

PFC CONSULTING LTD.

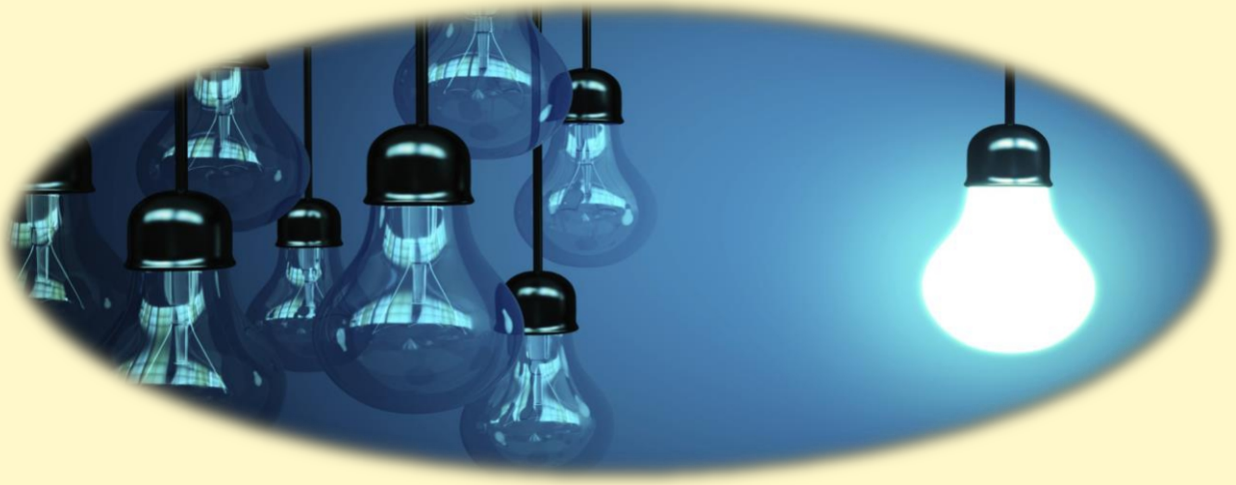
(A wholly owned subsidiary of Power Finance Corporation Ltd.)

10th ANNUAL REPORT 2017-18



VISION

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



MISSION

To achieve the highest standards in the end to end consulting solutions, consistent with the long term interest 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 C.Gangopadhyay	Director
Shri N.B. Gupta	Director

CHIEF EXECUTIVE OFFICER

Shri Subir Mulchandani

COMPANY SECRETARY

Shri Manish Kr. Agarwal

SUBSIDIARIES

Tanda Transmission Company Limited
 Ballabhgarh-GN Transmission Company Limited
 Mohindergarh-Bhiwani Transmission Limited
 South-Central East Delhi Power Transmission Limited
 Bijawar-Vidarbha Transmission Limited
 Shongtong Karcham-Wangtoo Transmission Limited
 Vapi II-North Lakhimpur Transmission Limited

STATUTORY AUDITORS

M/s. Khanna & Annadhanam, Chartered Accountants

BANKERS	REGISTERED OFFICE
Yes Bank Ltd. State Bank of India Ltd. The Ratnakar Bank Ltd. Allahabad Bank Punjab National Bank Dena Bank HDFC Bank Ltd. ICICI Bank Ltd. Kotak Mahindra Bank Ltd. IDFC Bank Ltd.	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.pfcclindia.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 10th Annual General Meeting of your Company.

THE ECONOMY

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

The Government of India is committed to improve the quality of life of its citizens through higher electricity consumption. Aim of the Government of India is to provide each household access to electricity, round the clock. The "Power for All" and Saubhagya programmes are major steps in this direction.

The Government of India is taking a number of steps and initiatives in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 gigawatts (GW) of power through solar rooftop projects by 2022.

OUTLOOK ON POWER SECTOR

• Generation:

Power sector in India is growing at rapid pace. As on March 31, 2018, India's total installed capacity was 3,44,002 MW. Thermal sources continued to have a dominant share at 65% (222907 MW), Hydro 14% (45293 MW), Renewable 20% (69022 MW) and Nuclear 6780 MW. The installed capacity stood at 103975 MW (30%) in state sector, 155511 MW (45%) in private sector and 84517 MW (25%) in central sector.

• Transmission:

The transmission lines are operated in accordance with Regulations/standards of Central Electricity Authority (CEA) / Central Electricity Regulatory Commission (CERC) / State Electricity Regulatory Commissions (SERC).

23,119 circuit kilometres (ckm) of transmission lines have been added during 2017-18 against the annual target of 23,086 ckm fixed for 2017-18. Similarly during the year 2017-18 the addition in the transformation capacity is 86,193 MVA against the annual target of 53,978 MVA for 2017-18.

• Distribution:

Distribution is the most important link in the entire power sector value chain. To improve the distribution segment's performance, Government of India had launched the most comprehensive power sector reform scheme ever i.e. Ujjwal Discom Assurance Yojana to turnaround Discoms (UDAY) on 5th November 2015.

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. Government of India has also launched Saubhagya scheme which aims to ensure electrification of each households in the country.

PERFORMANCE HIGHLIGHTS

During the financial year under review, the total income of the Company has decreased from ₹ 12,067.07 Lakh to ₹ 7,886.90 Lakh showing an decrease of 34.64%. The decrease is mainly due to reduction in consultancy fees on transfer of ITPs to Successful bidders from ₹ 7,044 Lakh to ₹ 2,075 Lakh. However income from consultancy assignments other than from consultancy fee on transfer of ITPs increased from ₹ 1,470 Lakh to ₹ 1,699 Lakh.

During the year, the Company has earned other income of ₹ 1,841.71 Lakh which includes interest on deposit of surplus funds with banks amounting to ₹ 1,595.71 Lakh and interest on loans to subsidiary companies amounting to ₹ 31.30 Lakh.

OPERATIONAL HIGHLIGHTS

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.

PFCCL has worked on over 115 assignments for 62 Clients spread across 24 States/UTs namely Arunachal Pradesh, Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Goa, Haryana, Himachal Pradesh, Jammu & Kashmir, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Meghalaya, Odisha, Puducherry, Punjab, Rajasthan, Telangana, Tripura, Uttar Pradesh and West Bengal.

DEEP PORTAL

Ministry of Power (MoP) also appointed PFCCL as the Authorized Representative for DEEP e-bidding portal. As on 20th July, 2018 after successful bidding on DEEP portal, Letter of Intent was issued for 1,32,873 MW for short term power procurement, 100 MW for Medium Term power procurement and 900MW under Coal flexibility.

Further, MoP appointed PFCCL as the Nodal Agency for Procurement of Aggregate Power of 2500 MW on competitive basis for 3 (three) years under medium term i.e. from generators with commissioned projects but without Power Purchase Agreement – Pilot Scheme. PFC Consulting Limited (PFCCL), the nodal agency issued the tender document on May 1, 2018 on Discovery of Efficient Electricity Price (DEEP) Portal as per the Guidelines and SBDs of Pilot Scheme. In response to the tender document 8 Bidders had submitted Bids. Out of 8 Bidders 7 Bidders matched the L1 Tariff of ₹ 4.24/kWh totaling to Aggregated Power of 1900 MW.

ULTRA MEGA POWER PROJECTS (UMPPs)

Government of India through Ministry of Power launched the initiative of Ultra Mega Power Projects (UMPPs) i.e. 4,000 MW super thermal power projects (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 to facilitate the development of these projects. PFC has authorized PFC Consulting Ltd. to undertake the entire work of UMPPs.

So far 17 (seventeen) such UMPPs have been envisaged to be located at Madhya Pradesh (Sasan), Gujarat (Mundra), Andhra Pradesh (Krishnapatnam), Jharkhand (Tilaiya), Chhattisgarh, Karnataka, Maharashtra (Munge), Tamil Nadu (Cheyyur), Odisha (Sundargarh), Bihar (Banka), Uttar Pradesh, 2nd UMPP in Andhra Pradesh, 2 Additional UMPPs in Odisha and 2nd UMPP in Tamil Nadu, Gujarat and Jharkhand (Deoghar).

Till date, Nineteen (19) Special Purpose Vehicles (SPVs) have been established by the PFC 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.

As decided by Ministry of Power, the action for wind up /strike off the name of Tatiya Andhra Mega Power Limited and Chhattisgarh Surguja Power Limited 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, MoP appointed your Company as Bid Process Coordinator (BPC) for new Transmission Scheme i.e. Western Region Strengthening Scheme- XIX (WRSS-XIX) and North Eastern Region Strengthening Scheme- IX (NERSS-IX) to be implemented through tariff based Competitive Bidding Process.

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

Sl. No	Name of SPV	Successful Bidder	Date of Transfer
1.	Fatehgarh-Bhadla Transmission Ltd.	Adani Transmission Ltd.	14.03.2018
2.	Goa-Tamnar Transmission Project Ltd.	Sterlite Grid 5 Ltd.	14.03.2018

CORPORATE SOCIAL RESPONSIBILITY

The aim of the Corporate Social Responsibility Policy (CSR Policy) of PFCCCL 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 2017-18, your Company has disbursed an amount of ₹ 1.19 Crore towards the 'Swacch Bharat Kosh' set up by the Central Government.

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. PFCCCL 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 annual 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 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 10th Annual General Meeting of PFC Consulting Limited will be held on Monday, the 10th day of September, 2018 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, 2018, along with the Auditor's Report and Board's Report thereon.
2. To appoint a Director in place of Shri Rajeev Sharma (DIN 00973413), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 2018-19, as may be deemed fit by the Board."

By order of the Board of Directors
For PFC Consulting Limited



(Manish Kr. Agarwal)

Company Secretary

FCS No. 5048

Date: 9th August 2018

Place: New Delhi

Notes:

1. 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.
2. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking re-appointment as Director under item No. 2 of the Notice is also annexed.
3. All relevant documents including the Statutory Registers will be open for inspection by Members at the venue of AGM.
4. 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/ to be appointed by the Comptroller and Auditor General of India for the Financial Year 2018-19.
5. The Annual Report along with the Notice of Annual General Meeting is available on the Company's website www.pfcclindia.com.

DETAILS OF DIRECTOR SEEKING RE- APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF PFC CONSULTING LIMITED

Name of Director	Shri Rajeev Sharma
Date of Birth	01.06.1960
Date of Appointment	01.10.2016
Relationship with Directors	None
Qualification	<ul style="list-style-type: none"> • B.Tech (Electrical) • Master's Degree in Business Administration • Master's Degree in Engineering
Experience	<p>Shri Rajeev Sharma has more than 33 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 13 years' experience of financing power sector and implementing key power sector reforms, which includes almost 10 years of Board level experience at leading Navratna Companies i.e. REC & PFC.</p> <p>Presently, Shri Rajeev Sharma is Chairman & Managing Director, PFC.</p>
Directorships in other companies	<ul style="list-style-type: none"> • Power Finance Corporation Limited • PFC Capital Advisory Services Limited • PFC Green Energy Limited • Energy Efficiency Services 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>
Number of Shares held in the company as on 31st March 2018	None

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

PFC CONSULTING LIMITED

(A Wholly Owned Subsidiary of Power Finance Corporation Limited)

BOARD'S REPORT 2017-18

To

The Members,

The Directors have pleasure in presenting the 10th Annual Report on the performance of your Company for the Financial Year ended 31st March, 2018 together with Audited Financial Statements and Auditor's Report thereon.

FINANCIAL HIGHLIGHTS

(Figures in ₹ Lakh)

Sl. No.	Particulars	2017-18	2016-17	% Change
1.	Total Income	7,886.90	12,067.07	(34.64)
2.	Total Expenditure	3,331.17	3,212.08	3.70
3.	Profit Before Tax	4,555.73	8,854.99	(48.55)
4.	Provision for Tax			
	- Current Tax	1748.43	3,409.94	--
	- Deferred Tax	(37.89)	(313.06)	--
5.	Profit After Tax	2,833.48	5,784.84	(51.01)
6.	Profit brought forward from previous years	24,593.72	18,808.89	--
7.	Interim Dividend	6,017.88 (including Dividend distribution tax)	--	--
8.	Accumulated Profit carried to Balance Sheet	19251.31	24,593.72	--

FINANCIAL PERFORMANCE

i) Revenue

During the financial year under review, the total income of the Company has decreased from ₹ 12,067.07 Lakh to ₹ 7,886.90 Lakh showing a decrease of 34.64%. The decrease is mainly due to reduction in receipt of success fees on transfer of ITPs to Successful bidders from ₹ 7,044 Lakh to ₹ 2,075 Lakh. However income from consultancy assignments other than from fee on transfer of ITPs increased from ₹ 1,470 Lakh to ₹ 1,699 Lakh.

During the year, the Company has earned other income of ₹ 1,841.71 Lakh as compared to ₹ 1731.31 lakh of previous year.

ii) Expenses

During the Financial Year 2017-18, the Company had incurred total expenditure of ₹ 3,331.17 Lakh as against the total expenditure of ₹ 3,212.08 Lakh incurred last year.

iii) Profit

During the financial year 2017-18, your company earned Profit before Tax of ₹ 4,555.73 Lakh as compared to ₹ 8,854.99 Lakh for the financial year 2016-17 showing a decrease of 48.55%. The Profit after Tax also decreased by 51.01%, from ₹ 5,784.84 Lakh in the previous financial year to ₹ 2,833.48 Lakh in the current financial year. The decrease in profitability of the company is mainly attributable to receipt of revenue of ₹ 2,075 Lakh only from transfer of two ITPs as compared to receipt of revenue of ₹ 7,044 Lakh from transfer of five ITPs in previous year.

iv) Dividend

During the financial year 2017-18, your company paid, interim dividend of ₹10,000 per equity share. The interim dividend on equity shares, involved a cash outflow of ₹ 6,017.88 Lakh including dividend distribution tax. The same was 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.

v) Share Capital

The paid-up share capital of the Company is ₹ 5,00,000/- (Rupees Five Lakh only) 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.

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 PFC Consulting Limited (PFCCL) for the year under review are as follows:

- i. PFCCL was awarded assignments for providing assistance in implementation of Smart Grid for the following:
 - Ranchi smart city for Jharkhand Bijli Vitran Nigam Limited
 - Raipur and Bilaspur smart cities for Chhattisgarh State Power Distribution Company Limited.
- ii. PFCCL was appointed as Project Management Agency (PMA) for implementation of Integrated Power Development Scheme (IPDS) for the following:
 - Electricity Department, Govt. of Goa
 - Electricity Department, Govt. of Puducherry
- iii. Coal India Ltd. (CIL) has appointed PFCCL as Consultant to review the methodology for auction of coal linkages to IPPs with PPA under Scheme to Harness and Allocate Koyla (Coal) Transparently in India (SHAKTI).
- iv. U.P. Rajya Vidyut Utpadan Nigam Limited (UPRVUNL) has appointed PFCCL as Consultant for development of Saharpur Jamapani Coal Block in Dumka, Jharkhand.
- v. U.P. Power Corporation Limited (UPPCL) has appointed PFCCL as Consultant for selection of seller(s) to supply 700 MW of power from Hydro Power Project to the four distribution Companies of U.P., on long term basis through competitive bidding process.
- vi. PFCCL was appointed as Bid Process Coordinator (BPC) by KSEB Limited for Trans Grid 2.0 Project for Kottayam Lines Package and North-South Interlink Package Phase-I.
- vii. PFCCL was appointed as Consultant by U.P. Power Corporation Limited (UPPCL) for providing Regulatory support services.
- viii. PFCCL was appointed as Consultant by M.P. Madhya Kshetra Vidyut Vitran Company Limited

(MPMKWCL) for manpower deployment to execute departmental works under Deen Dayal Upadhyay Gram Jyoti Yojna (DDUGJY) and Integrated Power Development Scheme (IPDS).

- ix. Fatehgarh-Bhadla Transmission Limited, an ITP SPV, was transferred to M/s Adani Transmission Limited, successful bidder identified through competitive bid process on 14th March, 2018.
- x. Goa-Tamnar Transmission Project Limited, an ITP SPV, was transferred to M/s Sterlite Grid 5 Limited, successful bidder identified through competitive bid process on 14th March, 2018.
- xi. Electricity Department, Govt. of Goa, appointed PFCCCL as Project Management Consultant (PMC) for the work of Survey, Design, Supply, Erection, Testing and Commissioning of 220/110/33KV GIS sub-station at Verna along with associated interconnecting 220 KV D/C line from Verna sub-station to 220/33 KV Cuncolim sub-station and 220 KV D/C line from Kadama sub-station to Verna sub-station.
- xii. U.P. Rajya Vidyut Utpadan Nigam Limited (UPRVUNL) has appointed PFCCCL for assistance in transfer of 100% equity of Meja Urja Nigam Ltd. to NTPC.
- xiii. PFCCCL was appointed as Bid Process Coordinator (BPC) for new Transmission Scheme i.e. Western Region Strengthening Scheme- XIX (WRSS-XIX) and North Eastern Region Strengthening Scheme- IX (NERSS-IX) to be implemented through tariff based Competitive Bidding Process. SPV namely Vapi II-North Lakhimpur Transmission Ltd. was incorporated as a wholly owned subsidiary of PFCCCL for the development of the said Transmission Scheme on 25th June, 2018.
- xiv. U.P. Power Transmission Corporation Ltd. (UPPTCL) appointed PFCCCL as the Bid Process Coordinator for Selection of Transmission Service Provider through Tariff Based Competitive Bidding Process for development of Transmission Scheme associated with "Evacuation of power from Obra-C (2x660 MW) Thermal Power Project & Construction of 400 kV GIS Substation Badaun with associated Transmission Lines".
- xv. Ministry of Power has appointed PFCCCL as the Nodal Agency for Procurement of Aggregate Power of 2500 MW on competitive basis for 3 (three) years under medium term i.e. from generators with commissioned projects but without Power Purchase Agreement – Pilot Scheme. PFC Consulting Limited (PFCCCL), the nodal agency issued the tender document on May 1, 2018 on Discovery of Efficient Electricity Price (DEEP) Portal as per the Guidelines and SBDs of Pilot Scheme. In response to the tender document 8 Bidders had submitted Bids. Out of 8 Bidders 7 Bidders matched the L1 Tariff of Rs 4.24/kWh totaling to Aggregated Power of 1900 MW.
- xvi. Ministry of Power appointed PFCCCL as the Authorized Representative for DEEP e-bidding portal. As on 20th July, 2018 after successful bidding on DEEP portal, Letter of Intent was issued for 1,32,873 MW for short term power procurement, 100 MW for Medium Term power procurement and 900MW under Coal flexibility.
- xvii. In addition to above, PFCCCL 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.

ULTRA MEGA POWER PROJECTS (UMPPs)

Government of India through Ministry of Power launched the initiative of Ultra Mega Power Projects (UMPPs) i.e. 4,000 MW super thermal power projects (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 to facilitate the 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 the 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.

So far 17 (Seventeen) such UMPPs have been envisaged to be located at Madhya Pradesh (Sasan), Gujarat (Mundra), Andhra Pradesh (Krishnapatnam), Jharkhand (Tilaiya), Chhattisgarh, Karnataka, Maharashtra (Munge), Tamil Nadu (Cheyyur), Odisha (Sundargarh), Bihar (Banka), Uttar Pradesh, 2nd UMPP in Andhra Pradesh, 2 Additional UMPPs in Odisha and 2nd UMPP in Tamil Nadu, Gujarat and Jharkhand (Deoghar).

Till date, 19 (Nineteen) Special Purpose Vehicles (SPVs) have been established by the PFC for UMPPs. Out of these, 14 (Fourteen) 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. 5 (Five) 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 19 (nineteen) SPVs, 4 (Four) 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. Jharkhand Urja Vikas Nigam Ltd. on behalf of all the Procurers has taken over JIPL on 16.05.2018 from Reliance Power Limited.

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 1st Additional UMPP	Domestic Coal Based
3.	Deoghar Mega Power Ltd., Jharkhand 2nd UMPP	Domestic Coal Based
4.	Bihar Mega Power Ltd., Bihar UMPP	Domestic Coal Based
5.	Coastal Tamil Nadu Power Ltd., Cheyyur UMPP, Tamil Nadu	Domestic Coal Based*
6.	Uttar Pradesh UMPP	Domestic Coal Based
7.	Gujarat 2nd UMPP	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.	Tamil Nadu 2nd UMPP	Imported Coal Based
11.	Ghogarpalli Integrated Power Company Ltd., Odisha 2nd Additional UMPP	Domestic Coal Based

* In a meeting held on 02.11.2017 between officials of MoP, PFC, CEA and Procurers, decision was taken to develop cheyyur umpp on domestic coal.

Government of Andhra Pradesh has decided not to proceed further with the 2nd UMPP in Andhra Pradesh and in view of the same it has been decided by the Ministry of Power for the closure of the project. Action has been initiated to wind up /strike off the name of SPV from the records of Registrar of Companies (ROC).

Further, Government of Chhattisgarh had informed that they are not keen to set up UMPP at present due to surplus power in the state and in view of the same it has been decided by the Ministry of Power for the closure of the project. The process for winding up/striking off the name of SPV from the records of Registrar of Companies (ROC) has been initiated.

INDEPENDENT TRANSMISSION PROJECTS (ITPs)

In addition to the 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, 26 (twenty six) Special Purpose Vehicles (SPVs), 2 (Two) by PFC and other 24 (twenty four) by PFC Consulting Limited were established as wholly owned subsidiaries for ITPs. Out of these 26 (twenty six) SPVs, Bokaro-Kodarma-Maithon Transmission Company Limited was liquidated in December 2010 and 19 (nineteen) SPVs were transferred to the successful bidders till date.

Since the date of last Directors' Report, MoP appointed PFC Consulting Limited as Bid Process Coordinator (BPC) for new Transmission Scheme i.e. Western Region Strengthening Scheme- XIX (WRSS-XIX) and North Eastern Region Strengthening Scheme- IX (NERSS-IX) to be implemented through tariff based Competitive Bidding Process. SPV namely Vapi II-North Lakhimpur Transmission Ltd. was incorporated as a wholly owned subsidiary of PFCCCL for the development of the said Transmission Scheme on 25th June, 2018.

Since the date of last Directors' Report, Two (2) SPVs viz. Goa-Tamnar Transmission Project Ltd. and Fatehgarh-Bhadla Transmission Ltd. were transferred to successful bidders on 14th March, 2018.

The Letter of Intent (LoI) for Shongtong Karcham-Wangtoo Transmission Limited was issued to the Successful Bidder on February 21, 2018. However SPV would be transferred after obtaining regulatory approval from CERC.

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. Further, process has been initiated to windup/strike off the name of the SPVs from the records of Registrar of Companies.

The bidding process for Bijawar-Vidarbha Transmission Limited has been kept in abeyance till resolution of financial issues pertaining to Lanco Vidarbha generation project.

Further, MoP vide Gazette Notification dated 23.02.2018 has also de-notified the scheme "ATS for Tanda Expansion TPS (2x660) MW". Requisite action is being taken for the closure of the SPV.

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	32
Licensees/ Municipal Bodies/IPPs	10
Public Sector Undertakings	8
State Governments	7
Regulatory Commissions	3
Central Govt. Departments/Ministries	2
Total	62

PFCCL has worked on over 115 assignments for 62 Clients spread across 24 States/UTs namely Arunachal Pradesh, Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Goa, Haryana, Himachal Pradesh, Jammu & Kashmir, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Meghalaya, Odisha, Puducherry, Punjab, Rajasthan, Telangana, Tripura, Uttar Pradesh and West Bengal.

SUBSIDIARIES

Incorporation of Subsidiary

Since the date of last Directors' Report, One company has been incorporated and other company is under the process of incorporation. The details are as follows:

- Vapi II-North Lakhimpur Transmission Limited (VNLTL) was incorporated on June 25, 2018 for the transmission project "Western Region Strengthening Scheme- XIX (WRSS-XIX) and North Eastern Region Strengthening Scheme- IX (NERSS-IX)".
- The process for Incorporation of SPV is underway for Transmission Scheme "Evacuation of power from Obra-C (2x660 MW) Thermal Power Project & Construction of 400 kV GIS Substation Badaun with associated Transmission Lines".

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.	Fatehgarh-Bhadla Transmission Ltd.	Adani Transmission Ltd.	14.03.2018
2.	Goa-Tamnar Transmission Project Ltd.	Sterlite Grid 5 Ltd.	14.03.2018

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.

MERGER OF PFC CAPITAL ADVISORY SERVICES LTD. WITH PFC CONSULTING LTD.

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

JOINT VENTURES AND ASSOCIATE COMPANIES

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

DIRECTORS

Since the date of last Directors' Report, Shri D. Ravi, ceased to be the Director of the company, pursuant to superannuation from the services of PFC w.e.f 31st May, 2018.

In accordance with provisions of section 152(6) of the Companies Act, 2013, Shri Rajeev Sharma, Chairman 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 D. Ravi during his tenure as Director 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 C. Gangopadhyay : Director / Director (Projects), PFC
3. Shri N.B. Gupta : Director / Director (Finance), PFC

MEETINGS OF BOARD OF DIRECTORS

Eight (8) Board meetings were held during the financial year 2017-18, as against the requirement of minimum four meetings in a year. The details of Board meetings are given below:

S. No	Date of Board Meeting	Board Strength	No. of Directors Present
1	23rd May, 2017	04	04
2	9th August, 2017	03	03
3	24th August, 2017	04	03
4	23rd October, 2017	04	04
5	15th January, 2018	04	03
6	23rd February, 2018	04	04
7	9th March, 2018	04	04
8	21st March, 2018	04	04

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 N.B. Gupta, Director (Finance), PFC was appointed as member of the Committee w.e.f. 23rd October, 2017 in place of Shri Rajeev Sharma. Further Shri D. Ravi was designated as Chairman of the Committee w.e.f. 23rd October, 2017
- On superannuation from the services of PFC on 31st May, 2018, Shri D. Ravi ceased to be the Chairman and member of the Committee w.e.f. 31st May, 2018.
- Shri Rajeev Sharma was appointed as Member and Chairman of the Committee w.e.f. 20th June, 2018.

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

1. Shri Rajeev Sharma : Chairman
2. Shri C. Gangopadhyay : Member
3. Shri N.B. Gupta : Member

During the financial year 2017-18, three (03) meetings of CSR Committee were held. The details of Committee meetings are given below:

S. No	Date of Meeting	Committee Strength	No. of Members Present
1	9th August, 2017	03	03
2	16th January, 2018	03	03
3	21st March, 2018	03	03

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.

AUDITOR'S REPORT

M/s. Khanna & Annadhanam, Chartered Accountants, were appointed as Statutory Auditors of the Company for the financial year 2017-18 by the Comptroller & Auditor General of India. There are no adverse comments, observation or reservation in the Auditor's Report on the accounts of the Company.

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, 2018.

Further, C&AG vide their letter dated 25th July, 2018 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.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(5) of the Companies Act, 2013, it is confirmed that:

- In the preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Such accounting policies have been selected, applied consistently and judgments & estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of Companies Act 2013 and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts are prepared on a going concern basis;
- The company has laid down internal financial controls to be followed and that such internal financial controls are adequate and were operating effectively; and
- The company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

During the year, Company has complied with the applicable provisions of the Secretarial Standards.

MEMORANDUM OF UNDERSTANDING (MoU)

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

OFFICIAL LANGUAGE

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

PUBLIC DEPOSITS

The Company has not accepted any public deposit during the year ended 31st March, 2018 as covered under the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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.

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.

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

In line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 "Internal Complaint Committee" has been constituted in the company for redressal of complaint(s) relating to sexual harassment of women employees. The committee is headed by a senior women official of PFC and includes a representative from All Indian Women's Education Fund Association as one of its member. PFCCL follows the anti-sexual harassment stance as outlined in the Conduct, Discipline and Appeal Rules of our parent Company i.e. PFC. During the financial year 2017-18, 1(one) complaint of sexual harassment was received by the company, which has subsequently been disposed off.

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.

PARTICULARS OF LOANS, INVESTMENT AND GUARANTEE

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

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.

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.

RISK MANAGEMENT

The Company actively identifies evolving risks keeping in view its nature of operations and takes timely action to address and manage risks.

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 is presented in a separate section forming part of the Annual Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's 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.

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**.

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

Date: 9th August 2018

Place: New Delhi

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: PFC Consulting Limited (PFCCCL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2017-18.

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)	Fatehgarh-Bhadla Transmission Ltd.	: Subsidiary Company
7)	Shongtong Karcham-Wangtoo Transmission Ltd	: Subsidiary Company
8)	Bijawar-Vidarbha Transmission Ltd.	: Subsidiary Company
9)	Goa-Tamnar Transmission Project Ltd.	: Subsidiary Company
10)	Orissa Integrated Power Ltd.	: Subsidiary of the Holding Company
11)	Coastal Tamil Nadu Power Ltd.	: Subsidiary of the Holding Company
12)	Chhattisgarh Surguja Power Ltd.	: Subsidiary of the Holding Company
13)	Deoghar Mega Power Ltd.	: Subsidiary of the Holding Company
14)	Coastal Maharashtra Mega Power Ltd.	: Subsidiary of the Holding Company
15)	Cheyur Infra Ltd.	: Subsidiary of the Holding Company
16)	Odisha Infrapower Ltd.	: Subsidiary of the Holding Company
17)	Tatiya Andhra Mega Power Ltd.	: Subsidiary of the Holding Company
18)	Sakhigopal Integrated Power Co. Ltd.	: Subsidiary of the Holding Company
19)	Ghogarpalli Integrated Power Co. Ltd.	: Subsidiary of the Holding Company
20)	Coastal Karnataka Power Ltd.	: Subsidiary of the Holding Company
21)	Deoghar Infra Ltd.	: Subsidiary of the Holding Company
22)	Bihar Infrapower Ltd.	: Subsidiary of the Holding Company
23)	Bihar Mega Power Ltd.	: Subsidiary of the Holding Company
24)	Jharkhand Infrapower Ltd.	: Subsidiary of the Holding Company

(b) Nature of contracts/arrangements/transactions: Consultancy services and fund arrangement

(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 2018

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

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 <input checked="" type="checkbox"/> 2. Private Company	
	Sub Category of the Company [Please tick whichever are applicable]	1. Government Company	<input checked="" type="checkbox"/>
		2. Small Company	-
		3. One Person Company	-
		4. Subsidiary of Foreign Company	-
		5. NBFC	-
		6. Guarantee Company	-
		7. Limited by shares	<input checked="" type="checkbox"/>
		8. Unlimited Company	-
		9. Company having share capital	<input checked="" type="checkbox"/>
		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,	
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)

Sl.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]

Sl. 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-Central East Delhi Power Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40109DL2015GOI276863	Subsidiary Company	100	2(87)
6	Bijawar-Vidarbha Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40300DL2017GOI310540	Subsidiary Company	100	2(87)

7	Shongtong Karcham-Wangtoo Transmission Limited First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	U40300DL2017GOI310556	Subsidiary Company	100	2(87)
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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-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% 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) FII's	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-

Sl. 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	0.00	(0.2%)
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	NIL	NIL	0.00	(0.2%)
9	Shri P.K.Singh*	NIL	NIL	NIL	100	0.2%	0.00	0.2%
10.	Shri Subir Mulchandani*	NIL	NIL	NIL	100	0.2%	0.00	0.2%

* NOMINEE OF POWER FINANCE CORPORATION LIMITED

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

Sl. 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 01.04.2017 to 31.03.2018			
	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):**

Sl. 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	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		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	01.04.2017	NIL	-	100	0.2
		100	0.2	31.03.2018				
2	Shri C. Gangopadhyay Director*	100	0.2	01.04.2017	NIL	-	100	0.2
		100	0.2	31.03.2018				

* 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	NIL			
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)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
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

Sl. 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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
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				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

For and on behalf of the Board of Directors



(Rajeev Sharma)
Chairman
DIN: 00973413

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18

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 PFC Consulting Limited 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.pfcclindia.com/downloads/csr-policy.pdf>

Projects & Programs:

- a. Ensuring Environmental Sustainability using Renewable energy, energy efficient and environmental friendly technologies etc.
- b. Sanitation & Provision of safe drinking water.
- c. Promoting Education & employment enhancing vocational skills.
- d. Activity related to supporting Differently abled persons.
- e. Activities related to Health Sector
- f. 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.

Sl. No.	Name	Designation
1.	Shri Rajeev Sharma	Chairman
2.	Shri C.Gangopadhyay	Member
3.	Shri N.B. Gupta	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	2014-15	33.33
2	2015-16	57.10
3	2016-17	88.55
Total		178.98
Average of above three FYs		59.66
2% of the average consolidated PBT		1.19
2% of the average consolidated PBT excluding dividend received from other companies		1.19

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 ₹ 1,19,31,952/- (Rupees One Crore Nineteen Lakh Thirty One Thousand Nine Hundred fifty Two only).

5. Details of CSR Spent during the financial year.

- Total amount to be spent for the financial year 2017-18 - ₹ 1,19,31,952/- (Rupees One Crore Nineteen Lakh Thirty One Thousand Nine Hundred fifty Two 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) Overheads	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	119.32	1) 119.32 2) Nil	119.32	Govt. of India
Total (in ₹ Lakh)				119.32	1) 119.32 2) Nil	119.32	

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

Annexure IV

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 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, PFCCCL has created a strong niche for itself and is appropriately poised to play a more transformative role in the power sector. PFCCCL 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 Gol, 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

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

The Government of India is committed to improve the quality of life of its citizens through higher electricity consumption. Aim of the government of India is to provide each household access to electricity, round the clock. The "Power for All" programme is a major step in this direction.

The Government of India has released its roadmap to achieve 175 GW capacity in renewable energy by 2022, which includes 100 GW of solar power and 60 GW of wind power. The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 GW of power through solar rooftop projects by 2022.

The 2026 forecast for India's non-hydro renewable energy capacity has been increased to 155 GW from 130 GW on the back of more than expected solar installation rates and successful wind energy auctions.

The Government of India is taking a number of steps and initiatives in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW.

OUTLOOK ON POWER SECTOR

A. Generation:

Power sector in India is growing at rapid pace. As on March 31, 2018, India's total installed capacity was 3,44,002 MW. Thermal sources continued to have a dominant share at 65% (222907 MW), Hydro 14% (45293 MW), Renewable 20% (69022 MW) and Nuclear 6780 MW. The installed capacity stood at 103975 MW (30%) in state sector, 155511 MW (45%) in private sector and 84517 MW (25%) in central sector.

B. Transmission:

Our country has an extensive transmission network spanning 3,90,970 ckt.km (at the 220 kV and above voltage levels) as of March 2018. Minor failures at any point in the transmission network can result in disruptions in the evacuation and delivery of power to a large number of consumers.

The transmission lines are operated in accordance with Regulations/standards of Central Electricity Authority (CEA) / Central Electricity Regulatory Commission (CERC) / State Electricity Regulatory Commissions (SERC). In addition, companies have their own set of maintenance measures to ensure longevity and efficiency of transmission systems.

23,119 circuit kilometres (ckm) of transmission lines have been added during 2017-18 against the annual target of 23,086 ckm fixed for 2017-18. Similarly during the year 2017-18 the addition in the transformation capacity is 86,193 MVA against the annual target of 53,978 MVA for 2017-18. An extensive network of Transmission lines has been developed over the years for evacuating power produced by different electricity generating stations and distributing the same to the consumers. Depending upon the quantum of power and the distance involved, lines of appropriate voltages are laid.

C. Distribution:

Distribution is the most important link in the entire power sector value chain. The electricity business is not merely about setting up power generation stations and transmission systems, but equally, and probably more crucial is retailing electricity and recovering the cost of service from the consumers. In the past few years the average tariff has increased however the rise has not been commensurate with the increase in the cost of supply. The consistent revenue gap, coupled with high AT&C losses have piled up huge losses for the state utilities. To improve the distribution segment's performance, Government of India had launched the most comprehensive power sector reform scheme ever i.e. Ujjwal Discom Assurance Yojana to turnaround Discoms (UDAY) on 5th November 2015. The said scheme is the largest contributor in India's power reforms story for bringing about a turnaround of state distribution entities.

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. Government of India has also launched Saubhagya scheme which aims to ensure electrification of each households in the country.

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 ability to take risks is the hallmark of any good enterprise, but if those risks 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.

DISCUSSION ON OPERATIONAL PERFORMANCE

During the financial year under review, the total income of the Company has decreased from ₹ 12,067.07 Lakh to ₹ 7,886.90 Lakh showing an decrease of 34.64%. The decrease is mainly due to reduction in consultancy fees on transfer of ITPs to Successful bidders from ₹ 7,044 Lakh to ₹ 2,075 Lakh. However income from consultancy assignments other than from consultancy fee on transfer of ITPs increased from ₹ 1,470 Lakh to ₹ 1,699 Lakh.

During the year, the Company has earned other income of ₹ 1,841.71 Lakh as compared to ₹ 1731.31 lakh of previous year.

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). 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 2017-18, 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 PFCCL, ensuring that the project gets completed within the specified time period.

During the Financial Year 2017-18, your Company has disbursed an amount of ₹ 1.19 Crore, towards the 'Swacch Bharat Kosh' set up by the Central Government.

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.



(Rajeev Sharma)
Chairman
DIN No. 00973413

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 stakeholders. Concept of Corporate Governance ensures values, ethical business conduct, transparency, disclosures as per laws, rules and guidelines. PFCCCL 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 March 31, 2018 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, 2018 was as follows:

Sl. No.	Name	Category	Designation
(i)	Shri Rajeev Sharma	Non-Executive Director	Chairman
(ii)	Shri D. Ravi*	Non-Executive Director	Director
(iii)	Shri C.Gangopadhyay	Non-Executive Director	Director
(iv)	Shri N.B. Gupta	Non-Executive Director	Director

* Ceased to be Director w.e.f. 31st May, 2018.

b) NUMBER OF BOARD MEETINGS

Eight (8) Board meetings were held during the financial year 2017-18. The details of Board meetings are given below:

S. No	Date of Board Meeting	Board Strength	No. of Directors Present
1	23rd May, 2017	04	04
2	9th August, 2017	03	03
3	24th August, 2017	04	03
4	23rd October, 2017	04	04
5	15th January, 2018	04	03
6	23rd February, 2018	04	04
7	9th March, 2018	04	04
8	21st March, 2018	04	04

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, along with details of Directorships and Membership (including Chairmanship) of committees held by them in other companies and the attendance at the last Annual General Meeting held on 18th September, 2017 are as given below:-

Name & Designation	No. of other Directorships as on March 31, 2018#	Membership in the committees of other companies as on March 31, 2018##		Attendance at the last AGM held on 18th September, 2017
		Member	Chairman	
Shri Rajeev Sharma, Chairman	04	NIL	NIL	Present
Shri R. Nagarajan,* Director	N.A.	N.A.	N.A.	N.A.
Shri C. Gangopadhyay Director	09	02	-	Present
Shri D. Ravi** Director	08	NIL	NIL	Absent
Shri N.B. Gupta*** Director	07	1	-	Present

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

**Ceased to be Director w.e.f. 31.05.2018

***Appointed as Director w.e.f. 24.08.2017

#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 March 31, 2018 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, 2018 the Committee comprised of the following members:

1. Shri D. Ravi* : Chairman
2. Shri C.Gangopadhyay : Member
3. Shri N.B. Gupta : Member

*Ceased to be Chairman w.e.f. 31.05.2018

The Committee met three (3) times during the FY 2017-18, on the following dates:

Sl. No.	Date of Meeting	No. of Member present
1	9th August, 2017	3
2	16th January, 2018	3
3	21st March, 2018	3

Audit Committee of Directors

The provisions of Companies Act 2013 relating to constitution of Audit Committee are not applicable to the company.

4. GENERAL BODY MEETINGS

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

No.	AGM	Day, Date & Time	Location	Special Resolutions Passed
1	7 th	Wednesday, 16th 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.

2	8 th	Tuesday, 16th August, 2016 & 12:30 P.M.	'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	-
3	9 th	Monday, 18th September, 2017 & 11.30 A.M.	'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi-110001.	-

5. SUBSIDIARY COMPANIES

As on date, the Company has following seven (7) 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)
- Bijawar-Vidarbha Transmission Limited (BVTCL)
- Shongtong Karcham-Wangtoo Transmission Limited (SKWTL)
- Vapi II-North Lakhimpur Transmission Limited (VNLTL)

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 2017-18.

7. MEANS OF COMMUNICATION

As the Company is not a Listed entity, the provisions of Quarterly results publication in newspaper 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, the holding Company. Therefore, the provision of Training of Board Members is not applicable on the Company.

9. DISCLOSURES

- Annual Financial Statements for the Financial Year 2017-18 are in conformity with applicable accounting standards.
- 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.
- 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.
- The Company follows the whistle blower policy of its parent company i.e. Power Finance Corporation Limited
- 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.
- 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 2018

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

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, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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, 2018, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

Reference is invited to foot note on Note 17 - 'Other Income' regarding write back off provision for doubtful debts of Rs.2,05,62,000/-

Our opinion is not modified in respect of aforesaid matter.

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 are 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 Section 143(11) of the Act, we give in the 'Annexure- B' a 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 to the extent applicable that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;
 - e) in terms of Notification No. G.S.R. 463(E) dated 5th June, 2015 issued by the Ministry of Corporate Affairs, the provisions of Section 164 (2) of the Act regarding disqualification of directors, are not applicable to the Company;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-C";
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigations which would impact its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. the reporting on disclosure relating to Specified Bank Notes is not applicable to the Company for the year ended 31st March, 2018

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

sd/-
(B.J. Singh)
 Partner
 Membership No.007884

Place: New Delhi
Date: 17th May 2018

ANNEXURE A 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.

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 this clause is 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 waived/written off any amounts during the year. However, it has made a provision for bad and doubtful debts amounting to Rs.1,64,12,763/- during the year.
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 lying with third parties and the Company has not received any assets as gift/grants from Government or other authorities.

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

Sd/-
(B.J. Singh)
 Partner
 Membership No.007884

Place: New Delhi
Date: 17th May 2018

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (b) According to information and explanations given to us, the property, plant and equipment 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 the nature of its assets. According to the information and explanations given to us, shortages valued at Rs.99,738 were noticed on such physical verification for which necessary provision has been made in the accounts.
- (c) According to the information and explanations given to us and the records examined by us, the Company does not own any immovable property.
- (ii) According to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) According to the information and explanations given to us the Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) The Company has complied with the provision of Section 185 and 186 of the Act in respect of loans advanced to subsidiary companies and investments made in the subsidiary and joint venture companies. The Company has not given any guarantee or provided any security to any party covered under Section 185 and 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable
- (vii) (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, goods and service tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and goods and service tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.
- (xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements, as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures. Accordingly, provisions of clause 3(xiv) of the Order are not applicable.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3(xvi) of the Order are not applicable.

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

Sd/-
(B.J. Singh)
Partner
Membership No.007884

Place: New Delhi
Date: 17th May 2018

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT

Independent Auditor's 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 31st March, 2018 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 the company's 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 Act.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls 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 controls 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 internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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

Sd/-
(B.J. Singh)
Partner
Membership No.007884

Place: New Delhi
Date: 17th May 2018

**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 31 MARCH 2018.**

The preparation of financial statements of PFC Consulting Limited for the year ended 31 March 2018 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 Audit Report dated 17 May 2018.

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 31 March, 2018. The 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 the behalf of the
Comptroller & Auditor General of India**

**Sd/
(Vikram D. Murugaraj)**
Principal Director of Commercial Audit &
Ex-officio Member, Audit Board – III,
New Delhi

**Place: New Delhi
Dated: 25th July, 2018**

PFC CONSULTING LIMITED
 (A Wholly Owned Subsidiary of Power Finance Corporation Limited)
 CIN: U74140DL2008GOI175858
BALANCE SHEET AS AT 31st MARCH 2018

(Amount in ₹)

Particulars	Note	As at 31.03.2018	As at 31.03.2017
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	500,000	500,000
Reserves & Surplus	3	<u>1,925,131,177</u>	<u>2,459,372,359</u>
		1,925,631,177	2,459,872,359
Non Current Liabilities			
Other Long Term Liabilities	4	3,818,756	1,648,890
Current Liabilities			
Trade Payables	5	-	21,235
(a) Total Outstanding dues of Micro Enterprises & Small Enterprises		-	21,235
(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		35,549,854	29,243,537
Other Current Liabilities	6	<u>244,682,823</u>	<u>298,835,555</u>
Short-Term Provisions	7	<u>53,521,802</u>	<u>9,808,212</u>
		333,754,479	337,908,539
TOTAL		<u>2,263,204,412</u>	<u>2,799,429,788</u>
ASSETS			
Non-current Assets			
Property, Plant and Equipment	8	25,513,399	32,475,296
Intangible assets	8	1,388,314	2,435,286
Deferred Tax Assets	9	38,560,344	34,771,164
Long-Term Loans and Advances	10	20,896,171	22,595,261
Other Non-Current Assets	11	<u>932,105,648</u>	<u>1,467,543,543</u>
		1,018,463,876	1,559,820,550
Current Assets			
Current Investments	12	200,000	900,000
Trade Receivables	13	120,077,265	43,783,642
Cash and Bank Balances	14	910,499,500	1,031,585,649
Short-Term Loans and Advances	10	84,932,962	102,038,454
Other Current Assets	15	<u>129,030,809</u>	<u>61,301,493</u>
		1,244,740,536	1,239,609,238
TOTAL		<u>2,263,204,412</u>	<u>2,799,429,788</u>
Corporate Information and Significant Accounting Policies			
Other Notes on Accounts			
The accompanying notes form an integral part of the financial statements.			

For and on behalf of Board of Directors

Sd/-
 (Subir Mulchandani)
 Chief Executive Officer

Sd/-
 (N. B. Gupta)
 Director
 DIN 00530741

Sd/-
 (Rajeev Sharma)
 Chairman
 DIN 00973413

Sd/-
 (Manish Kumar Agrawal)
 Company Secretary
 Membership No : F 5048

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

Sd/-
 (B. J. Singh)
 Partner
 M. No. 007884

Place: New Delhi
 Date: 17th May 2018

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 2018

(Amount in ₹)

Particulars	Note	As at 31.03.2018	As at 31.03.2017
Revenue			
Revenue from Operations	16	604,519,168	1,033,576,194
Other Income	17	<u>184,171,610</u>	<u>173,131,008</u>
Total Revenue		<u>788,690,778</u>	<u>1,206,707,202</u>
Expenses			
Consultancy Service Expense	18	65,733,176	45,077,027
Employee Benefits Expense	19	133,137,091	91,464,831
Depreciation and Amortization	8	13,419,876	6,996,594
Corporate Social Responsibility Expenses	35	11,931,952	8,895,235
Other Expenses	20	99,839,132	168,841,118
Prior Period Items (net)	21	<u>9,055,855</u>	<u>(66,824)</u>
Total Expenses		<u>333,117,082</u>	<u>321,207,981</u>
Profit Before Tax		455,573,696	885,499,221
Tax Expense			
Current Tax			
Current year		174,843,610	340,994,469
Earlier years		1,170,937	(2,672,531)
Deferred Tax			
Current Year		(3,789,180)	(31,306,223)
Total tax expense		172,225,367	307,015,715
Profit for the year		283,348,329	578,483,506
Earnings per equity share (Par Value Rs. 10/- each)			
Basic & Diluted (Rs.)	31	5,666.97	11,569.67
Corporate Information and Significant Accounting Policies	1		
Other Notes on Accounts	22-38		

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

Sd/-
(Subir Mulchandani)
Chief Executive Officer

Sd/-
(N. B. Gupta)
Director
DIN 00530741

Sd/-
(Rajeev Sharma)
Chairman
DIN 00973413

Sd/-
(Manish Kumar Agrawal)
Company Secretary
Membership No : F 5048

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

Sd/-
(B. J. Singh)
Partner
M. No. 007884

Place: New Delhi
Date: 17th May 2018

PFC CONSULTING LIMITED
(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GOI175858
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018

(Amount in ₹)

Particulars	As at 31.03.2018	As at 31.03.2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	455,573,696	885,499,221
Adjustments for		
Depreciation/amortisation	13,419,876	6,996,594
Lease Equalisation Expenses	2,169,866	1,648,890
Interest paid on direct taxes	1,417,758	-
Provision for bad and doubtful debts - Expense	16,412,763	86,063,533
Provision for diminution in value of investment	500,000	1,000,000
Disposal/Write-off of Fixed Assets	26,977	30,714
Provision for loss of asset pending investigation	99,738	-
Provision for Pay revision	19,822,279	-
Provision for performance related pay	33,699,523	9,235,461
Provision for CSR Expenditure	-	110,426
Provision Written Back	(21,439,074)	(1,071,992)
Prior Period Depreciation Income	(807,654)	-
Interest Income	(162,701,685)	(172,046,636)
Operating profit before working capital changes	358,194,063	817,466,211
Adjustment For Working Capital changes :		
(Increase)/Decrease in Trade Receivables	(55,789,403)	10,803,962
(Increase)/Decrease in Other Current Assets	(58,022,872)	9,699,342
(Increase)/Decrease in Long Term Loans & Advances	1,699,090	(9,150,122)
(Increase)/Decrease in Short Term Loans & Advances	4,366,931	(31,705,389)
Increase/(Decrease) in Trade Payables	6,285,082	18,883,774
Increase/(Decrease) in Other Current Liabilities	(53,275,658)	273,030,888
Increase/(Decrease) in Short Term Provisions	(9,345,887)	(17,051,751)
Cash Inflow/Outflow from operations before Tax	194,111,347	1,071,976,916
Direct Taxes Paid including interest	(177,894,630)	(337,859,615)
Net Cash from Operating Activities (A)	16,216,717	734,117,301
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(5,428,620)	(37,182,685)
Sale/ Adjustments in Fixed Assets	698,550	41,577
Interest Received	144,817,716	193,509,496
(Increase)/Decrease in Other Non-Current Assets	539,998,999	(861,208,998)
(Increase)/Decrease in Other Bank Balances	71,389,000	207,611,001
Investments in Shares of subsidiaries companies	-	(400,000)
Sale of Investments in Shares of subsidiaries companies	200,000	1,300,000
Net cash generated / (used) in investing activities (B)	751,675,645	(496,329,609)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Final Dividend paid for FY 2016-17	(179,300,000)	-
Dividend Distribution Tax on Final Dividend paid for FY 2016-17	(36,501,261)	-
Interim Dividend paid for FY 2017-18	(500,000,000)	-
Dividend Distribution Tax on Interim Dividend paid for FY 2017-18	(101,788,250)	-
Net cash used in financing activities (C)	(817,589,511)	-
Net Increase/Decrease in Cash and Cash Equivalents (A+B+C)	(49,697,149)	237,787,691
Add: Cash and Cash Equivalents at the beginning of the year*	245,897,650	8,109,959
Cash and Cash Equivalents at the end of the year	196,200,501	245,897,650

* Details of Cash & Cash Equivalents:

Balance with Banks 196,200,501 245,897,650

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

For and on behalf of Board of Directors

Sd/-
(Subir Mulchandani)
 Chief Executive Officer

Sd/-
(N. B. Gupta)
 Director
 DIN 00530741

Sd/-
(Rajeev Sharma)
 Chairman
 DIN 00973413

Sd/-
(Manish Kumar Agrawal)
 Company Secretary
 Membership No : F 5048

This is the Cash flow Statement referred to in our report of even date

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

Sd/-
(B. J. Singh)
 Partner
 M. No. 007884

Place: New Delhi

Date: 17th May 2018

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 Limited (a listed company with majority shareholding held by the Government of India). The Company provides consultancy services to power sector including development of Independent Transmission Projects (ITPs).

(II) 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 Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and applicable provisions of the Companies Act, 2013.

(III) Significant Accounting Policies

A 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.

B Property, Plant and Equipment

Property, plant and equipment 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 property, plant and equipment.

C Intangible Assets

Intangible assets are shown at the cost of acquisition less accumulated amortization.

D Depreciation / Amortisation

Depreciation on property, plant and equipment is provided on pro-rata basis based on written down value method considering the useful life and residual value prescribed under 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 software is done over a period of 36 months on straight-line method basis.

E Investments

Investments in ITPs are classified under current investments as they are intended to

be held for not more than one year . All other investments are classified as Long Term Investments.

Current Investments are valued at lower of cost and fair 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.

F Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G Revenue Recognition

- (i) Revenue from consulting services, in connection with development of Independent Transmission Projects (ITP) and Ultra Mega Power Projects (UMPP) taken up as per the directions from the Ministry of Power, Government of India, is recognized on completed contract method basis i.e. when the ITP / UMPP created for the project is transferred to a successful bidder evidenced by share purchase agreement. The expenses incurred on development of these projects which are not recovered as direct costs are recovered through billing at agreed charge out rates decided by the management.
- (ii) Revenue from 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.
- (iii) Interest on Bank Deposits is accounted for on accrual basis. Interest on loans to subsidiaries is accounted for on accrual basis 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. However, interest on loan to subsidiaries which are considered as doubtful of recovery is accounted when realised.
- (iv) Investments in subsidiary companies (ITPs) are sold at par and do not involve any profit or loss.
- (v) 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.
- (vi) Income from short /Medium term bidding of power and CFS scheme is recognised when letter of award (LOA) is issued to the successful bidder.

H 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 management assessment of the recoverability of the amounts which are outstanding for at least two years. Such amounts are considered for write off after a period of 3 years from the date of provision, after taking Board approval in each case of such provision, where chance of recovery is Nil.

I Taxes on Income

Current 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.

J Employee Benefits

The employees of the Company are on deputation from the Holding Company (Power Finance Corporation Limited) and NTPC Limited. 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 and NTPC Limited, the Company is required 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.

K Prepaid and Prior Period Expenses

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

L Provisions and contingent liabilities

(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 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 possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts.

These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

M Loans to Subsidiary Companies

Direct expenditure incurred on the subsidiaries and manpower cost charged is debited to the account of the subsidiary and treated as a interest bearing loan. In case project is abandoned by the Ministry of Power, Government of India, the investment in the subsidiary together with loan amount recoverable is provided for as provision for doubtful debt/advance.

N 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 the Statement of Profit and Loss on Straight line basis over the lease term.

O Earnings per equity share

Basic earning per equity share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per equity share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2 Share Capital**(Amount in ₹)**

Particulars	As at 31.03.2018	As at 31.03.2017
Equity Share Capital		
Authorised:		
1,00,000 shares of par value Rs.10/- each (Previous Year 1,00,000 shares par value Rs.10 each)	<u>1,000,000</u>	<u>1,000,000</u>
Issued, Subscribed and Fully paid up:		
50,000 shares of par value Rs. 10/- each (Previous Year 50,000 shares par value Rs. 10 each)	<u>500,000</u>	<u>500,000</u>
Total	<u>500,000</u>	<u>500,000</u>

- a) The Company has only one class of equity shares having a par value Rs. 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.
- b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

(Amount in ₹)

Particulars	As at 31.03.2018		As at 31.03.2017	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance	50,000	500,000	50,000	500,000
Issued during the year	-	-	-	-
Closing Balance	50,000	500,000	50,000	500,000

- c) Equity Shares - Dividend paid during the year
- (i) Final dividend for the year ended 31-Mar-17 of Rs. 3,586 per share amounting to Rs. 17,93,00,000/-.
- (ii) Interim dividend for the year ended 31-Mar-18 of Rs. 10,000 per share amounting to Rs. 50,00,00,000/-.
- d) Shares held by Holding Company
- Out of 50,000 equity shares issued by the company, shares held by its Holding Company are as given below:

(Amount in ₹)

Particulars	As at 31.03.2018	As at 31.03.2017
Power Finance Corporation Limited, the Holding Company * 50,000 (Previous Year 50,000) equity shares of Rs. 10 each fully paid	500,000	500,000

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

Particulars	As at 31.03.2018		As at 31.03.2017	
	No. of Shares	% Held	No. of Shares	% Held
Power Finance Corporation Limited, the Holding Company *	50,000	100%	50,000	100%
50,000 (Previous Year 50,000) equity shares of Rs. 10 each fully paid	50,000	100%	50,000	100%

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

3 Reserves & Surplus (Amount in ₹)

Particulars	As at 31.03.2018	As at 31.03.2017
Surplus		
As per last financial statements	2,459,372,359	1,880,888,853
Add: Profit for the year as per Statement of Profit and Loss	283,348,329	578,483,506
	2,742,720,688	2,459,372,359
Less: Appropriations		
Final Dividend paid for FY 2016-17	179,300,000	-
Dividend Distribution Tax on Final Dividend paid for FY 2016-17	36,501,261	-
Interim Dividend paid for FY 2017-18	500,000,000	-
Dividend Distribution Tax on Interim Dividend paid for FY 2017-18	101,788,250	-
Total	<u>1,925,131,177</u>	<u>2,459,372,359</u>

4 Other Long Term Liabilities (Amount in ₹)

Particulars	As at 31.03.2018	As at 31.03.2017
Lease Equalisation Reserve	<u>3,818,756</u>	<u>1,648,890</u>
Total	<u>3,818,756</u>	<u>1,648,890</u>

5 Trade Payables (Amount in ₹)

Particulars	As at 31.03.2018	As at 31.03.2017
Total Outstanding dues of Micro Enterprises & Small Enterprises	-	21,235
Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises	35,549,854	29,243,537
Total	<u>35,549,854</u>	<u>29,264,772</u>

- a) Disclosure as required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given in Note 27.

6 Other Current Liabilities		(Amount in ₹)
Particulars	As at 31.03.2018	As at 31.03.2017
Earnest Money/ Security Deposit/ Retention Money	815,628	3,584,978
Payable to Successful Developer (ITPs)	3,822,857	9,064,174
Advance from Clients and others	5,999,852	5,400,000
Amount Received for Short/Medium Term Bidding of Power *	166,987,642	254,959,267
Statutory dues payables	61,904,275	9,087,239
Other Payables	5,152,569	16,739,897
Total	244,682,823	298,835,555

*Refer to Note 37.

7 Short- Term Provisions		(Amount in ₹)
Particulars	As at 31.03.2018	As at 31.03.2017
Provisions for		
Employee benefits		
-Pay revision	19,822,279	-
-Performance related pay	33,699,523	9,235,461
CSR Expenditure	-	110,426
Income Tax	-	462,325
Total	53,521,802	9,808,212

- a) The pay revision of the employees of the Company is due on account of recommendations of 3rd pay revision committee for CPSEs w.e.f 1 January 2017. Pending issuance of the guidelines in this regard, provision for the period 01.01.17 to 31.03.18 has been made towards pay revision on an estimated basis having regard to the recommendations of the 3rd Pay Revision Committee.
- b) Provision for employee benefits on account of pay revision include an amount of Rs. 83,58,701/- payable for the period 01.01.17 to 31.03.17.
- c) Disclosure required by AS 29 'Provisions, Contingent Liabilities and Contingent Assets' is made in Note 32.

PFC CONSULTING LIMITED
(A Wholly Owned Subsidiary of Power Finance Corporation Limited)
CIN: U74140DL2008GO1175858

8 a) Property, Plant and Equipment :

Particulars	GROSS BLOCK			DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 01.04.2017	Additions	Deduction/ Adjustment	As at 31.03.2018	For the year	Deduction/ Adjustment	As at 31.03.2018	As at 31.03.2017
Furniture & Fixtures	9,370,913	1,715,315	331,438	10,754,790	2,237,056	70,711	6,960,477	7,742,945
EDP Equipments	14,709,378	1,592,680	1,193,538	15,108,520	4,072,637	982,969	3,609,051	6,299,577
Other Office Equipments	7,853,422	1,561,013	975,031	8,439,404	2,450,752	557,221	2,859,250	4,166,799
Leasehold Improvements	16,005,208	559,612	-	16,564,820	3,612,457	871,492	12,084,621	14,265,975
Total	47,938,921	5,428,620	2,500,007	50,867,534	12,372,903	2,482,393	25,513,399	32,475,296
Previous Year	15,192,232	34,041,769	1,295,080	47,938,921	6,290,964	1,222,789	15,463,625	32,475,296
b) Intangible assets :								
Computer Software	3,185,036	-	-	3,185,036	1,046,972	-	1,796,722	2,435,286
Total	3,185,036	-	-	3,185,036	1,046,972	-	1,796,722	2,435,286
Previous Year	44,120	3,140,916	-	3,185,036	705,630	-	749,750	2,435,286
Grand Total (a+b)	51,123,957	5,428,620	2,500,007	54,052,570	13,419,876	2,482,393	27,150,858	34,910,582
Previous Year	15,236,352	37,182,685	1,295,080	51,123,957	6,996,594	1,222,789	16,213,375	34,910,582

(Amount in ₹)

9 Deferred Tax Assets

(Amount in ₹)

Particulars	As at 01.04.2017	(Charge)/ Credit during the year	As at 31.03.2018
Deferred tax asset			
Difference in book depreciation and tax depreciation	867,003	1,534,436	2,401,439
Provisions & other disallowances under Income Tax Act, 1961	33,904,161	2,254,744	36,158,905
Total	<u>34,771,164</u>	<u>3,789,180</u>	<u>38,560,344</u>
Previous year	<u>3,464,941</u>	<u>31,306,223</u>	<u>34,771,164</u>

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

(Amount in ₹)

Particulars	Long-Term		Short-Term	
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
Security Deposit	10,000,943	10,000,944	3,378,000	562,400
Loan to Subsidiaries (ITPs) (net of provisions)	-	-	22,925,156	20,551,954
Loan to Employees	10,895,228	12,594,317	6,212,792	5,833,423
Advance Tax (net of provision)			19,644,042	27,820,318
Advances to Contractors & suppliers	-	-	20,179,097	23,492,500
Cenvat Credit recoverable	-	-	-	8,680,876
Prepaid expenses	-	-	176,687	878,363
Other Recoverables (net of provision)	-	-	12,417,188	14,218,620
Total	<u>20,896,171</u>	<u>22,595,261</u>	<u>84,932,962</u>	<u>102,038,454</u>
A) Details of Loan to Subsidiaries (ITPs) (net of provisions)				
Considered good				
Ballabgarh-GN Transmission Company Limited	-	-	156,890	86,390
Tanda Transmission Company Limited	-	-	180,668	11,596,448
Mohindergarh-Bhiwani Transmission Limited	-	-	183,583	84,333
Goa- Tamnar Transmission Limited	-	-	-	3,048,854
South Central East Delhi Power Transmission Limited	-	-	83,312	-
Shongtong Karcham-Wangtoo Transmission Limited	-	-	19,556,441	1,679,516
Fatehgarh-Bhadla Transmission Limited	-	-	-	3,880,788
Bijawar-Vidhrbha Transmission Limited	-	-	2,764,263	175,625
Sub Total	<u>-</u>	<u>-</u>	<u>22,925,157</u>	<u>20,551,954</u>
Considered doubtful				
Ballabgarh-GN Transmission Company Limited	-	-	5,295,635	5,233,826
Mohindergarh-Bhiwani Transmission Limited	-	-	3,958,156	3,896,300
Tanda Transmission Company Limited	-	-	11,761,018	-
Provision for doubtful loans	-	-	(21,014,809)	(9,130,126)
Sub Total	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total Loan to Subsidiaries (A)	<u>-</u>	<u>-</u>	<u>22,925,157</u>	<u>20,551,954</u>

B) Details of Advance Tax (net of provision)

Advance tax & tax deducted at source	-	-	194,487,652	368,352,462
Provision for Income Tax	-	-	(174,843,610)	(340,532,144)
	-	-	19,644,042	27,820,318

C) Details of Other Recoverables (net of provision)

Considered good	-	-	12,417,188	14,218,620
Considered doubtful	-	-	889,964	36,086
Provision for doubtful advances	-	-	(889,964)	(36,086)
	-	-	12,417,188	14,218,620

11 Other Non-Current Assets**(Amount in ₹)**

Particulars	As at 31.03.2018	As at 31.03.2017
Term deposits with banks with maturity of more than twelve months	894,598,999	1,434,597,998
Interest accrued but not due on		
Term Deposits	37,506,649	32,945,545
Total	932,105,648	1,467,543,543

- a) Deposits include Rs. Nil (previous year Rs. 27,00,000/-) held as margin money against the bank guarantee issued to customer.

12 Current Investments**(Amount in ₹)**

Particulars	Number of Shares Current Year / (previous year)	Face value per share Current Year / (previous year) (Rs.)	As at 31.03.2018	As at 31.03.2017
Trade Investments				
Unquoted Equity Instruments (fully paid up-unless otherwise stated)				
In Subsidiaries				
Goa- Tamnar Transmission Limited	-	-	-	100,000
	(10,000)	(10)		
Shongtong Karcham-Wangtoo Transmission Limited	10,000	10	100,000	100,000
	(10,000)	(10)		
Fatehgarh-Bhadla Transmission Limited	-	-	-	100,000
	(10,000)	(10)		
Bijawar-Vidhrbha Transmission Limited	10,000	10	100,000	100,000
	(10,000)	(10)		
Sub Total (a)			200,000	400,000
Subsidiaries Under Winding Up				
Tanda Transmission Company Limited	50,000	10	500,000	500,000
	(50,000)	(10)		
Ballabgarh-GN Transmission Company Limited	50,000	10	500,000	500,000
	(50,000)	(10)		

Mohindergarh-Bhiwani Transmission Limited	50,000	10	500,000	500,000
	(50,000)	(10)		
South Central East Delhi Power Transmission Limited	50,000	10	-	500,000
	(50,000)	(10)		
Less: Amount transferred to other recoverables (Note No. 10)			-	(500,000)
Sub Total (b)			1,500,000	1,500,000
Total			1,700,000	1,900,000
Less:-				
(i) Provision for diminution in value of investment				
Tanda Transmission Company Limited			500,000	-
Ballabgarh-GN Transmission Company Limited			500,000	500,000
Mohindergarh-Bhiwani Transmission Limited			500,000	500,000
			1,500,000	1,000,000
TOTAL			200,000	900,000
Note				
a) Book value of unquoted investments			1,700,000	1,900,000

b) Investments have been valued as per the accounting policy no. E (Note1).

c) The Company has been appointed as bid process co-ordinator for transmission schemes by Ministry of Power, Government of India. Accordingly, the Company has incorporated wholly owned subsidiaries as Special Purpose Vehicle in respect of Independent 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	Goa-Tamnar Transmission Limited	Monday, January 16, 2017	Wednesday, March 14, 2018
2	Fatehgarh-Bhadla Transmission Limited	Friday, December 30, 2016	Wednesday, March 14, 2018

d) Three subsidiaries namely Ballabgarh-GN Transmission Company Limited, Mohindergarh-Bhiwani Transmission Limited and Tanda Transmission Company Limited have been de-notified by Ministry of Power (MoP) and in respect of one subsidiary namely South Central East Delhi Power Transmission Limited, the Government of Delhi has advised the company not to proceed further in the concerned project. These companies are required to be wound up. Accordingly provision has been made for the expenditure incurred by the Company on these subsidiary companies to the extent not considered recoverable and realisable value of investment in equity shares have been considered as Rs. Nil.

13 Trade Receivables**(Amount in ₹)**

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good *	47,049,750	16,617,936
Considered Doubtful	54,503,173	75,007,393
Provision for doubtful debts	<u>(54,503,173)</u>	<u>(75,007,393)</u>
	47,049,750	16,617,936
Others		
Considered Good	<u>73,027,515</u>	<u>27,165,706</u>
Total	<u>120,077,265</u>	<u>43,783,642</u>

- a) During the year, the accounting policy relating to provision for doubtful debts and advances has been revised by adding the sentence - the debts remaining irrecoverable for a period of 3 years from the date of provision are written off in the books, after taking board approval in each case of such provision where chance of recovery is Nil. This change has no effect on the profit and loss for the year.

14 Cash and Bank Balances**(Amount in ₹)**

Particulars	As at 31.03.2018	As at 31.03.2017
Cash and Cash Equivalents		
Balances with banks		
- in Current accounts	196,200,501	245,897,650
Other Bank Balances		
Deposits with original maturity of more than three months and maturing within one year *	714,298,999	785,687,999
Total	<u>910,499,500</u>	<u>1,031,585,649</u>

*Includes deposits of Rs. 57,62,98,999/- (previous year Rs. 60,66,89,000/-) with more than twelve months maturity from the date of deposit.

- a) The disclosure requirement relating to specified bank notes is not required for the year ended 31.3.2018.

15 Other Current Assets**(Amount in ₹)**

Particulars	As at 31.03.2018	As at 31.03.2017
Unsecured Considered good, unless otherwise stated		
Interest accrued but not due on		
-Term Deposits	62,915,019	47,006,118
-Loss to Subsidiaries		
Considered good	1,097,953	3,683,988
Considered doubtful	5,506,350	1,889,928
Provision for doubtful debts	<u>(5,506,350)</u>	<u>(1,889,928)</u>
	1,097,953	3,683,988
Amount Receivable from		
Power Finance Corporation Limited (Holding Company)	65,017,838	10,611,387
Loss of asset pending investigation	99,738	
Provision for loss of asset pending investigation	<u>(99,738)</u>	<u>-</u>
Total	<u>129,030,809</u>	<u>61,301,493</u>

16 Revenue From Operations**(Amount in ₹)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Consultancy Services	603,112,903	1,031,116,298
Other operating revenue		
Sale of Rfq	300,000	2,400,000
Processing Fee	<u>1,106,265</u>	<u>59,896</u>
Total	<u>604,519,168</u>	<u>1,033,576,194</u>

- a) During the year, manday rates for executive working on the UMPP/ITP projects has been revised upwards and the difference between the old rates and new rates amounting to Rs.1,98,66,408/- (Previous year Rs. Nil) has been recognised as revenue of the year.

17 Other Income**(Amount in ₹)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Interest from		
Deposit with Banks	159,571,210	167,646,292
Loan to Subsidiary Companies	3,130,475	4,400,344
Miscellaneous Income	30,851	12,380
Other non operating income		
Provisions written back		
- for expenses	877,074	1,071,992
- for doubtful debts & advances *	<u>20,562,000</u>	<u>-</u>
Total	<u>184,171,610</u>	<u>173,131,008</u>

- * In the previous year, the company had made a provision of Rs.2,05,62,000/- for amount recoverable from Jharkhand Urja Utpadan Nigam Ltd. (JUUNL). During the year, the company has received a communication from JUUNL stating that payment of the balance amount will be made on receipt of funds for which a requisition has been made to the Govt. of Jharkhand. In view of this development, provision of Rs.2,05,62,000/- has been written back to the statement of profit & Loss.

18 Consultancy Service Expense**(Amount in ₹)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Sub Consultancy Charges	65,680,795	44,755,075
Advertisement Expenses	<u>52,381</u>	<u>321,952</u>
Total	<u>65,733,176</u>	<u>45,077,027</u>

19 Employee Benefits Expense**(Amount in ₹)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Salaries and Wages	107,855,166	74,025,330
Contribution to Provident and other superannuation benefits	20,140,899	11,806,666
Staff welfare expenses	<u>5,141,026</u>	<u>5,632,835</u>
Total	<u>133,137,091</u>	<u>91,464,831</u>

Notes

- a) Employees of the Company are on deputation from Holding Company (Power Finance Corporation Limited) and NTPC Limited. Pay, allowances, perquisites and other benefits of the employees are governed by the terms and conditions agreed with these companies. As per the agreed terms, amount equivalent to a fixed percentage of basic pay & dearness allowance of the deputed 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.
- b) Government of India (DPE) has constituted the 3rd Pay Revision Committee to review the structure of pay scales and allowances / benefits of various categories of Central Public Sector Enterprises and suggest changes after taking into account 7th Central Pay Commission recommendation applicable to central government employees. The recommendations of the committee have been submitted to Government of India. During the year, the provision amounting to Rs.5,35,21,802/- has been made towards pay revision on an estimated basis including Rs.83,58,701/- for the period January, 2017 to March, 2017 having regard to the recommendations of the 3rd Pay Revision Committee.

20 Other Expenses**(Amount in ₹)**

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Payments to Auditor:		
Audit Fee	300,000	270,000
Tax Audit Fee	81,000	81,000
Reimbursement of Expenses	-	27,000
Advertisement Expenses	362,166	818,722
Assets Written Off	26,977	-
Electricity & Water charges	1,789,946	1,789,542
Entertainment Expenses	904,095	1,561,228
Insurance	72,682	76,098
Interest paid on TDS & Income tax	1,448,225	79,766
Legal & Professional Expenses	1,507,679	1,446,773
Meeting Expenses	532,587	744,400
Miscellaneous Expenses	641,395	1,507,807
Office Maintenance Expenses	5,067,036	7,361,457
Office Rent	40,555,012	30,873,608
Outsourcing Expenses	14,337,159	14,509,338
Printing & Stationary	502,817	581,827
Rates & Taxes	152,238	2,043,934
Security Expenses	158,374	201,408
Site Office Expense	-	603,631
Telephone Expenses	1,067,106	1,461,672
Training Expenses	2,463,996	1,888,391
Travelling & Conveyance	9,481,552	9,205,639
Usage Charges for Assets (Allocated by Holding Company)	-	3,500,034
Vehicle Hiring and Running Expenses	1,374,589	1,144,310
Provision for loss of asset pending investigation	99,738	-
Provision for doubtful debts & advances	16,412,763	86,063,533
Provision for diminution in value of investment	500,000	1,000,000
Total	99,839,132	168,841,118

21 Prior Period Items (net)

(Amount in ₹)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Income		
Depreciation (net)	807,654	-
Others	-	98,112
	<u>807,654</u>	<u>98,112</u>
Expenditure		
Consultancy Service Expense	819,630	-
Employee Benefits Expenses	8,884,301	31,288
Others Expenses	159,578	-
	<u>9,863,509</u>	<u>31,288</u>
Total (net)	9,055,855	(66,824)

- 22** Common expenses (inclusive of taxes) amounting to Rs. Nil (previous year Rs. 96,96,294/-) 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 - Rs. Nil (previous year- Rs. Nil).
- 24** (a) Contingent liabilities - Rs. Nil
(b) Guarantees issued Rs. Nil (previous year - Rs. 27,00,000/-).
- 25** The Company is operating in a single segment i.e. providing consultancy services and is operating within India only. Therefore no further disclosures are required as per Accounting Standard-17 'Segment Reporting'.
- 26** 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 provision for impairment of assets is necessary.
- 27** Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 (Based on the available information with the company):

(Amount in ₹)

S. No.	Particulars	Year ended 31.03.2018	Year ended 31.03.2017
(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	-	21,235
	- Interest due on above	-	-
(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	-	-

- 28** The Company has adopted operating cycle of 12 months. The classification of current & Non-Current assets / liabilities has been made accordingly.
- 29** As per Para 11 of Accounting Standard-21 'Consolidated Financial Statements', 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. The list of these subsidiaries is given below:

1. Shongtong Karcham-Wangtoo Transmission Limited
2. Bijawar-Vidhrbha Transmission Limited
3. Tanda Transmission Company Limited
4. Ballabgarh-GN Transmission Company Limited
5. Mohindergarh-Bhiwani Transmission Limited
6. South Central East Delhi Power Transmission Limited

30 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-subsiaries 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. and Company Secretary who are 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 R.Nagarajan	Director	21.10.2008	01.06.2017
3	Shri D. Ravi	Director	01.12.2015	Continuing
4	Shri C. Gangopadhyay	Director	25.01.2017	Continuing
5	Shri N.B Gupta	Director	24.08.2017	Continuing
6	Shri Subir Mulchandani	CEO	01.09.2016	Continuing
7	Ms. Rachna Gupta Singh	Company Secretary	06.05.2011	01.01.2018
8	Shri Manish Kumar Agrawal		15.01.2018	Continuing

Managerial remuneration paid to KMP is Rs. 66,68,594/- (Previous Year Rs. 50,24,405/-).

31 Earnings per share

(Amount in ₹)

S. No.	Particulars	Year ended 31.03.2018	Year ended 31.03.2017
1	Nominal Value of share (Rs.)	10	10
2	Number of Equity shares (No.) used as denominator	50,000	50,000
3	Net Profit after tax (Rs.) used as numerator	283,348,329	578,483,506
4	Basic Earning per share (Rs.)	5,666.97	11,569.67
5	Diluted Earning per share (Rs.)	5,666.97	11,569.67

32 Details of provisions as required in Accounting Standard - 29 are as under

(Amount in ₹)

Provision for	Opening Balance	Addition during the year	Paid/ adjusted during the year	Closing Balance
Employees Benefits	9,235,460	52,558,185	8,271,843	53,521,802
	(8,928,904)	(9,431,684)	(9,125,128)	(9,235,460)
CSR	110,426	11,931,952	12,042,378	-
	(8,122,846)	(8,895,235)	(16,907,655)	(110,426)
Income Tax	462,325	176,014,547	176,476,872	-
	-	(340,994,469)	(340,532,144)	(462,325)
Provision for doubtful debts/advances	86,063,533	16,412,763	20,562,000	81,914,296
	-	(86,063,533)	-	(86,063,533)
Provision for diminution in value of investments	1,000,000	500,000	-	1,500,000
	-	(1,000,000)	-	(1,000,000)

* Figures in brackets represent previous year figures.

33 Transactions in foreign currency -**(i) Income/Receipts**

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

(ii) Expenditure

Expenditure in foreign currency-Rs.Nil (Previous Year- Nil).

34 Operating Lease

The Company's significant leasing arrangements are in respect of operating leases of premises for offices and premises for residential use of employees. The lease agreements for 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 non cancellable period. Lease payments in respect of premises for offices Rs. 4,05,55,012/- (previous year Rs. 3,08,73,608/-) are included under 'Office Rent' in Note 20- Other Expenses (including lease equalisation expense Rs. 21,69,864/- (previous year Rs. 16,48,890/-) and in respect of Premises for residential use of employees Rs. 32,78,310 /- (previous year Rs.36,17,480/-) towards lease payments, net of recoveries are included in salary & allowances in Note 19 – Employee Benefit Expenses. The required disclosures under Accounting Standard 19 - "Leases" of future minimum lease payments under non cancellable operating lease is as under :

(Amount in ₹)

Future Minimum Lease Rent Payments	FY 2017-18	FY 2016-17
Not later than one year	36,164,352	36,164,352
Later than one year and not later than five year	91,856,132	128,020,484
Later than five year	-	-
Total	128,020,484	164,184,836

35 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

(Amount in ₹)

Particulars	FY 2017-18	FY 2016-17
CSR Provision made during the year *	12,505,709	8,895,235
Carry forward from previous year	110,426	3,651,133
Gross amount required to be spent	12,616,135	12,546,368

Amount spent during the year is Rs. 1,20,42,378/-.

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

b) Details of amount spent during the year

(Amount in ₹)

S No.	Particulars	FY 2017-18			FY 2016-17		
		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	-	-	-	-	-	-
	Swachh Bharat Kosh	11,931,952	573,757	12,505,709	10,128,561	-	10,128,561
	Education / Vocational Skill Development	-	-	-	-	-	-
	Environmental Sustainability (Solar Applications / Afforestation / Energy Efficient LED Lighting)	110,426	-	110,426	2,307,381	110,426	2,417,807
	Others	-	-	-	-	-	-
	Total	12,042,378	573,757	12,616,135	12,435,942	110,426	12,546,368

- 36** The Board of Directors of PFC Consulting Limited (PFCCL) and PFC Capital Advisory Services Limited (PFCCAS) (Subsidiary of PFC Limited, Holding Co.) accorded approval to the proposed merger of PFCCAS with PFCCL 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 process of merger is in progress before appropriate authorities.
- 37** 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 PFCCL the requisite fees of Rs. 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 PFCCL 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 under Short/Medium Term Bidding of Power.
- 38** 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

Sd/-
(Subir Mulchandani)
Chief Executive Officer

Sd/-
(N. B. Gupta)
Director
DIN 00530741

Sd/-
(Rajeev Sharma)
Chairman
DIN 00973413

Sd/-
(Manish Kumar Agrawal)
Company Secretary
Membership No : F 5048

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

Sd/-
(B. J. Singh)
Partner
M. No. 007884

Place: New Delhi
Date: 17th May 2018

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

AOC-1 (Subsidiaries - SPVs)

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A" : Subsidiaries - SPVs

S No.	Name of the Subsidiary / SPV	Reporting period	Share Capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turn-over	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Balabhargh-GN Transmission Company Limited	01.04.2017-31.03.2018	500,000	(561,809)	186,390	248,199	-	-	(61,809)	-	(61,809)	-	100
2	Tanda Transmission Company Limited	01.04.2017-31.03.2018	500,000	(500,000)	211,133	211,133	-	-	(471,251)	-	(471,251)	-	100
3	Mohindergarh-Bhiwani Transmission Limited	01.04.2017-31.03.2018	500,000	(561,856)	213,083	274,939	-	-	(61,856)	-	(61,856)	-	100
4	South Central East Delhi Power Transmission Limited	01.04.2017-31.03.2018	500,000	(550,745)	112,812	163,557	-	-	(63,709)	-	(63,709)	-	100
5	Shonglong Karcham-Wangdoo Transmission Limited	13-01-2017-31.03.2018	100,000	(19,451)	21,181,535	21,100,986	-	-	(19,451)	-	(19,451)	-	100
6	Bijawar-Vidibha Transmission Limited	13-01-2017-31.03.2018	100,000	(19,451)	2,999,365	2,918,816	-	-	(19,451)	-	(19,451)	-	100

Note:-

- The Company does not have any foreign subsidiary.
- Turnover is considered as Income from Operations.
- SPVs at S No. 1 to 4 are in the process of winding up, and SPVs at S No. 5 & 6 are under pre-operative stage and yet to commence operations.
- Goa- Tannar Transmission Limited and Fatehgarh-Bhadla Transmission Limited (Wholly owned subsidiaries company of PFC Consulting Limited) have been transferred dated 14-Mar-2018.

For and on behalf of Board of Directors

Sd/-
(Subir Mulchandani)
Chief Executive Officer

Sd/-
(N. B. Gupta)
Director
DIN 00530741

Sd/-
(Rajeev Sharma)
Chairman
DIN 00973413

Sd/-
(Manish Kumar Agrawal)
Company Secretary
Membership No : F 5048

Signed in terms of our report of even date attached

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

Sd/-
(B. J. Singh)
Partner
M. No. 007884

Place: New Delhi
Date: 17th May 2018

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 10TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON MONDAY, THE 10TH DAY OF SEPTEMBER, 2018 AT 11:30 A.M. AT "URJANIDHI", 1- BARAKHAMBHA LANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ 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 10th Annual General Meeting of the Company, to be held on Monday, the 10th day of September, 2018 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, 2018, along with the Auditor's Report and Directors' Report thereon..
2. To appoint a Director in place of Shri Rajeev Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.

Signed this..... day of..... 2018

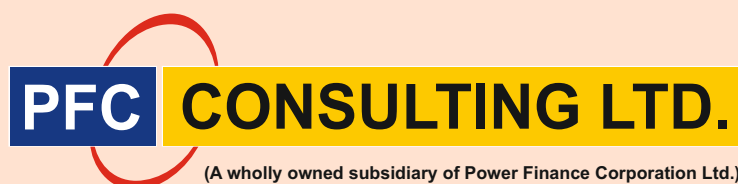
Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

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.

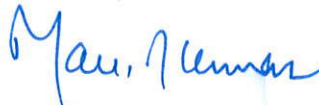
Revised Notice for the 10th Annual General Meeting

Notice is hereby given that due to certain unforeseen circumstances, the 10th Annual General Meeting of the Company, is rescheduled and will now be held on **Friday, 7th September, 2018 at 04:30 P.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, at a shorter notice to transact the same business(s) as given in the earlier notice.

The revised notice for the Annual General Meeting (AGM) along with Proxy form, Attendance slip and specimen of the consent letter for convening AGM at a shorter notice is enclosed.

We sincerely regret the inconvenience caused to the members due to the rescheduling of the Annual General Meeting.

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


(Manish Kr. Agarwal)
Company Secretary
FCS No. 5048

Date: 04.09.2018

Place: New Delhi

Encl: 1) Notice of 10th Annual General Meeting
2) Proxy form and Attendance slip
3) Consent of Shareholders for shorter notice

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.

REVISED NOTICE

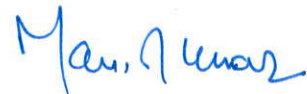
Notice is hereby given that the 10th Annual General Meeting of PFC Consulting Limited will be held on **Friday, the 7th day of September, 2018 at 04:30 P.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, at a shorter notice to transact the following business(s):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, along with the Auditor's Report and Board's Report thereon.
2. To appoint a Director in place of Shri Rajeev Sharma (DIN 00973413), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 2018-19, as may be deemed fit by the Board."

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



**(Manish Kr. Agarwal)
Company Secretary
FCS No. 5048**

Date: 04.09.2018

Place: New Delhi

Notes:

1. **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.
2. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking re-appointment as Director under item No. 2 of the Notice are also annexed.
3. All relevant documents including Statutory Registers will be open for inspection by Members at the venue of AGM.
4. 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/to be appointed by the Comptroller and Auditor General of India for the Financial Year 2018-19.
5. The Annual Report along with the Notice of Annual General Meeting is available on the Company's website www.pfcclindia.com.
6. In accordance with the provisions of Companies Act 2013 and SS-2 – Secretarial Standard on General Meetings, the request for consenting to shorter notice of the members for calling Annual General Meeting is enclosed with the Notice. Further, the Tenth Annual General Meeting of PFC Consulting Limited shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

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 10TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, THE 7TH DAY OF SEPTEMBER, 2018 AT 04:30 P.M. AT "URJANIDHI", 1-BARAKHAMBHA LANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ 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 :E-Mail

ID..... Address

Signature :
or failing him

1. Name :E-Mail

ID..... Address

Signature :
or failing him

1. Name :E-Mail

ID..... Address

Signature :

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on Friday the 7th day of September, 2018 at 04:30 P.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, 2018, along with the Auditor's Report and Directors' Report thereon..
2. To appoint a Director in place of Shri Rajeev Sharma, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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.

Signed this..... day of..... 2018

Signature of shareholder

Affix
Revenue
Stamp

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.

CONSENT OF SHAREHOLDERS FOR SHORTER NOTICE
[Pursuant to Section 101(1) of Companies Act 2013]

To
The Board of Directors
PFC Consulting Limited
First Floor, Urjanidhi
1, Barakhamba Lane, Connaught Place,
New Delhi – 110001,

I,, S/o, R/o
holding Equity Shares of Rs.10/- each in the company, do hereby give consent
for calling the Annual General Meeting on Friday, the 7th day of September, 2018 at
04:30 P.M. at a shorter notice, pursuant to the proviso of Section 101 of the
Companies Act, 2013.

Signature_____

Name:

Date: