

BOARD'S REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting the Seventh (7th) Annual Report together with the Financial Statements of your Company for the period ended March 31, 2025.

1. REVIEW OF OPERATIONS

Koderma Transmission Limited, a wholly owned subsidiary of RECPDCL was incorporated as a Special Purpose Vehicle (SPV) on March 19, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. REC Transmission Projects Company Limited (RECTPCL) is wholly owned subsidiary of M/s REC Limited, a Government of India Enterprise has been amalgamated with M/s REC Power Distribution Company Limited (RECPDCL), another wholly owned subsidiary of M/s REC Limited as per MCA order no.24/1/2020-CL-III dated 05.02.2021. Hence, the company, Koderma Transmission Limited has become the wholly owned subsidiary of REC Power Development and Consultancy Limited (RECPDCL).

A two stage Bidding process featuring separate Request for Qualification (RfQ) and Request for Proposal (RfP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, Govt. for selection of developer as Transmission Service Provider. The RfQ for the project has been issued on February 10, 2018. Due to change in scope of work and after forwarding the preliminary survey report to CMPDI. Uranium Corporation of India Ltd. Vide its letter dated 14.05.2019 has informed that proposed line is passing through the existing leased area of Narwapahar Mines as well as proposed Banadungri & Garadi Uranium project.

JUSNL vide letter dated 30.09.2020 informed RECTPCL {Now, RECPDCL (holding company)} to cancel RfQ and RfP for all 4 Packages 1, 2, 3 & 4 for implementation of transmission projects through TBCB route in Jharkhand against resolution no. 2648 dated 21.08.2017 of Energy Department, Govt. of Jharkhand. Since then, bidding process of the all packages was annulled. Accordingly, the company is under process of strike-off.

2. FINANCIAL PERFORMANCE

The summary of Financial Performance of the company for the period ended on March 31, 2025 is as under:

| Particulars | For the period ended 31/03/2025 (₹ in thousands) |
|------------------------|---|
| Total Revenue | 0.00 |
| Profit/Loss Before Tax | (59.00) |
| Profit/Loss After Tax | (59.00) |

3. TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve.

4. DIVIDEND

No dividend has been recommended by the Board of Directors during the period ended March 31, 2025.

5. SHARE CAPITAL

The Authorized and Paid-up share capital of the company as on March 31, 2025 was ₹5,00,000/- (Rupees Five Lakhs Only) divided into 50,000 equity shares of ₹10/- each. Therefore, the entire Share Capital of the Company is held by the holding company REC power Development and Consultancy Limited and its nominees. Further during the year under review no change occurred in the Authorized and Paid-up share capital.

6. BOARD OF DIRECTORS

As per Articles of Association of the Company, the number of Directors of the Company shall not be less than 3 and not more than 15. As on March 31, 2025 the Company has three Directors on its Board as per details mentioned below:

| Sl. No. | Name | Director Identification Number (DIN) | Designation | Date of Last Appointment/ Re-Appointment | Date of Cessation |
|----------------|------------------------|---|-------------------------------------|---|--------------------------|
| 1. | Shri Arun Tyagi | 06940393 | Chairman and Non-Executive Director | 16.10.2023 | Continuing |
| 2. | Shri Mohan Lal Kumawat | 07682898 | Non-Executive Director | 19.03.2018 | Continuing |
| 3. | Shri Saurabh Rastogi | 05317155 | Non-Executive Director | 25.03.2021 | Continuing |

The Company does not have any Executive Directors on its Board. During the year under review, there is no change in the Board of Directors of the Company. Shri Saurabh Rastogi (DIN: 05317155) being longest in the office shall retire by rotation in the ensuing 7th Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Brief resume of Shri Saurabh Rastogi seeking re-appointment is annexed to the notice of AGM forming part of this Board Report.

7. NUMBER OF MEETINGS OF THE BOARD

During the period under review, Ten (10) meetings of the Board of Directors of the Company were held viz. (i) May 13, 2024; (ii) May 22, 2024; (iii) July 31, 2024; (iv) August 29, 2024; (v) September 23, 2024; (vi) October 21, 2024 (vii) November 20, 2024; (viii) December 17, 2024; (ix) January 27, 2025 and (x) March 17, 2025. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Company is also complying with the Secretarial standards issued by the Institute of Company Secretaries of India as amended from time to time in respect of Board Meetings (SS-1) and General Meetings (SS-2).

During the period ended March 31, 2025, the attendance of the Directors in the Board Meetings is as under:

| Sl. No | Name of the Director | Board Meeting | | | Attendance at last AGM | As on March 31, 2025. |
|--------|------------------------|----------------------|----------|--------------------------|------------------------|----------------------------|
| | | Held During the Year | Attended | Percentage of Attendance | | No. of other Directorships |
| 1. | Shri Arun Tyagi | 10 | 10 | 100 | Yes | 3 |
| 2. | Shri Mohan Lal Kumawat | 10 | 8 | 80 | Yes | 4 |
| 3. | Shri Saurabh Rastogi | 10 | 7 | 70 | Yes | 3 |

There have been no Extraordinary General Meetings held during the period. Further, no resolutions have been passed by postal Ballot during the period.

8. GENERAL BODY MEETINGS

The Company was incorporated on March 19, 2018 and the details of Annual General Meetings of the company held since incorporation are as under: -

| <u>AGM No.</u> | <u>Day and Date</u> | <u>Time</u> | <u>Venue</u> |
|-----------------------|--------------------------------|--------------------|---|
| 1 st | Wednesday, August 21, 2019 | 3:30 P.M. | Core-4, SCOPE Complex, 7, Lodhi Road New Delhi – 110003 |
| 2 nd | Friday, September 11, 2020 | 3:30 P.M. | Core-4, SCOPE Complex, 7, Lodhi Road New Delhi – 110003 |
| 3 rd | Wednesday, September 08, 2021, | 1:00 P.M. | Core-4, SCOPE Complex, 7, Lodhi Road New Delhi – 110003 |
| 4 th | Thursday, September 29, 2022 | 6:00 P.M. | Plot No. I-4, Sector 29, Gurugram, 122001. |
| 5 th | Tuesday, September 26, 2023. | 2:00 P.M. | Plot No. I-4, Sector 29, Gurugram, 122001. |
| 6 th | Friday, September 27, 2024. | 5:30 P.M. | Plot No. I-4, Sector 29, Gurugram, 122001. |

9. GENERAL SHAREHOLDER INFORMATION

The date, time and venue of Seventh Annual General Meeting is as under:-

| <u>Day and Date</u> | <u>Time</u> | <u>Venue</u> |
|------------------------------|--------------------|--|
| Thursday, September 25, 2025 | 12:30 P.M. | Plot No. I-4, Sector 29, Gurugram, 122001. |

10. STATUTORY AUDITORS

M/s APN & Associates, Chartered Accountants, New Delhi was appointed as Statutory Auditors of the Company for the financial year 2024-25 by the Comptroller & Auditor General of India. The Statutory Auditors have audited the Financial Statements of the

Company for the period ended March 31, 2025. The Audited Financial Statements, Cash Flow Statement and the required annexure together with the Auditor's Report thereon are annexed to this Report.

11. COMMENTS OF THE C&AG OF INDIA

The Comptroller & Auditor General (C&AG) of India vide letter dated July 21, 2025 have decided not to conduct the supplementary audit of financial statements of the Company for the year ended March 31, 2025 under Section 143(6)(a) of the Companies Act, 2013. The copy of same forms part of this Annual Report.

12. PERSONNEL

Your Company has not appointed any permanent employees. Some of the employees of main holding company i.e. REC Limited have been assigned the additional duty to carry out the day-to-day work of REC Power Development and Consultancy Limited, the holding company of Koderma Transmission Limited. Accordingly, the provisions in respect of Maternity Benefit Act are being complied by the Holding Company. As such the provisions of Maternity Benefit Act is not applicable on the Company as the Company is not having its own manpower.

13. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

There are no significant particulars, relating to conservation of energy, technology absorption under Rule 8(3) of Companies (Accounts) Rules, 2014.

14. PARTICULARS REGARDING EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

No such expenditure was incurred during the period. Further, no export initiatives were carried out during the period and the Company has no earning or outgo in foreign exchange as per Rule 8(3) of Companies (Accounts) Rules, 2014.

15. DEPOSIT

Your Company has not accepted any public deposit during the period under review.

16. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

The arrangements/ transactions during the period ended March 31, 2025 with related parties were in the ordinary course of business and on an arm's length basis, if any. Disclosures of related party transactions and particulars of contracts or arrangements referred to in Section 188(1) of Companies Act, 2013, in prescribed Form AOC-2 as per Rule 8(2) of Companies (Accounts) Rules, 2014, is appended as Annexure to this Board's report.

17. MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL PERIOD AND THE DATE OF THE DIRECTOR'S REPORT

There is no significant event occurred after Balance Sheet date till the date of Director's Report.

18. RISK MANAGEMENT POLICY

Presently a separate risk management policy for the company has not been developed.

19. DISCLOSURES

- a. There are no instances regarding non-compliance, penalties, strictures imposed on the Company by any statutory authority since incorporation.
- b. The Company is a Special Purpose Vehicle (SPV) and a wholly owned subsidiary of REC Power Development and Consultancy Limited, subsidiary of REC Limited and accordingly Presidential Directives issued by the Central Government to the extent applicable on the Company are being complied since incorporation.
- c. There is no expenditure debited in Books of accounts, which is not for the purpose of the business. There are no expense incurred which are personal in nature and incurred for the Board of Directors and Top Management.
- d. The Statutory Auditors have issued their report without any adverse remarks/ observations/qualifications. Further, Statutory Auditors have not reported any instances of fraud committed by the Company or against the Company by its officers and employees;
- e. The holding company i.e. REC Power Development and Consultancy Limited bears all the expenditures on behalf of this company along with all other fellow subsidiaries.
- f. The Company has been incorporated as a wholly owned subsidiary of REC Transmission Projects Company Limited (Now RECPDCL) on March 19, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. A two stage Bidding process featuring separate Request for Qualification (RfQ) and Request for Proposal (RfP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RfQ for the project has been issued on February 10, 2018. Due to change in scope of work and after forwarding the preliminary survey report to CMPDI. Uranium Corporation of India Ltd. vide its letter dated 14.05.2019 has informed that proposed line is passing through the existing leased area of Narwapahar Mines as well as proposed Banadungri & Garadi Uranium project. JUSNL vide letter dated 30.09.2020 informed RECTPCL [Now, RECPDCL (holding company)] to cancel RfQ and RfP for all 4 Packages 1, 2, 3 & 4 for implementation of transmission projects through TBCB route in Jharkhand. Since then, bidding process of all packages was annulled. Accordingly, the company is under process of strike off.
- g. No significant and material orders have been passed by the Regulators or Courts or Tribunals which would affect the going concern status and Company's operations in future. However, Company is under process of strike off and NoC from the Ministry of Power is awaited for the same.
- h. There are no loans given, investments made, guarantees given and securities provided by the company as per Section 186 of the Companies Act, 2013 during the period under review.
- i. There is no vigilance case pending as on March 31, 2025.
- j. The Central Government has not prescribed the maintenance of cost records for the products/services of the Company under Companies (Cost -Records and Audit) Rules, 2014, read with Companies (Cost Records and Audit) Amendment

Rules, 2014 prescribed by the Central Government under Section 148 of the Companies Act, 2013. Accordingly, Cost Accounts and Records are not required to be maintained by the Company.

- k. The Company is a Special Purpose Vehicle (SPV) and a wholly owned subsidiary of RECPDCL in terms of the provisions of Companies Act, 2013. However, the company is managed as per the mandate from Government of India (GoI)/ State Governments and RECPDCL does not have the ability to direct the relevant activities of the company unilaterally. RECPDCL therefore, considers its investment in SPV as associates having significant influence.
- l. The provisions relating to Audit Committee is not applicable to the Company.
- m. As on March 31, 2025, there was no application made or proceeding pending against the Company, for initiation of Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016. Further, during the year no such event has arisen that give rise to reporting of details w.r.t. difference between amount of the valuation done at the time of one time settlement and valuation done while taking loan from the Banks or Financial Institutions.
- n. During the year under review the Company has not issued any stock options, equity shares with differentials voting rights and sweat equity shares.
- o. The provisions of Section 197 of the Companies Act, 2013 and Rules made thereunder are not applicable to Government Companies

20. ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at www.recpdcl.in.

21. DIRECTORS' RESPONSIBILITY STATEMENT AS PER THE PROVISIONS OF COMPANIES ACT, 2013

Pursuant to the relevant provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a). In the preparation of the annual accounts for the period ended March 31, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
- (b). Such accounting policies have been applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2025 and of the profit & loss of the company for the period ended on that date.
- (c). They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d). The financial statements have been prepared on a 'non-going concern' basis.
- (e). They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- (f). They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

RECPDCL (the holding company) has a committee under chairmanship of senior women official under the "Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013", which also looks after complaint(s) regarding sexual harassment of women in subsidiary companies.

Sexual Harassment Complaints received and addressed during the financial year 2024-25 are as follows:-

- (a) number of complaints of sexual harassment received in the year- Nil
- (b) number of complaints disposed-off during the year- Nil
- (c) number of cases pending for more than 90 days- Nil

23. ACKNOWLEDGEMENT

The Directors are grateful to the Ministry of Power for its continued co-operation and support. The Directors also place on record their sincere appreciation for the continued support of Shareholders, other Stakeholders, Banker, the holding company i.e. REC Power Development and Consultancy Limited, the main holding company i.e. REC Limited, Statutory Auditors of the Company and the Comptroller & Auditor General (C&AG) of India.

For and on behalf of the Board of the Directors



**(Arun Tyagi)
Chairman**

DIN: 06940393

Date: 17/9/25
Place: Gurugram

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 in general meeting as required under first proviso to Section 188 |
|---|---|---|--|--|----------------------------------|---------------------------------|---|
| NIL | NIL | NIL | NIL | NIL | Nil | Nil | Not Applicable |

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 or transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---|---|---|--|--|---------------------------------|
| REC Power Development and Consultancy Limited (Holding Company of Koderma Transmission Limited) | NIL | NIL | NIL | - | - |

For and on behalf of the Board of the Directors

Place: Gurugram
Date: 17/9/25


(Arun Tyagi)
Chairman
DIN: 06940393