

Report of the Directors' to the Shareholders

The Shareholders,
UJVN Limited,
Dehradun

Your Directors feel pleasure in presenting before you the 16th Annual Report of your Company together with audited accounts, report of Statutory Auditors as well as Comptrollers & Auditor General of India along with the management reply on the comments given by Auditors as well as C&AG for the financial year 2016-17 that are annexed to this report along with other Statutory Annexures.

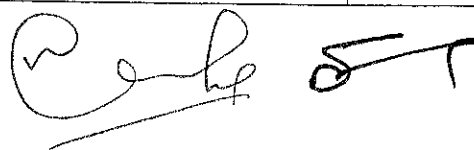
1. Financial highlights:

In the 16th year of the operations of the Company, your company had earned a net profit of Rs.75.98 Crores in comparison to Rs.182.33 Crores for financial year 2015-16.

The financial statement for the year ended March, 31 2017 are first financial statements prepared by company in accordance with new Indian Accounting Standards (Ind AS).

The financial highlights in brief are as under:-

Particular	(Rs. in Crores)	
	2016-17	2015-16*
Sale of Power	591.18	821.59
Other Income	49.85	38.37
Total Income	641.03	859.96
Expenditure		
Less :-		
Operating & Direct Expenses	78.95	151.77
Employees Benefit Expenses	222.53	185.53
Other Expenses	40.77	43.85
Profit before Depreciation, Interest & Tax	298.78	478.81
Less:-		
Depreciation and Amortization Exp.	113.32	220.92
Profit after Depreciation and before Interest and Tax	185.46	257.89



Less:-		
Financial Cost	115.10	110.48
Profit after Depreciation and Interest before and Tax	70.36	147.41
Add:-Exceptional Items	4.23	36.54
Profit before tax	74.59	183.95
Less :-Tax Adjustment	(1.52)	2.05
Net Profit after Tax	76.11	181.90
Add:-Other Comprehensive Income	(0.13)	0.43
Total Comprehensive Income(TCI)	75.98	182.33

*Figures of Financial Year 2015-16 have been re-casted to make them Ind-As compliant.

The major reasons for changes in profit are as under:-

A. Income

1. Decrease in sale:

Last year the company had received UERC tariff order dated 27-4-2015 for recognition of Capacity Charge & Capacity Index Incentives and UERC order dated 11-4-2015 for upward revision of project cost of MB-II HEP and True up of 10 LHP (FY 2013-14) etc., that have resulted into an additional reflection of sale to the extent of Rs. 225.18 crores.



2. Increase in other income :

- Rs. 5.47 crores on account of increase in excess provisions written back as compare to previous year
- Rs. 8.14 crores on account of increase in interest income

B. Expenses

1. Decrease in Operating & Direct Expenses:

- Rs.66.40 crores on account of Royalty and Cess shown under expense head as per Ind-AS instead of netting of from revenue in FY 2015-16.
- Rs. 6.15 crores on account of Repair & maintenance machinery mainly due to RMU of Khatima HEP

- Increase in Employees Benefit Expenses: Rs. 27.07 crores on account of provision for VII th pay Commission arrears provided in FY 2016-17.
2. Decrease in Depreciation and amortization expenses: Last year the company has changed in rates of depreciation as per UERC Tariff Regulations, 2015 that have resulted into an additional depreciation to the extent of Rs.115.88 crores.
 3. Decrease in exceptional items: Last year the company has received Rs. 36.54 crores as an insurance claim against loss occurred in hydro projects due to natural calamity in FY 2013-14.

2. Extract of Returns

2.1 Annual Return

The extract of Annual Return in terms of Sec. 92(3) of The Companies Act, 2013 in the prescribed form MGT-9, is enclosed & forms essential part of this report.


The Share Capital at the start of the Financial Year was Rs. 1084.89 Crores. During the year under report, the paid up Capital increased by Rs 20.80 Crores and as on 31st March, 2017 the paid up Capital of the Company was Rs. 1105.69 Crores.

2.2 Salient features of Balance Sheet & P & L Account

Statement containing salient features of Balance sheet and Profit & Loss account in terms of first proviso of Section 136(1) and Rule 10 of The Companies (Accounts) Rules, 2014 in the prescribed form AOC-3 is enclosed as part of the Board report.

3. Board Meetings and change in Directors

All statutory provisions relating to Board Meetings and Audit Committee Meetings have been complied with. During the year under report, the company had held four Board meetings and four Audit Committee meetings. By and large Directors were regular in attending the meetings except the Woman Director; Dr. Bhupender Kaur who has attended the 79th meeting held on 23.06.2016 and has not attended any meeting thereafter. Therefore, she has not attended any meeting of the Board for a continuous period of one



year hence she deemed to have vacated the office of director by operation of law as per the provisions of Section 167(1)(b) of The Companies Act, 2013.

Since the Directors of your Company are appointed by Government of Uttarakhand, consequentially, the matter has been referred to Energy department for re-appointment or replacement of the Woman Director and decision in this regard from State Government is awaited

4. Directors' Responsibilities Statement

Your directors affirm and declare that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care 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 directors had prepared the annual accounts on a going concern basis; and
- (e) Since your Company is not a listed Company therefore clause (e) of this statement is not applicable.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

5. Independent Directors and Women Director

During the year under report, your Company had five Independent Directors and One Women Director. Shri. J.L. Bajaj, Shri. C.M. Vasudev, Shri B.S.P Sinha and Shri. Raj Kumar continued to Act as Independent Directors. Shri S.C. Sen, resigned as Independent Director on 28.03.2017 and Dr. Bhupender Kaur also ceased to be Woman Director by operation of law w.e.f 18.07.2017. So at present your Company has 4 Independent Directors and position of Woman



Director is vacant. However, with the appointment of Smt. Radhika Jha as Chairperson of the Company, there is a woman representation on the Board.

The 3rd. meeting of the Independent Directors without the presence of other directors and the management personnel as prescribed under Schedule IV, Point VII of The Companies Act, 2013 was held on 28th March, 2017. The members discussed on the overall functioning of your Company and gave their observations and directed to bring a time bound activity schedule for completing the suggested tasks by the members in the meeting.

6. Nomination & Remuneration Committee

Your Company had a Nomination and Remuneration Committee Constituted under the provisions of The Companies Act, 2013 having the following composition:-

Sh. J.L. Bajaj, Independent Director	: Chairman
Sh. C.M. Vasudev, Independent Director	: Member
Sh. Raj Kumar, Independent Director	: Member
Sh. Arun Sabharwal, Secretary UJVNL	: Secretary

However this committee has become redundant due to the Exemption granted to the Government Companies relating to applicability of Section 178 of The Companies Act, 2013 notified by Ministry of Corporate Affairs on 5th June, 2015.

7. Audit Reports:

The report of Statutory Auditors, Report of Comptroller & Auditor General of India, Report of Secretarial Auditor and Report of Cost Auditors are enclosed along with reply of management on the individual observations of these auditors on various issues.

8. Loans and Advances:

Your directors declare that your Company has not given any loan or have not made any investment or have not given in security to any other company during the financial year under report.

9. Related Party Contracts

There were no related party transactions with Non-Government Companies. Other related party transactions were carried out with Government

Companies like UPCL and PTCUL and falls within the exempted category of Government Companies under the provisions of Section 188(i) of The Companies Act, 2013.

10. State of Company Affairs

Your Company had a turnover of Rs. 591.18 Crores and Net Profit of Rs. 75.98 Crores during the year under report. Your directors are pleased to inform that your company is in profit and is poised for a constant growth.

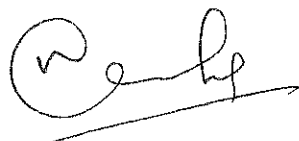

11. Dividend

The Board of directors of your Company has recommended a final dividend of Rs. 14.50 per equity share for the Financial Year 2016-17. The total dividend for the year comes to Rs.16,03,24,891/- (exclusive of dividend distribution tax). The total dividend pay-out on approval of final dividend of the Financial Year 2016-17 will be Rs.19,29,63,512/- crore (including dividend distribution tax of Rs.3,26,38,621/-) representing 25.34 % of the profits after tax, as against a dividend pay-out of Rs. 18,27,48,545/- Crores @ Rs. 14.00 per equity share representing 10.05 % of the net profits after tax in previous years. The dividend payment is subject to approval of members at the ensuing Annual General Meeting.

12. Material Changes

Ministry of Corporate Affairs (MCA) of Govt. of India, vide notification dated 16th February, 2015 has issued The Companies (Indian Accounting Standards) Rules, 2015 to be effective from 1st April 2015. Criteria set by rule 3 and rule 4 of the said rules casts an obligation upon UJVN Limited for preparation and audit of the financial statements in full compliance with the notified Indian Accounting Standards (Ind AS). Effective date of transition to notified Ind AS for UJVNL is 1st of April, 2016.

Due to the requirements of Indian Accounting Standards (Ind- AS) notified in the year 2015, there is an impact in the accounting policies. The policies being adopted previously have been amended suitably to make them in consonance with Ind-AS requirements. The details of these significant accounting policies are in details depicted at Note no. 3 of financial statements. Amended accounting policies are considered while framing the account. These amended accounting policies have an impact on previous years accounts. The summary of the adjustments in Balance sheet as on 31-3-2016 and 31-3-2015 and statement of Profit and Loss accounts for the year

ending 31-3-2016 with explanations are fully disclosed in Note No. 41 of financial statement.

13. Corporate Social Responsibility

Your Company has an approved CSR Policy that has been formulated in line with the CSR policy prescribed under The Companies Act, 2013 and all those items that are allowed to be carried out by the Company under The Companies Act, 2013 have been incorporated. The CSR Policy of the Company is available at the website <http://www.uttarakhandjalvidyut.com> and also at link <http://uttarakhandjalvidyut.com/documents/CSR%20Policy.pdf>



The composition of CSR committee is as under:-

Sh. J.L. Bajaj, Independent Director
Sh. C.M. Vasudev, Independent Director
Sh. S.C. Sen, Independent Director
Sh. S.N. Verma, Managing Director
Sh. Sandeep Singhal, Director (Projects)
Sh. Arun Sabharwal, Secretary CSR Committee.

Shri. S.C Sen, Independent director ceased to be the member of the CSR Committee as he has resigned from the directorship w.e.f 28.03.2017.

Based on the Average Net Profit of the last three financial years calculated in terms of Section 198 of The Companies Act, 2013, the amount that should have been spent on CSR activities for F.Y 2014-15 was Rs. 1.40 Crores, for F.Y 2015-16 it was Rs. 1.09 Crores and for F.Y 2016-17 it is 2.43 Crores. An un-utilized CSR fund amounting to Rs. 2.23 Crores from previous years was carried forward to financial year 2016-17. During the year under report, your company has spent Rs. 20.35 lacs on the items falling within the preview of the Schedule VII of The Companies Act, 2013. The amount unspent has been carried forward to next year.

The First meeting of the CSR Committee was held on 23rd June, 2016. The CSR Committee has authorized the Managing Director and Secretary, CSR Committee for day to day functioning and implementation of the CSR Activities within the ambit of approved CSR Policy.

14. Conservation of Energy

14.1 Energy Conservation Measures:

The Conventional street lights, flood lights and fans have been replaced with energy efficient LED lights and energy saving fans of 5 star ratings in various dams/barrages/power house buildings/office buildings/colonies such as Yamuna Colony, Ichari Dam, MB-I, MB-II, Chilla, Kalagarh, Vyasi/Lakhwar Bhawan, Pathri and Mohammadpur.

14.2 Capital Investment and Proposals for Reduction of Consumption of Energy:

Capital Investment amounting to Rs. One Crore is proposed during FY 2017-18 for Replacement of conventional street lights and other conventional lights by energy efficient (T-5/LED) lights in Power House/Office Building, at various locations of UJVN Ltd. as mentioned hereunder:

S.NO.	Place of Activity	Amount (in Lakh Rs.)
1.	Yamuna Valley	100.00
2.	Ganga valley	

14.3 Utilization of Alternate Source of Energy:

UJVNL continues to take initiative for development of solar PV projects and propose to undertake Baggase based projects in the state.

14.3.1 Solar PV Projects:

UJVNL's total solar installed capacity is 26.464 MWp. During the period under report 20 MWp Grid Connected Solar PV Plant have been installed and commissioned by 31-03-17 at Yamuna Valley on Built Own and Operate (BOO) basis.

14.3.2. Cogeneration Baggase based project

Project Development Agreement for implementation of 22 MW Cogeneration Baggase based project at Bajpur and 16 MW Cogeneration Baggase based project at Nadehi on BOO basis has



been signed on 20.12.2016 with respective sugar mills and are proposed to be completed by November 2019.

15. Identification of Risk and Risk Management policy

UJVN Ltd. is facing various risks each of which need different approaches for mitigation:

- Risks common to several players in the sector and country of operation
- Risks very specific to the Company due to the way its businesses/operations are structured
- Disaster Management and Business Continuity Risks which are by nature rare, but are events with dramatic impact.
- Risk of fire (electrical as well as waste paper/cloth etc.) has been identified. Fire extinguishers of different types (CO2 and general purpose) are provided in offices and Plants.

The key risks and concerns of your Company are as follows:

15.1 UERC Regulations:

UERC (Terms and Conditions for Determination of Multi Year Tariff) Regulations, 2015:

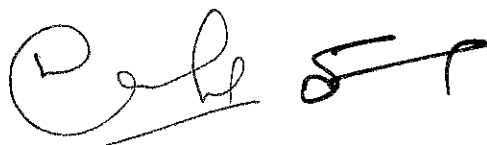
Hon'ble Uttarakhand Regulatory Commission (UERC) has notified the UERC Tariff Regulations, 2015 on 10.09.2015, which is applicable w.e.f. 01.04.2016 to FY 2018-19.

UERC (Deviation Settlement Mechanism and Related Matters) Regulations, 2017:

Hon'ble Uttarakhand Regulatory Commission (UERC) has notified the UERC (Deviation Settlement Mechanism and Related Matters) Regulations, 2017 on 06.02.2017, which shall come into force w.e.f. 01.04.2018. In this environment UJVNL has to adhere to their scheduled injection as there are penalties on non-adherences.

15.2. Judgment of Supreme Court:

In the civil appeal no. 6736 of 2013@ (special leave petition (c) no. 362 of 2012), The Hon'ble Supreme Court had directed to the Ministry of Environment and Forest (MOEF) as well as State of Uttarakhand not to grant any further environmental clearance or forest clearance for any



hydroelectric power project in the State of Uttarakhand until further orders.

Hon'ble Supreme Court further directed to Ministry of Environment and Forest (MOEF) to constitute an expert body consisting of representatives of State of Uttarakhand and other related government bodies to make a detailed study as to whether hydroelectric power projects are contributory to the environmental degradation, their impact and is there any co-relation with the June 2013 tragedy of Uttarakhand.

In the said order, The Disaster Management Authority, Uttarakhand was also directed to submit a report to the Hon'ble Supreme Court as to whether they had any disaster management plan in the State of Uttarakhand along with effectiveness of plan to curb unprecedented tragedies. The report was to be submitted within a period of 3 months.

There had been two reports on this issue and were conflicting in nature. Hon'ble Supreme Court had directed MOEF vide their order dated 7.5.2014 to come out with an appropriate proposal and in the meantime had clarified that the directives given by the court for the 24 projects earlier shall stand as such and no further construction shall be undertaken on these projects until further orders.

The case is still pending in Hon'ble Supreme Court of India and construction activities are stand still in Bhaironghati, Tamaklata, Urgam - II, Rishi Ganga- I and Rishi Ganga -II being part of list of 24 projects.

15.3 Disaster Issues:

Environmental issues are among the biggest threats to UJVNL, as hydro power plants are directly affected with environmental issues, like land slide, loss of rain, flood, earth quake, etc. Uttarakhand has recently seen a major natural calamity, which lead to widespread damage to generation assets of the company and resulted in loss in power generation and revenue.

In addition to above, Fires, Black out, Total strike, Terrorist attacks are the standard threat.

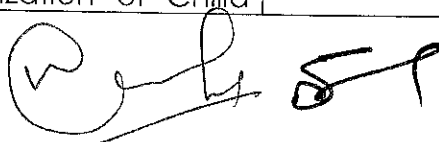
Handwritten signature and initials in black ink, consisting of a large circular mark and several loops, followed by a horizontal line and a set of initials.

15.4 Operational Efficiency:

About 77% of installed capacity is older than 35 years. Due to high vintage, the operational efficiency of these plants has declined. The condition of the auxiliaries, instruments, protective relays and control equipment has deteriorated. Due to this, availability of many machines has been adversely affected, in spite of best and timely maintenance.

The Company is planning to do RMU of old Plants/Barrages with an estimated cost of Rs. 1729.72 Crores. The Project/Barrages wise details are as under:-

Sl. No	Works/Projects	Date of Investment Approval	Estimated cost (Rs. Crores)
1	Capital Investment for Renovation & Modernization of Dhalipur (3x17 MW) HEP	14.09.2016	152.65
2	Capital Investment for:		
	(1) Refurbishing of Asan Barrage	29.04.2016	25.94 (Revised-29.65)
	(2) Refurbishing of Dakpathar Barrage		27.19 (Revised-30.98)
	(3) Refurbishing of Ichari Dam		22.18
(4) Special Repair Works of Civil and Hydro Mechanical Structures for Yamuna Hydel Scheme State-I, II Part-I & IV	16.92		
3	In-principle approval of Capital Expenditure for Balance Capital Works of 4x76 MW MB -II HEP of UJVN Ltd.	05.04.2016	211.72 (Revised-238.62)
4(A)	Capital Investment for Renovation & Modernization of Chilla	29.01.2016	459.98



	(4x36 MW) HEP		
4(B)			
5(A)	RMU of MB-I (3x30 MW) HEP (E&M Works)		384.66
5(B)	RMU of MB-I (3x30 MW) HEP DRIP Works	30.07.2015	
6	RMU of Khatima (3x13.8 MW) HEP	07.05.2015	256.77
7	RMU of Dhakrani (3x11.25 MW) HEP	27.06.2017	137.31
Total			1729.72

15.5 Weather Dependent Business:

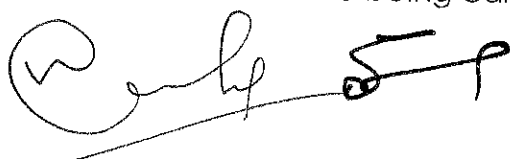
Hydro Power Generation is directly related to the weather. During winter season the generation goes down substantially. Moreover, the weather cycle is changing due to global effect which is directly affecting the future forecasting of generation from the project and hence the forecasting of revenue. This weather dependence is affecting the long term business plan of UJVNL.

15.6 Competition from private developers:

Several private companies have successfully entered into hydro power generation business over the last decade. Private investment in hydro power is expected to be increased over the next decade with several power plants in various stages of completion. UJVNL shall have to compete with these private developers for expansion of its business, with its upcoming projects. Hence, UJVNL must ensure to adopt the best project management practices and the best available and commercially viable technologies, to make its upcoming projects competitive with those developed by the private developers.

16. Risk Recovery /Risk Management Policy

For improving the Operational Efficiency and life of old plant, "Renovation Modernization & Upgradation" activities are being carried out by UJVNL.



17. Technology absorption

The information relating to foreign exchange inflow and outflow are as under:-

Earning in foreign currency	NIL
Expenditure in foreign currency	NIL

18. Information about Directors/Key Managerial Persons & Changes

The following were the Directors/Key Managerial Personnel of the Company as on 31st March, 2017.

Sl. No.	Name	Designation
1.	Dr. Umakant Panwar *	Chairman
2.	Shri. J.L. Bajaj	Independent Director
3.	Shri C.M. Vasudev	Independent Director
4.	Shri. B.S.P. Sinha	Independent Director
5.	Shri Raj Kumar	Independent Director
6.	Dr. Bhupender Kaur**	Woman Director & Secretary (Women Empowerment and Child Development) Govt. of Uttarakhand
7.	Shri S.N. Verma	Managing Director, UJVNL
8.	Shri B.C.K. Mishra***	Director (Operations),UJVNL
9.	Shri Sandeep Singhal	Director (Projects),UJVNL
10.	Dr. A.C. Joshi	Director (HR),UJVNL
11.	Shri. L.M. Verma	Director (Finance),UJVNL and CFO and KMP
12.	Shri Arun Sabharwal	Company Secretary and KMP

*Dr. Umakant Panwar, Principal Secretary (Energy), GoU has been transferred from his office w.e.f 16.05.2017 and Smt. Radhika Jha, Secretary (Energy), GoU has took over the charge. So as on date Smt. Rakhika Jha is the new Chairperson of your Company.

** Ceased to be Director by operation of law w.e.f 18.07.2017.

*** Moved to Uttarakhand Power Corporation Ltd. as Managing Director.

During the period 1st April, 2016 till 31st March, 2016, following changes took place in the composition of Board of Directors & Key Managerial Personnel :-

Sl. No.	Name	Appointment/Cessation/ Change in Designation	Date
1.	Dr. Bhupender Kaur	Appointment as Women Director	11.05.2016
2.	Shri Rakesh Sharma	Cessation by operation of law	16.09.2016
3.	Shri. S. Ramaswamy	Cessation by operation of law	16.09.2016
4.	Shri S.C. Sen	Cessation by Resignation	28.03.2017

As on the date of report, following are the Key Managerial Personnel of your Company:-

1.	Shri S.N. Verma	Managing Director
2.	Shri Sandeep Singhal	Director (Projects)
3.	Dr. A.C. Joshi	Director (HR)
4.	Shri. L.M. Verma	Director (Finance) and CFO
5.	Shri Arun Sabharwal	Company Secretary

19. Details of Subsidiary, Joint Venture etc

Your Company does not have any subsidiary, joint venture or associate company during the year under report.

20. Acceptance of Deposit

Your company has not accepted any deposit from other body corporate and on general public hence a nil disclosure under Chapter 5 is made.

21. Order of Regulators and Courts

The impact of orders passed by the Regulatory Authority/Hon'ble Court/Tribunal during F.Y 2016-17 which have an impact on operations of the Company as a whole in future is described herein under:-

21.1 Effect on Project Development by the order of Hon'ble Supreme Court-

- As per the Hon'ble Supreme court order in the matter of Alaknanda Hydro Power Co. Ltd. vs Anil Joshi (case no 6736 of 2013), 24 Hydro-electric projects in river Bhagirathi and Alaknanda basins are under review and hence held-up. However, clearance to projects other than these 24 projects is not being considered by MoEF & CC/MoP / MoWR, RD & GR, since last 4 years.
- Ministry of Environment, forest & Climate change, Govt. of India constituted Expert Body (EB II) in pursuance of the order dated May 12, 2015 of Hon'ble Supreme Court for carrying out cumulative impact assessment and carrying capacity study in upper reaches of river Ganga.



- As per the directive, EB-II has taken up the assigned work and after several rounds of meetings finalized its report recently in September 2017, the report is likely to be submitted to MoEF & CC shortly.

21.2 Effect on Project Development by the order of Ministry of WR, RD & GR on E-flow.

- Minister of Water Recourses, River Development & Ganga Rejuvenation, Govt. of India vide letter no. M(WR,RD&GR)/1(29)VIP/2056/2015, in Nov.2015 wrote a letter to the Minister of Power, Govt. of India that, a committee is constituted to recommend E-flow in Ganga and not to approve or design any dam or barrage or any structure till report of the committee is finalized. After finalization of the report Hydro Power Projects located in Ganga Basin would thereafter be expeditiously appraised in the light of recommendation of the aforesaid committee.
- A constituted committee of Minister of Water Recourses, River Development & Ganga Rejuvenation to finalize E-flow recommendation has recently conducted a meeting on 11.09.2017 under the chairmanship of Secretary MOWR,RD & GR in which Chief Secretaries of various States were called to discuss the findings of the committee report. The next meeting of the committee is scheduled after a month.

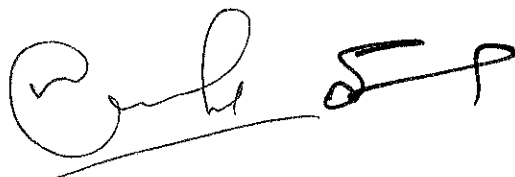
21.3 Affect due to orders of regulator:

21.3.1 Tariff Order dated 5-4-2016 for MB-II

Tariff Order on Approval of Business Plan and Multi Year Tariff For Second Control Period (FY 2016-17 to FY 2018-19) For UJVN Ltd.

The Hon'ble UERC like in previous Tariff Orders has disallowed the RoE on Equity invested out of PDF for MB-II and rejected to consider delay of last six month in Commissioning of MB-II as uncontrollable in True up of FY 2014-15.

The impact of disallowance of RoE on Equity invested out of PDF for MB-II is to the tune of Rs. 53 Crore per annum.



Disallowance of capital investment of Rs. 38.10 Crore due to non-consideration of delay of last six month in commissioning of MB-II as uncontrollable cannot be recovered in future tariff.

UJVN Ltd filed Appeal before the Hon'ble APTEL on dated 09.02.2016 against Tariff Order dated 11.04.2015.

21.3.2 Tariff Order dated 30-11-2016 for Redetermination of Tariff for Pathri and Mohammadpur SHPs.

UJVN Ltd had sought for approval of generic tariff of Rs. 4.52 and Rs. 4.21 for Mohammadpur and Pathri SHP's respectively as specified in UERC RE Regulations, 2013 for new SHPs.

However, the Hon'ble UERC vide its order dated 30.11.2016 has not allowed generic tariff and has approved project specific Tariff of Rs. 1.85 and Rs. 1.37 for Mohammadpur and Pathri HSPs respectively.

UJVN Ltd filed a review petition before the Hon'ble UERC against the above order on dated 30.01.2017.

The Hon'ble Commission issued order on review petition on dated 25.05.2017 granting partial relief to UJVN Ltd by allowing RoE on first year of commissioning thus revising the levelised tariff as Rs. 1.92/kWh for Mohammadpur & Rs. 1.42 /kWh for Pathri.

22. Internal Auditors

As per provisions of Section 138, your company is required to appoint an internal auditor of the Company. In compliance to these provisions your company is having a dedicated Internal Audit Cell as per the requirements of the Act under the Control of Director Finance. Apart from this, C.A. firms have been engaged to conduct concurrent audits. The observation and comments of auditors are reviewed constantly by the Audit Committee in their meetings as an essential agenda items.

23. Reportable Frauds

The Companies Auditors have not reported any fraud under subsection (12) of section 143 of the companies Act and hence nil discloser is given under section 134(3)(ca) of the Companies Act,2013.



23. Disclosures about Remuneration & Net Worth

The following are the Statutory Declarations as per clause (5) of Appointment & Remuneration of Managerial Personnel Rule, 2014.

- Your company is not a listed Company on any of the stock exchange.
- The net worth of the Company as on 31st March, 2017 was Rs.1540.92 Crores in comparison to Rs. 1430.15 Crores as on 31st March, 2016. Thus, resulting in increase of 7.74 %. The major reasons for increase in net worth are as under:
 - (a) Increase due to fresh Share application money received during the year.
 - (b) Increase due to surplus transfer to reserves.
- As per requirement of Section 134(3) of The Companies Act, 2013 read with Rule 5(2) & (3) of The Appointment and Remuneration of Managerial Personnel Rules, 2014 and as amended by Gazette Notification dated 30-06-2016, none of the employees of the Company had the remuneration:-
 1. If employed throughout the financial year was in receipt of remuneration in aggregate Rs. 1,02,000,00/- or more;
 2. None of the employees employed for part of the financial year were in receipt of remuneration of Rs. 8,50,000/- per month or more;
- None of the employees hold any share in the Company. Hence, Clause (iii) is not applicable.

24. Information Technology

UJVNL management has gone forward to appoint M/s Accenture solution Pvt. Limited for implementation of "SAP" ERP Solution in UJVN Ltd.

The Contract has been signed on 29th April, 2017. The project is in progress and roll out its planned for next financial

25. Acknowledgement:

The Board of Directors acknowledge with deep appreciation, the co-operation and guidance received from the Government of Uttarakhand and in particular the Department of Energy, Department of Finance, Department of Company Affairs, Government of India, Uttarakhand Electricity Regulatory Commission, Central Electricity Authority, Central Water Commission, UPCL,



PTCUL, HPSEB. The Board also places on record its appreciation for continuing support, faith and confidence reposed and records its deep appreciation for the co-operation extended by statutory Auditors, Office of Comptroller and Auditor General of India, Cost Auditors and Secretarial Auditors. Further, the Board wishes to record its appreciation and deep gratitude to all the Officers and Employees of UJVNL family whose enthusiasm, dedication and co-operation have made the achievement of a satisfying performance possible. The Board is also confident that the Officers and employees will continue to contribute their best in the coming years as they had been doing in the previous years and would be able to escalate the milestones that have been achieved this year.

For and on behalf of the Board of Directors



(S. N Verma)
Managing Director



(L.M Verma)
Director (Finance)

Place: Dehradun

Date:

FORM AOC-3

107

(Pursuant to first proviso to sub-section (1) of section 136 of the Act and Rule
10 of Companies (Accounts) Rules, 2014)

Statement containing salient features of Balance Sheet and Profit and Loss Account

Form of Abridged Financial Statements

Name of the Company: UJVN Limited

Abridged Balance Sheet as at 31st March 2017

(Rupees in Crores)

Sr. No.	Particulars	Figures at the end of	
		Current Reporting Period (31/03/17)	Previous Reporting Period (31/03/16)@
I.	EQUITY AND LIABILITIES		
(1)	Shareholders' funds		
	(a) Paid-up Share Capital		
	(i) Equity	1,105.69	1084.89
	(ii) Preference	Nil	Nil
	(b) Reserves and surplus		
	(i) Capital Reserves	350.47	348.80
	(including Revaluation reserve, if any)	Nil	Nil
	(ii) Revenue Reserves	Nil	Nil
	(iii) Surplus	388.23	324.46
	(c) Money received against share warrants	Nil	Nil
(2)	Share application money pending allotment	47.00	20.80
(3)	Non-current liabilities		
	(a) Long-term borrowings	1,140.27	1,085.22
	(b) Deferred tax liabilities (Net)	14.24	14.95
	(c) Other Long-term liabilities	528.18	494.80
	(d) Long-term provisions	99.51	89.43
(4)	Current liabilities		
	(a) Short-term borrowings	Nil	Nil
	(b) Trade Payables	0.53	Nil
	(c) Other current liabilities	935.29	867.92
	(d) Short-term provisions	116.04	58.24
	Total of (1) to (4)	4725.45	4389.51

108

II.	ASSETS		
(5)	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets(original cost less Depreciation)	2081.57	1998.75
	(ii) Intangible assets(original cost less Depreciation/ amortization)	Nil	Nil
	(iii) Capital work-in-progress	897.54	741.83
	(iv) Intangible assets under development	Nil	Nil
	(b)Non-current investments	Nil	Nil
	(c)Deferred tax assets (net)	Nil	Nil
	(d)Long-term loans and advances	99.76	65.18
	(e)Other Non-Current Assets	0.39	0.11
(6)	Current assets		
	(a) Current investments	Nil	Nil
	(b) Inventories	60.79	48.17
	(c) Trade Receivables	795.98	863.19
	(d) cash and cash equivalents	610.03	537.82
	(e) short-term loans and advances	127.43	84.89
	(f) Other current assets	51.96	49.57
	Total of (5) to (6)	4725.45	4389.51
	Note: Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirements of Schedule III to the Act are available at the Company's website at link www.ujvnl.com		

@ Figures of FY 2015-16 have been re-casted to make them Ins-AS compliant

Abridged Profit and Loss Account for the year ended on 31st March 2017

109

(Rupees in crores)

Sr.No	Particulars	Figures for the current reporting period (31/03/17)	Figures for the previous reporting period (31/03/16)@
I	Income		
	Revenue from Operations (details to be given as per*)	591.18	821.59
II	Other Income	49.85	38.37
III	Total Income (I+II)	641.03	859.96
IV	Expenditure		
(a)	Cost of materials Consumed	2.26	2.49
(b)	Purchase of stock-in-Trade	Nil	Nil
(c)	Changes in inventories of finished goods, work-in- progress and stock-in-trade	Nil	Nil
(d)	Employee benefit expense	222.53	185.53
(e)	Finance costs	115.10	110.48
(f)	Depreciation and amortization Expenses	113.32	220.92
(g)	Other expenses	117.46	193.13
	Total Expenditure(a to g)	570.67	712.55
V	Profit before exceptional and extraordinary items and tax(III-IV)	70.36	147.41
VI	Exceptional items	4.23	36.54
VII	Profit before extraordinary items and tax (V-VI)	74.59	183.95
VIII	Extraordinary items	Nil	Nil
IX	Profit/(loss)before tax(VII-VIII)	74.59	183.95
X	1.Tax expense	-0.81	5.72
	2.Deferred tax	-0.71	-3.67
XI	Profit/(Loss) after tax for the period from continuing operations (IX-X)	76.11	181.90
XII	Profit/(loss)from discontinued operations	Nil	Nil
XIII	Tax expenses of discontinued operations	Nil	Nil
XIV	Profit/(loss) from discontinued operations (after tax) (XII-XIII)	Nil	Nil
XV	Profit/(Loss)for the year (XI+XIV)	76.11	181.90
XVI	Earnings per equity share:		
	(a) Basic	69.26	168.13
	(b) Diluted	66.42	164.97

@ Figures of FY 2015-16 have been re-casted to make them Ins-AS compliant

110

***Details of Revenue from Operations:**

a) In respect of a company other than a finance company, revenue from operations shall be disclosed as under:

(Rupees in crores)

Sr.No	Particulars	Figures for the current reporting period (31/03/17)	Figures for the previous reporting period (31/03/16)
I	Sale of products manufactured	591.18	821.59
II	Sale of goods traded	Nil	Nil
III	Revenue from services provided	Nil	Nil
IV	Other Operational Revenue	Nil	Nil

b) In respect of a finance company, revenue from operations shall be disclosed as under:

- (a) Revenue from interest; and
- (b) Revenue from Other financial services

Abridged Cash Flow Statement

(Rupees in crores)

Sr. No	Particulars	Figures for the current reporting period (31/03/17)	Figures for the previous reporting period (31/03/16)@
1	Cash flows from Operating activities	343.46	342.30
2	Cash flows from Investing activities	(320.77)	(235.31)
3	Cash flows from Financing activities	49.52	19.77
4	Net increase/(decrease) In cash and cash Equivalents	72.21	126.76
5	Cash and cash equivalents at the beginning of period	537.82	411.06
6	Cash and cash equivalents at the end of period	610.03	537.82

@ Figures of FY 2015-16 have been re-casted to make them Ins-AS compliant

NOTES TO THE ABRIDGED BALANCE SHEET AND THE ABRIDGED PROFIT AND LOSS ACCOUNT

1. These financial statements, for the year ended March 31, 2017, are first financial statements prepared by company in accordance with Ind AS. For years up to and including the year ended March 31, 2016, the company prepared its financial statements in accordance with IGAAP, including accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended).

In preparing these financial statements, the company has prepared opening IND AS balance sheet as at 1st April, 2015 the company's date of transition to Ind-AS in accordance with requirement of IND AS 101, "First time Adoption of Indian Accounting Standards". The principal adjustments made by the company in restating its IGAAP financial statements, including the balance sheet as at April 1, 2015 and the financial statements as at and for the year ended March 31, 2016 are quantified and explained in detail in note no 43. However the basic approach adopted is again summarized hereunder:

- i) All assets and liabilities have been classified into financial assets/liabilities and non-financial assets/liabilities.
- ii) All non-current financial assets/liabilities at below market rate of interest or zero interest and outstanding as on 1st April, 2015 have been measured at fair value.
- iii) In accordance with IND AS 101, the resulting adjustments are considered as arising from events and transactions entered before date of transition and recognized directly in the retained earnings at the date of transition to IND AS.
- iv) The estimates as at April 1, 2015 and at March 31, 2016 are consistent with those made for the same dates in accordance with IGAAP (after adjustments to reflect any differences in accounting policies).
- v) v) IND AS 101 also allows to first time adopter certain exemptions from the retrospective application of certain requirements under IND AS. Accordingly, the company has availed the following exemptions as per IND AS 101:
 - Deemed Cost for Property, Plant & Equipment: The company has availed exemption under para D7AA of appendix D to IND AS 101 which permits a first time adopter to continue with the carrying values for its PPE as at date of transition to IND ASs measured as per previous GAAP.
 - Fair value measurement of financial assets or financial liabilities at initial recognition: Para D20 of Ind AS 101, the financial assets and financial liabilities have been classified on the basis of facts existing as at the date of transition to IND AS. In addition, the exemption permits prospective application of requirements of IND AS 109 to transactions entered into on or after date of transition.

The company has availed the following Mandatory exceptions from retrospective application of Ind AS.

- a) **Impairment of financial assets:** The company has applied para B8D of Appendix B which permits the first time adopter to apply the impairment requirement of Ind AS 109 prospectively.
- b) **Derecognition of financial assets and financial liabilities:** The company has applied para B2 which permit first-time adopter to apply derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind ASs.
- c) **Classification and measurement of financial assets:** The company has applied para B8C of Appendix B the fair value of financial assets and financial liability at the date of transition to Ind AS assumed to be the new gross carrying amount of the that financial assets or the new amortised cost of the liability at the date of transition to Ind AS.

2. Opening Balances as on 9/11/2001

The company was incorporated on 12/2/2001 by Uttarakhand Government for managing and undertaking hydropower projects in the State of Uttarakhand. Central Government vide its order dated 5/11/2001 transferred all hydro power plants located in the State of Uttarakhand to Uttarakhand Jal Vidyut Nigam. The company took the financial & administrative control of the plants immediately with effect from 9-11-2001. In absence of any final transfer scheme, Nigam had derived its opening balances and carried the same in its Balance Sheet up to FY 2006-07 on the basis of information available, to complete its accounts. The differences, if any between provisional opening balances so incorporated and final opening balances as per final scheme of transfer were to be accounted for in the year the final transfer scheme is approved by the Government. However, in case of Small Hydro Divisions, actual balances as appearing in Books of Account of the units transferred to UJVNL have been considered.

Since after the Lapse of considerable period of time, transfer Scheme has not been finalized and provisional opening balances with no details/ records appearing in the books were being carried forward and the following line of action was decided by the management:-

- (i) Where ever the figures of the balances as on 9.11.01 have been confirmed with the Books of account of the various divisions such confirmed opening balances be substituted in place of the existing provisional opening balances and difference between the assets and liabilities emerging there form be transferred to "Capital Reserve Account".
- (ii) Final Transfer Scheme for transfer of balances of assets & liabilities has not yet been finalized and differences if any between opening balances so incorporated and final opening balances as per final Scheme of Transfer will be accounted for in the year the Final Transfer Scheme is approved by the Government.

The details of the regrouped / adjusted provisional opening balances are as follows:

Particulars	Value	
Fixed Assets & CWIP		
Gross Fixed Assets (LHP & HO)	6,29,04,37,181	
Gross Fixed Assets (SHP)	52,81,99,100	
Depreciation Reserve Fund	(-)4,73,11,30,791	
Net Fixed Assets (1.1 +1.2-1.3)	6	2,08,75,05,490

Capital work in progress		1,96,24,66,379
Incidental Expenditure		4,31,50,855
Current Assets		
Stock Stores & Spares	13,24,09,158	
Sundry Debtors	55,56,91,110	
Cash incl. PI&TI	7,07,302	
Bank Balances	2,73,49,971	
Loan & Advances	8,91,00,896	
Total Current Assets	80,52,58,437	
Less:		
Current Liabilities	13,90,17,533	
Deposit for Electrification	3,70,426	
Security Deposit from Consumers	33,51,430	
Consumer Contribution grant	1,76,078	
Total Current Liabilities	14,29,15,467	
Net Current Assets (2-3)		66,23,42,970
Misc. Exp. (Survey & Investigation)		97,67,951
Total Assets		4,76,52,33,645
Liabilities		
Capital Reserve (subsidy)		77,15,18,648
Reconstruction Reserves (Diff. of Assets – Liabilities including Capital Reserves)		3,50,54,10,697
Secured Loan from LIC	40,31,84,800	
Overdue principal (LIC)	3,46,19,500	43,78,04,300
State Govt. Loan		5,05,00,000
Total Liabilities		4,76,52,33,645

3. Contingent Liabilities

Sl. No.	Particulars	2016-17	2015-16
1.	Claims lodged by contractors against Deptt. of Irrigation for MB-I project not acknowledged by the Nigam.	Rs.4.41 crores	Rs. 4.41 Crore
2.	Claim lodged and pending at arbitration and different Courts	Rs.464.33 crores	Rs. 523.60 Crore
3.	Income Tax Liability (Excluding Interest u/s 220(2) of IT Act)	Rs. 2.99 crores	Rs. 52.10 Crore

4. Commitment Charges

Sl. No.	Particulars	2016-17	2015-16
1	Estimated value of contracts remaining to be executed on Capital Account and not provided for	Rs.946.46 Crore	Rs. 953.42 Crore

5. General description of various defined employee's benefits schemes are as under: 114

A. For Employee covered under General Provident Fund:

a) Government of Uttarakhand had taken over the liabilities for Gratuity and Pension w.e.f. March, 2004 against payment of 19.08% of the Basic Salary, Grade Pay and Dearness Allowance and the same has been accounted for on accrual basis.

b) Gratuity:

For Employee covered under Employees Provident Fund and Miscellaneous Provision Act, 1952:

a) Gratuity in respect of employees covered under Employees Provident Fund and Miscellaneous Provision Act, 1952 have been accounted for on actuarial valuation basis. The said valuation is based on projected unit credit method. The scheme is funded by Company and managed by LIC.

As per Actuarial Valuation company's best estimates for FY 2016-2017 towards the Gratuity Fund Contribution is INR 1.00 Crores (including actuarial deficit of INR 0.77 Crores for 2015-2016).

B. Leave Encashment:

Eligible employees can avail the benefit of Leave encashment of 2.5 days in each month and the same can be carry forward and accumulated for maximum of 300 days during the service tenure. In case of Officers, accumulated leaves can be availed only at the time of separation/ retirement from service. In any other case, encashment of accumulated earned leave is allowed after the accumulation of 60 earned leaves during service. The liability on this account is recognized on the basis of actuarial valuation.

C. Medical Leave:

Medical Leave benefit extends upto 365 days to its regular employees during the service period. The liability on this account is recognized on the basis of actuarial valuation.

6. Disclosures of Related Party Transaction

Disclosures for Other than Govt. Related Entities

a. List of key management personnel

Name	Designation
Mr. S.N. Verma	Managing Director
Mr. B.C.K. Mishra	Director (Operation)
Mr. Sandeep Singhal	Director (Project)
Mr. L. M. Verma	Director (Finance) & CFO
Mr. A. C. Joshi	Director (Human Resource)
Mr. Arun Sabharwal	Company Secretary

b. Compensation of key management personnel

(Amount in Crores)

Particulars	Amount	
	For the year ended March 31, 2017	For the year ended March 31, 2016
Short-term benefits	1.37	1.09
Post-employment benefits	-	-
Other long-term benefits	-	-
Share-based payments	-	-
Termination benefits	-	-
Total	1.37	1.09
Recovery of Loans & Advances during the year	-	-
Advances released during the year	-	-
Closing Balance of Loans & Advances as on 31.03.2017	-	-

c. Transactions with Related Parties

Particulars	Amount	
	2016-17	2015-16
Sale of goods and services	-	-
Purchase of raw material/goods and services	-	-
Purchase or sale of fixed assets	-	-
Transfers under finance arrangements (including loans and equity contributions in cash or in kind)	-	-
Other transactions	-	-

d. Outstanding balances arising from sale/purchase of goods/services

Particulars	Amount	
	2016-17	2015-16
Trade Payables	-	-
Trade receivables	-	-

e. Loans to and from KMP

Particulars	Name of KMP	
	2016-17	2015-16
Loans at beginning of the year	-	-
Loan advanced	-	-
Repayment received	-	-
Interest charged	-	-
Interest received	-	-
Balance at end of the year including interest	-	-

f. Disclosure for transactions entered with Govt. and Govt. Entities

Particulars	Nature of Relationship
Government of Uttarakhand	Wholly Owned

(Amount in Crores)

Nature of Transaction	Related Party	During FY 2016-17	Balance o/s as on 31.03.17	During FY 2015-16	Balance o/s as on 31.03.16
Provision for Guarantee Fee	GoU	4.23	23.04	4.89	23.69
Receivable on account of transfer of SHP's	UREDA	-	29.66	-	29.66
Sale of Power	UPCL	548.91	723.98	785.20	788.45

- The balances of suppliers, Contractors, Government Departments etc under the Current Assets, Loans and Advances and Current Liabilities are subject to confirmation and reconciliation.
- Un-secured Loans include Rs. 43.78 crores being 10% of the LIC loan of Rs. 437.80 crores taken by erstwhile UPSEB and transferred to Uttar Pradesh Jal Vidyut Nigam Ltd.(UPJVNL) by the Govt. of Uttar Pradesh vide its notification dated 25/1/2001 and the same has been considered provisionally in accordance to the GOI order dated 5.11.2001. Subsequently, Central Government vide its order No. SO 1228 dated 2.09.2005 has allocated the part liability of LIC Loan of Rs. 352.59 Cr taken for MB-II HEP by the erstwhile UPSEB to Govt. of Uttarakhand (GOU). Since such allocation of the above referred loan is to the state of Uttarakhand and not to the UJVNL, the effective amount of Rs. 308.81 crore (Rs. 352.59 crore - Rs. 43.78 crore) and provisional interest of Rs. 1155.71 crore thereon have not been accounted for in the books of account. This has also been communicated to Life Insurance Corporation vide letter No. 7714/UJVNL/LIC Loan dated 12-12-2013, letter No. 5757/UJVNL/MD/LIC Loan dated 13-06-2014, letter No. 8757/UJVNL/MD/LIC dated 14-10-2014, letter No. 152/UJVNL/01/MD/LIC dated 27-01-2015, letter No. 2912/UJVNL/01/MD/LIC dated 26-05-2015 and letter No. 4809/UJVNL/01/MD/LIC dated 24-08-2015 and Govt. of Uttarkhand vide Letter No.4024/UJVNL/PN/SHASHAN-6/LIC LOAN dated 05-05-2014 that LIC loan liability not pertain to the Nigam.

Since the amount of Rs. 43.78 crore of LIC loan has been provisionally considered hence the interest also has been provided there against at provisional rate of 11% per annum and no provision of penal interest on the same has been made.

9. Interest @ 11% p.a. provided on State Government Loan provisionally acquired from Uttar Pradesh Jal Vidyut Nigam Ltd. (UPJVNL).
10. Interest has been provided on opening balances of Employees GPF Trust Liability as certified by GPF trust-UJVNL.
11. **Amount Recoverable from Uttarakhand Renewable Energy Development Agency (UREDA):** During the financial year 2013-14 and 2014-15, 21 Small Hydro Projects (SHPs) and 3 distribution lines were handed over to Uttarakhand Renewable Energy Development Agency (UREDA) as per the directives of Govt. of Uttarakhand and approval of the board of the Nigam in its 66th board meeting held on 12.03.2013 vide agenda item no. 65.35. The total amount recoverable from UREDA on account of aforesaid transfer as on 31.03.2017 is Rs.29,66,13,756 (Twenty nine crores sixty six lakhs thirteen thousand seven hundred fifty six).
12. **Non-recovery of electricity charges billed to UP Irrigation department:** Amount of trade receivables includes Rs. 10.23 crores as electricity bills against Uttar Pradesh Irrigation Department (UPID), Kalagarh were raised by erstwhile UPSEB and thereafter by UJVNL till March'2012 (afterwards the distribution network has been handed over to UPCL) but no payments of such bills have been made by UPID, Kalagarh so far. UPID is acknowledging the claims raised by UJVNL and they have also repeatedly asked for adjustment of the said claims against their provisional bills raised towards distribution of expenditure on account of maintenance of Ramganga Project. Non-realization of aforesaid amount is due to such counter claims initiated by UPID which were neither acknowledged nor paid by erstwhile UPSEB or by UJVNL. Since the claims raised by UJVNL are acknowledged by UPID i.e. a govt. agency; the electricity charges billed are being classified and carried forward as "Sundry Debtor considered good".
13. **Change in Accounting Estimates of Depreciation:** The Company was using the rates of depreciation as prescribed under the Electricity (Supply) Act, 1948 till FY 2014-15. After the promulgation of new Electricity Act in 2003 the rates of depreciation were changed wherein discretionary powers were given to the state/central regulatory authorities to prescribe the rates of depreciation. The Central Electricity Regulatory Commission (CERC) had implemented the rates of depreciation for fixation of tariff as well as for preparation of books of accounts. Uttarakhand Electricity Regulatory Commission (UERC) has fixed the rate of depreciation for purpose of fixation of tariff but they have not mentioned that the same rates should be used by the companies for finalization of accounts.

The C&AG of India had taken an objection and had suggested that the rates of depreciation as allowed by the CERC/UERC for fixation of tariff under the electricity act, 2003 should be used by the companies while framing their accounts. Accordingly the accounting estimates of depreciation have been changed w.e.f FY 2001 up to FY 2015, which had a net impact of increase in depreciation by 120.09 crores (also refer Note 10 – Tangible Assets). The revised rates of depreciation have been considered in the financial year 2015-16.
14. **Exceptional items:** An amount of Rs. 4.23 crores received as an insurance claim against loss occurred in hydro projects due to natural calamity in previous years is credited to the said account.
15. **Centage Charges payable to Irrigation department:** Govt. of Uttarakhand (GOU) has given the approval of the payment of actual expenditure of Rs. 60.28 as centage charges for the works carried out by Irrigation Department relating to Maneri Bhalii –II project. (MB-II project commissioned in FY 2007-08). The aforesaid centage charges were never part of the Memorandum of Understanding

118

between UJVNL and Uttarakhand Irrigation Department (UID) for construction of MB-II project and the same had neither been taken in the project cost of MB-II nor has the Nigam provided the cost in any of its budget. In view of above Nigam has not provided for the liability in its books of accounts. Further, the Nigam has requested GOU to provide the amount of Rs. 60.28 crore vide letter no. 744/MD/UJVNL/MB-II dated 23.08.2011 but it has not been provided to UJVNL for onward payment to UID till date.

16. As per letter no. 03/1(2)/2010-04(8)/52/2008 of Additional Secretary, Govt of Uttarakhand dated 03.01.2011, it was informed that in the meeting of National Ganga Basin Authority held on 01.11.2010, Govt. of India (GOI) has decided to stop the development work of Pala Maneri Project of the Nigam. Further, in the said letter, it was also directed to discontinue the construction work of the said project and submit the claim of total expenditure incurred on the project to the GOI. The assets and liabilities of the Nigam shown in the financial statements as at 31.03.2016 includes Rs. 110.76 crore and Rs. 1.29 crore respectively on account of said project.

17. Dues to in Micro, Small and Medium Enterprises

The Company has not received any intimation from the suppliers regarding status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures regarding the following have not been provided:

- i. Principal amount remaining unpaid at the end of the year to Micro, Small & Medium enterprise;
- ii. Interest accrued & remaining unpaid at the end of the year to Micro, Small & Medium enterprise for the current year;
- iii. Amount of interest paid during the year along with the payment of principal amount made beyond 15 days or agreed time from the date of delivery / rendering of service;
- iv. Amount of interest carried forward from last accounting year with interest for the current year on such interest.

18. Suspended Projects under Eco-Sensitive Zone

Ministry of Environment and Forest, Government of India has declared a total area of 4179.59 kilometers as an Eco-Sensitive Zone (ESZ) on the river Bhagirathi and all its tributaries from Gaumukh to Uttarkashi and prohibited setting up of new hydro electric power plants except micro and mini hydel power projects. In consequence to the said notification, five projects of UJVNL namely Kaldigad, Asi-Ganga I, Asi-Ganga II, Swarigad and Limchagad are suspended as on date. The assets of the Nigam shown in the financial statements as at 31.03.2017 includes Rs. 79.33 crore on account of said projects. Further, an interest on loan of Rs. 3.20 crores also debited to statement of profit & loss during the year related to aforesaid projects.

Government of Uttarkhand is consistently representing the matter with GoI for allowing construction of all the small hydro project under development prior to ESZ notification in ESZ area.

119

19. Other disclosures as per Schedule-III of Companies Act, 2013

Sl. No.	Particulars	2016-17		2015-16	
		Current Year		Previous Year	
1	Licensed Capacity	N.A		N.A	
2	Installed Capacity (In MW)	1291.21		1285.35	
3	Actual Generation (In MU)	4380.72 MU		4942.33 MU	
4	Sales				
	UPCL & HPSEB (Net of Royalty & Cess)	4307.40 MU	Rs.564.27 Crores	4858.38 MU	Rs. 592.78 Crores
	Others	Rs. 5.15 Crores		Rs. 3.63 Crores	
	Energy Sale pertains to previous years	Rs. 21.76 Crores		Rs. 225.18 Crores	
5	CIF value of Imports	Nil		Nil	
6	Expenditure in Foreign Currency	Nil		Nil	
7	Earnings in Foreign Currency	Nil		Nil	

20. Period and amount of defaults on the balance sheet date in repayment of loans and interest is as hereunder:

(Amount in crores)

Particulars	Figures for the current reporting period (31/03/17)		Figures for the previous reporting period (31/03/16)	
	Period of default	Amount	Period of default	Amount
GOU Loan- NABARD Funded	0 - 60 months	Rs.36.42	0 - 48 months	Rs.25.78

- As disclosed at Note 4 of Balance Sheet term and condition of GoU loan for NABARD funded SHP's are subject to revision as the same are to be repayable only after commissioning of Projects.

21. Details of cash and cash equivalents is as follows:

(Amount in crores)

Particulars	Figures for the current reporting period (31/03/17)	Figures for the previous reporting period (31/03/16)
(a) Cash on hand	0.05	0.05
(b) Balances with banks -in current accounts	265.87	222.75
(c) Cheques in Transit	0.55	10.45
Other Bank Balance		
Balances with banks (Deposits with maturity of more than three months but less than upto 12 months)	343.56	304.57
Total	610.03	537.82

94

Annexure forming part of report of Directors' to shareholders

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

120

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	40101UR2001SGC025866
2	Registration Date	12/02/2001
3	Name of the Company	UJVN LIMITED
4	Category/Sub-category of the Company	PUBLIC LIMITED COMPANY
5	Address of the Registered office & contact details	UJJWAL, MAHARANI BAGH, G.M.S. ROAD, DEHRADUN - 248006 (UTTARAKHAND), Phone: 0135 - 2763808
6	Whether listed company	NO
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Electric power generation by hydroelectric power plants		
2		35101	100%
3			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1					
2					
3					

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF		11	11	0.0010%		11	11	0.0010%	0.00%
b) Central Govt				0.00%				0.00%	0.00%
c) State Govt(s)		10,848,878	10,848,878	99.9999%		11,056,878	11,056,878	99.9999%	1.92%
d) Bodies Corp.				0.00%				0.00%	0.00%
e) Banks / FI				0.00%				0.00%	0.00%
f) Any other				0.00%				0.00%	0.00%
Sub Total (A) (1)		10,848,889	10,848,889	100.0000%		11,056,889	11,056,889	100.0000%	1.92%
(2) Foreign									
a) NRI Individuals				0.00%				0.00%	0.00%
b) Other Individuals				0.00%				0.00%	0.00%
c) Bodies Corp.				0.00%				0.00%	0.00%
d) Any other				0.00%				0.00%	0.00%
Sub Total (A) (2)				0.00%				0.00%	0.00%
TOTAL (A)		10,848,889	10,848,889	100.000000%		11,056,889	11,056,889	100.000000%	1.92%

95

B. Public Shareholding									
1. Institutions									
a) Mutual Funds				0.00%				0.00%	0.00%
b) Banks / FI				0.00%				0.00%	0.00%
c) Central Govt				0.00%				0.00%	0.00%
d) State Govt(s)				0.00%				0.0000%	0.00%
e) Venture Capital Funds				0.00%				0.00%	0.00%
f) Insurance Companies				0.00%				0.00%	0.00%
g) FIs				0.00%				0.00%	0.00%
h) Foreign Venture Capital Funds				0.00%				0.00%	0.00%
i) Others (specify)				0.00%				0.00%	0.00%
Sub-total (B)(1):-				0.00%				0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.								0.00%	0.00%
i) Indian				0.00%				0.00%	0.00%
ii) Overseas				0.00%				0.00%	0.00%
b) Individuals								0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh				0.00%				0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh				0.00%				0.00%	0.00%
c) Others (specify)								0.00%	0.00%
Non Resident Indians				0.00%				0.00%	0.00%
Overseas Corporate Bodies				0.00%				0.00%	0.00%
Foreign Nationals				0.00%				0.00%	0.00%
Clearing Members				0.00%				0.00%	0.00%
Trusts				0.00%				0.00%	0.00%
Foreign Bodies - DR				0.00%				0.00%	0.00%
Sub-total (B)(2):-				0.00%				0.00%	0.00%
Total Public (B)				0.0000%				0.0000%	0.00%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	-	10,848,889	10,848,889	100.00%	-	11,056,889	11,056,889	100.00%	1.92%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Hon'ble Governor of Uttarakhand	10,848,878	99.9999%		11,056,878	99.9999%		1.92%

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

122

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	1/04/2016		10,848,878	99.9999%	10,848,878	98.11872%
	Changes during the year	22/7/2016	Allot	208,000	1.9172%	11,056,878	99.99990%
					0.0000%	11,056,878	99.99990%
	At the end of the year	31/03/2017		11,056,878	99.9999%	11,056,878	99.99990%

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1							
	At the beginning of the year	1/04/2016		-	0.0000%	-	0.0000%
	Changes during the year		Allot	-	0.0000%	-	0.0000%
	At the end of the year	31/03/2017		-	0.0000%	-	0.0000%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. S. Ramaswamy						
	At the beginning of the year	1/04/2016		1	0.00001%	1	0.00001%
	Changes during the year	9/16/2016		1	0.00001%	1	0.00001%
	At the end of the year				0.00000%		0.00000%
2	Dr. Umakant Panwar						
	At the beginning of the year	1/04/2016		1	0.00001%	1	0.00001%
	Changes during the year				0.00000%		0.00000%
	At the end of the year	31/03/2017		1	0.00001%	1	0.00001%

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Amt. Rs./Lacs)	
				Total Indebtedness	
Indebtedness at the beginning of the financial year					
i) Principal Amount	37,717.45	81,407.40	-		119,124.85
ii) Interest due but not paid	-	221.84	-		221.84
iii) Interest accrued but not due	512.41	18,248.85	-		18,761.26
Total (i+ii+iii)	38,229.86	99,878.09	-		138,107.95
Change in Indebtedness during the financial year					
* Addition	14,760.38	1,983.72	-		16,744.10
* Reduction	(720.93)	(8,996.07)	-		(9,717.01)
Net Change	14,039.44	(7,012.35)	-		7,027.09
Indebtedness at the end of the financial year					
i) Principal Amount	51,756.89	74,395.05	-		126,151.94
ii) Interest due but not paid	-	18,686.87	-		18,686.87
iii) Interest accrued but not due	641.49	1,951.14	-		2,592.63
Total (i+ii+iii)	52,398.38	95,033.06	-		147,431.44

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount (Rs/Lac)
		S. N. VERMA	B.C.K. MISHRA	SANDEEP SINGHAL	A.C. JOSHI	L. M. VERMA	
	Name						
	Designation	Managing Director	Director (Operation)	Director (Project)	Director (H.R.)	Director (Finance) & CFO	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2526496	2393884.5	2475597	2219070	2370793	11,985,840.50
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961						-
2	Stock Option						-
3	Sweat Equity						-
4	Commission						-
	- as % of profit						-
	- others, specify						-
5	Others, please specify						-
	Total (A)	2,526,496.00	2,393,884.50	2,475,597.00	2,219,070.00	2,370,793.00	11,985,840.50
	Ceiling as per the Act						

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount (Rs/Lac)
		J.L. BAJAJ	S.C. SEN	RAJ KUMAR	C.M. VASUDEV	B.S.P. SINHA	
1	Independent Directors						
	Fee for attending board & other committee meetings	253,000.00	529,000.00	115,000.00	184,000.00	92,000.00	1,173,000.00
	Commission						-
	Others, please specify						-
	Total (1)	253,000.00	529,000.00	115,000.00	184,000.00	92,000.00	1,173,000.00
2	Other Non-Executive Directors						
	Fee for attending board & other committee meetings						-
	Commission						-
	Others, please specify						-
	Total (2)						-
	Total (B)=(1+2)	253,000.00	529,000.00	115,000.00	184,000.00	92,000.00	1,173,000.00
	Total Managerial Remuneration						13,158,840.50
	Overall Ceiling as per the Act						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		Name	ARUN SABHARWAL	
	Designation		CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,745,536.00	1,745,536.00
	(b) Value of perquisites u/s 17(2) Income-tax			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total		1,745,536.00	1,745,536.00

124

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					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Nil

125

DIVYA KHARE

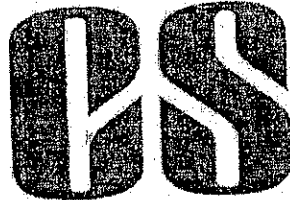
COMPANY SECRETARIES

C-3/3, IRDE COMPLEX, VIGYAN VIHAR,

RAIPUR ROAD, DEHRADUN

Mob. # 09897892577

e-mail id: divya.khare2007@gmail.com



To,
The Members
UJVN Limited
Ujjwal Maharani Bagh
Dehradun-248001

Report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management. My responsibility is to express my opinion on these secretarial records based on audit conducted by me.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The Verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, that were followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, Rules, regulations, standards is the responsibility of management. My Examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Divya Khare
Company Secretaries



CS DIVYA KHARE

M. No. 8257

C.P No. 9303

Place: Dehradun

Date: 02.08.2017

DIVYA KHARE
 COMPANY SECRETARIES
 C-3/3, IRDE COMPLEX, VIGYAN VIHAR,
 RAIPUR ROAD, DEHRADUN
 Mob. # 09897892577
 e-mail id: divya.khare2007@gmail.com



Secretarial Audit Report

Form no. MR-3

(For the Period 2016-2017)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
 The Members
 UJVN Limited,
 Ujjwal Maharani bagh,
 Dehradun- 248001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UJVN Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31.03.2017, complied with the aforesaid laws. Material Compliances are listed in the annexures attached to this report.

Management's Responsibility for Secretarial Compliances:

The management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliances with the applicable laws and regulations.

Auditors Responsibility:

My responsibility is to express an opinion on the secretarial records, standards and procedures followed by the company with respect to secretarial compliances. I believe that audit evidence and information obtained from the company's management is adequate and appropriate for me to provide a basis for my opinion.

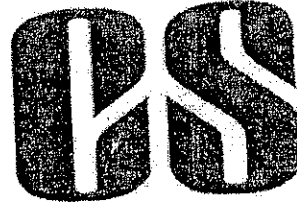
Opinion

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **UJVN LIMITED** for the period from 01.04.2016 to 31.03.2017 according to the provisions of:



DIVYA KHARE

COMPANY SECRETARIES
C-3/3, IRDE COMPLEX, VIGYAN VIHAR,
RAIPUR ROAD, DEHRADUN
Mob. # 09897892577
e-mail id: divya.khare2007@gmail.com



127

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under; **(Not Applicable to the company)**
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **(Not Applicable to the company)**
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the company)**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not Applicable to the Company)**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company)**
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Employee stock option scheme and Employee stock purchase scheme guidelines 1999 / Securities and exchange Board of India (Share based Employee Benefits) Regulations 2014 (Effective 28th October 2014) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company)**
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable to the Company)**
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company)**
 - g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited; and **(Not Applicable to the Company)**



102

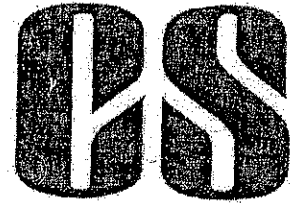
DIVYA KHARE

COMPANY SECRETARIES

C-3/3, IRDE COMPLEX, VIGYAN VIHAR,
RAIPUR ROAD, DEHRADUN

Mob. # 09897892577

e-mail id: divya.khare2007@gmail.com



128

VI. Based on the Certificates received by the various departments of the company by and large the company has been complying with various provisions of industrial and Labour Laws, taxation laws, sector specific laws and other applicable laws/act, central/state government regulations as applicable to them and as has been certified by the respective departments as authorised by the management.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited, National Stock Exchange of India Limited; **(Not Applicable)**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

Based on information received and records maintained, I further report that:

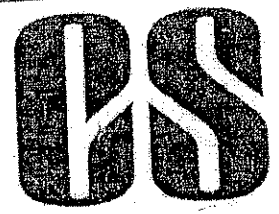
- 1) The Board of Directors of the Company is duly constituted with proper balance of Managing Director, Executive Director, Non-Executive Director and Independent Directors. The Changes in the composition of the Board of Directors, which took place during the financial year under review were carried out in Compliance with the acts.
- 2) Adequate notice of at least seven days was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of at least three days before the meeting. There exists a system for directors to seek and obtain further information or clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members views are captured and recorded as Part of the Minutes of the Meetings.
- 4) The Company has obtained all necessary approvals under the various provisions of the Act; and
- 5) The Company has proper Board processes.

Based on the Compliance mechanism established by the company and on the basis of the Compliance Certificate issued by the Company Secretary to us I am of the opinion that the management has:



103

DIVYA KHARE
 COMPANY SECRETARIES
 C-3/3, IRDE COMPLEX, VIGYAN VIHAR,
 RAIPUR ROAD, DEHRADUN
 Mob. # 09897892577
 e-mail id: divya.khare2007@gmail.com



- a) Adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- b) Company by and large has been compiling the Provisions of specific Acts as are applicable to the company:

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Divya Khare
 Company Secretary



CS DIVYA KHARE
 M. No. 8257
 C.P No. 9303

Place: Dehradun
 Date: 02.08.2016

DIVYA KHARE

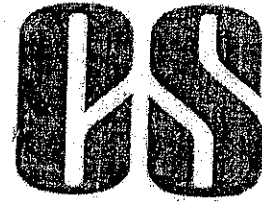
COMPANY SECRETARIES

C-3/3, IRDE COMPLEX, VIGYAN VIHAR,

RAIPUR ROAD, DEHRADUN

Mob. # 09897892577

e-mail id: divya.khare2007@gmail.com



130

ANNEXURE TO SECRETERIAL AUDIT REPORT

In my opinion and to best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the company, its officers and agents, I report that the Company has during the financial year under review complied with the provisions of the Acts and rules made there under an Memorandum and Articles of Association of the Company with regard to:-

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) contracts, common seal, registered office and publication of name of the Company;
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional director and the Central Government;
- d) service of documents by the Company on its Members, Directors, Auditors and the Registrar of Companies;
- e) constitution of the Board of Directors, Audit Committee and Corporate Social Responsibility.
- f) Appointment, retirement and reappointment of Directors including the Managing Director and Executive Directors and payment of remuneration to them.
- g) Disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interest in other entities by Directors.
- h) Establishing a Vigil Mechanism is under consideration with Board of Directors of the company and providing to the complainants, if any, unhindered access to the chairman of the Audit Committee. An effort is being made to have a joint vigil mechanism for the three organisations of energy sector.
- i) Constituting the Social Responsibility Committee formulating and adopting Corporate Social responsibility policy indicating the activities to be undertaken by the company and hosting the same on the website of the company.
- j) Notice of Board meetings and Committee meetings of Directors;



105

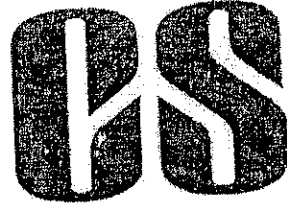
DIVYA KHARE

COMPANY SECRETARIES

C-3/3, IRDE COMPLEX, VIGYAN VIHAR,
RAIPUR ROAD, DEHRADUN

Mob. # 09897892577

e-mail id: divya.khare2007@gmail.com



131

- k) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- l) Notice of the 15th Annual General Meeting held on 28.09.2016;
- m) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- n) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- o) Appointment and remuneration of Statutory Auditors and Cost Auditors;
- p) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- q) borrowings and registration, modification and satisfaction of charges wherever applicable;
- r) investment of the Company's funds including investments and loans to others;
- s) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- t) Directors' report;
- u) Closure of the Register of Members.; and
- v) Generally, all other applicable provisions of the Act and the Rules made under the Act.
- w) Transfer of amounts as required under the Act to the investor Education and Protection Fund.

I, Further Report that during the Financial Year under review,

- 1) Dr. Bhupender Kaur Woman director of the company was not present in meeting of board of directors held on 28.09.16, 12.11.2016 and 28.03.2017 respectively.
- 2) Mr. Rakesh Sharma and Mr. Ramaswamy Seshadri were not present in the meetings held on 30.09.2015, 17.12.2015, 18.03.2016 and 23.06.2016 so they



(106)

DIVYA KHARE

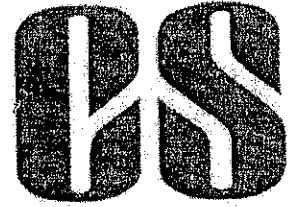
COMPANY SECRETARIES

C-3/3, IRDE COMPLEX, VIGYAN VIHAR,

RAIPUR ROAD, DEHRADUN

Mob. # 09897892577

e-mail id: divya.khare2007@gmail.com



132

were removed from the office by operation of law on 16.09.2016 U/S 167 of Companies Act 2013.

For Divya Khare

Company Secretaries



CS DIVYA KHARE

M. No. 8257

C.P No. 9303

Place: Dehradun

Date : 02.08.2017

(107)

Krishan Singh Berk
Cost Accountant

365 Sector 15
Faridabad 121007
PH: 01294106422
M: 9810053546
Email: ksberk@gmail.com

133

Form CRA-3

(Pursuant to Rule 6(4) of the Companies (Cost Records and Audit) Rules, 2014)

I, **Krishan Singh Berk, Cost Accountant** having been appointed as Cost Auditor under Section 148(3) of the Companies Act, 2013 (18 of 2013) of **UJVN LIMITED** having its registered office Ujjwal, Maharani Bagh, Dehradun UK (hereinafter referred to as the company), have audited the Cost Records maintained under section 148 of the said Act, in compliance with the cost auditing standards, in respect of the *Generation of Electricity (CETA:2716)* for the year 2016-17 maintained by the company and report, in addition to my observations and suggestion in Para 2. The Cost Audit has been conducted based on Cost Auditing standards issued and made applicable for financial year 2016-17 by the Institute of Cost Accountants of India.

- i. I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of this audit.
- ii. In my opinion, proper cost records, as per Rule 5 of the Companies (Cost Records and Audit) Amendment Rule, 2014 have been maintained by the company in respect of Products under reference
- iii. In my opinion, proper returns adequate for the purpose of the Cost Audit have been received from the branches not visited by me
- iv. In my opinion and to the best of my information, the said books and records give the information required by the Companies Act, 2013 in the manner so required
- v. In my opinion, the company has adequate system of internal audit of cost records which to my opinion is commensurate to its nature and size of its business
- vi. In my opinion, information, statements in the annexure to this cost audit report gives a true and fair view of the cost of production of products, cost of sales, margin and other information relating to products under reference



Krishan Singh Berk
Cost Accountant

365 Sector 15
Faridabad 121007
PH: 01294106422
M: 9810053546
Email: ksberk@gmail.com

134

Form CRA-3

vii. Detailed unit-wise and product wise cost statements and schedules thereto in respect of the products under reference of the company duly audited and certified by me are kept in the company

1. Observation and suggestions, if any, of the Cost Auditor, relevant to the cost audit.

Observations and suggestions were made in the Performance Report submitted to the company. After discussion all the points raised were resolved to my satisfaction.

Sept' 2017
Faridabad

Krishan Singh Berk
F: 2724
Proprietor

