

REC POWER DISTRIBUTION COMPANY LIMITED

9th Annual Report (2015-16)



REC

POWER DISTRIBUTION

ISO 9001:2008 & ISO 14001:2004
Certified Company

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OBJECTIVES AND FINANCIAL HIGHLIGHTS

ABOUT US:

REC Power Distribution Company Limited (RECPDCL) is a wholly owned subsidiary of Rural Electrification Corporation Limited (REC), a 'Navratna' CPSE under the Ministry of Power, was incorporated with specific focus on developing and investing in electricity distribution and its related activities.

OBJECTIVES:

- To Promote, develop, construct, own, operate, distribute and maintain 66 KV and below voltage class electrification/distribution electric supply lines/Distribution System.
- To Promote, Develop, Construct, Own and Manage Decentralized Distributed Generation (DDG) and Associated Distribution System.
- Consultancy/Execution of works in the above areas for other agencies/government bodies in India and abroad.

Date of Commencement of Business: July 31st, 2007

Area of Operation

RECPDCL is an ISO 9001:2008, ISO 1400:2004 & OHSAS 18001:2007 Certified Company (for implementation of Occupational Health and Safety Assessment System), having Pan India presence, is expertise in developing Technical Specification & Construction Standards of ethical items/equipments. RECPDCL has also gained rich experience & expertise by Third Party Inspection works of RGGY/HVDS for more than 29000 villages & 2000 number of 11 kV Feeders.

FINANCIAL HIGHLIGHTS - Consistent growth since inception

(₹ in lakh except EPS)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
Shareholders' Fund (at the end of the year)								
Equity Share Capital	5	5	5	5	5	5	5	5
Reserves & Surplus	11745	9435	6018	2747	1608	790	412	314
Net Worth	11750	9440	6023	2752	1613	795	417	319
Financial Results								
Total Revenue from operations	15154	8776	7516	3061	2328	2045	1002	527
Profit Before Tax	5544	5252	5018	1598	1286	617	157	223
Profit After Tax	3617	3477	3301	1081	867	404	103	142
Earnings Per Share (In Rs.)	7233	6955	6601	2162	1734	808	207	284

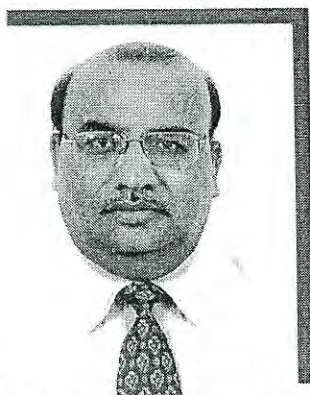
CORPORATE INFORMATION

BOARD OF DIRECTORS	Shri Rajeev Sharma, Non-Executive Director & Chairman
	Shri Sanjeev Kumar Gupta, Non-Executive Director
	Shri Sanjiv Garg, Non-Executive Director
CHIEF EXECUTIVE OFFICER	Dr. Dinesh Arora, IAS, Chief Executive Officer (CEO)
KEY OFFICIALS	Shri S C Garg, Additional CEO
	Shri M.L. Kumawat (CS)
	Shri Ajay Kumar, Chief Technical Officer (CTO)
	Shri Somya Kant, Chief Financial Officer (CFO)
REGISTERED OFFICE	Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003.
	Tel. No.: 011-24369690
	Fax No.: 011-24365815
	E-mail: recpdcl@rediffmail.com
	Website: www.recpdcl.in
CORPORATE OFFICE	1016-1023, 10 th Floor, Devika Tower, Nehru Place, New Delhi-110019.
	Tel. No.: 011-44128751 to 44128769 (20 lines)
	Fax No.: 011-44128768
	E-mail: recpdcl@rediffmail.com
	Website: www.recpdcl.in
CORPORATE IDENTIFICATION NUMBER (CIN)	U40101DL2007GOI165779
HOLDING COMPANY	Rural Electrification Corporation Limited (CIN : L40101DL1969GOI005095)
STATUTORY AUDITORS	M/s Amod Agrawal & Associates, Chartered Accountants, (Firm Registration No. 005780N) D-58, East of Kailash, New Delhi-110065.
INTERNAL AUDITORS	M/s Goyal Parul & Co., Chartered Accountants, (Firm Registration No. 016750N) 78, J Extension, 3rd Floor, Near Guru Ramdass School, Laxmi Nagar, Delhi-110092.
BANKERS	Indusind Bank Limited
	HDFC Bank Limited
	ICICI Bank Limited
	IDBI Bank Limited
	Axis Bank Limited
	State Bank of Bikaner and Jaipur
	State Bank of Hyderabad

BOARD OF DIRECTORS



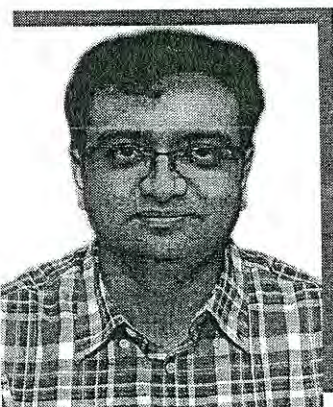
Shri Rajeev Sharma,
Non-Executive Director & Chairman



Shri Sanjeev Kumar Gupta,
Non-Executive Director



Shri Sanjiv Garg
Non-Executive Director



Dr. Dinesh Arora, IAS
Chief Executive Officer

CHAIRMAN'S LETTER TO SHAREHOLDERS

Dear Shareholders,

It gives me great pleasure in welcoming you all to the 9th Annual General Meeting of your Company. Despite global headwinds and a truant monsoon, India registered robust growth of 7.2 per cent in 2014-15 and 7.6 per cent in 2015-16, thus becoming the fastest growing major economy in the world. As per the estimates of the International Monetary Fund (IMF), global growth averaged 3.1 per cent in 2015, declining from 3.4 per cent registered in 2014. While growth in advanced economies has improved modestly since 2013, the emerging economies have witnessed a consistently declining trend in growth rate since 2010. It is against this background that the recent Indian growth story appears particularly bright.

The current international economic environment has brought into focus the significant challenges before the Governments across the emerging economies in the world. India has also been impacted by the GDP growth and company is hoping to see positive impact on the Company's working operations and upon the development of new business. To take advantage of new opportunities in the free market environment your company is looking for new business ventures in upcoming future.

Performance

During the year 2015-16, your Company delivered a steady performance despite many challenges faced by the global economy and particularly by India's major trading partners. The Financial Performance of the Company is on the fast trajectory growth path. During the FY 2015-16, the Company's total revenue has increased by 73% to ₹15,154.03 Lakh as compared to the previous year revenue of ₹ 8,779.15 Lakh. The Profit Before Tax (PBT) has increased by 6% to ₹ 5,543.59 Lakh as compared to ₹ 5,252.29 Lakh in the previous year. Further, the Profit After Tax (PAT) has also increased by 4% to ₹ 3,616.69/- Lakh from ₹ 3,477.25 Lakh during the previous year.

Earnings Per Share (EPS) for the Financial Year ended March 31, 2016 was ₹ 7,233 of ₹ 10/- each as against ₹ 6,955 in the previous year. Net Worth of the Company as on March 31, 2016 has increased by 24.48% to ₹ 11750.43 Lakh to ₹ 9439.64 Lakh in the previous year.

The Board of Directors of RECPDCL has recommended a dividend of ₹2170.56(Rupees Two Thousand One Hundred Seventy and Fifty Six Paise Only) per equity share (on the face value of ₹10/-each) representing 21705.6% of the Paid up Share Capital of the Company for the financial year 2015-16 subject to the approval of Shareholders of the company in the 9th Annual General Meeting, as against ₹100/-(Rupees One Hundred Only) per share, representing 1000% of the Paid up Share Capital of the Company in the previous year. The dividend pay-out for the FY 2015-16 will amount to ₹1085.28 Lakh (excluding dividend distribution tax).

As a good corporate entity, your company is pursuing the highest standards of Corporate Governance in the interests of stakeholders of the Company. Accordingly, your Company comply with the provisions of Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010, which are applicable to the Company, issued by Department of

Public Enterprises. Your Company has been submitting "Report on Corporate Governance" as required by Guidelines on Corporate Governance for CPSEs, 2010 issued by DPE, on quarterly and annual basis.

The Company has taken projects for Sustainable Development and Corporate Social Responsibility (CSR) with an aim to provide financial assistance of ₹ 23.76 Lakh under CSR for construction of 16 Nos. of Toilets in 8 Nos. schools in Kannur District under 'Swachh Bharat Abhiyan' to Deputy Director of Education, Kannur district, Kerala state. Your company has also contributed upto ₹145.00 Lakh into "Clean Ganga Fund" set up by the Central Government for the rejuvenation of River Ganga.

REC has appointed RECPDCL as Project Implementing & Monitoring Agency under its CSR initiative for construction of 7096 Nos of toilets in Government schools in various districts of Bihar, Rajasthan, Madhya Pradesh, Uttar Pradesh, Telangana and Punjab states under REC's CSR Initiatives under 'Swachh Vidyalaya Abhiyan' (SVA) in response to Prime Minister's call to the nation. All the toilets were successfully handed over to the respective school authorities within the stipulated time period. The estimated construction cost of 7,096 Nos. of toilets is around ₹110 crore.

REC (Holding Company of RECPDCL) has awarded the work to RECPDCL on nomination basis for day to day monitoring, website maintenance & updation, RE mobile application (GARV App), control room-setup, call center and quality surveillance checks during electrification of UE villages.

Your company has excelled in IT Implementation Works under R-APDRP Part-A for Goa Electricity Department and has set a benchmark of roll-out of Pilot town within a shortest record period of one year. Further, RECPDCL has launched new website for GED i.e. www.goaelectricity.gov.in. The work executed includes Preparation of Base-line Data System for the project area covering Consumer Indexing (in Panjim & Marmagoan town), GIS Mapping, installation of Automatic Meter Reading (AMR) on Distribution Transformers and Feeders, set-up of Data centre & Data Recovery Centre with all IT equipments viz. Servers, Storage, Critical UPS, etc., set-up of IT equipments at Sub-Divisional Offices & Other Offices of Panjim, Mapusa & Marmagaon town.

MOU RATING, AWARDS & ACCOLADES

The Company is poised to receive "Excellent Rating" in terms of MoU signed with the holding company Rural Electrification Corporation Limited for the financial year 2014-15 by the Department of Public Enterprises (DPE), Government of India. For the financial year 2015-16 also the performance of the Company is poised to receive "Excellent" rating.

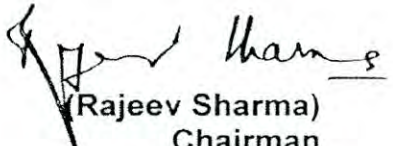
Your Company has been consistently receiving recognitions in various spheres of its activities. A few of the significant recognitions for the financial year 2015-16. RECPDCL had been conferred with the award of "SKOCH Smart Technology Award 2015". Further CEO, RECPDCL conferred with "CEOs with HR Orientation Award" by Chartered institute of Management Accountant –CIMA and "CTO with most influential HR Leaders in India."

Apart from ISO 9001:2008 and ISO 14001:2004, RECPDCL has also been conferred with OHSAS 18001:2007 during FY 2015-16 for implementation of Occupational Health and Safety Assessment System for carrying out administrative and other allied activities at Corporate Office, Delhi.

Acknowledgements

At the outset, I thank all our esteemed stakeholders, who have reposed faith in us. My special and valuable thank goes to our valuable Vendors, Customers and Business Associates for their faith and also for their suggestion shown in the company. My sincere and heartfelt gratitude goes out to the Government especially Power Utilities, State Governments, Shareholders, Stakeholders, Bankers, the Holding Company (REC) and Statutory Auditors. Finally, I must thank all the employees without their continuous and regular efforts none of this would have been possible and I hope to continue to receive your support in future as well.

With best wishes,


(Rajeev Sharma)
Chairman
DIN: 00973413

Place: New Delhi

Date: 16th September, 2016

CEO's Message

Dear Shareholders,

It gives me immense pleasure to share with you that our company has made significant growth and progress during the year 2015-16 as is evident from its various performance parameters.

The macroeconomic environment during the Financial Year 2015-16 showed signs of stability helped by low global crude prices, a comfortable current account deficit and a manageable fiscal deficit. The Financial Year 2015-16 has witnessed see through developments with various policies and reforms to strengthen the Distribution sector. Government of India through its various flagships program has provided the all needed thrust for the sector to grow ahead. The System of Distribution of power needs to be augmented and strengthened to keep pace up with rise in generation and transmission capacities on one hand and bring down the existing inefficiencies which has led the DISCOMs/Utilities in a terminal spin of losses and debt. To turnaround the State DISCOMs and ensure their long term viability, GoI has implemented Ujwal DISCOM Assurance Yojana (UDAY), a flagship scheme aimed at financial turnaround and revival of DISCOMs/State Utilities enabling them to become creditworthy once again and start their capex cycle.

Further, the flagship schemes of Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and Integrated Power Development Scheme (IPDS) are already under implementation in rural and urban areas respectively to strengthen the Distribution System, availability of power supply and improve reach, thereby boosting the farm sector output and economic activity in rural areas. The extensive coverage of these schemes across the country would help in Government of India's resolve of providing 24X7 Power For All by the year 2019.

The Company's total revenue has increased by 73% to Rs.15,154/- Lakh as compared to the previous year revenue of Rs.8779/- Lakh. The Profit Before Tax (PBT) has increased by 6% to Rs. 5,544/- Lakh in the previous year. Further the Profit After Tax (PAT) has also increased by 4% to Rs.3,617/-Lakh from Rs.3,477/-Lakh during the previous year.

During this year, your company has set its benchmark in the area of Project Implementation under R-APDRP Part-A for Goa Electricity Department and successfully roll-out of Pilot town within a shortest period of one year, which is a record. Goa Electricity Department has acknowledged the milestones and appreciated the work done by your company by adopting high quality standards and sincerity.

RECPDCL has also taken various measures in expanding its presence by successfully taking up projects for rendering Project Management Consultancy (PMC) services under RE-DDUGJY RE works, in North-Eastern states. Your company is also considering to expand further by acquiring business prospects in Jammu & Kashmir.

Our company also takes pride in being a key contributor as Project monitoring agency for the flagship program of Ministry of Power to carry out the electrification of 18,452 Un-electrified(UE) villages on Mission mode. RECPDCL developed an innovative monitoring mechanism by dividing the electrification works into 12 milestones; deployed young Electrical Engineers viz. 'Gram Vidyut Abhiyantas (GVAs)' at block level in these villages and developed 'GARV App' Mobile Web Portal (<http://garv.gov.in>) for online monitoring of the progress of village electrification. In financial year 2015-16, a total of 7,108 villages (125%) were electrified against the target of 5,686 villages and till date, the total achievement is more than 10,000 villages.

Our company has expanded its portfolio of services further and has added a new business vertical of Fund management to its existing segments. RECPDCL is currently working as the Lead Implementing Agency for managing BEE's Partial Risk Guarantee Fund for Energy Efficiency (PRGFEE). Further, the Bureau of Energy Efficiency has empaneled your Company as an Energy Service Company (ESCO).

7.

Under 'Sustainable Development Initiatives of REC, your company has been awarded to carry out the Rooftop Off-Grid Solar PV Power plants of 5kWp capacity of 16 Nos. - Erection, commissioning, and maintenance for 5 years at 9 Districts of Odisha State.

RECPDCL has also been awarded with the SKOCH Order-of-Merit 'INDIA's BEST 2015' Award in Smart Technology for UE Mission & Gold Medal for "UE Mission" and "Swachh Vidyalaya, Swachh Bharat" at the SKOCH order-of-Merit Ceremony held in December 2015.

I take this opportunity to express my sincere gratitude for the immense support and guidance received by your Company from the Board and Senior Management of holding Company, Board of your Company, key official of the Ministry of Power. I also express my sincere gratitude to our customers for having reposed their trust in us.

I would also like to express my heartfelt thanks to all employees of RECPDCL, for their devoted commitment towards taking the Company forward on the path of growth and doing excel on all parameters in the times to come.

Thank You



Dr. Dinesh Arora, IAS
Chief Executive Officer

NOTICE

Notice is hereby given that the Ninth (9th) Annual General Meeting (AGM) of REC Power Distribution Company Limited ("RECPDCL" or "the Company") (CIN:U40101DL2007GOI165779) will be held on **Monday, September 19, 2016 at 3.30 P.M** at Registered Office of the Company at Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003, India to transact the following businesses:-

ORDINARY BUSINESS

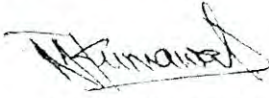
- 1) To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 along with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare Final Dividend on equity shares of the Company for the financial year 2015-16.
- 3) To appoint a Director in place of Shri Sanjiv Garg (DIN:00891755), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint and fix the remuneration of Statutory Auditors for the financial year 2016-17.

SPECIAL BUSINESS

- 5) To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Shri Sanjeev Kumar Gupta (DIN 03464342) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 12, 2015 and who holds office under the said Article and pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation".

**By order of the Board of Directors
For REC Power Distribution Company Limited**


**(M.L. Kumawat)
Company Secretary**

Place : Core-4, SCOPE Complex,
7, Lodhi Road, New Delhi-110003.

Date : September 16, 2016

NOTES:-

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll, if any, instead of himself/herself and such proxy need not be a Member of the Company. The proxy form duly completed and signed must be received at the Registered Office of the Company, not less than forty eight (48) hours before the commencement of the AGM. Blank proxy form and route map of the venue of the Meeting is attached and also available on the Company's website i.e. www.recpdcl.in**
2. **A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
4. The Final Dividend @ 2170.56/- per equity share, as recommended by the Board of Directors in its Meeting held on May 18, 2016, subject to the provisions of Section 123 of the Companies Act, 2013, if approved by the Members at this Annual General Meeting, will be paid to the members or their mandates whose names appear in the Register of Members of the Company.
5. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Annual General Meeting, along with the Proxy Form/Attendance Slip.
6. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/re-appointed by the Comptroller and Auditor General (C&AG) of India and in terms of Section 142 of the Companies Act, 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine.
7. In the 8th Annual General Meeting (AGM) of the Company held on September 12, 2015, the Board of Directors were authorized by the Shareholders in pursuance of Section 142 read with Section 139(5) of the Companies Act, 2013 to fix and approve the remuneration of Statutory Auditors of the Company for the financial year 2015-16. Accordingly, the Board of Directors in its Meeting held on October 12, 2015 approved the payment of remuneration of 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus service tax as applicable inclusive of local travel expenses and other incidental out of pocket expenses to the Statutory Auditors, M/s Amod Agrawal & Associates, Chartered Accountants, for the financial year 2015-16.
8. Further, pursuant to Section 139(5) of the Companies Act, 2013, M/s A S A P & Associates, Chartered Accountants, New Delhi has been appointed as Statutory Auditors of the Company for the financial year 2016-17 by the C&AG of India. Therefore, it is proposed to obtain approval of the Members of the Company in Annual General Meeting to fix the remuneration of Auditors for the financial year 2016-17, on similar lines as done for the last financial year. Accordingly, the Members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company, as it deems fit, for the financial year 2016-17.

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- 10
9. Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries to the Authorized Signatory at the Registered Office of the Company at least five days prior to the date of the Annual General Meeting, so that the information required can be made available at the time of the meeting.
 10. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.
 11. The entire Annual Report is also available on the Company's website i.e. www.recpdcl.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE.

Item No. 5

Sanjeev Kumar Gupta (DIN:03464342) was appointed as an Additional Director on the Board w.e.f. October 12, 2015. Consequent to his appointment as Additional Directors of the Company in terms of provisions of Section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 119 of Article of Association of the Company, he holds office upto the date of next Annual General Meeting and be eligible for appointment/re-appointment by the Company in next Annual General Meeting. Accordingly, as per the provisions of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from REC, being the shareholder, along with requisite fee, signifying his candidature for the office of Director of the Company and the same is available on the website of the Company. Accordingly, appointment of Shri Sanjeev Kumar Gupta as Director may be considered by the shareholders at this AGM. Further, Shri Sanjeev Kumar Gupta is not disqualified to be a Director of the Company in terms of the provisions of Section 164 of the Companies Act, 2013, to the extent applicable to the Company.

Shri Sanjeev Kumar Gupta, if appointed, will be liable to retire by rotation and the terms and conditions regulating his appointment. Further, the brief resume of Shri Sanjeev Kumar Gupta *inter-alia* giving the nature of his expertise in specific functional area, remuneration paid, number of meetings attended during the year etc. forms a part of this Notice

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no.5 for approval by the shareholders

BRIEF RESUME OF THE DIRECTORS APPOINTED SINCE LAST ANNUAL GENERAL MEETING HELD ON SEPTEMBER 10, 2015.

Shri Sanjeev Kumar Gupta (DIN:03464342) as Director of the Company on October 12, 2015.

Name	Shri Sanjeev Kumar Gupta (DIN: 03464342)
Date of Birth	October 4, 1961(Age: 55 years)
Date of Appointment	October 12, 2015
Qualifications	Bachelor's Degree in Electrical Engineering from G.B. Pant University of Agriculture & Technology, Pant Nagar, Uttarakhand
Expertise in specific Functional area	Shri S.K. Gupta has 34 years of experience in Indian Power Sector across diverse functions i.e. Planning, Design, Construction, O&M, Project Management of large EHV Transmission system, financing of Generation, Transmission, Distribution and Renewable Projects etc. in various power CPSU's, REC, PGCIL and NHPC. He has been working in our Company since March 16, 2010 at Senior Management positions. He also served as the CEO of REC Transmission Projects Company Limited, a wholly owned subsidiary of REC, as well as the nodal officer for the National Electricity fund (NEF). He is responsible for all technical functions and Business Development of the Company.
Directorship held in other Companies	• Rural Electrification Corporation Limited. • REC Transmission Projects Company Limited;
Membership/Chairmanship of Committees across all Public Companies other than RECPDCL	NIL
Number of Meetings attended by him during the year	During the Financial Year 2015-16, out of 3 Meetings he has attended 3 Meetings.
Number of equity shares held in the Company	Nil
Remuneration paid	All the Non-Executive Directors on the Board of the Company are nominated by the holding company; therefore, they are not entitled to any remuneration from the Company.

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 9TH ANNUAL GENERAL MEETING.

Name	Shri Sanjiv Garg (DIN: 00891755)
Date of Birth	06//03/1960(Age:56 years)
Date of Appointment	August 10, 2007
Qualifications	Shri Sanjiv Garg is a Member of Institute of Chartered Accountants of India and also holds a bachelor's degree in science from Agra University
Expertise in specific Functional area	Shri Sanjiv Garg has rich and diversified experience in the field of finance and also in the power sector.
Directorship held in other Companies	• Shree Maheshwar Hydel Power Corporation Limited; • Teesta Urja Limited; and • India Power Corporation (Haldia) Limited.
Membership/Chairmanship of Committees across all Public Companies other than RECPDCL	NIL
Number of Meetings attended by him during the year	During the Financial Year 2015-16, he has attended all Meetings of Board.
Number of equity shares held in the Company	1 equity share of 10/- as nominee of Rural Electrification Corporation Limited.
Remuneration paid	All the Non-Executive Directors on the Board of the Company are nominated by the holding company; therefore, they are not entitled to any remuneration from the Company.

BOARD'S REPORT 2015-16

To
The Shareholders,

Your Directors have pleasure in presenting the Ninth Annual Report of your Company together with the Audited Financial Statements for the Financial Year ended March 31, 2016.

1. Performance Highlights

1.1 The summary of audited financial results of the Company for the financial year ended March 31, 2016 is as under with comparative position of previous year's performance:

(₹ In Lakh)		
Financial Parameters	FY 2015-16	FY 2014-15
Revenue from Operations	14,796.72	8,543.49
Other Income	357.30	235.66
Total Revenue	15,154.03	8,779.15
Total Expenses	9,571.77	3,517.03
Profit before Tax	5,543.59	5,252.29
Provisions for Taxation	1,926.90	1,775.03
Profit after Tax	3,616.69	3,477.25
Reserve & Surplus	11,745.43	9,434.64
Net Worth	11,750.43	9,439.64

1.2 Financial Performance

The Financial Performance of the Company is on the fast trajectory growth path. During the Financial Year 2015-16, the Company's total revenue has increased by 73% to ₹ 15,154.03 Lakh as compared to the previous year revenue of ₹ 8,779.15 Lakh. The Profit Before Tax (PBT) has increased by 6% to ₹ 5,543.59 Lakh as compared to ₹ 5,252.29 Lakh in the previous year. Further, the Profit After Tax (PAT) has also increased by 4% to ₹ 3,616.69 Lakh from ₹ 3,477.25 Lakh during the previous year.

Earnings Per Share (EPS) for the financial Year ended March 31, 2016 was ₹ 7,233 of ₹ 10 each as against ₹ 6,955 in the previous year. Net Worth of the Company as on March 31, 2016 has increased by 24.48% to ₹ 11,750.43 Lakh to ₹ 9,439.64 Lakh in the previous year.

1.3 Share Capital

The issued and Paid up Share Capital of the Company as on March 31, 2016 was ₹ 5 Lakh divided into 50,000 equity shares of ₹ 10/- each against the Authorized Share Capital of ₹ 2,000 Lakh divided into 2,00,00,000 equity shares of ₹ 10/- each. The entire issued and Paid-up-Share Capital of your Company is held by holding Company Rural Electrification Corporation Limited (REC Ltd.) a Government of India Enterprise and its nominees.

1.4 Dividend

The Board of Directors of RECPDCL has recommended a dividend of ₹ 2,170.56/- (Rupees Two Thousand One Hundred Seventy and Fifty Six Paise) per equity share (on the face value of ₹10/-each) representing 21705.60% of the Paid up Share Capital of the Company for the Financial Year 2015-16 subject to the approval of Shareholders of the company in the 9th Annual General Meeting, as against ₹100/-(Rupees One

Hundred) per share, representing 1000% of the Paid up Share Capital of the Company in the previous year. The dividends pay-out for the Financial Year 2015-16 will amount to ₹1,085.28 Lakh (excluding dividend distribution tax).

2. REVIEW OF OPERATIONS

During the financial year 2015-16, your Company has not only excelled in its core business viz. Preparation of Detailed Project Reports (DPR's), Third Party Inspections (TPI), Material Inspection & Project Management Consultancy (PMC) services, but also set its quality benchmark in the area of Project Implementation under R-APDRP Part-A and execution of turnkey works relating to the construction of toilets (using conventional and prefab technologies) in schools across India under CSR initiatives of REC under Swachh Vidyalaya Abhiyan. Work executed by RECPDCL has been widely appreciated at various platforms in general and our valued customers in particular.

The major assignments undertaken during the financial year 2015-16 are as follows:-

2.1 IT Implementation works under R-APDRP Part-A for Goa Electricity Department

Your Company has excelled in IT Implementation Works under R-APDRP Part-A for Goa Electricity Department (GED) and has set a benchmark of roll-out of Pilot town within a shortest record period of one year.

Your Company has procured various hardware/software/services e.g. Servers, Storage subsystem, UPS, Desktops, Printers, DGPS survey, GIS software, Network Analysis Module etc. after following due e-tendering process and reverse auction to maintain better transparency and higher quality standard.

The work executed till March 31, 2016 includes Preparation of Base-line Data System for the project area covering Consumer Indexing (in Panjim & Marmagoan town), GIS Mapping, installation of Automatic Meter Reading (AMR) on Distribution Transformers and Feeders, set-up of Data centre & Data Recovery Centre with all IT equipments viz. Servers, Storage, Critical UPS, etc., set-up of IT equipments at Sub-Divisional Offices & Other Offices of Panjim, Mapusa & Marmagaon town.

2.2 Preparation of Detailed Project Report and working as Project Monitoring Agency under DDUGJY and IPDS

Your Company is engaged in preparation of Detailed Project Report (DPR) and to work as Project Management Agency (PMA) under DDUGJY and IPDS schemes for various DISCOMs namely: Paschimanchal Vidyut Vitaran Nigam Limited (PVVNL); Dakshinanchal Vidyut Vitaran Nigam Limited (DVVNL); Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited (MPMKVVCL); West Bengal State Electricity Distribution Company Limited (WBSEDCL); Assam Power Distribution Company Limited (APDCL); Manipur State Power Distribution Company Limited (MSPDCL); Chhattisgarh State Power Distribution Company Limited (CSPDCL); Bangalore Electric Supply Company Limited (BESCL); Hubli Electric Supply Company Limited (HESCL); Chamundeshwari Electricity Supply Company Limited (CESCOM); Gulbarga Electricity Supply Company Limited (GESCOM); Mangalore Electricity Supply Company Limited (MESCL); and The Hukkeri Rural Electric Co-operative Society Limited (HRECS).

2.3 New Initiatives & Assignment ahead

Your Company is looking forward to get more diversified business opportunities. The opportunities under consideration are as follows:

- a. The process of Empanelment of different agencies to carry out LED based lighting, Energy Efficiency projects and Solar PV (Off Grid/Grid connected) projects etc. across the country is under progress.
- b. Project Management Consultancy (PMC) under DDUGJY for J&K Electricity Department.
- c. Future business endeavours: RECPDCL is planning & focusing in various new high end technologies consultancy and implementation business viz. Smart Grid and Mini Grid implementation, etc.

16 Besides achieving the excellent performance in the conventional areas of business since its incorporation in the year 2007, during the financial year 2015-16, your Company has also been successful in getting business in other segments like:

(i) Renewable Energy /SPV Project

To promote the utilization of renewable energy to save environment, your Company has participated actively in Roof Top Solar projects. Your Company has already completed survey and DPR preparation for 145 remote villages in jurisdiction of Assam Power Distribution Company Limited (APDCL) in Assam State.

(ii) Odisha Solar Project

Contract Award was placed on M/s Punam Energy Private Limited, Kolkata. Survey of all awarded 16 schools was completed. Contractor has submitted Drawings, Time schedule Plan, Bill of material. Ordering of all solar items & equipment for 16 project sites is in process.

(iii) Fund Management

Your Company has expanded its portfolio of services further and has added a new business vertical of Fund Management to its existing segments. Your Company is currently working as the Lead implementing agency for managing Bureau of Energy Efficiency's (BEE) Partial Risk Guarantee Fund for Energy Efficiency. The agreement has been signed with BEE on July 16, 2015.

Further, with increasing presence of Your Company in the field of Energy Efficiency it is also now empanelled with BEE as an Energy Service Company (ESCO) with a vision to further actively participate in the Energy efficiency market.

(iv) Monitoring of Electrification of Un-Electrified Villages (UEV)

Ministry of Power (MoP) has decided to take electrification of all 18,452 Un-Electrified (UE) villages on Mission Mode and set target of electrification of Un-electrified villages by March, 2017. MoP has appointed REC as Nodal Agency to monitor the progress of electrification work of UE villages and further REC has awarded the work relating to day to day monitoring, website maintenance & updation, to develop RE mobile application (GARV App), control room-setup, call center and quality surveillance checks during electrification of UE villages, etc. to RECPDCL.

For monitoring the progress of electrification work of UE villages in an effective and speedy manner, your Company has deputed 415 engineers in field as "Gram Vidyut Abhiyantas" (GVAs) at Blocks/Districts level in different state across the country and 75 engineers as "District Vidyut Abhiyantas" (DVAs) posted in all districts of Uttar Pradesh to look after progress of work in their respective districts. Your Company, has also developed a Web-Portal and a Mobile Application viz. "Grameen Vidyutikaran-GARV" to closely monitor the real time progress of electrification work of UE villages.

Tablets with latest and upgraded technology have been provided to all the GVAs to complete the assignment efficiently & in a time bound manner as well as to capture the real time Pictures & Videos in the GARV app so that the progress can be monitored by everyone across the country.

The captured pictures and videos by GVAs are being published in the GARV App after going through a multi-stage scrutiny & approval at Project Office and Head Office level. The village is being declared electrified on GARV App only when it is declared electrified by respective DISCOM and further checked & found electrified by GVAs.

During the financial year 2015-16, REC has achieved the target of electrification of 7,108 UE villages against the internal target of electrification of 7,000 UE villages. Further, as on date, more than 10,006 villages have been electrified. The brief details are mentioned below:

SI No	Total UE Villages	Electrified	Uninhabited	To be Electrified	Total Village Visited	Total Visits by GVAs
1	18,452	10,006	525	7,921	16,597	46,401

Swachh Vidyalaya Abhiyan (SVA)

Your Company has been appointed as Project Implementing & Monitoring Agency for monitoring of work relating to construction of 7,096 Nos. of toilets in schools in various districts of Bihar, Rajasthan, Madhya Pradesh, Uttar Pradesh, Telangana and Punjab states under 'Swachh Vidyalaya Abhiyan' (SVA) in response to Prime Minister's call to the nation. All the toilets were constructed & successfully handed over to the respective school authorities within the stipulated time period. The estimated construction cost of 7,096 Nos. of toilets is around ₹110 crore. Your Company got a consultancy fee @ 10% plus applicable tax of consultation cost.

Information Technology Initiatives

As an Information Technology initiative, an internal portal has been created for online storage of the data/reports related to the Swachh Vidyalaya Abhiyan project and monitoring of milestone wise payment to the contractors against the construction of toilets in different states. RECPDCL has also implemented the backup policy for maintaining the regular back up of important data to various storage disks at different locations in order to minimize the risks.

3. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

3.1 Board of Directors

As per Article 114 of Articles of Association of Company, your Company is headed by Chairman and Managing Director (CMD) of Rural Electrification Corporation Limited (holding Company of RECPDCL) as ex-officio Part-time Chairman and does not have any Executive Director on its Board. As on March 31, 2016, your Company has three Directors on its Board, as detailed:

Sl. No.	Name	Designation	DIN	Date of appointment / reappointment
1.	Shri Rajeev Sharma	Non-Executive Director & Chairman	00973413	29.11.2011
2.	Shri Sanjeev Kumar Gupta	Non-Executive Director	03464342	12.10.2015
3.	Shri Sanjiv Garg	Non-Executive Director	00891755	01.09.2014

All the Non-Executive Directors on the Board of your Company are nominated by the holding company and they are not entitled to any remuneration from the Company. During the financial year, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and Article 119 of the Articles of Association of the Company, Shri Sanjeev Kumar Gupta, Director (Technical), Rural Electrification Corporation Limited has been appointed as an additional Director on the Board of the Company with effect from October 12, 2015 in place of Shri Prakash Thakkar.

As per Article 115 of Articles of Association of Company, the Chairman & Managing Director of REC is the Ex-officio part time Chairman on the Board of the Company, who shall not be liable to retire by rotation.

Further, as per the provisions of the Companies Act, 2013, Shri Sanjiv Garg (DIN: 00891755), who is longest in office, shall retire by rotation at the 9th Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his reappointment as Director, his brief resume is annexed to the Notice of the Annual General Meeting.

3.2 Numbers of Meetings of Board, Directors' attendance at Board Meetings and last Annual General Meeting (AGM).

The meetings of the Board are generally held at the registered office of the company and are scheduled well in advance. During the financial year 2015-16, five (5) meetings of Board of Directors of the Company were

18 held on (i) May 22, 2015; (ii) September 8, 2015; (iii) October 12, 2015 (iv) February 1, 2016; and (v) March 17, 2016.

Annual General Meeting:- The last Annual General Meeting of the Company was held on September 10, 2015.

For the financial year 2015-16, the details of Directors' attendance at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships held by Directors are tabled below:-

Sl. No.	Name of Director	Board Meetings			Attendance at Last AGM (held on September 10, 2015)	No. of other Directorships as on March 31, 2016
		Held during the tenure	Attended	Percentage of Attendance		
1.	Shri Rajeev Sharma	5	5	100	Present	3
2.	Shri Prakash Thakkar	2	2	100	Present*	N.A.
3.	Shri Sanjeev Kumar Gupta	3	3	100	N.A*	2
4.	Shri Sanjiv Garg	5	5	100	Present	3

*During the financial year 2015-16, Shri Sanjeev Kumar Gupta had been appointed as Director of the Company in the place of Shri Prakash Thakkar w.e.f. October 12, 2015.

In pursuance of Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs), 2010, issued by DPE Compliance Report is being submitted to Ministry of Power within 15 days from the end of quarter. The details of submission of the report are as under:

Report for Quarter ended	Date of submission of report
June 30, 2015	July 14, 2015
September 30, 2015	October 7, 2015
December 31, 2015	January 6, 2016
March 31, 2016	April 7, 2016
Annual Report for Financial Year 2015-16	May 4, 2016

3.3 Key Managerial Personnel

In accordance of the provisions of the Section 203(1) of Companies Act 2013 read with the Companies Rules, 2014 relating to appointment of Key Managerial Personnel which is not applicable to your Company and hence, your Company has not appointed any Key Managerial Personnel.

However, for operational convenience and managing day to day affairs, holding company of your Company has deployed the following officials on part-time/full-time basis:

Sl. No.	Name	Designation
1.	Dr. Dinesh Arora, IAS	Chief Executive Officer (CEO)
2.	Shri S. C. Garg	Additional CEO
3.	Shri M.L. Kumawat	Company Secretary
4.	Shri Ajay Kumar	Chief Technical Officer (CTO)
5.	Shri Somya Kant	Chief Financial Officer (CFO)

4. GENERAL BODY MEETINGS

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

Meeting No.	Financial Year	Date	Time	Venue	Whether any Special Resolution passed
6 th	2012-13	September 9, 2013	11.30 AM	Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003	No
7 th	2013-14	September 1, 2014	11.30 AM		No
8 th	2014-15	September 10, 2015	4.00 P.M		Yes
9 th	2015-16	September 19, 2016	3.30 P.M		Yes

No Extraordinary General Meeting was held during the year. Further, no resolution was passed by Postal Ballot during the year.

5. AWARDS & ACCOLADES

MoU RATING

The performance of your Company in terms of MoU signed with the holding company i.e. Rural Electrification Corporation Limited for the financial year 2013-14 had been rated as "Excellent" by the Department of Public Enterprises (DPE), Government of India. For the financial year 2014-15 and 2015-16 also the performance of the Company is poised to receive "Excellent" rating.

SKOCH Smart Technology Award 2015

In recognition of its excellent work done for achieving the target of construction of toilets under 'Swachh Vidyalaya Abhiyan' (SVA), your Company has received appreciation from Ministry of Power (MoP) and also conferred with the 'SKOCH Smart Technology Award 2015' for the Swachh Vidyalaya, Swachh Bharat & UE Mission. Due to the excellent work carried out by your Company even in some of the most disturbed areas, RECPDCL has been further awarded the work for construction of toilets in Gazipur district of the State of Uttar Pradesh to your Company.



RECPDCL has been conferred with SKOCH Smart Technology Award 2015" for UE Mission & Swachh Vidyalaya, Swachh Bharat at the SKOCH Smart Technology Award 2015 on 11th December, 2015.



Shri Ajay Kumar, CTO of your Company has conferred with "Most influential HR leaders in India by CIMA-Chartered institute of Management Accountants."



Dr. Dinesh Arora, IAS, CEO RECPDCL has conferred with "CEO with HR Orientation Award" by CIMA-Chartered Institute of Management Accountants."

20 6. DIRECTORS' RESPONSIBILITY STATEMENT U/S 134(5).

With reference to Section 134(5) of the Companies Act, 2013, it is confirmed that:

- a) in the preparation of the annual accounts for the period ended March 31, 2016, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) such accounting policies have been selected and applied consistently (except for changes in Accounting Policies as disclosed in the Notes to Accounts to the Financial Statements) and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit and loss of the Company for that period;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

7. RIGHT TO INFORMATION ACT, 2005.

During the financial year 2015-16 one application has been received under "Right to Information Act, 2005 (RTI)", wanting the information relating to the Construction of Toilets under "Swaach Bharat Abhiyan" scheme, which has been duly provided.

8. REPORTING UNDER PUBLIC PROCUREMENT POLICY FOR MICRO & SMALL ENTERPRISES (MSES) ORDER, 2012.

Being a wholly owned subsidiary Company of REC, your Company is following the procurement guidelines of the holding company. The procurement guidelines are also available on REC's website at the link: http://www.recindia.nic.in/images/pdf/files/Public_Procurement_Policy.pdf. The details of transactions under Micro, Small and Medium Enterprises Development Act, 2006 is given in Note No. 27.2 of Notes to Accounts.

9. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

During the financial year 2015-16, there was no complaint received of sexual harassment in the Company with the provisions of 'Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013'.

10. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form MGT-9, is annexed to this Report.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES.

The particulars of contract(s) or arrangement(s) entered into by the Company with related parties as per the provisions of the Companies Act, 2013 are disclosed in Form AOC-2, annexed to this Report.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

There are no significant particulars relating to conservation of energy, technology absorption under the Companies (Accounts) Rules, 2014, as the Company does not own any manufacturing facility. However, a web portal for managing Material Inspections is developed in-house which is helping in-call scheduling, attending calls and overall MIS report generation. No earnings or outgo in foreign exchange was made during the financial year 2015-16.

13. HUMAN RESOURCE DEVELOPMENT

Your Company is not having any manpower on its own roll except some experienced professionals, on fixed tenure basis to render value added consultancy services in power sector across the country with the highest quality standards to its valued clients. However, for operational convenience and managing day to day affairs, holding company of your Company has deployed various officials on part-time/full-time basis, who are having rich and varied experience in the respective fields. Further, the Company has also engaged Engineering Graduates and other professionals on Contract basis through manpower agencies for implementation of various projects across the country. The details of total manpower of your Company at the end of Financial Year 2015-16 and 2014-15 respectively are as detailed below:

Sl.No.	Particulars	Nos. of Employees	
		FY 2015-16	FY 2014-15
i.	Regular Employees deployed by REC on secondment basis	21	13
ii.	Employee on Fixed Tenure Contract basis	21	13
iii.	Outsourced staff on Contract basis through Manpower Agencies	1085	662
	Total	1127	688

As on March 31, 2016, the Company had 34 women employees, which includes both regular and contractual staff, as against 18 in the year ended on March 31, 2015, which represent rise in the women participation thereby promoting growth of the Company.

14. TRAINING & DEVELOPMENT

OHSAS 18001:2007 Certification

Apart from ISO 9001:2008 and ISO 14001:2004, your Company has also been conferred with OHSAS 18001:2007 during the financial year 2015-16 for implementation of Occupational Health and Safety Assessment System for carrying out administrative and other allied activities at Corporate Office, Delhi.

To ensure compliances, training and awareness your company has conducted 132 Mandays training during the year for newly recruited, own and contract employees, to enhance the innovation quotient among the workforce of the Company. Details of the training conducted on different areas of operation during the financial year 2015-16 is given below:

- I. Labour Laws for Managers
- II. Promoting Renewable Energy, Energy Efficiency & Sustainability for a Brighter Future
- III. One day capacity building programmes on "ISO 9001: The Requirements in 2015 Editions"
- IV. Power Distribution in India
- V. Workshop on Transformers
- VI. Stress management through Naturopathy and Yoga
- VII. 4 days training program with the help of All India Management Association (AIMA).

15. CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABLE DEVELOPMENT INITIATIVES.

CSR & Sustainability Policy of RECPDCL is prepared in terms of requirement of Companies Act, 2013 and Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises issued by Department of Public Enterprises. Web link of CSR & Sustainability policy of RECPDCL is as under; <http://www.recpdcl.in/RECPDCL-CSR-Sustainability-Policy.pdf>.

➤ RECONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As per the provisions of the Companies Act, 2013 & Rules made there under and DPE Guidelines on Corporate Social Responsibility and Sustainability, your company has a Corporate Social Responsibility Committee comprising following Board Members as on March 31, 2016 as follows:

1. Shri Rajeev Sharma, Chairman – RECPDCL, Chairman of the Committee
2. Shri Sanjeev Kumar Gupta, Director- RECPDCL, Member of the Committee

22 3. Shri Sanjiv Garg, Director – RECPDCL, Member of the Committee

During the financial Year under review the CSR Committee met two times on October 12, 2015 and March 17, 2016.

Details of directors' attendance in meetings of the CSR Committee as on March 31, 2016 are given below:

Name of the Directors	Category	No. Meeting during tenure	of held the	No. of Meetings attended
Shri Rajeev Sharma	RECPDCL, Chairman of the Committee	2		2
Shri Sanjeev Kumar Gupta	Director- RECPDCL, Member of the Committee*	1		1
Shri Prakash Thakkar	Director- RECPDCL, Member of the Committee*	1		1
Shri Sanjiv Garg, Director	Director- RECPDCL, Member of the Committee	2		2

***During the financial year 2015-16, Shri Sanjeev Kumar Gupta had been appointed as Additional Director on the Board of the Company in the place of Shri Prakash Thakkar w.e.f. October 12, 2015**

The details of budget available (unspent amount relating to previous year and amount for Financial Year 2015-16) as approved by the Board of Directors in its 49th Meeting held on May 22, 2015 as mentioned below:

Sl. No.	Particulars	Amount (in ₹ lakhs)
1	Financial Years 2010-11 to 2013-14 (carry forward CSR amount)	28.60
2	Financial Year 2014-15	54.81
3	Financial Year 2015-16	83.45
Total		166.86

Thus the total available budget for proposal for spending CSR amount is ₹ 166.86 lakhs to be spent and disbursed during the FY 2015-16 (including unspent CSR fund for previous financial year).

The details of the amount spent on CSR activities during the financial year 2015-16 against the abovementioned budget are given in the format as prescribed by MCA.

Sl. 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 program -wise	Amount spent on the project or programs Sub-heads: (1) Direct expenditure on projects or programmers (2) Overheads	Cumulative expenditure upto the reporting period	Amount spend Direct or through Implementing agency
1	Construction of 16 Nos. of Toilets in 8 Nos. schools	As per Companies Act 2013 & CSR &	Kannur district, Kerala State (Implementation by Education	₹ 23.76 lakh for construction of 16	₹ 23.76 lakh	₹19.08 lakh (80% of sanction amount)	Through implementing agency i.e. Parent

	under 'Swachh Bharat Abhiyan'	Sustainability Policy of Company.	Department Kannur District Government of Kerala).	No. toilets in 8 Nos. of schools.			Teachers Association of the Schools concerned
2	Contribution into Clean Ganga Fund" for the rejuvenation of River Ganga set up by Government of India (as notified by the MCA vide Gazette Notification dated 24 th October 2014)	As per Companies Act 2013, & CSR & Sustainability Policy of Company.	N/A	₹ 145 lakh	₹ 145 lakh	₹ 145 lakh	Direct

16. STATUTORY AUDITORS

M/s Amod Agarwal & Associates, Chartered Accountants (Firm Reg No. 005780N), New Delhi was appointed as Statutory Auditors of the Company for the Financial Year 2015-16 by the Comptroller & Auditor General of India. The Statutory Auditors have audited the Financial Statements of the Company for the Financial Year ended March 31, 2016.

16.1 Audit observations & Management's Reply on the Audit observations

The Statutory Auditors have issued Report on the financial statements of the Company by Independent Auditors as on March 31, 2016 without any adverse remark/observations/qualification.

17. COMMENTS OF C&AG OF INDIA

The Comptroller and Auditor General (C&AG) of India, vide letter dated July 28, 2016 has given 'Nil' Comments on the Audited Financial Statements of the Company for the year ended March 31, 2016 under Section 143 (6) (a) of the Companies Act, 2013. The Comments of C&AG for the financial year 2015-16, have been placed along with the report of Statutory Auditors of the Company elsewhere in this Annual Report.

18. STATUTORY DISCLOSURES

- There was no change in the nature of the business of the Company during the financial year 2015-16.
- The Company has not accepted any public deposits during the financial year 2015-16.
- There was no material change occurred, affecting the financial position of the Company which has occurred between the end of the financial year i.e. March, 31, 2016 and the date of this report.
- There were no significant and material orders, penalties or strictures imposed on the Company by any statutory authority during the last three years impacting the going concern status and Company operation in future. However, only one case was registered against the Company under the Competition Commission of India (CCI) vide its prima-facie order dated January, 13, 2015 which is

- 24
- f) The Company ensures proper compliances of all statutory laws applicable to the Company and all returns/reports were filed within stipulated time with the concerned authorities;
 - g) The Company does not have any subsidiary/Joint Venture/Associate Companies.
 - h) The Company has not entered into any material, financial or commercial transaction with the Directors or the Management or their relatives or the companies and firms etc. in which they are either directly or through their relatives interested as Directors and/or Partners. However, your Company is executing the assignment received from its holding company, where Directors of your Company are working as Directors/Senior Officials;
 - i) The Directors/Senior Officials of your Company, being the employees of the holding Company i.e. REC, have made the required disclosures to the Board of holding Company relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large (e.g. dealing in Company shares, commercial dealings with bodies which have shareholding of management and their relatives etc.)
 - j) The provision of the Companies Act, 2013 related to constitution of Risk Management Committee is not applicable on the Company, hence the Company has no Risk Management Committee. However, the Board and Senior Management of your Company monitors various risks likely to arise and reviews the various risks and initiate action for mitigation of any risk arising in the operation and other related matters of the Company;
 - k) The particulars of contract or arrangement with related parties as referred in sub-section (1) of section 188 of Companies Act are disclosed in prescribed Form AOC-2, annexed to this Report.
 - l) The Company has crossed the threshold of Rs. 100 crore turnover as required under Companies Act, 2013 read with rules thereunder for the constitution of Audit Committee. The Company is in process of constitution of Audit Committee. Further, the Financial results of the Company are being reviewed by the Audit Committee of the holding company;
 - m) Adequate internal financial controls are exercised in the Company, keeping in view the size of operations of the Company. The Company has appointed a firm of Practicing Chartered Accountants as Internal Auditor for conducting the Internal Audit;
 - n) The Company has provided loan, guarantees or investments under Section 186 of the Companies Act, 2013. The details of investments are given at Note No. 11 and 18 of Notes to Accounts to financial statements.
 - o) Since the provisions of Section 197 of the Companies Act, 2013 and Rules made thereunder are not applicable to Government Companies, therefore no disclosure are being made;
 - p) The Company has not issued any stock options to the Directors or any employee of the Company;
 - q) The Board of the Company in its 41st Meeting held on April 7, 2014 has approved that being a wholly owned subsidiary Company of REC, the policies adopted by REC shall be applicable mutatis-mutandis on RECPDCL also. The same is adhered to by the Company;
 - r) There is no expenditure debited in Books of accounts, which is not for the purpose of the business. There are no expenses incurred, which are personal in nature or incurred for the Board of Directors or Top Management; and
 - s) The Company is a Wholly Owned Subsidiary of Rural Electrification Corporation Limited and accordingly Presidential Directives issued by the Central Government, if any, applicable to holding company shall apply to the Company, to the extent applicable.

19. STATUTORY AND OTHER INFORMATION REQUIREMENTS

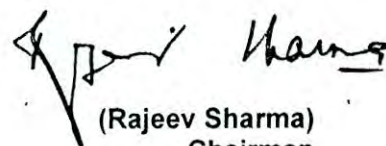
The requisite information required to be furnished as per the Companies Act, 2013 and other statutory provisions is annexed to this report as under:

Particulars	Annexure
Extract of Annual Return	I
Particulars of Contracts or Arrangements with Related Parties	II

20. ACKNOWLEDGEMENTS

The Directors are grateful to the Ministry of Power, Government of India, Ministry of Human Resource Development, State Governments, State Electricity Boards, State Power Utilities and other clients for their continued support and trust in the Company. The Directors thank Rural Electrification Corporation Limited (holding Company), M/s Amod Agrawal & Associates, Chartered Accountants, Statutory Auditors and the Comptroller & Auditor General (C&AG) of India. The Directors also sincerely appreciate and thank all the employees of the Company for their valuable contribution and dedicated efforts in steering the Company to excellent performance for yet another year in succession.

For and on behalf of the Board of Directors


(Rajeev Sharma)
Chairman
DIN: 00973413

Place: New Delhi

Date : 16.09.2016

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016

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

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN: U40101DL2007GOI165779
- (ii) Registration Date: July 12, 2007
- (iii) Name of the Company: REC Power Distribution Company Limited
- (iv) Category/Sub-Category of the Company: Company limited by Shares/ Wholly owned subsidiary of Rural Electrification Corporation Limited, A Government of India Enterprise
- (v) Address of the Registered Office and Contact Details: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003
Phone No.- 011-43091506 Fax No.- 011-24360644
- (vi) Whether Listed Company Yes/ No: No
- (vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any-: Not Applicable

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	Management Consultancy Activities- to facilitate the power utilities in the areas of their operation specifically relating to the Power Distribution Sector.	70200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS ON 31st MARCH, 2016

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	Rural Electrification Corporation Limited SCOPE Complex, 7, Lodhi Road, New Delhi-110003	Core-4, L40101DL1969GOI005095	Holding	100%	Section 2(87) of Companies Act, 2013

Shareholding of Promoters

(ii) Shareholding of Promoters								
Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1st April 2015)			Shareholding at the end of the year (as on 31st March 2016)			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Rural Electrification Corporation Limited	49994	99.988	0	49994	99.988	0	0
2	Shri Prakash Thakkar*	1	0.002	0	0	0	0	0
3	Shri Sanjeev Garg*	1	0.002	0	1	0.002	0	0
4	Shri Rakesh Kumar Arora*	1	0.002	0	0	0	0	0
5	Shri Thangarajan Subhash Chandira Bosh*	1	0.002	0	1	0.002	0	0
6	Dr. Dinesh Arora*	1	0.002	0	1	0.002	0	0
7	Shri G. S. Bhati*	1	0.002	0	1	0.002	0	0
8	Shri C.P.Bhatia*	0	0	0	1	0.002		
9	Shri Sunil Kumar*	0	0	0	1	0.002		
Total		50000	100	0.00	50000	100.000	0.00	0.00

* 1 share each held as nominee of Rural Electrification Corporation Limited-Holding Company.

Note: 1) During the financial year 2015-16, 1 equity share held by Shri Prakash Thakkar was transferred to Shri Sunil Kumar and 1 equity share held by Shri Rakesh Kumar Arora was transferred to Shri C.P.Bhatia.

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

Sl. No.	Particulars	Shareholding at the beginning of the year (as on 1st April 2015)		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the
1	At the beginning of the year (Held by Promoter and its Nominees)	50000	100	50000	100
1	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)	No Change			
2	At the end of the year (or on the date of separation, if separated during the year)	50000	100	50000	100
Note: 1) During the financial year 2015-16, 1 equity share held by Shri Prakash Thakkar was transferred to Shri Sunil Kumar and 1 equity share held by Shri Rakesh Kumar Arora was transferred to Shri C.P.Bhatia.					

Note: 100% of the Paid-up Share Capital of the Company is held by Rural Electrification Corporation Limited (REC) and its Nominees, REC is a Government of India Enterprise under the administrative control of Ministry of Power, Government of India.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl. No.	For each of the top ten Shareholders	Shareholding at the beginning of the year (as on 1st April 2015)		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year (Held by Promoter and its nominees)	The entire Issued and Paid-up Share Capital of ₹ 5,00,000 divided in 50,000 equity shares of ₹ 10 each of your Company is held by the holding company Rural Electrification Corporation Limited (REC), a Government of India Enterprise and its 6 nominees.			
2	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)				
3	At the end of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year (as on 1st April 2015)		Cumulative shareholding during the year (as on 31st March 2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of
1	Shri Rajeev Sharma (Chairman) DIN No.00973413				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)	0	0	0	0.00
	At the end of the year	0	0.00	0	0.00
2	Shri Sanjeev Kumar Gupta (Director) DIN No. 03464342				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)	0	0.00	0	0
	At the end of the year	0	0.00	0	0.00
3	Shri Sanjiv Garg (Director) DIN No.00891755				
	At the beginning of the year	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/ sweat equity, etc.)	0	0	0	0
	At the end of the year	1 Equity Share of ₹ 10/- each as Nominee of REC	0	1 Equity Share of ₹ 10/- each as Nominee of REC	0

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in indebtedness during the financial year	0	0	0	0
• Addition	0	0	0	0
• Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year	0	0	0	0
(i) Principal Amount	0	0	0	0
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Note: Company has tied-up with Banks for non-fund based BG limit of ₹85 crore and as on March 31, 2016, Company has availed BGs of ₹43.47 crore and three charges have been created (ID 10603670, 10573864 & 10381249) on movable assest of the Company.

32 32 VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director and Whole-time Director

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri Rajeev Sharma (Chairman & Director)	Shri Sanjeev Kumar Gupta (Director)	Shri Sanjiv Garg (Director)	
1	Gross Salary	0	0	0	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	Other specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	0	0	0	0
	Ceiling as per the Act				

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
3	Independent Directors				0
	• Fee for attending Board Committee Meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
4	Other Non-Executive Directors	0	0	0	0
	• Fee for attending Board Committee Meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
	Total (B)=(1+2)	0	0	0	0
	Total Managerial Remuneration	0	0	0	0
	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			Total Amount
1	Gross Salary				0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	0	0

Note: All directors (including Chairman) of the Company are appointed/nominated by the holding company as non executive directors to perform additional duty in RECPDCL and they are not entitled for any remuneration from the Company.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	0				
Punishment	0				
Compounding	0				
B. DIRECTORS					
Penalty	0				
Punishment	0				
Compounding	0				
C. OTHER OFFICERS IN DEFAULT					
Penalty	0				
Punishment	0				
Compounding	0				

Note: There were no significant and material orders, penalties or strictures imposed on the Company by any statutory authority during the last three years impacting the going concern status and Company operation in future. However, the Competition Commission of India (CCI) had ordered an investigation against the Company. Now CCI has disposed off the case in favour of the company while observing that no contravention of the provisions of CCI Act, 2002 has been made against RECPDCL and the matter is ordered to be closed.


 (Rajeev Sharma)
 Chairman
 DIN: 00973413

Place: New Delhi

Date: 16.09.2016

Form No. AOC-2

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid- as advances, if any	Date on which the special resolution was passed or general meeting as required under first proviso to Section 188.
Rural Electrification Corporation Limited(Holding Company of RECPDCL)	Day to day monitoring of UE villages.	Around 2 years	Day to day monitoring, website maintenance & updation, RE application, control room-setting, call center and quality surveillance checks during electrification of 18,452 UE villages.	Due to urgency, national importance of the assignment and excellent performance of RECPDCL in monitoring of Swachh Vidyalaya Abhiyan, the contract was awarded by REC to RECPDCL on nomination basis, since the same approach is to be used in monitoring of UE electrification of UE villages.	-----	NIL	As per the provision of Companies (Meetings of the Board and its Powers) Rules, 2014 the Special Resolution passed by the Holding Company shall be sufficient for the purpose of entering into transactions between wholly owned subsidiary and Holding company. In view of the above, Special Resolution is not required to be passed by RECPDCL, since REC Holding Company of RECPDCL has already obtained shareholders approval in this regard on September 16, 2015.
Rural Electrification Corporation Limited(Holding Company of RECPDCL)	Survey work for identification of schools for building of toilets in Ghazipur District, Uttar Pradesh		Survey work in Ghazipur, UP, in 111 Nos. of schools in two blocks i.e. Sadat and Saidpur, Ghazipur, Uttar Pradesh at an estimated expenditure of Rs.15 lakh under REC CSR initiatives.	In view of the time bound schedule and experience of RECPDCL in the implementation of Swachh Vidyalaya Abhiyan, the project was awarded by RECPDCL on nomination basis.	-----		As per the provision of Companies (Meetings of the Board and its Powers) Rules, 2014 the Special Resolution passed by the Holding Company shall be sufficient for the purpose of entering into transactions between wholly owned

							subsidiary and Holding company. In view of
							the above, Special Resolution is not required to be passed by RECPDCL, since REC Holding Company of RECPDCL has already obtained shareholders' approval in this regard on September 16, 2015.

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

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements including the value, if any*	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188.
Rural Electrification Corporation Limited (Holding Company of RECPDCL)	Apportionment of Employee Cost and administration expenses incurred on behalf of the subsidiary.	On-going transaction	Payment of employee cost and administration expenses on actual basis of Rs.4,94,48,430/- (including Service Tax) for the Year ended March 31, 2016.	In reference to provide support to the Subsidiary Company for managing the affair of the Company.	-----	Nil	Nil
	Income from rendering of Service	For the Year ended as on March 31, 2016	Consultancy Services of Rs.28,34,239/- (including Service Tax) for the Year ended as on March 31, 2016.	Contract has been awarded through open tendering basis.		Nil	Nil

Place: New Delhi

Date: 16.09.2016


(Rajeev Sharma)
Chairman
DIN: 00973413

**CSR activities for inclusion in Board's report of REC Power Distribution
Company Ltd for the FY 2015-16**

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

CSR & Sustainability Policy of RECPDCL is prepared in terms of requirement of Companies Act, 2013 and Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises issued by Department of Public Enterprises and is available at the website of the Company at <http://www.recpdcl.in/RECPDCL-CSR-Sustainability-Policy.pdf>

2. The Composition of the CSR Committee.

The Composition of CSR Committee of RECPDCL is as follows;

- a) Shri Rajeev Sharma, Chairman-RECPDCL, Chairman of the Committee
- b) Shri Sanjeev Kumar Gupta, Director-RECPDCL, Member of the Committee
- c) Shri Sanjiv Garg, Director-RECPDCL, Member of the Committee

3. The Composition of the Sub-Committee on CSR of RECPDCL.

The Composition of CSR Sub-Committee of RECPDCL is as follows;

- a) Shri S. C. Garg, Addl. CEO- RECPDCL
- b) Shri Ajay Kumar, CTO-RECPDCL
- c) Shri Somya Kant, CFO-RECPDCL

4. Average net profit of the company for last three financial years.

Average net profit of the RECPDCL, for last three FY is Rs. 41.72 crore

5. Prescribed CSR Expenditure

The Board of Directors in its 49th Meeting held on May 22, 2015 approved the transfer of unspent CSR budget for Financial Year 2014-15 amounting to Rs.54.81 Lakhs (calculated on the basis of provisions of the Companies Act, 2013) along with Rs.28.60 Lakhs (being the carried forward unspent CSR amount for Financial Years 2010-11 to 2013-14) totaling to Rs.83.41 Lakhs to be carried forward to a non-lapsable CSR fund and the same to be spent in financial year 2015-16 along with the CSR obligation for the financial year 2015-16.

The details available CSR fund:

Sl. No.	Particulars	Amount in Rs. Lakhs
01	Financial Years 2010-11 to 2013-14	28.60
02	Financial Year 2014-15	54.81
03	Financial Year 2015-16	83.45
Total available CSR fund during FY 2015-16		166.86

Thus the total available budget for proposal for spending CSR amount is Rs.166.86 lakhs to be spent and disbursed during the FY 2015-16 (including unspent CSR fund for the financial year 2014-15).

Profit for last three years:-

(Amount in Rs.)

Years	2012-13	2013-14	2014-15
Profit	17,18,98,335	52,15,37,027	55,82,89,404
Average profit for last 3 years	41,72,41,589		
CSR @ 2%	83,44,832		
Rounded off	83,45,000		
Opening Balance of CSR	83,41,000		
Add: Provision made during the year	83,45,000		
Add: CSR Expenditure made during the year	-----		
Closing Balance of CSR as on 31.3.2016	1,66,86,000		

6. Details of CSR spent during the financial year;

- a) Total amount spent for the financial year; - Rs.168.76 lakh
- b) Amount unspent, if any; - Nil

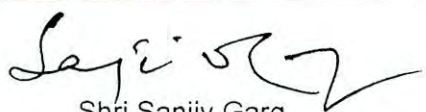
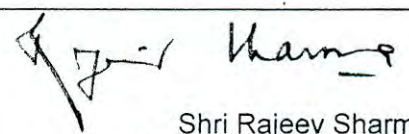
c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. 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 program-wise	Amount spent on the project or programs Sub-heads: (1) Direct expenditure on projects or programmes (2) Overheads	Cumulative expenditure upto the reporting period	Amount spend Direct or through Implementing agency
1	Construction of 16 Nos. of Toilets in 8 Nos. schools under 'Swachh Bharat Abhiyan'	As per Companies Act 2013 & CSR & Sustainability Policy of Company.	Kannur district, Kerala State (Implementation by Education Department Kannur District Government of Kerala).	Rs.23.76 lakh for construction of 16 No. toilets in 8 Nos. of schools.	Rs.23.76 lakh	Rs.19.08 lakh (80% of sanction amount)	Through implementing agency i.e. Parent Teachers Association of the Schools concerned
2	Contribution into Clean Ganga Fund" for the rejuvenation of River Ganga set up by Government of India (as notified by the MCA vide Gazette Notification dated 24 th October 2014)	As per Companies Act 2013, & CSR & Sustainability Policy of Company.	N/A	Rs.145 lakh	Rs.145 lakh.	Rs.145 lakh	Direct

7. In case the company has failed to spend the two percent 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 as the Company has spent the fund earmarked for CSR for FY 2015-16.

8. The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.

 Shri Sanjiv Garg (Director)	 Shri Rajeev Sharma (Chairman CSR Committee)
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REC Power Distribution Company Limited
Balance Sheet As at March 31, 2016

(All the figures are in ₹ Lakhs)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
A EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	3	5.00	5.00
(b) Reserves and Surplus	4	11,745.43	9,434.64
2 Non-Current Liabilities			
(a) Other Long-Term Liabilities	5	43.46	2.20
(b) Long-Term Provisions	6	22.95	16.98
3 Current Liabilities			
(a) Trade Payables	7	5,065.49	1,597.72
(b) Other Current Liabilities	8	3,195.51	2,813.49
(c) Short-Term Provisions	9	1,545.29	356.79
TOTAL		21,623.14	14,226.81
B ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	10		
(i) Tangible Assets		113.88	61.65
(ii) Intangible Assets		1.51	0.55
(b) Non-Current Investments	11	1,543.51	1,200.00
(c) Deferred Tax Assets (Net)	12	287.39	160.49
(d) Long-Term Loans and Advances	13	811.92	741.84
(e) Other Non-Current Assets	14	212.55	310.00
2 Current Assets			
(a) Inventories	15	1,711.13	-
(b) Trade Receivables	16	13,969.37	7,373.31
(c) Cash and Bank balances	17	2,347.11	3,750.18
(d) Short-Term Loans and Advances	18	572.51	254.17
(e) Other Current Assets	19	52.26	374.62
TOTAL		21,623.14	14,226.81
Significant Accounting Policies	1-2		
See accompanying notes forming part of the financial statements	3 to 28		
In terms of our report attached. For Amod Agrawal & Associates Chartered Accountants Firm Registration No. 005780N For and on behalf of the Board of Directors REC Power Distribution Company Limited CA Virendra Kumar Partner Membership No. 85380 Rajeev Sharma Chairman DIN - 00973413 Sanjeev Kumar Gupta Director DIN - 03464342 Sanjiv Garg Director DIN - 00891755 Place: New Delhi Date: May 18, 2016			

REC Power Distribution Company Limited
Statement of Profit & Loss Account for the year ended March 31, 2016

(All the figures are ₹ In Lakhs)

Sr No.	Particulars	Note No.	For the Year ended March 31, 2016	For the Year ended March 31, 2015
1	Revenue			
	(a) Revenue from Operations	20	14,796.72	8,543.49
	(b) Other Income	21	357.30	235.66
	Total Revenue		15,154.03	8,779.15
2	Expenses			
	(a) Cost of Services Consumed	22.a	6,494.59	2,691.05
	(b) Cost of Goods Consumed	22.b	3,241.94	44.16
	(c) Changes in Inventories Work-in-Progress	22.c	(1,711.13)	-
	(d) Employee Benefits Expense	23	196.40	122.27
	(e) Depreciation and Amortisation Expense	10	54.96	11.41
	(f) Other Expenses	24	662.25	336.73
	(g) Provisions and Contingencies	25	632.76	311.42
	Total Expenses		9,571.77	3,517.03
3	Profit before Prior Period Adjustments		5,582.25	5,262.12
4	Prior Period Items (Net)	26	38.66	9.83
5	Profit Before Tax		5,543.59	5,252.29
	Tax expense:			
	(a) Current tax		2053.80	1,859.76
	(b) Deferred tax		(126.90)	(84.73)
6	Profit for the Year		3,616.69	3,477.25
7	Earnings Per Share (Basic & Diluted - in Rs.)	28.5		
	(a) Basic		7,233.38	6,954.51
	(b) Diluted		7,233.38	6,954.51
	Significant Accounting Policies	1-2		
	See accompanying notes forming part of the financial statements	3 to 28		

In terms of our report attached.

For Amod Agrawal & Associates

Chartered Accountants

Firm Registration No. 005780N

CA Virendra Kumar

Partner

Membership No. 85380

Place : New Delhi

Date : May 18, 2016

For and on behalf of the Board of Directors

REC Power Distribution Company Limited

Rajeev Sharma

Chairman

DIN - 00973413

Sanjeev Kumar Gupta

Director

DIN - 03464342

Sanjiv Garg

Director

DIN - 00891755

REC Power Distribution Company Limited
(A wholly owned subsidiary of Rural Electrification Corporation Limited)

Notes forming part of the Financial Statements

Note	Particulars
1	Corporate Information
	REC Power Distribution Company Limited ("the Company") was incorporated in the year 2007, with its main object to engage in the Engineering Consultancy Services, Execution of work in the area of Decentralized Distributed Generation (DDG), Transmission & Distribution or other related activities for Govt. and other agencies in Power Sector. During the year, it was engaged:
	(i) in carrying out the Third Party Inspection (TPI), quality monitoring & supervision under RGGVY/DDUGJY Schemes.
	(ii) in preparation of Detailed Project Report (DPR), Project Management Consultancy (PMC) & Project Management Agency (PMA) under the DDUGJY & IPDS Schemes.
	(iii) in Execution of works of IT implementation & installation of IT Infrastructure under R-APDRP Part A Schemes of DDUGY & IPDS.
	(iv) as a lead member in the consortium of Rural Electrification Corporation Limited, Energy Efficiency Services Limited & REC Power Distribution Company Limited appointed by Bureau of Energy Efficiency as Implementing Agency to manage Partial Risk Guarantee Fund for Energy Efficiency (PRGFEE). PRGFEE is risk sharing mechanism to provide Participating Financial Institutions (Banks/NBFCs/PFIs) with a partial coverage of risk involved in extending loans for Energy Efficiency Projects being developed by Energy Services Companies (ESCOs).
2	Significant Accounting Policies
2.1	Basis of accounting and preparation of financial statements
	These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The Accounting Policies adopted in the preparation of Financial Statements are consistent with those of previous year except as has been reported hereunder.
2.2	Use of estimates
	The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialized.
2.3	Inventories
	Inventories are valued at lower of cost arrived on First in First Out (FIFO) basis and net realizable value. Cost of Inventory includes Purchase Cost, Duties & Taxes (except leviable Duties & Taxes) and other incidental cost. Work-in-Progress includes material procured for supply, installation & commissioning as per the terms of contract.
2.4	Cash and Cash Equivalents
	Cash & Cash Equivalents in the Balance Sheet comprises Cash at Bank and in hand and Short Term Investments with an original maturity of three months or less.
2.5	Cash Flow Statement
	Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
2.6	Prior Period Adjustments
	Considering the nature of business, expenditure for the earlier years ascertained and determined during the year is accounted for in the year in which it is so ascertained/determined. Other items not exceeding Rs. 5,00,000/- in each case are accounted for under natural heads of account.

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REC Power Distribution Company Limited
(A wholly owned subsidiary of Rural Electrification Corporation Limited)

Notes forming part of the Financial Statements

Note	Particulars																		
2.7	Depreciation Pursuant to the Companies Act, 2013 being effective from April 1, 2014 the Company has continued the same policy as adopted in the previous year except some changes in policies. The depreciation charged to the Profit & Loss Statement during the year on straight line method basis as per useful life adopted differently as specified in Part C of Schedule II of the Companies Act, 2013 is hereunder: <table><thead><tr><th>Class of Assets</th><th>Useful Life as per Schedule-II</th><th>Useful life adopted by the Company</th></tr></thead><tbody><tr><td>Tangible Assets :</td><td></td><td></td></tr><tr><td>Mobile/Tablet</td><td>5 Years</td><td>2 Years</td></tr><tr><td>Furniture & Fixtures</td><td>10 Years</td><td>5 Years</td></tr><tr><td>Intangible Assets :</td><td></td><td></td></tr><tr><td>Computer Software</td><td colspan="2">Best estimated useful lifes ascertained by the Management considered 3 years</td></tr></tbody></table> During the year following changes adopted while preparation of Financial Statement and the impact of the same is also reported in the Note to Accounts (Refer Note No 28.10) due to the change in the Depreciation Policy: a. Fixed assets individually costing Rs.5,000 or less are capitalized and fully depreciated in the same financial year. b. Changes in the Useful Life of Assets has been adopted as per the above table.	Class of Assets	Useful Life as per Schedule-II	Useful life adopted by the Company	Tangible Assets :			Mobile/Tablet	5 Years	2 Years	Furniture & Fixtures	10 Years	5 Years	Intangible Assets :			Computer Software	Best estimated useful lifes ascertained by the Management considered 3 years	
Class of Assets	Useful Life as per Schedule-II	Useful life adopted by the Company																	
Tangible Assets :																			
Mobile/Tablet	5 Years	2 Years																	
Furniture & Fixtures	10 Years	5 Years																	
Intangible Assets :																			
Computer Software	Best estimated useful lifes ascertained by the Management considered 3 years																		
2.8	Revenue Recognition a. Revenue is recognized based on proportionate completion method as per clause 7.1(i) of AS-9. b. Revenue from Contracts is recognised to the extent it is probable that the economic benefits will flow to the Company and revenue can be reliably measured. Depending on the nature of the contract, revenue is recognised as follows: (i) In Cost Plus Contracts - revenue is recognised by including eligible contractual items of expenditures plus proportionate margin as per contract; (ii) In Fixed Price Contracts - revenue recognised on the basis of contractual price break-up of deliverables and in absence of same, at the cost of work performed on the contract plus proportionate margin using the percentage of completion method; c. Revenue does not include Sales Tax/VAT/WCT/Service Tax etc.																		
2.9	Other Income Interest income is accounted for on a time proportion basis taking into account the amount outstanding and the rate applicable.																		
2.10	Fixed Assets Tangible Assets Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes other incidental expenses incurred in relation thereto. Intangible Assets Intangible assets represents computer software and website and are stated at their cost of acquisition/ development, inclusive of incidental expenses incurred in relation thereto. Their costs are amortized in 3 Years using straight line method. The useful life of the asset is reviewed by the Management at each balance sheet date.																		
2.11	Investments Investments that are readily realizable and intended to be held not for more than year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of such investments.																		
2.12	Operating Lease Lease payments in respect of assets taken on an operating lease are recognized as an expense in the Statement of Profit and Loss in accordance with the terms of lease.																		

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REC Power Distribution Company Limited
(A wholly owned subsidiary of Rural Electrification Corporation Limited)

Notes forming part of the Financial Statements

Note	Particulars
2.13 Employee Benefits	Employee benefits include Provident Fund, Leave Encashment & Loyalty Bonus. a) Fixed Tenure Employees The Company recruits Fixed Tenure Employees for a period 3 years, which is further extendable for maximum up to 1 years and 8 months depending upon the requirement and performance. The Company deduct and deposit employees benefit liabilities for Provident Fund from January, 2015 onwards, and all other employee benefit statutory liabilities e.g. Pension, ESI, and Gratuity etc are not applicable to the Company. However, the Company provides for leave encashment and loyalty bonus for which liabilities are assessed as per the actuarial valuation and disclosed in other notes to accounts. b) Seconded Employees The Company is managed by the employees deployed by REC Ltd (holding company) on seconded basis and pays their charges as service fee for deemed service of management service provided by its holding company. The Service charges being charged as a fixed liability on the basis of actual employee cost, added with fixed charges on account of future liability of Provident Fund, Gratuity, Superannuation and Post retirement benefit etc. With paying above charges Company owes nothing to its holding company for any future liabilities whatsoever of such seconded employees.
2.14 Earnings Per Share	The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. In computing diluted EPS, the net profit or loss for the year and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
2.15 Taxes on Income	Income Tax expenses comprises current Income Tax (Amount of tax for the period determined in accordance with the income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) is determined in accordance with Accounting Standard- 22 of the Institute of Chartered Accountants of India. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially established by the Balance Sheet date. Deferred Tax Assets are recognized and carry forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.
2.16 Impairment of Assets	The carrying values of assets at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is an indication that an impairment loss recognised for an asset in earlier accounting period no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.
2.17 Provisions and Contingencies	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is a potential obligation that may be incurred depending on the outcome of a future event. A contingency liability is one where the outcome of an existing situation is uncertain, and this uncertainty will be resolved by a future event. Contingent liabilities are disclosed in the Notes.

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REC Power Distribution Company Limited
(A wholly owned subsidiary of Rural Electrification Corporation Limited)

Notes forming part of the Financial Statements

Note	Particulars
2.18	Segment Reporting Policies Accounting Policies The accounting policies adopted for segment reporting are in line with the accounting policies used in the preparation of the financial statements. Identification of Segments The Company's businesses are organized and managed separately according to the nature of products/services provided, with each segment representing a strategic business unit that offers products/services. Segment Revenue and Expenses These include amounts which are directly attributable to the segment or are allocated on a reasonable basis. Segment Assets and Liabilities Segment assets include all operating assets used by the segment. Segment liabilities include all liabilities referable to the segment. Unallocated Items Includes corporate expenses, assets and liabilities which are not allocable to any business segment.

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REC Power Distribution Company Limited
Notes forming part of the Financial Statements

(All the figures are in ₹ Lakhs)

Note 3 Share Capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	Amount	Number of Shares	Amount
(a) Authorised				
Equity shares of Rs.10 each with voting rights	20,000,000	2,000.00	20,000,000	2,000.00
(b) Issued				
Equity shares of Rs.10 each with voting rights	50,000	5.00	50,000	5.00
(c) Subscribed and fully paid up				
Equity shares of Rs.10 each with voting rights	50,000	5.00	50,000	5.00
Total	50,000	5.00	50,000	5.00

The rights, powers & preferences attached to Equity Shares

The holders of the equity shares of the Company are entitled to receive dividends as and when declared by the Company and enjoy proportionate voting rights in case any resolution is put to vote.

Shareholders holding more than 5% of fully paid-up Equity Shares

Name of Shareholders	No of Shares	As at March 31, 2016	As at March 31, 2015
49,994 Equity Shares held by Rural Electrification Corporation Ltd (Holding Company) and balance 6 Equity Shares through other nominee of REC Ltd. Rs. 10 each fully paid. (Previous Year 50,000 Equity Shares)	50,000	100%	100%

Note 4 Reserves and Surplus

Particulars	As at March 31, 2016	As at March 31, 2015
General Reserve		
Opening Balance	3,988.55	3,988.55
Add : Transfer from Surplus	-	-
Closing Balance	3,988.55	3,988.55
Surplus in Statement of Profit and Loss:		
Opening Balance	5,446.09	2,029.35
Add: Profit for the year	3,616.69	3,477.25
Less : Depreciation Adjustment	-	0.34
Surplus available for appropriation	9,062.78	5,506.27
Less : Appropriations:		
- Transfer to General Reserve	-	-
- Proposed Dividend [#]	1,085.01	50.00
-Tax on Proposed dividend	220.89	10.18
	7,756.88	5,446.09
Closing balance	11,745.43	9,434.64
Total	11,745.43	9,434.64

[#] The Company has proposed to declare the Dividend @ Rs. 2,120.66/Share against the Face Value of Rs 10 per Share.

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(All the figures are in ₹ Lakhs)

Note 5 Other Long-term Liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
Security Deposit - EMD	43.46	2.20
Total	43.46	2.20

Note 6 Long-Term Provisions

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for Employee Benefits: (Refer Note No. 28.1)		
(i) Loyalty Bonus	7.89	8.52
(ii) Leave Liability	15.06	8.46
Total	22.95	16.98

Note 7 Trade Payables

Particulars	As at March 31, 2016	As at March 31, 2015
Trade payables other than acceptances:		
(i) Dues to micro and small enterprises (Refer Note No. 27.2)	420.88	11.20
(ii) Dues to others [#]	4,644.61	1,586.53
Total	5,065.49	1,597.72

[#] Include Related Party outstanding of Rs. 122.30 Lakh (Previous Year Rs. 66.70 Lakh) (Refer Note No. 28.3)

Note 8 Other Current Liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
Security Deposits	108.64	111.77
Statutory Dues (includes PF, Withholding Tax, VAT, CST etc.)	558.32	201.20
Others Liabilities for Expenses	386.25	91.10
Advances from Customers [#]	2,142.30	2,409.42
Total	3,195.51	2,813.49

[#] Includes Related Party outstanding of Rs. 681.25 Lakh (Previous Year Rs. 1,707.42 Lakh) (Refer Note No. 28.3)

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Note 9 Short-Term Provisions

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for employee benefits: (Refer Note No. 28.1)		
(i) Loyalty Bonus	7.02	0.29
(ii) Leave Liability	0.74	0.38
Provision for: (Refer Note No. 28.6)		
(i) Contingencies of Project Cost Revision	228.89	212.53
(ii) Proposed Dividend	1,085.01	50.00
(iii) Tax Payable on Proposed Dividend	220.89	10.18
(iv) CSR - Expenses	2.74	83.41
Total	1,545.29	356.79

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RFC Power Distribution Company Limited
Notes forming part of the Financial Statements
Note 10 Fixed Assets

(All the figures are in ₹ Lakhs)

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block	
	As at 1st April, 2015	Additions	Deletions	As at March 31, 2016	Adjustment due to Change in Policy	Additions	Deletions	As at March 31, 2016
Tangible Assets								
Furniture and Fixtures	3.76	11.92	0.10	15.58	-	3.47	0.10	5.28
Office equipment	64.39	17.23	4.17	77.44	-	24.13	4.11	50.50616
Computers	44.24	73.00		117.24	-	22.25	-	40.60
Total	112.39	102.14	4.27	210.26	-	49.86	4.21	96.39
<i>Previous Year</i>	<i>98.41</i>	<i>18.18</i>	<i>4.20</i>	<i>112.39</i>	<i>0.34</i>	<i>11.25</i>	<i>3.18</i>	<i>50.74</i>
Intangible Assets								
Computer Software's	1.42	6.07	-	7.49	-	5.10	-	5.98
Total	1.42	6.07	-	7.49	-	5.10	-	5.98
<i>Previous Year</i>	<i>1.02</i>	<i>0.39</i>	<i>-</i>	<i>1.42</i>	<i>-</i>	<i>0.16</i>	<i>-</i>	<i>0.87</i>
Grand Total	113.81	108.22	4.27	217.75	-	54.96	4.21	102.36
<i>Previous Year - Total</i>	<i>99.43</i>	<i>18.58</i>	<i>4.20</i>	<i>113.81</i>	<i>0.34</i>	<i>11.41</i>	<i>3.18</i>	<i>51.61</i>
Previous Year - Total								

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Note 11 Non-Current Investments

Particulars	As at March 31, 2016	As at March 31, 2015
Non-Trade investments (Quoted) (valued at cost unless stated otherwise)		
(a) Investment in Tax Free Bonds (in Holding Company)		
(i) Rural Electrification Corporation Limited (15 Years Secured Redeemable Tax Free Bonds @8.46%, 50000 Bonds of face value of ₹ 1000/- each, fully paid)	500.00	500.00
(ii) Rural Electrification Corporation Limited (15 Years Secured Redeemable Tax Free Bonds @8.63%, 20000 Bonds of face value of ₹ 1000/- each, fully paid)	200.00	200.00
(iii) Rural Electrification Corporation Limited (20 Years Secured Redeemable Tax Free Bonds @7.18%, 34351 Bonds of face value of ₹ 1000/- each, fully paid)	343.51	-
(b) Investment in Tax Free Bonds in other		
(i) Housing and Urban Development Corporation Ltd (20 Years Secured Redeemable Tax Free Bonds @8.76%, 50000 Bonds of face value of ₹ 1000/- each, fully paid)	500.00	500.00
Total	1,543.51	1,200.00
Aggregate Market Value of Quoted Investments	1,738.87	1,386.70

Note 12 Deferred Tax Assets (Net)

Particulars	As at March 31, 2016	As at March 31, 2015
Opening balance of Deferred Tax Assets	160.49	75.76
Deferred tax assets		
On Doubtful debts	202.38	85.85
On employees' retirement benefits	10.63	6.00
On Contingencies of Project Cost Revisions	79.21	72.24
Gross Deferred Tax Assets	292.23	164.09
Deferred tax liabilities		
Excess of depreciation on Fixed Assets under the Income Tax Act, 1961	4.84	3.60
Gross Deferred Tax Liabilities	4.84	3.60
Net Deferred Tax Assets/(Liabilities)	287.39	160.49
Net Deferred Tax Assets/(Liabilities) for the Year	126.90	84.73

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(All the figures are in ₹ Lakhs)

Note 13 Long-Term Loans and Advances

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good		
Security Deposits	5.97	4.78
Retention Money - Customer	106.20	-
Advances to Supplier	109.48	109.83
Income Tax Payments (Advance Tax & TDS - Net of provisions)	590.28	627.23
Total	811.92	741.84

Note 14 Other Non-Current Assets

Particulars	As at March 31, 2016	As at March 31, 2015
Deposits on lien with Bank against BG with maturity more than 12 Months	212.55	310.00
Total	212.55	310.00

Note 15 Inventories

Particulars	As at March 31, 2016	As at March 31, 2015
Work-in-Progress		
IT- Hardware	1,587.94	-
Desktop	129.37	
Network Cable	14.34	
Other Hardware	121.47	
Router	196.21	
Server	446.85	
Storage Hardware	303.15	
Switches	167.84	
IT - Software	123.18	-
Total	1,711.13	-

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Note 16 Trade Receivables

Particulars	As at March 31, 2016	As at March 31, 2015
(i) Outstanding for a period exceeding six months from the date they were due		
- Unsecured, considered good	5,220.88	4,813.13
- Unsecured, considered doubtful (Refer Note No 28.6.2)	587.46	252.57
Less : Provision for Doubtful Debt	587.46	252.57
	5,220.88	4,813.13
(ii) Others		
- Unsecured, considered good	8,748.49	2,560.18
Total	13,969.37	7,373.31

* Include Related Party outstanding of Rs.1377.86 Lakh (Previous Year Rs. 185.15 Lakh) (Refer Note No. 28.3)

Note 17 Cash and Bank Balances

Particulars	As at March 31, 2016	As at March 31, 2015
Cash and Cash Equivalents		
<i>Balances with banks</i>		
(i) In current accounts	626.56	280.65
(ii) Deposits with original maturity of less than 3 Months	307.55	2,328.31
(iii) Deposits with original maturity of less than 3 Months - SVA Project*	785.65	-
Cheques in Hand	-	0.10
Sub-Total (a)	1,719.76	2,609.06
Other bank balances#		
Deposit with Bank having original maturity period more than 3 Months but Less than 12 Months	81.05	561.03
Deposit with Bank having original maturity period more than 12 Months	758.85	890.10
Sub-Total (b)	839.90	1,451.13
Total Cash & Cash Balances (a) + (b)	2,559.66	4,060.18
Less : Amount Disclosed under Non-current Assets#	212.55	310.00
Total	2,347.11	3,750.18

*# The earmarked balances with bank on behalf of REC Ltd can be utilised only for the specific purposes.

Lien with the banker against Bank Guarantee amounting to Rs. 261.60 Lakh (Previous Year Rs. 310.00 Lakhs)

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(All the figures are in ₹ Lakhs)

Note 18 Short-Term Loans and Advances

Particulars	As at March 31, 2016	As at March 31, 2015
Unsecured, considered good		
Loans and Advances to:		
(ii) Employees	16.97	1.12
(iii) Other Trade/Commercial Advances#	283.45	18.69
Security deposits [#]	59.15	36.10
Prepaid expenses	2.94	9.19
Service tax credit receivable (Net of Liabilities)	210.00	189.07
Total	572.51	254.17

[#] Include Related Party outstanding of Rs. 1.00 Lakh (Previous Year Rs. 41.47 Lakh) (Refer Note No. 28.3)

Note 19 Other Current Assets

Particulars	As at March 31, 2016	As at March 31, 2015
Interest Accrued on Tax Free Bonds		
REC Tax- Free Bonds	26.26	19.74
HUDCO Tax- Free Bonds	9.60	53.16
Interest Accrued on Deposits	16.40	61.07
Income Accrued but not due	-	240.64
Total	52.26	374.62

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Note 20 Revenue from Operations

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Execution of IT Implementation Project	3,096.05	546.46
Consultancy Engineering Services	9,717.68	7,825.89
Income from REC - SVA Project	938.34	171.14
Income from REC - UE Village Project	1,044.65	-
Total	14,796.72	8,543.49

Note 21 Other Income

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Interest Income - Fixed Deposits	239.88	126.86
Interest Income - Tax Free Bonds	114.89	103.41
Other Non-Operating Income:		
Liabilities no longer payable written back	2.30	3.28
Miscellaneous Income	0.23	2.11
Total	357.30	235.66

Note 22.a Cost of Services Consumed

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Project Technical Services - PMC/PMA/DPR	2,140.56	1,325.30
Project Technical Services - IT Execution	674.27	206.63
Project Outsourced Manpower	2,355.12	1,156.11
REC - SVA Project Expenditure	391.28	3.01
REC - UE Village Project Expenditure	933.36	-
Total	6,494.59	2,691.05

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(All the figures are in ₹ Lakhs)

Note 22.b Purchase of Goods

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Equipment - IT implimentation Services		
IT- Hardware	2,652.00	44.16
Desktop	129.37	
Network Cable	34.66	
Other Hardware	368.77	
Router	329.94	
Server	893.69	
Storage Hardware	606.30	
Switches	289.26	
IT - Software	589.94	
Total	3,241.94	44.16

Note 22.c Changes in Inventories

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
<u>Work-in-Progress at the end of the year</u>		
IT- Hardware	1,587.94	-
Desktop	129.37	
Network Cable	14.34	
Other Hardware	121.47	
Router	196.21	
Server	446.85	
Storage Hardware	303.15	
Switches	167.84	
IT - Software	123.18	
	1,711.13	-
<u>Work-in-Progress at the beginning of the year:</u>		
IT- Hardware	-	-
IT - Software	-	-
	(1,711.13)	-
Net (increase)	(1,711.13)	-

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Note 23 Employee Benefits Expense

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Salaries and Wages	128.32	83.66
Contributions to Provident and Other Funds (Refer Note No. 28.1)	10.49	1.64
Staff Welfare Expenses	57.60	36.97
Total	196.40	122.27

Note 24 Other Expenses

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Rent		
: Office Premises	80.88	45.75
: Machinery	54.09	31.70
Rates and Taxes	0.17	1.51
Repairs and Maintenance:		
: Buildings	16.05	13.25
: Others	5.99	6.20
Power and Fuel	11.24	6.93
Advertisement and Business Promotion	66.05	25.41
Communication Cost	17.44	9.96
Insurance	0.78	-
Printing and Stationary	22.65	6.97
Travelling and Conveyance	117.52	76.45
Legal and Professional Charges	144.81	33.68
Auditor's Remuneration	2.30	2.00
CSR Expenditure	83.34	54.81
Loss on sale/Disposal of Fixed Assets (Net of Profit on Sale of Assets)	0.07	0.89
Bank Charges	15.93	4.03
Miscellaneous Expenses	22.94	17.18
Total	662.25	336.73

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(All the figures are in ₹ Lakhs)

Note No 24 Contd.. (Auditors Remunerations)

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Payments to the auditors comprises:		
As auditors - statutory audit	1.50	1.30
For tax audit	0.80	0.70
Total	2.30	2.00

Note 25 Provisions & Contingencies

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Provision for Doubtful Debts	336.82	140.55
Provision for Contingencies of Project Cost Revision	295.93	170.87
Total	632.76	311.42

Note 26 Prior Period Adjustment

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
Cost of Services Consumed	38.66	9.83
Total	38.66	9.83

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Note	Particulars		
Note 27 Additional Information to the Financial Statements			
27.1	Contingent Liabilities:		
	In compliance of the Accounting Standard - 29 on "Provisions, Contingent Liabilities, and contingent Assets" issued by the Institute of Chartered Accountant of India, Contingent Liabilities and Provisions has been disclosed as below:		
	Contingent Liabilities	As at March 31, 2016	As at March 31, 2015
		Amount	Amount
	(a) Disputed Income Tax Liability on account of certain addition for AY 2010-11	0.33	0.33
	(b) Contested interest demand U/s 234 (B) for AY 2010-11 adjusted by Tax Authorities against refund due	82.28	82.28
	(c) Un-expired Performance Bank Guarantees	2,803.97	4,036.36
		2,886.57	4,118.97
Other Contingent Liabilities:			
At the complain of an unknown competitor (called as "informant") the Competition Commission of India (CCI) is conducting a scrutiny of alleged abuse of dominance in obtaining the business which is pending with the Honorable Court as on date and no order or decree has been pronounced against the Company.			
27.2	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
	Particulars	As at March 31, 2016	As at March 31, 2015
		Amount	Amount
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	420.88	11.20
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	13.79	2.75
	(iii) the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	13.40
	(iv) 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;	11.20	-
	(v) the amount of interest accrued and remaining unpaid at the end of each accounting year;	13.79	-
	(vi) 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, for the purpose of disallowance as a deductible expenditure under section 23	-	2.75
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.			

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Note	Particulars																																																																										
Note 28 Disclosures under Accounting Standards																																																																											
28.1	AS-15 Employee Benefit Plans																																																																										
	Defined Contribution Plans The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised Rs. 10.49 Lakhs (Year ended 31 March, 2015 Rs. 1.64 Lakhs).																																																																										
	Defined Benefit Plans The Company offers the following employee benefit schemes to its employees:																																																																										
	i. Loyalty Incentive The Loyalty Benefit is payable after completion of three years of service or at the time of separation from the company or retirement whichever is earlier. The benefit vest after three years of continuous service, except in case of death or separation from service. The obligation is provided for on an actuarial valuation done by an independent valuer.																																																																										
	ii. Leave Encashment The benefits towards leave encashment is non contributory defined benefit arrangement providing benefits expressed in terms of multiple or final monthly salary. The obligation is provided for on an actuarial valuation done by an independent valuer.																																																																										
	The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:																																																																										
	<table><tr><th rowspan="2">Particulars</th><th colspan="2">For the Year ended March 31, 2016</th><th colspan="2">For the Year ended March 31, 2015</th></tr><tr><th>Loyalty Incentive</th><th>Leave Encashment</th><th>Loyalty Incentive</th><th>Leave Encashment</th></tr><tr><td>Components of Employee Expense</td><td></td><td></td><td></td><td></td></tr><tr><td>Current service cost</td><td>6.11</td><td>6.62</td><td>8.80</td><td>8.85</td></tr><tr><td>Interest cost</td><td>-</td><td>0.71</td><td>-</td><td>-</td></tr><tr><td>Expected return on plan assets</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Past service cost</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Actuarial losses/(gains)</td><td>-</td><td>(0.37)</td><td>-</td><td>-</td></tr><tr><td>Total Expense Recognised in the Statement of Profit and Loss</td><td>6.11</td><td>6.96</td><td>8.80</td><td>8.85</td></tr><tr><td>Net Asset/(Liability) Recognised in the Balance Sheet</td><td></td><td></td><td></td><td></td></tr><tr><td>Present value of Defined Benefit Obligation</td><td>14.91</td><td>15.80</td><td>8.80</td><td>8.85</td></tr><tr><td>Fair Value of Plan Assets</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Funded Status [Surplus /(Deficit)]</td><td>(14.91)</td><td>(15.80)</td><td>(8.80)</td><td>(8.85)</td></tr><tr><td>Unrecognised past Service Costs</td><td>-</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Net Asset/(Liability) Recognised in the Balance Sheet</td><td>(14.91)</td><td>(15.80)</td><td>(8.80)</td><td>(8.85)</td></tr></table>	Particulars	For the Year ended March 31, 2016		For the Year ended March 31, 2015		Loyalty Incentive	Leave Encashment	Loyalty Incentive	Leave Encashment	Components of Employee Expense					Current service cost	6.11	6.62	8.80	8.85	Interest cost	-	0.71	-	-	Expected return on plan assets	-	-	-	-	Past service cost	-	-	-	-	Actuarial losses/(gains)	-	(0.37)	-	-	Total Expense Recognised in the Statement of Profit and Loss	6.11	6.96	8.80	8.85	Net Asset/(Liability) Recognised in the Balance Sheet					Present value of Defined Benefit Obligation	14.91	15.80	8.80	8.85	Fair Value of Plan Assets	-	-	-	-	Funded Status [Surplus /(Deficit)]	(14.91)	(15.80)	(8.80)	(8.85)	Unrecognised past Service Costs	-	-	-	-	Net Asset/(Liability) Recognised in the Balance Sheet	(14.91)	(15.80)	(8.80)	(8.85)
Particulars	For the Year ended March 31, 2016		For the Year ended March 31, 2015																																																																								
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Unrecognised past Service Costs	-	-	-	-																																																																							
Net Asset/(Liability) Recognised in the Balance Sheet	(14.91)	(15.80)	(8.80)	(8.85)																																																																							

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Note	Particulars				
Particulars	For the Year ended March 31, 2016		For the Year ended March 31, 2015		
	Loyalty Incentive	Leave Encashment	Loyalty Incentive	Leave Encashment	
Change in defined benefit obligations (DBO) during the year					
Present value of DBO at Beginning of the year	8.80	8.85	-	-	
Current Service Cost	6.11	6.62	8.80	8.85	
Interest Cost	-	0.71	-	-	
Actuarial (Gains)/Losses	-	(0.37)	-	-	
Present value of DBO at the end of the year	14.91	15.80	8.80	8.85	
Actuarial assumptions					
Discount Rate	8.00%	8.00%	8.00%	8.00%	
Expected Return on Plan Assets	NA	NA	NA	NA	
Salary Escalation	6.00%	6.00%	6.00%	6.00%	
Attrition*	NA	NA	NA	NA	
* As these employees are for fix tenure of 3 Years and further extendable for another period of 1 Year 8 Months, so we have considered it as Maximum service of 4 Years and 8 Months and discounted for remaining year of Service.					
			For the Year ended March 31, 2016	For the Year ended March 31, 2015	
Actuarial assumptions for long-term compensated absences					
Discount rate			8.00%	8.00%	
Expected return on plan assets			NA	NA	
Salary escalation			6%	6%	
Attrition			NA	NA	
The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations. The estimate of future salary takes into account the inflation, seniority, promotion, increments and other relevant factors.					
28.2	AS-17 Segment Reporting :				
The Company operates in two segments Execution of IT Implementation Services and Consultancy Engineering Services. The Company has chosen business segment as its primary segments considering the dominant source of nature of risks and returns, internal organisation and management structure. A brief description of the reportable segment is as follows:					
(i) Execution of IT Implementation: The Company is engaged in IT implementation work covering consumer indexing, GIS Mapping, automated meter reading and automated data login for all distribution transformers/feeders under RAPDRP Part-A scheme for Electricity Department of Goa.					
(ii) Consultancy Engineering Services: The Company is engaged in providing Project Management Consultancy (PMC), Project Management Agency (PMA), Detailed Project Report (DPR) and Third Party Inspection (TPI) work under various schemes of Govt. of India.					
The disclosure requirement as per Accounting Standard 17 - Segment Reporting is as follows:					

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(All the figures are in ₹ Lakhs)

Note	Particulars					
	(A) Primary Segment information					
	Particulars		For the Year ended March 31, 2016			Total
			Business Segments			
			Execution of IT Service	Consultancy Engineering Services	Unallocable	
			₹	₹	₹	
	Segment Revenue	FY2016 FY2015	3,096.05 546.46	11,702.97 8,000.31	355.00 232.38	15,154.03 8,779.15
	Segment Result	FY2016 FY2015	704.77 279.57	5,379.65 5,442.91	(540.83) (470.20)	5,543.59 5,252.29
	Income Taxes	FY2016 FY2015				1,925.98 1,775.03
	Profit After Tax (PAT)	FY2016 FY2015				3,617.61 3,477.25
	Segment Assets	FY2016 FY2015	5,245.51 476.83	11,683.24 7,656.89	4,695.31 6,093.09	21,624.06 14,226.81
	Segment Liabilities	FY2016 FY2015	3,480.86 212.65	4,699.41 4,241.06	386.55 273.30	8,566.81 4,727.00
	Capital Expenditure	FY2016 FY2015	10.23 2.84	- -	97.99 18.58	108.22 21.42
Depreciation and Amortisation	FY2016 FY2015	2.78 0.13		52.18 11.28	54.96 11.41	
(B) Secondary Segment Information						
As the company has the business operations only with in India having similar risk associated with the operations therefore, Geographical Segment are not required to be reported.						
28.3	AS - 18 Related Party Transactions					
Details of Related Parties:						
Description of relationship		Names of related parties				
Holding Company		Rural Electrification Corporation Limited				
Fellow Subsidiaries		REC Transmission Projects Company Limited (RECTPCL)				
Key Managerial Personnel (KMPs)		Mr. Rajeev Sharma, Chairman & Managing Director Mr. Sanjiv Garg, Director Mr. Sanjeev Kumar Gupta, Director Dr. Dinesh Arora, Chief Executive Officer				
Companies under Common Control :		Details of the subsidiaries of RECTPCL is as follows:				
REC Transmission Projects Company Limited (RECTPCL) is under common control.		1. NER II Transmission Limited 2. NRSS XXXVI Transmission Limited 3. North Karanpura Transco Limited 4. Khargone Transmission Limited 5. Dingchang Transmission Limited 6. Nellore Transmission Limited 7. Baira Siul Sama Transmission Limited				
Note: Related parties are as identified by the Management and relied upon by the auditors.						

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Note	Particulars			
	Details of related party transactions during the year ended 31st March, 2016 and balances outstanding as at 31st March, 2016:			
	Particulars	Holding Company	Fellow Subsidiaries	KMP
	Transactions			
	Services Rendered	FY2015-16 1,408.01	-	-
		FY2014-15 1,014.68	-	-
	Services Obtained	FY2015-16 -	-	-
		FY2014-15 -	136.29	-
	Reimbursement of Expenditure on behalf of the Company	FY2015-16 1,709.23	-	-
		FY2014-15 215.81	-	-
	Remuneration to KMP's (through Holding Company)	FY2015-16 -	-	11.00
		FY2014-15 -	-	5.69
	Investment in Tax Free Bonds	FY2015-16 343.51	-	-
		FY2014-15 -	-	-
	Reimbursement of Expenditure incurred by the Company	FY2015-16 9,133.44	-	-
		FY2014-15 -	-	-
	Interest Income from Investment in Tax Free Bonds	FY2015-16 90.76	-	-
		FY2014-15 74.01	-	-
	Proposed Dividend on Equity Shares	FY2015-16 1,085.28	-	-
		FY2014-15 50.00	-	-
	Advance for REC- CSR (SVA Project)	FY2015-16 8,107.28	-	-
		FY2014-15 1,711.40	-	-
	Balances outstanding at the end of the year			
	Trade Payables	FY2015-16 72.59	49.71	-
		FY2014-15 -	66.70	-
	Trade Receivables	FY2015-16 1,377.86	-	-
		FY2014-15 185.15	-	-
	Short-term Loans & Advances	FY2015-16 -	-	-
		FY2014-15 18.69	-	-
	Short-term Loans & Advances	FY2015-16 1.00	-	-
		FY2014-15 22.87	-	-
	Non-current Investment	FY2015-16 1,043.51	-	-
		FY2014-15 700.00	-	-
	Other Current Liabilities	FY2015-16 681.25	-	-
		FY2014-15 1,707.42	-	-
	Note: Figures in italics relate to the Previous year			

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(All the figures are in ₹ Lakhs)

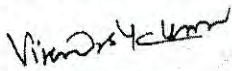
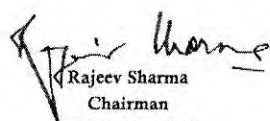
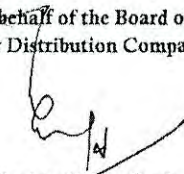
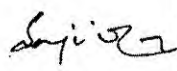
Note	Particulars				
28.4	AS-19 Disclosure under Leases		For the Year ended March 31, 2016	For the Year ended March 31, 2015	
	Details of leasing arrangements				
	As Lessee				
	The Company has entered into operating cancellable lease and the amount paid during the year is charged to Statement of Profit and Loss.*		134.96	77.44	
	Future minimum lease payments #				
	not later than one year		2.16	-	
	later than one year and not later than five years		8.24	-	
	later than five years		-	-	
* Include Lease rental paid for the Office Premises & Machinery during the year.					
# Reported for Office Premises having Lease term more than three years and Lease Term for Machinery is less than 12 Months, hence not reported.					
28.5	AS- 20 Earnings per Share				
	Particulars	Units	For the Year ended March 31, 2016	For the Year ended March 31, 2015	
	Net Profit/(loss) for the year	Rupees in Lakh	3,617.61	3,477.25	
	Weighted average number of equity shares	Numbers	50,000	50,000	
	Par value per share	Rupees	10.00	10.00	
	Basic Earning Per Equity Share	Rupees	7,235.23	6,954.51	
	Diluted Earning Per Equity Share	Rupees	7,235.23	6,954.51	
	Note : There are no dilutive potential equity shares and hence, no quantification is made of diluted earnings per equity share.				
28.6	Movement of Provision				
	Particulars	As at 1st Apr, 2015	Additions made during the year	Utilised during the year	As at 31st Mar, 2016
	Provision for Contingencies for Project Cost Revision	212.53	295.93	279.57	228.89
	Provision for Doubtful Debts	252.57	336.82	1.93	587.46
	Provision for Earned Leave	8.85	6.96	-	15.80
	Provision for Loyalty Bonus	8.80	6.11	-	14.91
	Provision for CSR Expenses	83.41	83.34	164.01	2.74
	Total	566.16	729.17	445.51	849.81

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Note	Particulars			
	Notes:			
28.6.1	The Company has made, based on past experienced, a Provision for contingencies of Project Cost revision by making a Provision @ 2% of the Current Year Turnover to mitigate the likely income reversal on account of revision in the Project Cost. Accordingly, a Provision has been made for Rs. 295.93 Lakh in the Statement of Profit & Loss for the year ended March 31, 2016.			
28.6.2	The Company's major dues are from State Sovereign Power Utilities and same are considered Good, however realisation generally takes longer time. The Provision for Doubtful Debts is made on the basis of aging of Trade Receivables. Therefore, as a matter of prudence, the management decided to make provision as per following policy. Accordingly, provision for Rs. 336.82 Lakh has been made in the statement of Profit & Loss for the Current Year.			
	Age of Debtors	Six Month to One Year	One Year to Three Years	More than Three Years
	% of Closing Balance	5%	10%	25%
28.7	AS - 28 Impairment of Assets In the opinion of management, there is no impairment of the assets of the Company in terms of AS-28. Accordingly, no provision for impairment loss has been made.			
28.8	Third Party Balance Confirmation towards Trade Payables & Trade Receivables As per the information available with the company, confirmations have been obtained to the extent of 88% of the Trade Payable and 64% for the Trade Receivable. However for the Trade Receivable for balance confirmation has already been sent with stipulation that if no contest is received with in 15 Days, the balance will be assumed to be confirmed. The Company has received no contest for the stated dues, hence assumed to be confirmed.			
28.9	Changes in Accounting Policies a. The Company has revised the estimated useful life of certain assets based on the technical estimates made by the management. Accordingly, due to change in the life of assets the net impact in the Depreciation is Rs. 22.29 Lakhs. b. The Company has adopted that, Prior Period Expenses reported in the current year less than Rs. 5.00 Lakh each cases has been recorded under natural head of expenses. Total expenditure accounted relating to the previous year Rs. 4.31 Lakh.			
28.10	Disclosoure on CSR Expenses U/s 135 of the Companies Act, 2013 In light of Section 135 of the Companies Act, 2013, the company has incurred expenses on Corporate Social responsibility (CSR) aggregating to Rs. 83.34 Lakh (previous year Rs. 54.81 Lakh).			
	Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015	
	Opening Balance at the beginning of the year	83.41	28.60	
	Add :			
	a) Gross amount required to be spent by the Company during the year	83.34	54.81	
	b) Amount spent during the year on the following :			
	-Contribution towards Clean Ganga Fund	145.00	-	
	-Contribution towards Education	19.01	-	
	Closing Balance at the yend of the year	2.74	83.41	

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Note	Particulars				
28.11	<u>Advances/Dues from Directors & Other Officers of the Company:</u>				
	Designation Category Officer	As at 31st Mar, 2016	Maximum amount outstanding for the year ended March 31, 2016	As at 1st Apr, 2015	Maximum amount outstanding for the year ended March 31, 2015
	Chairman	NIL	NIL	NIL	NIL
	Company Secretary	NIL	NIL	NIL	NIL
28.12	Information regarding foreign currency transactions disclosure as required under Schedule III of the Companies Act, 2013 is NIL.				
28.13	As per the Provision of Companies Act, 2013 the Figures have been rounded off to the nearest of Lakhs and decimal thereof.				
28.14	The Previous year figures have been regrouped and reclassified, wherever necessary to conform to the current year presentation.				
In terms of our report attached. For Amod Agrawal & Associates Chartered Accountants Firm Registration No. 005780N For and on behalf of the Board of Directors REC Power Distribution Company Limited  CA Virendra Kumar Partner Membership No. 85380  Rajeev Sharma Chairman DIN - 00973413  Sanjeev Kumar Gupta Director DIN - 03464342  Sanjiv Garg Director DIN - 00891755 Place : New Delhi Date : May 18, 2016					

Particulars	For the Year ended March 31, 2016		For the Year ended March 31, 2015	
A. Cash flow from Operating Activities				
Net Profit before Extraordinary Items and Tax		5,543.59		5,252.29
<u>Adjustments for:</u>				
Depreciation and amortisation	54.96		11.41	
Liabilities no longer required written back	(2.30)		(3.28)	
(Profit)/ Loss on Sale of Fixed Assets	0.07		0.89	
Provision for doubtful trade and other receivables	336.82		140.55	
Provision for Gratuity & Leave Encashment	13.07		17.65	
Provision for Contingencies	295.93		170.87	
Provision for CSR Expenses	2.74		54.81	
Interest income on Fixed deposit	(239.88)		(126.86)	
Interest income on Tax Free Bonds	(114.89)	346.52	(103.41)	162.63
Operating Profit Before Working Capital Changes		5,890.11		5,414.91
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	(1,711.13)		-	
Trade receivables	(6,932.88)		(1,972.10)	
Short-term loans and advances	(318.34)		(30.13)	
Long-term loans and advances	(107.04)		(38.43)	
Other current assets	322.36		(356.64)	
Other non-current assets	97.45		(310.00)	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	3,470.07		871.96	
Other current liabilities	382.02		1,551.63	
Short-term provisions	(368.95)		133.01	
Long-term provisions	5.97		16.98	
Other Long-Term Liabilities	41.26	(5,119.20)		(133.72)
Cash generated from operations		770.91		5,281.19
Net Income Tax (Paid) net of Refunds		(2,016.85)		(2,281.36)
Net Cash Flow from / (used in) Operating Activities (A)		(1,245.94)		2,999.84
B. Cash Flow from Investing Activities				
Capital Expenditure on Fixed Assets	(108.22)		(18.58)	
Proceeds from Sale of Fixed Assets	-		0.13	
Deposit with Bank having original maturity period more than 3 Months but Less than 12 Months	479.98		(514.55)	
Deposit with Bank having original maturity period more than 12 Months	33.79		(450.10)	
Interest income on Fixed deposit	239.88		126.86	
Interest income on Tax Free Bonds	114.89		103.41	
Investment in Tax Free Bonds	(343.51)	416.82	-	(752.83)
Net Cash Flow from/(used in) Investing Activities (B)		416.82		(752.83)

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(All the figures are ₹ in Lakhs)

Particulars	For the Year ended March 31, 2016		For the Year ended March 31, 2015	
C. Cash Flow from Financing Activities				
Dividends paid	(50.00)		(25.00)	
Tax on dividend	(10.18)	(60.18)	(4.25)	(29.25)
Net Cash Flow from/(used in) Financing Activities (C)		(60.18)		(29.25)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(889.29)		2,217.76
Cash and Cash Equivalents at the Beginning of the Year		2,609.06		391.30
Cash and Cash Equivalents at the End of the Year		1,719.76		2,609.06

Components of Cash & Cash Equivalents as at the end of the year:

(All the figures are ₹ in Lakhs)

Particulars	For the Year ended March 31, 2016	For the Year ended March 31, 2015
(a) Cash on Hand	-	-
(b) Cheques, drafts on hand	-	0.10
(c) Balances with banks		
(i) In Current Accounts	626.56	280.65
(ii) In Term Deposits	1,147.45	3,779.43
(iii) In Term Deposits - SVA Project Fund#	785.65	-
Cash & Bank Balances	2,559.66	4,060.18
Less : Deposits having maturity of more than 3 Months	839.90	1,451.13
Cash & Cash Equivalent at the end of the year	1,719.76	2,609.06

Significant Accounting Policies

1-2

See accompanying notes forming part of the financial statements

3 to 28

Notes:

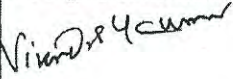
The earmarked balances with bank on behalf of REC Ltd can be utilised only for the specific purposes.

In terms of our report attached.

For Amod Agrawal & Associates

Chartered Accountants

Firm Registration No. 005780N



Partner

Partner

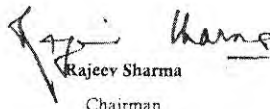
Membership No. 85380

Place : New Delhi

Date : May 18, 2016

For and on behalf of the Board of Directors

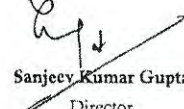
REC Power Distribution Company Limited



Rajeev Sharma

Chairman

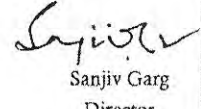
DIN - 00973413



Sanjeev Kumar Gupta

Director

DIN - 03464342

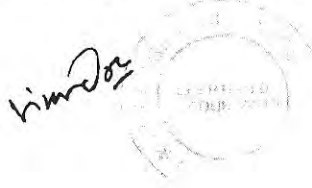


Sanjiv Garg

Director

DIN - 00891755

arrears as at 31 March, 2016 for a period of more than six months from the date they became payable.





Amod Agrawal & Associates

Chartered Accountants
INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
REC Power Distribution Company Limited**

Report on the Financial Statements

1. We have audited the accompanying financial statements of REC Power Distribution Company Limited (A wholly owned subsidiary of Rural Electrification Corporation Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, and 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

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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.

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7. 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

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and, give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to 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 B" to this report.
 - (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, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016, on its financial position in its financial statements - Refer note 27.1 to the financial statements;

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ii) The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016

11. As per directions issued by Comptroller and Auditor General of India under the Section 143(5) of the Companies Act, 2013, we report that :

i) the company has no free hold or lease hold land, therefore this clause is not applicable.

ii) The detail of write-off of debts during FY 2015-16 is as follows:-

Particulars	Amount (Rs in lacs)	Reasons
Provision for contingency due to project cost revision	258.83	Consultancy fee has been reduced due to reduction in project cost.
Old dues	1.93	Since dues were more than four years and likely to not realise.

iii) The company has maintained records for inventories lying with third parties. However there is a scope for further improvement. We have been informed that the company has not received any assets as gift/grant from the government or other authorities.

Place: New Delhi

Dated: 18/05/2016

For AMOD AGRAWAL & ASSOCIATE

Chartered Accountants

Firm Registration No.005780N

Virendra Kumar

(VIRENDRA KUMAR)

Partner

M.NO- 85380

Annexure-A to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of REC Power Distribution Company Limited on the financial statements as of and for the year ended March 31, 2016

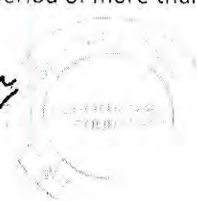
- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details, of fixed assets. However, situation of fixed assets have not been given.

(b) The fixed assets have been physically verified by the management at the end of the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(c) The company is not holding any immovable property.
- ii. The management has conducted physical verification of inventory at the end of the year and no material discrepancies in inventory were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii) (a), (iii)(b) & (iii)(c) of the said Order are not applicable to the Company.
- iv. According to the information and explanations given to us and the records of the Company examined by us, in our opinion in respect of loans, investments, guarantees & security the provisions of section 186 of the Companies Act, 2013 have been complied with. The company has not given any loans to the directors.
- v. The Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Govt. for the maintenance of Cost Records under sub section 1 of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained in respect of its project execution work. We have however, not made a detailed examination of these records.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, income tax, sales tax, service tax, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. The provisions of ESI, wealth-tax, excise duty and custom duty are not applicable to the company. ***There has been delay in deposit of Income-tax (TDS) & service-tax dues in some cases during the year which has however been deposited subsequently.***

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, cess and other material statutory dues were in arrears as at 31 March, 2016 for a period of more than six months from the date they became payable.

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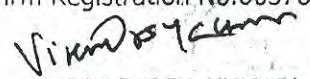


Amod Agrawal & Associates

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues outstanding of income-tax, sales tax, service-tax, value added tax and cess which have not been deposited on account of any dispute as at March 31, 2016. The provisions of ESI, wealth-tax, excise duty and custom duty are not applicable to the company.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not taken any loans from financial institution or bank or debenture holders during the year, therefore this clause is not applicable.
- ix. Based on the audit procedures applied by us & according to the information & explanations provided by the management, the Company has not raised any moneys by public offer (including debt instruments) during the year. The company has not taken any Term loans during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has not paid and provided managerial remuneration. Therefore provisions of section 197 read with Schedule V of the Companies Act 2013 are not applicable.
- xii. The company is not a Nidhi Company, this clause is not applicable to the company.
- xiii. According to the records of the Company examined by us and the information and explanation given to us, during the year the transactions with the related parties are in compliance with section 188 of the Companies Act 2013. Details of the related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standard. We have been explained that the provisions of section 177 of the Companies Act, 2013 are not applicable.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore this clause is not applicable.
- xv. As per the information & explanations given to us the company has not entered into any noncash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi. The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place: New Delhi
Dated: 18/05/2016

For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.005780N


(VIRENDRA KUMAR)
Partner
M.NO- 85380

Annexure-B to the Independent Auditor's Report,

Report on the Internal Financial Controls

We have audited the internal financial controls over financial reporting of REC Power Distribution Company Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

him



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

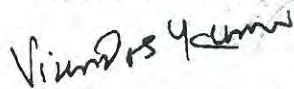
Opinion

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

Place: New Delhi

Dated: 18/05/2016

For AMOD AGRAWAL & ASSOCIATES
Chartered Accountants
Firm Registration No.005780N

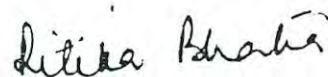

(VIRENDRA KUMAR)
Partner
M.NO- 085380

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL
STATEMENTS OF REC POWER DISTRIBUTION COMPANY LIMITED FOR THE
YEAR ENDED 31 MARCH 2016**

The preparation of financial statements of REC Power Distribution Company Limited for the year ended 31 March 2016 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 18 May 2016.

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 REC Power Distribution Company Limited for the year ended 31 March 2016. This supplementary audit has been carried out independently without access to the working papers of the statutory auditor and is limited primarily to inquiries of the statutory auditor and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

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



(Ritika Bhatia)

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

Place: New Delhi
Date: 28 July 2016

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REC Power Distribution Company Limited
Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003
CIN: U40101DL2007GOI165779
Tel.: +91 11 2436 5161 Fax: +91 11 2436 0644
Email: recpdcl@rediffmail.com Website: www.recpdcl.in

ATTENDANCE SLIP

**9TH ANNUAL GENERAL MEETING TO BE HELD ON,..... AT
.....AT THE REGISTERED OFFICE OF THE COMPANY AT CORE-4, SCOPE
COMPLEX, 7, LODHI ROAD, NEW DELHI-110003.**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
Folio No.	
DP ID No.	
No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS) to be filled in, if the proxy attends instead of the member	

I/We, hereby record my/our presence at the 9th Annual General Meeting of the Company held on..... at the Registered Office of the Company at Core-4, Scope Complex, 7, Lodhi Road, New Delhi-110003.

Signature of Member/ Proxy

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Company. Such duly completed and signed Attendance Slip(s) should be handed over at the venue of AGM. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the venue. Shareholder(s)/proxy holder(s) will be required to take care of their belonging(s).
4. No gifts/ coupons will be distributed at the Annual General Meeting.

REC Power Distribution Company Limited
 Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003
 CIN: U40101DL2007GOI165779
 Tel.: +91 11 2436 5161 Fax: +91 11 2436 0644
 Email: recpdcl@rediffmail.com Website: www.recpdcl.in

PROXY FORM (Form no. MGT-11)

[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):	Folio No./
Registered Address:	
No. of Shares held:	Email ID:

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

1	Name:		
	Address:		Signature:-
	E-mail Id:		

or failing him / her

2	Name:		
	Address:		Signature:-
	E-mail Id:		

or failing him / her

3	Name:		
	Address:		Signature:-
	E-mail Id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on..... at the Registered Office of the Company at Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such businesses as are indicated below;

Sl. No	Particulars
Ordinary Business	
1.	To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2015 along with the Reports of the Board of Directors and Auditors thereon.
2.	To declare Final Dividend on equity shares of the Company for the financial year 2015-16.
3.	To appoint a Director in place of Shri Sanjiv Garg (DIN: 00891755), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To fix the remuneration of Statutory Auditors for the financial year 2016-17.
Special Business	
5.	Appointment of Shri Sanjeev Kumar Gupta (DIN: 03464342) as Director of the Company.

Signed this..... day of..... 2016

Signature of Shareholder Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs.1/-

KEY OFFICIALS



(Shri Subhash Chandra Garg)
Addl. Chief Executive Officer



(Shri M. L. Kumawat)
Company Secretary



(Shri Ajay Kumar)
Chief Technical Officer



(Shri Somya Kant)
Chief Financial Officer

AGM VENUE:
CORE-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003

