Therefore, the provisions of clause (xi) of paragraph 3 of the Order are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as prescribed under Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **Khanna & Annadhanam**
Chartered Accountants
(Firm Registration No. 001297N)



(B.J. Singh)
Partner
Membership No. 007884

Place : New Delhi
Date : 12th July, 2017

ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PFC CONSULTING LIMITED

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

We have audited the internal financial controls over financial reporting of **PFC Consulting Limited** ("the Company") as of March 31, 2017 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") and the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, 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, 2017, 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 **Khanna & Annadhanam**
Chartered Accountants
(Firm Registration No. 001297N)



(B.J. Singh)
Partner
Membership No. 007884

Place : New Delhi
Date : 12th July, 2017

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (B) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF PFC CONSULTING LIMITED FOR THE YEAR ENDED 31ST MARCH 2017

The preparation of financial statements of PFC Consulting Limited for the year ended 31st March 2017 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under Section 143(10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 12th July 2017.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of PFC Consulting Limited for the year ended 31st March 2017. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditor's report.

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



(Ritika Bhatia)

Principal Director of Commercial Audit &
Ex-officio Member, Audit Board-III,
New Delhi

Place: New Delhi
Date: 26th July, 2017

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

BALANCE SHEET AS AT 31st MARCH 2017


(in ₹)

Particulars	Note	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	5,00,000	5,00,000
Reserves & Surplus	3	2,45,93,72,359	1,88,08,88,852
		<u>2,45,98,72,359</u>	<u>1,88,13,88,852</u>
Non Current Liabilities			
Other Long Term Liabilities	4	16,48,890	-
Current Liabilities			
Trade Payables	5		
(a) Total Outstanding dues of Micro Enterprises & Small Enterprises		21,235	11,859
(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		2,92,43,537	1,03,69,139
Other Current Liabilities	6	30,64,16,583	3,44,57,687
Short-Term Provisions	7	98,08,211	1,70,51,750
		<u>34,54,89,566</u>	<u>6,18,90,435</u>
TOTAL		<u>2,80,70,10,815</u>	<u>1,94,32,79,287</u>
ASSETS			
Non-current Assets			
Fixed Assets	8		
Tangible assets		3,24,75,296	47,96,782
Intangible assets		24,35,286	-
Deferred Tax Assets	9	3,47,71,164	34,64,941
Long-Term Loans and Advances	10	2,25,95,261	1,34,45,139
Other Non-Current Assets	11	1,46,75,43,543	58,49,33,670
		<u>1,55,98,20,550</u>	<u>60,66,40,532</u>
Current Assets			
Current Investments	12	9,00,000	33,00,000
Trade Receivables	13	6,70,08,768	15,51,58,417
Cash and Bank Balances	14	1,03,15,85,650	1,00,14,08,958
Short-Term Loans and Advances	10	9,70,05,742	7,16,28,270
Other Current Assets	15	5,06,90,106	10,51,43,110
		<u>1,24,71,90,265</u>	<u>1,33,66,38,755</u>
TOTAL		<u>2,80,70,10,815</u>	<u>1,94,32,79,287</u>

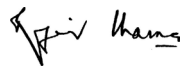
Corporate Information and Significant Accounting Policies 1
Other Notes on Accounts 22-45

The accompanying notes form an integral part of the financial statements.

For and on behalf of Board of Directors


(Subir Mulchandani)
Chief Executive Officer
DIN 00552479


(R. Nagarajan)
Director
DIN 00701892


(Rajeev Sharma)
Chairman
DIN 00973413


(Rachna Gupta Singh)
Company Secretary
Membership No : F 8471

This is the Balance Sheet referred to in our report of even date
For Khanna & Annadhanam
Chartered Accountants
(Firm Registration No:001297N)


(B. J. Singh)
Partner
M. No. 007884

Place: - New Delhi
Date: - 23-05-2017


PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GOI175858


STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note	(in ₹)	
		Year ended 31.03.2017	Year ended 31.03.2016
Revenue			
Revenue from Operations	16	1,03,46,48,186	60,25,80,553
Other Income	17	17,20,59,016	13,29,44,632
Total Revenue		<u>1,20,67,07,202</u>	<u>73,55,25,185</u>
Expenses			
Consultancy Services	18	3,99,63,027	2,78,17,352
Employee Benefits Expense	19	9,14,64,831	8,12,81,632
Depreciation and Amortization	8	69,96,594	25,72,648
Corporate Social Responsibility Expenses	39	88,95,235	65,04,765
Other Expenses	20	17,39,55,118	4,57,68,987
Prior Period Items (net)	21	(66,824)	5,93,560
Total Expenses		<u>32,12,07,981</u>	<u>16,45,38,944</u>
Profit Before Tax		88,54,99,221	57,09,86,241
Tax Expense			
Current Tax			
Current year		34,09,94,469	19,94,87,627
Earlier years		(26,72,531)	-
Deferred Tax			
Current Year		(3,13,06,223)	9,23,989
Total tax expense		30,70,15,715	20,04,11,616
Profit for the year		57,84,83,506	37,05,74,625
Earnings per equity share (Par Value ₹ 10/- each)			
Basic & Diluted (₹)	35	11,569.67	7,411.49
Corporate Information and Significant Accounting Policies	1		
Other Notes on Accounts	22-45		
The accompanying notes form an integral part of the financial statements.			
There are no Exceptional & Extraordinary items in the above period.			

For and on behalf of Board of Directors


(Subir Mulchandani)
Chief Executive Officer
DIN 00552479


(R. Nagarajan)
Director
DIN 00701892


(Rajeiv Sharma)
Chairman
DIN 00973413


(Rachna Gupta Singh)
Company Secretary
Membership No : F 8471

This is the statement of profit & loss referred to in our report of even date
For Khanna & Annadhanam
Chartered Accountants
(Firm Registration No:001297N)


(B. J. Singh)
Partner
M. No. 007884

Place: - New Delhi
Date: - 23-05-2017

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GOI175858


CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	88,54,99,221	57,09,86,241
Adjustments for		
Add: Depreciation/amortisation	69,96,594	25,72,648
Add: Rent Equalisation Expenses	16,48,890	-
Add: Provision for bad and doubtful debts	8,60,63,533	-
Add: Provision for Diminution in Value of Investment	10,00,000	-
Add/less: Disposal/Write-off of Fixed Assets	30,714	(22,004)
Less: Interest Income	(17,20,46,636)	(13,28,99,235)
Operating profit before working capital changes	80,91,92,316	44,06,37,650
Adjustment For Working Capital changes :		
(Increase)/Decrease in Trade Receivables	1,08,03,962	2,26,57,722
(Increase)/Decrease in Other Current Assets	32,01,73,078	(71,69,53,050)
(Increase)/Decrease in Long Term Loans & Advances	(91,50,122)	(71,03,081)
(Increase)/Decrease in Short Term Loans & Advances	11,05,69,064	(1,70,71,270)
Increase/(Decrease) in Trade Payables	1,88,83,774	(48,65,783)
Increase/(Decrease) in Other Current Liabilities	27,19,58,896	1,07,58,994
Increase/(Decrease) in Short Term Provisions	(77,05,864)	25,72,172
Cash Inflow/Outflow from operations before Tax	1,52,47,25,104	(26,93,66,646)
Less: Taxes Paid	(48,01,34,067)	(21,14,67,200)
Net Cash from Operating Activities (A)	1,04,45,91,037	(48,08,33,846)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(3,71,82,685)	(42,75,452)
Sale/ Adjustments in Fixed Assets	41,577	1,16,469
Interest Income	17,20,46,636	13,28,99,235
(Increase)/Decrease in Other Non-Current Assets	(88,26,09,873)	35,92,41,574
Investments in Shares of subsidiaries companies	(4,00,000)	(13,00,000)
Sale of Investments in Shares of subsidiaries companies	13,00,000	15,00,000
Net cash used in investing activities (B)	(74,68,04,345)	48,81,81,826
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net cash used in financing activities (C)	-	-
Net Increase/Decrease in Cash and Cash Equivalents (A+B+C)	29,77,86,692	73,47,980
Add: Cash and Cash Equivalents at the beginning of the year*	1,80,09,959	1,06,61,979
Cash and Cash Equivalents at the end of the year	31,57,96,651	1,80,09,959
* Details of Cash & Cash Equivalents:		
Balance with Banks	24,58,97,651	81,09,959
FD with maturity upto 3 months	6,98,99,000	99,00,000
	31,57,96,651	1,80,09,959

Note: Cash flow is prepared in accordance with indirect method prescribed in Accounting Standard-3 on Cash Flow Statement

For and on behalf of Board of Directors


(Subir Mulchandani)
Chief Executive Officer
DIN 00552479


(R. Nagarajan)
Director
DIN 00701892


(Rajeev Sharma)
Chairman
DIN 00973413


(Rachna Gupta Singh)
Company Secretary
Membership No : F 8471

This is the cash flow statement referred to in our report of even date
For Khanna & Annadhanam
Chartered Accountants
(Firm Registration No:001297N)


(B. J. Singh)
Partner
M. No. 007884

Place: - New Delhi
Date: - 23-05-2017

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GOI175858

1. Corporate Information and Significant Accounting Policies**(I) Corporate Information**

The Company is public limited company incorporated under the provisions of Companies Act, 1956 on 25th March 2008 and having its registered office at First Floor, Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi -110001.

The Company is a wholly owned subsidiary of Power Finance Corporation (a listed Company with majority share holding by the Government of India). The Company provides consultancy services to power sector including development of Independent Transmission Projects (ITPs).

(II) Significant Accounting Policies**A Basis of Preparation**

The financial statements have been prepared in accordance with historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles (GAAP) and Accounting Standards specified under Sec 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and applicable provisions of the Companies Act 2013.

B Use of Estimates

The preparation of financial statements requires estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses during the reporting period. Although such estimates and assumptions are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates and assumptions and such differences are recognized in the period in which the results are crystallized.

C Tangible Assets / Intangible Assets

Tangible Assets are shown at historical cost less accumulated depreciation, except for the assets retired from active use and held for disposal, which are stated at lower of the book value or net realizable value. The historical costs include all costs attributable to bring the assets to its working condition for its intended use. The expenditure incurred on improvement of leasehold premises is recognised at cost and is shown as "Leasehold Improvements" under tangible fixed assets.

Intangible Assets are recorded at their cost of acquisition.

D Borrowing Cost

Borrowing Costs that are attributable to the acquisition, construction of fixed assets which take substantial time to get ready for its intended use are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are charged to Statement of profit and loss in the year in which they are incurred. However the company has not borrowed any funds to finance its assets.

E Depreciation / Amortisation

Depreciation on fixed assets is provided on pro-rata basis as per written down value method considering the useful life and residual value prescribed under the Schedule II of the Companies Act, 2013. However in case of Mobile/Smart Phones a useful life of 2 years is being considered by the Company instead of 5 years prescribed under Schedule II of the Companies Act, 2013 as in the opinion of the management their useful life is two years only.

Leasehold Improvements are amortised on straight-line method basis over the period of lease or their useful lives whichever is shorter.

Amortization of Intangible Assets is done under straight-line method over the life of the assets estimated by the Company.

F Investments

Investments in ITPs are treated as readily realizable and intended to be held for not more than a year are classified as Current Investments. All other investments are classified as Long Term Investments.

Current Investments are valued at lower of cost and fair market value determined on an individual investment basis.

Long term investments are carried at cost. Provision is made for diminution, other than temporary, in the value of such investments.

G Cash and cash equivalents

Cash comprises cash on hand, demand deposits with banks. Company considers cash equivalents as all short term balances (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

H Revenue Recognition

Income is accounted for on accrual basis, unless otherwise stated.

- (i) Revenue from consulting services in connection with development of Integrated Transmission Projects (ITP) is taken up as per the directions from the Ministry of Power, Government of India is recognized on completed contract method that is when the ITP created for the project is transferred to a successful bidder evidenced by share purchase agreement. The expenses incurred on development of ITP projects which are not recovered as direct costs are recovered through billing at agreed charge out rates.
- (ii) Consulting services provided to the Ultra Mega Power Projects (UMPP) and ITPs are billed to these Companies on manday basis as per charge out rates decided by the management.
- (iii) Fee for consulting services provided to State Electricity Boards (SEB), utilities etc are accounted for on proportionate basis according to milestones defined for completion of work as per agreement, and revenue is recognized in proportion to performance.
- (iv) Interest on Bank Deposits is accounted for on accrual basis. Interest on loans to subsidiaries is accounted for at the holding company's (PFC) rate of interest applicable for project loan/scheme (Transmission) to state sector borrower (category A) as applicable from time to time.
- (v) Investments in subsidiary companies are sold at par and do not involve any profit or loss.
- (vi) The sale proceeds from Request for qualification (RFQ) documents for Independent Transmission Projects (ITPs) and Ultra Mega Power Project (UMPPs) are accounted for when received.
- (vii) Income from short term bidding of power is recognised when letter of award (LOA) is issued to the successful bidder.

I Provisioning of Doubtful Debts and Advances

The provision for doubtful debts and advances is made on the basis of various factors including collectability of specific dues, risk perception and general factors that could affect the customers' ability to settle dues and managements assessment of the recoverability of the amounts which are outstanding for at least two years. Such amounts are written off when considered unrealizable.

J Taxes on Income

Current Income tax is provided at the rates in force in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognised, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such

assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

K Employee Benefits

The employees of the Company are on secondment from the Holding Company and NTPC. Employee benefits include provident fund, pension, gratuity, post-retirement medical facilities, leave encashment, long service award, economic rehabilitation scheme and other terminal benefits. In terms of the arrangement with the Holding Company, the Company is to make a fixed percentage contribution of the aggregate of basic pay and dearness allowance for the period of service rendered in the Company. Accordingly, these employee benefits are treated as defined contribution schemes.

L Prepaid and Prior Period Expenses

Pre-paid expenses and prior period expenses/income of items upto ₹ 5,000/- are charged to natural heads of accounts.

M Provisions & Contingencies

- (i) A provision is recognised when the company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions as determined based on management estimate required to settle the obligation at the balance sheet date and are not discounted to present value. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.
- (ii) Contingent liabilities are disclosed at present value. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts based on information available at Balance Sheet Date. These are reviewed at each Balance Sheet Date and adjusted to reflect the current management estimate.

N Loans to Subsidiary Companies

Direct expenditure incurred on the subsidiaries and manpower cost is debited to the account of the subsidiary and treated as a interest bearing loan and classified as "loan to subsidiaries" in the Balance Sheet and is realized when a subsidiary is transferred to the successful bidder. In case project is abandoned by the Ministry of Power, Government of India, the investment in the subsidiary and amounts recoverable is provided for as provision for doubtful debts.

O Operating Lease

Assets acquired on lease where a significant portion of the risk and rewards of the ownership is retained by the lessor are classified as operating leases. Lease rentals are charged to revenue on Straight line basis over the lease term.

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

2 Share Capital

Particulars	(in ₹)	
	As at 31.03.2017	As at 31.03.2016
Equity Share Capital		
Authorised:		
1,00,000 shares of par value ₹10/- each (Previous Year 50,000 shares par value ₹10 each)	10,00,000	5,00,000
Issued, Subscribed and Fully paid up:		
50,000 shares of par value ₹ 10/- each (Previous Year 50,000 shares par value ₹ 10 each)	5,00,000	5,00,000
Total	5,00,000	5,00,000

- a) During the year, the Company has increased its authorised share capital from ₹ 5,00,000/- to ₹ 10,00,000/-. However the company has neither issued nor bought back any shares.
- b) The Company has only one class of equity shares having a par value ₹ 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meeting of shareholders.
- c) Reconciliation of the shares outstanding at the end of the reporting period

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance	50,000	5,00,000	50,000	500,000
Issued During the year	-	-	-	-
Closing Balance	50,000	5,00,000	50,000	500,000

- d) Shares held by holding company
Out of 50,000 equity shares issued by the company, shares held by its Holding Company are as below:

Particulars	(in ₹)	
	As at 31.03.2017	As at 31.03.2016
Power Finance Corporation Limited, the Holding Company* 50,000 (Previous Year 50,000) equity shares of ₹ 10 each fully paid	5,00,000	500,000

- e) Details of Shareholders holding more than 5% of the aggregate shares in the company

Particulars	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% Held	No. of Shares	% Held
Power Finance Corporation Limited, the Holding Company * 50,000 (Previous Year 50,000) equity shares of ₹ 10 each fully paid	50,000	100%	50,000	100%
	50,000	100%	50,000	100%

* Equity shares are held by Power Finance Corporation Limited and through its nominees.

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GOI175858

3 Reserves & Surplus

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Surplus		
As per last financial statements	1,88,08,88,852	1,51,03,14,228
Add: Profit for the year as per Statement of Profit and Loss	57,84,83,506	37,05,74,625
Net Surplus	<u>2,45,93,72,359</u>	<u>1,88,08,88,852</u>
Total	<u>2,45,93,72,359</u>	<u>1,88,08,88,852</u>

4 Other Long Term Liabilities

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Rent Equalisation Reserve	16,48,890	-
Total	<u>16,48,890</u>	<u>-</u>

5 Trade Payables

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
For goods and services		
- Total Outstanding dues of Micro Enterprises & Small Enterprises	21,235	11,859
- Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises	2,92,43,537	1,03,69,139
Total	<u>2,92,64,772</u>	<u>1,03,80,998</u>

- a) Disclosure with respect to micro and small enterprises as required by the MSMED Act is made in Note 28.

6 Other Current Liabilities

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Earnest Money/ Security Deposit/ Retention Money	35,84,978	15,72,700
Payable to Successful Developer (ITPs)	90,64,174	1,52,31,265
Advance from Clients and others	54,00,000	54,00,000
Amount Received for Short Term Bidding of Power (DEEP)	25,49,59,267	-
Power Finance Corporation (Holding Company)	75,81,028	-
Tax deducted at source and other statutory dues	90,87,239	68,17,923
Other Payables	1,67,39,897	54,35,799
Total	<u>30,64,16,583</u>	<u>3,44,57,687</u>

- a) Other Payables include amount payable to employees & consultants etc.

7 Short-Term Provisions

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Provisions for		
Employee benefits	92,35,460	89,28,904
CSR Expenditure	1,10,426	81,22,846
Income Tax	4,62,325	-
Total	<u>98,08,211</u>	<u>1,70,51,750</u>

- a) Disclosure required for employee benefits is made in Note 19.
b) Disclosure required by AS 29 'Provision for Contingent Liability and Contingent Assets' is made in Note 36.

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

8. Fixed Assets

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2016	Additions	Deduction/ Adjustment	As at 31.03.2017	Upto 01.04.2016	For the year	Deduction/ Adjustment	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
I. TANGIBLE ASSETS :										
Owned Assets										
Furniture & Fixtures	18,66,013	75,35,815	30,915	93,70,913	6,91,126	9,40,728	3,886	16,27,968	77,42,945	11,74,887
EDP Equipments	95,84,050	64,19,407	12,94,079	1,47,09,378	77,24,058	19,07,531	12,21,788	84,09,801	62,99,577	18,59,992
Other Office Equipments	37,42,169	40,81,339	(29,914)	78,53,422	19,80,266	17,03,472	(2,885)	36,86,623	41,66,799	17,61,903
Leasehold Improvements	-	1,60,05,208	-	1,60,05,208	-	17,39,233	-	17,39,233	1,42,65,975	-
Total	1,51,92,232	3,40,41,769	12,95,080	4,79,38,921	1,03,95,450	62,90,964	12,22,789	1,54,63,625	3,24,75,296	47,96,782
Previous Year	1,18,23,556	42,75,452	9,06,776	1,51,92,232	86,35,113	25,72,648	8,12,311	1,03,95,450	47,96,782	31,88,443
II. INTANGIBLE ASSETS :										
Computer Software	44,120	31,40,916	-	31,85,036	44,120	7,05,630	-	7,49,750	24,35,286	-
Total	44,120	31,40,916	-	31,85,036	44,120	7,05,630	-	7,49,750	24,35,286	-
Previous Year	44,120	-	-	44,120	44,120	-	-	44,120	-	-
Grand Total (I+II)	1,52,36,352	3,71,82,685	12,95,080	5,11,23,957	1,04,39,570	69,96,594	12,22,789	1,62,13,375	3,49,10,582	47,96,782
Previous Year	1,18,67,676	42,75,452	9,06,776	1,52,36,352	86,79,233	25,72,648	8,12,311	1,04,39,570	47,96,782	31,88,443

(in ₹)

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9. Deferred Tax Assets

Particulars	(in ₹)		
	As at 01.04.2016	Additions/ (Adjustments) during the year	As at 31.03.2017
Deferred tax asset			
Difference in book depreciation and tax depreciation	3,74,826	4,92,177	8,67,003
Provisions & other disallowances for tax purposes	-	3,07,01,596	3,07,01,596
Disallowances u/s 43B of the Income Tax Act, 1961	30,90,115	1,12,450	32,02,565
Deferred tax Assets	<u>34,64,941</u>	<u>3,13,06,223</u>	<u>3,47,71,164</u>

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10 Loans And Advances (Considered good, unless otherwise stated)

(in ₹)

Particulars	Long- Term		Short- Term	
	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Security Deposit				
Unsecured	1,00,00,944	-	5,62,400	4,62,400
	<u>1,00,00,944</u>	<u>-</u>	<u>5,62,400</u>	<u>4,62,400</u>
Loan to ITPs				
Unsecured	-	-	1,55,19,243	3,13,78,062
	<u>-</u>	<u>-</u>	<u>1,55,19,243</u>	<u>3,13,78,062</u>
Employees (including accrued interest)				
Unsecured	1,25,94,317	1,34,45,139	58,33,423	57,84,621
	<u>1,25,94,317</u>	<u>1,34,45,139</u>	<u>58,33,423</u>	<u>57,84,621</u>
Details of ITPs Loan				
Ballabgarh-GN Transmission Company Limited	-	-	48,66,728	46,29,985
Tanda Transmission Company Limited	-	-	78,73,538	74,30,892
Mohindergarh-Bhiwani Transmission Limited	-	-	20,52,976	23,10,796
South Central East Delhi Power Transmission Limited	-	-	-	2,93,077
Odisha Generation Phase-II Transmission Limited	-	-	-	43,91,747
Warora-Kurnool Transmission Limited	-	-	-	74,69,314
Gurgaon Palwal Transmission Limited	-	-	-	18,63,478
Kohima-Mariani Transmission Limited	-	-	-	14,88,922
Medinipur-Jeerat Transmission Limited	-	-	-	14,99,853
Goa- Tamnar Transmission Limited	-	-	26,08,209	-
Shongtong Karcham-Wangtoo Transmission Limited	-	-	16,59,158	-
Fatehgarh-Bhadla Transmission Limited	-	-	31,03,087	-
Bijawar-Vidhrbha Transmission Limited	-	-	1,04,528	-
Total (A)			<u>2,22,68,224</u>	<u>3,13,78,062</u>
Provision for Doubtful Debts				
Ballabgarh-GN Transmission Company Limited	-	-	47,80,338	-
Mohindergarh-Bhiwani Transmission Limited	-	-	19,68,643	-
Total (B)			<u>67,48,981</u>	<u>-</u>
Total (A-B)			<u>1,55,19,243</u>	<u>3,13,78,062</u>
Advances				
Contractors & suppliers				
Unsecured	-	-	9,25,000	8,83,886
	<u>-</u>	<u>-</u>	<u>9,25,000</u>	<u>8,83,886</u>
Advance tax & tax deducted at source	-	-	36,83,52,462	22,60,78,008
Less: Provision for Income Tax	-	-	34,05,32,144	19,94,87,627
	<u>-</u>	<u>-</u>	<u>2,78,20,318</u>	<u>2,65,90,381</u>
Cenvat Credit & Advance Service Tax	-	-	86,80,876	19,15,700
Prepaid expenses	-	-	8,78,363	-
Other Recoverables	-	-	3,67,86,120	46,13,220
	<u>-</u>	<u>-</u>	<u>4,63,45,359</u>	<u>65,28,920</u>
TOTAL	<u>2,25,95,261</u>	<u>1,34,45,139</u>	<u>9,70,05,742</u>	<u>7,16,28,270</u>

11 Other Non-Current Assets

(in ₹)

Particulars	As at 31.03.2017	As at 31.03.2016
Term deposits with banks with maturity of more than twelve months	1,43,45,97,998	57,33,89,000
Interest accrued but not due on Term Deposits	3,29,45,545	1,15,44,670
Total	<u>1,46,75,43,543</u>	<u>58,49,33,670</u>

- a) Deposits include ₹ 27,00,000/- (Previous Year ₹ 27,00,000/-) held as margin money against the bank guarantee issued to customer.

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12. Current Investments

(in ₹)

Particulars	Number of Shares Current Year / (previous year)	Face value per share Current Year / (previous year) (₹)	As at 31.03.2017	As at 31.03.2016
Trade Investments				
Unquoted Equity Instruments (fully paid up-unless otherwise stated)				
Subsidiaries				
Tanda Transmission Company Limited	50,000 (50,000)	10 (10)	5,00,000	5,00,000
Odisha Generation Phase-II Transmission Limited	(0) (50,000)	(0) (10)	-	5,00,000
Warora-Kurnool Transmission Limited	(0) (50,000)	(0) (10)	-	5,00,000
Gurgaon Palwal Transmission Limited	(0) (10,000)	(0) (10)	-	1,00,000
Kohima-Mariani Transmission Limited	(0) (10,000)	10 (10)	-	1,00,000
Medinipur-Jeerat Transmission Limited	(0) (10,000)	10 (10)	-	1,00,000
Goa- Tamnar Transmission Limited	10,000 (0)	10 (0)	1,00,000	-
Shongtong Karcham-Wangtoo Transmission Limited	10,000 (0)	10 (0)	1,00,000	-
Fatehgarh-Bhadla Transmission Limited	10,000 (0)	10 (0)	1,00,000	-
Bijawar-Vidhrbha Transmission Limited	10,000 (0)	10 (0)	1,00,000	-
TOTAL (A)			<u>9,00,000</u>	<u>18,00,000</u>
Subsidiaries Under Winding Up				
Ballabgarh-GN Transmission Company Limited	50,000 (50,000)	10 (10)	5,00,000	5,00,000
Mohindergarh-Bhiwani Transmission Limited	50,000 (50,000)	10 (10)	5,00,000	5,00,000
South Central East Delhi Power Transmission Limited	50,000 (50,000)	10 (10)	5,00,000	5,00,000
Sub Total (a)			<u>15,00,000</u>	<u>15,00,000</u>
Less:-				
(i) Provision for Diminution in Value of Investment				
Ballabgarh-GN Transmission Company Limited			5,00,000	-
Mohindergarh-Bhiwani Transmission Limited			5,00,000	-
(ii) Amount Recoverable from Delhi Government				
South Central East Delhi Power Transmission Limited			5,00,000	-
Sub Total (b)			<u>15,00,000</u>	<u>-</u>
TOTAL (B=a-b)			<u>-</u>	<u>15,00,000</u>
TOTAL (A+B)			<u>9,00,000</u>	<u>33,00,000</u>

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- a) Investments have been valued as per the accounting policy no. F (Note1).
- b) Company is appointed as bid process co-ordinator for transmission schemes by Ministry of Power, Government of India. Accordingly, the Company has incorporated wholly owned Special Purpose Vehicle in respect of Integrated Transmission Project(ITPs). During the year the Company has transferred the following ITPs to the successful Bidders.

S. No.	Name of the Company	Date of Incorporation	Date of transfer to successful bidders
1	Warora-Kurnool Transmission Limited	20 April 2015	6 July 2016
2	Odisha Generation Phase-II Transmission Limited	17 April 2015	8 April 2016
3	Gurgaon Palwal Transmission Limited	26 October 2015	14 July 2016
4	Kohima-Mariani Transmission Limited	22 January 2016	31 March 2017
5	Medinipur-Jeerat Transmission Limited	22 January 2016	28 March 2017

- c) Two subsidiaries Ballabgarh-GN Transmission Company Limited and Mohindergarh-Bhiwani Transmission Limited wholly owned subsidiaries have been de-notified by Ministry of Power (MoP) vide notification number 15/3/2016-Trans dated 16-01-2017 and 15/9/2013-Trans dated 16-09-2015 respectively. As such these companies are required to be wound up. PFCCL as a bid process coordinator has written to MoP for reimbursement of expenditure incurred on behalf of these companies, therefore provision has been made for the expenditure incurred by PFCCL on these companies to the extent not considered recoverable. In addition provision has also been made for the value for investments in these companies, considering the same as diminution in value of investments.
- d) South Central East Delhi Power Transmission Limited, one of the subsidiary of the Company was incorporated in the previous year. During the year the Govt. of Delhi has advised the company not to proceed further in the project. The board of Directors PFCCL on 18-07-2016 had decided to windup/strike off the name of the company and to recover the amount incurred on the project from the Govt. of Delhi. Accordingly all the expenditure incurred by PFCCL amounting to ₹ 8,00,633/- on the project has been shown as recoverable from the Govt. of Delhi under the head other recoverables in note 10.

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13 Trade Receivables

Particulars	(in ₹)	
	As at 31.03.2017	As at 31.03.2016
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	1,66,17,936	10,13,16,313
Doubtful	7,49,64,543	-
	<u>9,15,82,479</u>	<u>10,13,16,313</u>
Others		
Unsecured Considered Good	5,03,90,832	5,38,42,104
Doubtful	23,81,145	-
	<u>5,27,71,977</u>	<u>5,38,42,104</u>
Less: Provision for bad and doubtful debts	7,73,45,688	-
Total	<u>6,70,08,768</u>	<u>15,51,58,417</u>

- a) Trade Receivables include amount due from Holding Company ₹1,81,92,416/- (previous year- ₹ 1,88,71,887/-). These also include ₹50,32,710/- (previous year ₹ 2,48,02,717/-) on account of Manpower Charges charged to subsidiary companies, which will be realized on transfer of the subsidiary to the successful bidder.

14 Cash and Bank Balances

Particulars	(in ₹)	
	As at 31.03.2017	As at 31.03.2016
Cash and Cash Equivalents		
Balances with banks in Current accounts	24,58,97,651	81,09,958
Deposits Accounts with Banks with maturity up to 3 months	6,98,99,000	99,00,000
	<u>31,57,96,651</u>	<u>1,80,09,958</u>
Other Bank Balances		
Deposits Accounts with Banks with maturity more than 3 months but less than 12 months	71,57,88,999	98,33,99,000
	<u>71,57,88,999</u>	<u>98,33,99,000</u>
Total	<u>1,03,15,85,650</u>	<u>1,00,14,08,958</u>

15 Other Current Assets

Particulars	(in ₹)	
	As at 31.03.2017	As at 31.03.2016
Interest accrued but not due on		
Term Deposits	4,70,06,118	8,81,79,131
Loan to Subsidiaries	55,73,916	53,74,709
Less:- Provision for Doubtful Debts	<u>18,89,928</u>	<u>36,83,988</u>
	-	53,74,709
Amount Receivable from		
Power Finance Corporation (Holding Company)	-	83,56,102
Clients (Net) (Refer Note - 33)	-	32,33,168
Total	<u>5,06,90,106</u>	<u>10,51,43,110</u>

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16 Revenue From Operations

(in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Consultancy Services	1,03,11,16,298	57,25,94,695
Other operating revenue		
Sale of Rfp & Rfq	24,00,000	2,80,00,000
Processing Fee	59,896	96,798
Provisions Written Back	10,71,992	18,89,060
Total	1,03,46,48,186	60,25,80,553

a) Provision written back includes amount payable to creditors and provision for expenses

17 Other Income

(in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Interest from		
Deposit with Banks	16,76,46,292	12,72,83,186
Loan to Subsidiary Companies	44,00,344	56,16,049
Miscellaneous Income	12,380	45,397
Total	17,20,59,016	13,29,44,632

18 Expense For Consultancy Services

(in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Sub Consultancy Charges	3,96,41,075	2,70,41,164
Advertisement Expenses	3,21,952	7,76,188
Total	3,99,63,027	2,78,17,352

19 Employee Benefits Expense

(in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Salaries and Wages	7,59,49,351	6,72,71,290
Contribution to Provident and other superannuation benefits	98,82,645	98,30,845
Staff welfare expenses	56,32,835	41,79,497
Total	9,14,64,831	8,12,81,632

Notes:

- a) Employees of the Company are on secondment from Holding Company (PFC Limited) and NTPC. Pay, allowances, perquisites and other benefits of the employees are governed by the terms and conditions under an agreement with PFC Ltd. As per the agreement, amount equivalent to a fixed percentage of Basic Pay & DA of the seconded employees is payable by the company for employee benefits such as provident fund, pension, gratuity, post retirement medical facilities, leave encashment, long service award, economic rehabilitation scheme and other terminal benefits. The contribution for terminal benefits of employees on deputation from NTPC Limited has been paid to NTPC limited as per their policy in this regard.
- b) The employee benefits expenses include ₹ 72,21,828/- (previous year ₹ 70,99,779/-) towards company's contributions paid / payable to the holding company and are towards above stated employee benefits.

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20 Other Expenses

Particulars	(in ₹)	
	Year ended 31.03.2017	Year ended 31.03.2016
Payments to Auditor:		
As Auditor	2,70,000	2,70,000
Tax Audit Fee	81,000	81,000
Reimbursement of Expenses	27,000	20,000
Advertisement Expenses	8,18,722	8,98,852
Assets Written Off	-	28,469
Electricity & Water charges	17,89,542	20,06,325
Entertainment Expenses	15,61,228	8,51,283
Insurance	76,098	1,19,866
Interest paid on TDS & Income tax	79,766	4,43,802
Legal & Professional Expenses	65,60,773	23,95,972
Meeting Expenses	7,44,400	2,02,529
Miscellaneous Expenses	14,75,454	2,71,126
Office Maintenance Expenses	73,61,457	19,41,332
Office Rent	3,08,73,608	17,06,578
Outsourcing Expenses	1,45,09,338	80,91,832
Printing & Stationary	5,81,827	4,73,775
Rates & Taxes (including House Tax & Ground Rent)	20,43,934	20,25,445
Repairs & Maintenance	32,353	71,312
Security Expenses	2,01,408	1,27,708
Site Office Expense	6,03,631	8,31,950
Telephone Expenses	14,61,672	14,14,465
Training Expenses	18,88,391	7,32,568
Travelling & Conveyance	92,05,639	1,33,34,428
Usage Charges for Assets (Allocated by PFC)	35,00,034	59,25,192
Vehicle Hiring and Running Expenses	11,44,310	15,03,179
Provision for doubtful debts & advances (Note 31)	8,60,63,533	-
Provision for Diminution in Value of Investment (Note 31)	10,00,000	-
Total	17,39,55,118	4,57,68,987

21 Prior Period Items (net)

Particulars	(in ₹)	
	Year ended 31.03.2017	Year ended 31.03.2016
Revenue		
Consultancy Charges	-	2,47,200
Others	98,112	17,379
	<u>98,112</u>	<u>2,64,579</u>
Expenditure		
Travelling & Others	31,288	5,99,653
Others	-	2,58,486
	<u>31,288</u>	<u>8,58,139</u>
Net expenditure/(revenue)	(66,824)	5,93,560

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- 22** Common expenses (inclusive of service tax) amounting to ₹ **96,96,294/-** (previous year ₹ 1,12,97,369/-) apportionment by the holding Company have been accounted for under appropriate accounting heads.
- 23** Commitments to the extent not provided for:
Estimated amount of contracts remaining to be executed on capital account and not provided for - ₹ **Nil** (previous year- ₹ Nil).
- 24** **Contingent liabilities**
- (a) Claims against the company not acknowledged as Debt**
The company had deposited ₹ 61,87,611/- under Voluntary Compliance Encouragement Scheme 2013 in terms of Section 106 of Finance Act, 2013 and filed its application, which has been rejected by the service tax authorities. The company has filed an appeal against the said rejection order and the appeal is pending as at the date of balance sheet. The financial implication towards interest and/or penalty if any, consequent to the above cannot be ascertained. The company is hopeful of passing of appellate order in its favor, therefore no liability in this regard has been provided in the financial statements.
- (b) Guarantees**
Guarantee issued in domestic currency ₹ **27,00,000/-** (previous year - ₹ 27,00,000/-).
- 25** The Company is operating in a single segment i.e. providing consultancy services and is operating within India therefore no further disclosures are required as per Accounting Standard-17 on Segment Reporting.
- 26** Wherever any expenditure is shared with the Holding Company, procedural and statutory requirements in respect of deduction of Tax at Source and other statutory compliances as applicable are complied by the Holding Company.
- 27** In view of the nature of assets held by the company and the rate of depreciation charged thereon, in the opinion of the management no further provision for impairment of assets is necessary.
- 28** Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 (Based on the available information with the company):

S. No.	Particulars	Year ended 31.03.2017 Amount in ₹	Year ended 31.03.2016 Amount in ₹
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year - Principal amount due to micro and small enterprises - Interest due on above	21,235 -	11,859 -
(ii)	The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of the year	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

- 29** The Company has adopted operating cycle of 12 months. The classification of current & Non-Current is based on above operating cycle.

- 30** As per Accounting Standard 21 Para 11 a subsidiary should be excluded from consolidation when control is intended to be temporary because the subsidiary is incorporated and held exclusively with a view to its subsequent disposal in the near future. Therefore, the financial statements of the subsidiary companies have not been consolidated with the financial statements of the Company.
- 31** During the year the company has reviewed its accounting policy in respect of making provision for doubtful debts and advances. Previously dues from Central/State Govt. department/s, Public Sector Undertakings and Central Co-operative were provided as doubtful on final settlement made with client or verdict is passed by arbitration/court (in case of dispute), and on the basis of management's previous experience with the particular client. From the current year need for provision for doubtful debts and advances is assessed based on various factors as detailed in the accounting policy. Accordingly the company has made provision for doubtful debts & advances of ₹ 8,60,63,533/- as appearing under note 20 other expenses. This include Trade receivables from Govt. Dept. / SEB / PSUs ₹ 7,49,64,543/- which are outstanding since long and in view of concept of prudence provision has been made, however efforts will be made for recovery of the amount. In addition an amount of ₹ 1,10,20,054/- receivable from ITPs (to be wound up as referred in note 12 (c)) towards expenditure incurred on these ITPs has also been provided. Further ₹ 78,936/- has also been provided for other receivables. Due to change in the accounting policy profit of the company for the year is lower by ₹ 8,60,63,533/-.

- 32** During the year following subsidiaries (ITPs) have been incorporated:

Company Name	Date of Incorporation
Goa- Tamnar Transmission Limited	16 January 2017
Shongtong Karcham-Wangtoo Transmission Limited	13 January 2017
Fatehgarh-Bhadla Transmission Limited	30 December 2016
Bijawar-Vidhrbha Transmission Limited	13 January 2017

- 33** During the year the company has adjusted an amount of ₹ 3,31,14,306/- from unaccrued income and ₹ 3,63,07,694/- from amount receivable from clients (asset) by making provision for the amount receivable from various clients for services to be provided which were not paid by the clients and were outstanding since long. As a result on reversal of unaccrued income an amount of ₹ 38,02,854/- towards service tax has been availed as cenvat as per the advice received from the legal advisor.

- 34** Disclosures as per Accounting Standard 18 - Related Parties

- (a) No disclosures as regards related party relationships and transactions with holding company (PFC), subsidiaries and other fellow-subsidiaries is made in the financial statements as they are state-controlled enterprises.

- (b) Key Managerial Personnel

The Key Managerial personnel (KMP) of the Company are employees of the Holding Company (PFC) deployed on part time basis except C.E.O. who is on full time basis. No sitting fees has been paid to the directors. The details of such key Management Personnel are as follows:

S. No.	Name	Designation	Date of Appointment	Date of Cessation
1	Shri Rajeev Sharma	Chairman	01.10.2016	Continuing
2	Shri M. K. Goel	Chairman	13.09.2013	30.09.2016
3	Shri R.Nagarajan	Director	21.10.2008	Continuing
4	Shri A. K. Agarwal	Director	23.09.2013	31.12.2016
5	Shri D. Ravi	Director	01.12.2015	Continuing
6	Shri C. Gangopadhyay	Director	25.01.2017	Continuing
7	Shri C. Gangopadhyay*	CEO	03.12.2013	05.07.2016
8	Shri PP Srivastava*	CEO	06.07.2016	31.08.2016
9	Shri Subir Mulchandani*	CEO	01.09.2016	Continuing

* CEO is not a KMP as per provision of Companies Act, 2013

- 35 In terms of Accounting Standard 20 on "Earnings per Share" prescribed under the Companies Act 2013 Earning per share (Basic & Diluted) is worked out as follows: -

S. No.	Particulars	Year ended 31.03.2017	Year ended 31.03.2016
1	Nominal Value of share (₹)	10	10
2	Number of Equity shares (No.)	50,000	50,000
3	Net Profit after tax (₹)	57,84,83,506	37,05,74,625
4	Basic Earning per share (₹)	11,569.67	7,411.49
5	Diluted Earning per share (₹)	11,569.67	7,411.49

- 36 Details of provisions as required in Accounting Standard - 29 are as under: (in ₹)

Provision for	Opening Balance	Addition during the year	Paid/ adjusted during the year	Closing Balance
Performance Related Pay (PRP)	89,28,904	94,31,684	91,25,128	92,35,460
CSR	81,22,846	88,95,235	1,69,07,655	1,10,426
Income Tax	-	34,09,94,469	34,05,32,144	4,62,325

- 37 Transactions in foreign currency -

(i) **Income/Receipts**

Income/Receipts in foreign currency-₹ Nil (Previous Year- ₹ Nil)

(ii) **Expenditure**

Expenditure in foreign currency-₹ Nil (Previous Year- ₹ Nil)

- 38 **Operating Lease:**

The Company's significant leasing arrangements are in respect of operating leases of premises for offices, site offices, guest houses and Premises for residential use of employees. The lease agreements for site offices, guest houses and Premises for residential use of employees are for a period of one to two year and are usually renewable on mutually agreed terms, and are cancellable. The lease agreement for the office premises taken by the company during the year are having non cancellable period. Lease payments in respect of premises for offices ₹ 3,08,73,608/- (previous year ₹ 17,06,578/-) are included under 'Office Rent' in Note 20- Other Expenses (including lease equilisation expense ₹ 16,48,890/- , previous year ₹ Nil) and in respect of Premises for residential use of employees ₹ 36,17,480/- (previous year ₹ 30,53,704/-) towards lease payments, net of recoveries are included in Salary & Allowances in Note 19- Employee Benefit Expenses. The required disclosures under AS 19 of future minimum lease payments under non cancellable operating lease is as under :

(in ₹)

Future Minimum Lease Rent Payments	FY 2016-17	FY 2015-16
Not later than one year	3,61,64,352	-
Later than one year and not later than five year	87,77,203	-
Later than five year	-	-
Total	4,49,41,555	-

- 39 **Corporate Social Responsibility (CSR) Expenses**

As per Section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

a) Details of gross amount required to be spent by the Company during the year (in ₹)

Particulars	FY 2016-17	FY 2015-16
CSR Provision made during the year *	88,95,235	65,04,765
Carry forward from previous year	36,51,133	16,18,081
Gross amount required to be spent	1,25,46,368	81,22,846

*CSR provision for FY 2016-17 includes amount of ₹ 95,235/- pertaining to FY 2015-16 shortfall.

b) Details of amount spent during the year

(in ₹)

S. No.	Particulars	FY 2016-17			FY 2015-16		
		Paid or Settled	Yet to be paid	Total	Paid or Settled	Yet to be paid	Total
(i)	Construction / Acquisition of any asset	-	-	-	-	-	-
(ii)	On Purposes other than (i) above	-	-	-	-	-	-
	Sanitation / Waste Management	-	-	-	31,86,000	-	31,86,000
	Swachh Bharat Kosh	1,01,28,561	-	1,01,28,561	-	-	-
	Education / Vocational Skill Development	-	-	-	-	-	-
	Environmental Sustainability (Solar Applications / Afforestation /Energy Efficient LED Lighting)	23,07,381	1,10,426	24,17,807	12,85,713	-	12,85,713
	Others	-	-	-	-	-	-
	Total	1,24,35,942	1,10,426	1,25,46,368	44,71,713	-	44,71,713

- 40** The Board of Directors of PFCCCL and PFCCAS (Subsidiary of PFC Limited, Holding Co) accorded In Principle approval to the proposed merger of PFCCAS with PFCCCL in their meeting held on 18.05.2015. The Board of Directors of PFC Limited also accorded approval for the merger in the meeting held on 28.05.2015. The application for approval of MOP for merger was sent on 21.01.2016. The process of merger is under clarification and progress.
- 41** The company has been selected as nodal agency for facilitating short term power requirements through competitive bidding as per MoP guidelines dated 30th March 2016. As per the guidelines, every bidder is required to deposit with PFCCCL the requisite fees of ₹ 500 per MW plus applicable taxes for the maximum capacity a bidder is willing to bid. Only successful Bidder(s) will have to pay the fees to PFCCCL for the quantum allocated to each bidder after completion of activity and the balance amount will be refunded to the bidder. As on the balance sheet date amount outstanding towards such bidding is disclosed under note-6 Other Current Liabilities as Amount Received for Short Term Bidding of Power (DEEP).
- 42** In view of MoP decision dated 25th January 2017, company has not accounted for income from sale of RFP documents. During the year 2016-17 an amount of ₹ 40,00,000/- has been transferred back to various wholly owned subsidiary companies.
- 43 Disclosure On Specified Bank Notes (SBNs)**

The required disclosure for specified bank notes or other denomination note held and transacted during the period from 8th November 2016 to 30th December 2016 as required in the MCA notification G.S.R. 308(E) dated 30th March 2017 is as under:

Particulars	SBNs*	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	NA	NA	NA
(+) Permitted Receipts	Nil	Nil	Nil
(-) Permitted Payments	Nil	Nil	Nil
(-) Amount deposited in Banks	Nil	Nil	Nil
Closing Cash in hand as on 30.12.2016	Nil	Nil	Nil

*For the purpose of this clause the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economics Affairs number S.O. 3407(E), dated the 8th November, 2016.

- 44** The Board of Directors decided in meeting dated 23/05/2017 to recommend a final dividend of ₹ 3,586/- per share which is subject to approval of shareholders in general meeting. Since the dividend is not declared as on the balance sheet date, the provision of the same has not been made in the accounts as per the provisions of Revised Accounting Standard-4.
- 45** Corresponding figures for the previous year have been regrouped/rearranged wherever necessary to conform to current year's classification. Figures have been rounded off to the nearest rupees unless otherwise stated.

For and on behalf of Board of Directors



(Subir Mulchandani)
Chief Executive Officer
DIN 00552479



(R. Nagarajan)
Director
DIN 00701892



(Rajeev Sharma)
Chairman
DIN 00973413



(Rachna Gupta Singh)
Company Secretary
Membership No : F 8471

For Khanna & Annadhanam
Chartered Accountants
(Firm Registration No:001297N)



(B. J. Singh)
Partner
M. No. 007884

Place: - New Delhi
Date: - 23-05-2017

PFC CONSULTING LIMITED
(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

Form AOC 1


"(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures."
PART "A" : Subsidiaries - SPVs

S No.	Name of the Subsidiary / SPV	Reporting period	Share Capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
1	Balibhgarh-GN Transmission Company Limited	01.04.2016-31.03.2017	500,000	(5,00,000)	1,15,140	115,140	-	-	(4,71,251)	-	(4,71,251)	-	100
2	Tanda Transmission Company Limited	01.04.2016-31.03.2017	500,000	(28,749)	1,58,74,861	1,54,03,610	-	-	-	-	-	-	100
3	Mohindergarh-Bhiwani Transmission Limited	01.04.2016-31.03.2017	500,000	(5,00,000)	113,083	1,13,083	-	-	(4,64,001)	-	(4,64,001)	-	100
4	South Central East Delhi Power Transmission Limited	01.04.2016-31.03.2017	500,000	(4,87,036)	12,964	12,964	-	-	(4,53,037)	-	(4,53,037)	-	100
5	Goa - Tamnar Transmission Limited*	16.01.2017-31.03.2018	100,000	-	-	-	-	-	-	-	-	-	100
6	Shongtong Karcham-Wangtoo Transmission Limited*	13-01-2017-31.03.2018	100,000	-	-	-	-	-	-	-	-	-	100
7	Fatehgarh-Bhadla Transmission Limited	30-12-2016-31.03.2017	100,000	(19,851)	40,65,922	39,85,773	-	-	(19,851)	-	(19,851)	-	100
8	Bijawar-Vidhrbha Transmission Limited*	13-01-2017-31.03.2018	100,000	-	-	-	-	-	-	-	-	-	100


Note:-


- The Company does not have any foreign subsidiary.
 - Turnover is considered as Income from Operations.
 - All the SPVs are under pre-operative stage and yet to commence operations.
 - Warora-Kurnool Transmission Limited, Odisha Generation Phase-II Transmission Limited, Gurgaon Palwal Transmission Limited, Kohima-Mariani Transmission Limited, Medinipur-Jeerat Transmission Limited (Wholly owned subsidiaries company of PFC Consulting Limited) have been transferred during the year.
- * These 3 subsidiary companies has been incorporated after 1st January, 2017 and as per section 2(41) of the Companies Act, 2013, where the company has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year shall be its first financial year. Therefore, the balance sheet of these companies has not been prepared and the above details are not applicable.

For and on behalf of Board of Directors


(Subir Mulchandani)
Chief Executive Officer
DIN 00552479


(R. Nagarajan)
Director
DIN 00701892


(Rajeev Sharma)
Chairman
DIN 00973413


(Rachna Gupta Singh)
Company Secretary
Membership No : F 8471

PFC CONSULTING LIMITED

CIN U74140DL2008GOI175858

Regd. Office : First Floor, "Urjanidhi", 1, Barakhamba Lane, Connaught Place, New Delhi -110001

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

NAME OF ATTENDING PERSON (IN BLOCK LETTERS)
Regd. Folio No.
No. of shares held

I, HEREBY RECORD MY PRESENCE AT THE 9TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON MONDAY, THE 18TH DAY OF SEPTEMBER, 2017 AT 11:30 A.M. AT "URJANIDHI", 1- BARAKHAMBALANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please v in the box
MEMBER: PROXY:

Member's / Proxy's Signature

PFC CONSULTING LIMITED

CIN U74140DL2008GOI175858

Regd. Office : First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi -110001

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

NAME OF THE MEMBER (S) :
REGISTERED ADDRESS :
E-MAIL ID : FOLIO NO/ CLIENT ID : DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address : E-mail Id :
Signature : , or failing him

2. Name :
Address : E-mail Id :
Signature : , or failing him

3. Name :
Address : E-mail Id :
Signature : , or failing him

as my/our proxy to attend for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on Monday, the 18th day of September, 2017 at 11:30 A.M. at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below :

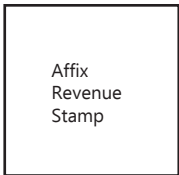
Resolution No.

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, along with the Auditor's Report and Directors' Report thereon.
2. To declare a Final Dividend on Equity Shares of the Company for the Financial Year 2016-17.
3. To appoint a Director in place of Shri D. Ravi (DIN 00038452), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 142(1) of the Companies Act, 2013.
5. To appoint Shri Rajeev Sharma (DIN 00973413) as Director of the Company.
6. To appoint Shri C. Gangopadhyay (DIN 02271398) as Director of the Company.
7. To appoint Shri N.B.Gupta (DIN 00530741) as Director of the Company.

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





Regd. Office: First Floor, Urjanidhi, 1, Barakhamba Lane, Connaught Place New Delhi-110001

Corporate Office: 9th Floor ('A' Wing), Statesman House Building, Barakhamba Road,
Connaught Place, New Delhi-110001

Website: www.pfcclindia.com Email: pfcconsulting@pfcindia.com