

Report of the Directors' to the Shareholders

The Shareholders,
UJVN Limited,
Dehradun

Your Directors feel pleasure in presenting before you the 18th 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 2018-19 that are annexed to this report along with other Statutory Annexures.

1. Financial highlights:

In the 18th year of the operations of the Company, your company had earned a net profit after tax of Rs. 26.24 Crore in comparison to Rs. 137.02 Crore for financial year 2017-18. The financial highlights in brief are as under:-

(Rs. In Crore)

Particulars	2018-19	2017-18
Income		
Sale of Power	755.12	783.76
Other Income	42.60	43.19
Total Income	797.72	826.95
Expenditure		
Operating & Direct Expenses	284.43	211.48
Employees Benefit Expenses	244.84	236.20
Financial Cost	71.75	84.61
Depreciation and Amortization Exp.	129.02	114.95
Other Expenses	45.70	45.49
Total Expenditure	775.74	692.73
Net Profit/(Loss)	21.98	134.22
Add:-Exceptional Items	5.06	6.19
Less:-Provision for Tax	0.80	3.39
Net Profit after Tax	26.24	137.02

*Figures of Financial Year 2017-18 have been re-casted to make them Ind-As compliant.

Reason for major changes in Profit & Loss of the Nigam:-

A. Income

Decrease in sale:

There is a net decrease of Rs. 28.64 Crore (Decrease of Rs. 88.46 crore in sale of power less increase of Rs. 59.82 crore under Cess and Royalty) in comparison to previous year. The major reasons of decrease of Rs. 88.46 crore in sale of power are as under: -

Particular	Amount (In Crore)
Reduction in Sale by Rs. 46.11 crore is due to adjustment of true up of Rs. 51.65 crore by UERC during the current year in comparison to Rs. 5.54 crore last year. The broad reasons are given below: - <ul style="list-style-type: none">• Rs. 32.15 Crore approved in tariff of FY 2016-17 for 7th pay commission was not considered during true up as the same was not implemented and paid by UJVNL in FY 2016-17.• Administrative and general expenses of Rs. 21.10 Crore approved in tariff for F.Y. 2016-17 was reduced by Rs. 8.07 Crore during true up. Actual WPI was 1.83% for FY 2016-17 against 5.11% approved earlier for FY 2016-17. UERC has also changed the base year thus the base figure of A&G was also decreased (Net impact of Rs. 13.03 crore)• UERC considered the interest rate of 11.41 % on loan for MB-II during tariff determination of F.Y. 2016-17. The same was reduced to 10.98 % as per actuals during true up of F.Y. 2016-17. (Net impact of Rs. 6.75 Crore).	(-) 46.11
Reduction in sale by Rs. 29.23 crore is due to reduction in Energy sale of 85.33 MU in comparison to last year.	(-) 29.23
Recovery of shortfall of EC of MB II for F.Y. 2016-17 for Rs. 24.62 crore was received in F.Y. 2017-18. The shortfall of EC for F.Y. 2017-18 to be receivable in F.Y. 2018-19 was delayed by one year as per UERC regulations.	(-) 24.62
Increase in sale by Rs. 11.50 crore is due to increase in sale of solar power from Rs. 13.42 crore last year to Rs. 24.92 crore in current year.	(+) 11.50

B. Expenses

Increase in Operating & Direct Expenses:

There is a net increase of Rs. 72.95 crore (Increase in Cess & Royalty of Rs. 59.82 crore and Rs. 13.13 crore in Operating and Direct Expenditure). The increase of Rs. 13.13 crore in Operating and Direct Expenditure is mainly due to increase in cost of Power purchase from solar developer from Rs. 12 crore last year to Rs. 22.46 crore in current year.

Increase in Employees Benefit Expenses:

There is a net increase in employees cost by Rs. 8.64 crore during the current Financial Year is mainly due to annual increments and increase in Dearness Allowance.

Decrease in Financial Cost:

Decrease in financial Cost by Rs. 12.86 crore is mainly due to reduction in Interest in PFC loan for MB-II from Rs. 66.10 crore to Rs. 54.97 crore due to timely payment of installment of loan.

The Company is having website i.e. <http://www.uttarakhandjalvidyut.com> and annual accounts of Company available on such website.

2. Extract of Returns

2.1 Annual Return

The Annual Return of the Company in terms of Sec. 92(3) of The Companies Act, 2013 shall be available at company website and would be in downloadable form.

The Share Capital at the start of the Financial Year was Rs. 1167.86 Crore. During the year under report, the paid up Capital increased by Rs. 11.00 Crore and as on 31st March, 2019 the paid up Capital of the Company was Rs. 1178.86 Crore.

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, your Company had held five Board meetings and five Audit Committee meetings. By and large, Directors were regular in attending the meetings. Shri. Indu Kumar Pande was appointed as Independent director of your Company in place of Shri. B.S.P Sinha on 08-03-2019. Shri Sudhakar Badoni has been appointed as Director (Finance) on 27-06-2019 in place of Shri. L. M Verma. Shri. S. K Baluni has also been appointed as Director (Projects) on 27-06-2019. Shri Arun Sabharwal ceased from the post of Company Secretary on superannuation of his service on 31-12-2018 and Ms. Upasna Agarwal took over the charge of the Company Secretary on 7-01-2019.

4. Directors' Responsibilities Statement

In pursuance of the provision of section 134(5) of the Companies Act, 2013 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 this clause on internal financial control 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. Shri. J.L. Bajaj, Shri. C.M. Vasudev, Shri B.S.P Sinha and Shri. Raj Kumar continued to act as Independent Directors and Indu Kumar Pande was appointed as Independent director on 08-03-2019 in place of Shri. B.S.P Sinha. Therefore, at present your Company has 5



Independent Directors and position of Woman Director is still vacant. However, with the appointment of Smt. Radhika Jha as Chairperson of the Company, there is a women representation on the Board.

The 4th 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 1st August, 2018.

The contribution of Independent Directors was applauded by the Chairperson on behalf of the Board of Directors and placed on record her sincere thanks and deep appreciation for the valuable services rendered by Independent Directors that has helped the Company to attain greater transparency and Good Corporate Governance.

6. Nomination & Remuneration Committee

These provisions are not applicable to your Company 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. Performance Evaluation Mechanism

The statement indicating the manner in which format annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors as contemplated in section 134 (3) (p) of the Companies Act, 2013, is not enclosed in this report. Consequent to the exemption granted from these provisions for government companies, the State Government has been requested to frame guidelines in this regard that will be displayed on Company's website as and when received. The evaluation mechanism from the State Government is still awaited.

8. 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.

9. 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.

10. 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.

11. State of Company Affairs

Your Company had a turnover of Rs. 755.12 Crore and Net Profit after tax of Rs. 26.24 Crore during the year under report. Your directors are pleased to inform that your company is in profit and is poised for a constant growth.

12. Dividend

The Board of directors of your Company has recommended a final dividend of Rs. 8.50 per equity share for the Financial Year 2018-19. The total dividend payout for the year comes to Rs.10,02,03,262/-(exclusive of dividend distribution tax) representing 38.18 % of the profits after tax, as against a dividend pay-out of Rs. 18,68,57,904/- crore @ Rs. 16.00 per equity share (exclusive of dividend distribution tax) representing 29.32 % of the net profits after tax in previous years. The dividend payment is subject to approval of members at the ensuring Annual General Meeting.

13. Material Changes

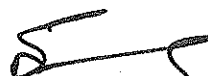
No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report

14. 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:-

- (1) Sh. J.L. Bajaj, Independent Director
- (2) Sh. C.M. Vasudev, Independent Director



- (3) Sh. B. P Pandey, Independent Director
(4) Sh. S.N. Verma, Managing Director
(5) Sh. Arun Sabharwal, Secretary CSR Committee*

* Shri Arun Sabharwal has ceased to be the Company Secretary w.e.f. 31-12-2018 therefore, he has ceased to be a member of CSR Committee also.

As per requirement of law a total sum of Rs. 2.18 crore is calculated towards CSR activities for F.Y. 2018-19. There has been an unspent carried over balance of Rs. 7.32 crore that has not been spent till 31.03.2019.

Your Company carries activities strictly in accordance with CSR policy of the Company which is in conformity with provisions of the Companies Act, 2013.

The day to day functioning of CSR Committee are carried out by the Managing Director and CSR Committee who had been authorized by CSR Committee.

15. Conservation of Energy

15.1(a) Energy Conservation Measures:

The conventional street lights, flood light and fans have been replaced with energy efficient LED light 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. The special attention is being given on the efficiency in respect of the new procurement of other systems such as motors, pumps etc.

Moreover in compliance to issued guidelines from Bureau of Energy Efficiency (Ministry of Power) for energy conservation in building space, AC temperature of this office is being maintained at 24-26°C. Offices under this unit have also been directed for the compliance. In all new Projects also guidelines are being followed to ensure energy efficiency by all means.

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

Capital investment amounting to Rs. 80.00 lacs was done during FY 2018-19 for replacement of conventional street light and other conventional light by energy efficient (T-5/LED) light in Power House/Office Building, at various locations of UJVN Limited.-



15.3 Utilization of Alternate Source Of energy:

UJVN Limited continues to take initiative for development of Solar PV projects and Baggase based projects in the State.

- **Solar PV Projects:**

UJVNL's total solar installed capacity is 26.464 MW out of which 20 MW Grid Connected Solar PV Plant have been installed at Yamuna Valley on Built Own and Operate Transfer (BOOT) basis and 5.864 MW Grid Connected Solar PV Plant have been installed on Built Own and Operate (BOO) basis. 0.1 MWp of Grid Roof Top Power Plant is installed at Ujjwal and 0.5 MWp Grid Connected Roof Top Solar Power Plant is installed at Pathri Power House colony land.

- **Co-generation Baggase based Projects**

Project Development Agreement for implementation of 22 MW and 16 MW Cogeneration Baggase based project at Bajpur and Nadehi respectively on BOO basis has been signed on 20-12-2016 with respective sugar mills and are proposed to be completed by November 2021.

- R&D unit has been made functional to explore possibility of alternate source of energy.

16. Identification of Risk and Risk Management policy

UJVN Limited is facing various risks each of which need different approaches for mitigation are as under: -

Risk Description	Mitigation Measures
<p><u>Regulatory Risks</u></p> <p>Time to time changes in tariff regulations notified by UERC, which affects Cash Flows and Operational results.</p> <p>Hon'ble Uttarakhand Electricity Regulatory Commission (UERC) has notified the UERC (Deviation Settlement Mechanism and Related Matters) Regulations, 2017 on 06-02-2017 and thereafter order dated 23/03/2018 according to UERC (DSM) regulations shall come into force w.e.f. 01-12-2019.</p>	<ul style="list-style-type: none">• UJVNL is planning to install energy meter on all exchange points and point to accuracy CT,PT along with GPS clock for proper monitoring so as to avoid deviation in generation on day to day basis.

<p>Deviation from Declared load Scheduled may attract penalty.</p> <ul style="list-style-type: none"> • UERC may not consider the total cost of the project for tariff determination. 	<ul style="list-style-type: none"> • UJVNL is ensuring that tariff petitions are filed as per UERC guidelines so that actual cost is allowed by UERC. Further, UERC is regularly being pursued to consider old age of UJVNL plants and allow NAPAF and O&M expenditure accordingly.
<p><u>Risk of court orders adversely affecting hydro power sector</u></p> <ul style="list-style-type: none"> • Supreme Court vide order dated August 2013 prohibited setting up of any new hydroelectric power project in Uttarakhand. However, the same has been modified in August, 2014 and kept limited to 24 projects. • Hon'ble National Green Tribunal's vide order dated 09/08/17 directed to maintain minimum 15% to 20% of the average lean season flow in the rivers. 	<ul style="list-style-type: none"> • Hon'ble Supreme Court has constituted expert committee for detailed report on assessment of impact of Hydro Project. UJVNL, through State Government is representing for consideration to restart the projects. • The implementation of said directions of Hon'ble NGT, will also impact generations of Hydro projects of UJVNL Ltd. which ultimately will lead to increase in tariff. The same will have to be compensated by persuasion in UERC for which effort will be made in tariff petition. Further, efforts will be made to minimize breakdown maintenance to recover complete capacity charges so that net impact on revenue is minimized.
<p><u>Geological uncertainties, Safety and environmental issues</u></p> <ul style="list-style-type: none"> • Geological uncertainties issues are among the biggest threats to UJVNL, as hydro power plants are directly 	<ul style="list-style-type: none"> • All preventive actions are taken to ensure safety during such events/ uncertainties. The comprehensive

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<p>affected with environmental issues, like land slide, loss of rain, flood, cloud burst, earth quake, etc.</p> <ul style="list-style-type: none"> • Environment regulation and policies are likely to become more stringent in the future. • Risk of fire. • Risk of Quality & Safety. 	<p>Insurance has also been taken to mitigate the risk on account of such events.</p> <ul style="list-style-type: none"> • To mitigate environmental effect, EIA/EMP studies are carried out prior to start work on the project. • Fire extinguishers of different types (Co2 and general purpose) are provided in offices and plants. CO2 system for the protection of generators have been upgraded in most of Power Houses with the latest technology and some Power Houses are under upgradation with the latest technology. • UJVNL has acquired certification for ISO14001 and process to acquire ISO 9001 & ISO45001 certification is going on for an integrated management system (IMS), which combines Quality, Environmental, and Safety management systems of a business into one system for easier management and operations.
<p><u>Ageing of Hydro Electric Plants</u></p> <p>About 77% of installed capacity is older than 35 years. Due to ageing, the operational efficiency of these plants has declined due to wear and tear and non-availability of standard spare parts. The condition of the auxiliaries, instrument, protective relays and control equipment has deteriorated.</p>	<p>All the plants of UJVNL except MB-II are more than 35 years old. To maintain the present level of generation and for enhancement of life, Nigam is undertaking systematic RMU of such plants.</p>

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<p><u>Weather Dependent Business</u></p> <p>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.</p>	<p>To achieve Annual Generation Target regular efforts and preventive maintenance is undertaken to increase availability of machines for better use of available water. Better arrangements for cleaning of trash rack are being arranged to minimize losses during monsoon.</p>
<p><u>Rehabilitation and Resettlement (R & R) issues</u></p> <p>R & R issues are very common with hydro power projects. This is one threat which is almost unavoidable, and may cause delay in project implementation.</p>	<p>Pro-active liaisoning with local factor is being done for land acquisition of new projects. Project specific grievance redressal committee will be formed to consider day to day problems / complaints of project affected people to resolve and thus limiting time and cost overrun.</p>
<p><u>Non-availability of Financially and Technically sound Contractors and skilled manpower</u></p> <p>Construction of hydro-electric projects requires skilled manpower, machinery and substantial investment of money. There are very few contractors in India who can deliver, especially in remote and difficult locations where accessibility is a major issue. The limited range of contractors who are able to perform in the sector increases our dependency on few contractors.</p>	<p>E-tenders are invited to ensure wider participation from vendors all over the country. Further, improvement in work specifications has been done to avoid ambiguity at later stage.</p>
<p>Non realization of outstanding dues from beneficiaries.</p>	<p>Pro- active liaisoning is being done with the State Government / beneficiaries for recovery of</p>

	outstanding dues. Further, discount is offered to beneficiaries for timely payment of dues.
Lack of investments for financing projects due to high gestation period of projects and lower returns.	Availability of long term finance at low cost from banks/ lenders are being tied up.

17. Technology absorption

Development of 100 kw, surface water velocity driven hydrokinetic turbine Varun-III, by UJVN Limited jointly with HRED IIT Rorkee as R&D partner, is being done, for 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's of the Company as on 31st March, 2019.

Sl. No.	Name	Designation
1.	Smt. Radhika Jha	Chairperson
2.	Shri. J.L. Bajaj	Independent Director
3.	Shri C.M. Vasudev	Independent Director
4.	Shri. Indu Kumar Pande*	Independent Director
5.	Shri. B.P Pandey	Independent Director
6.	Shri Raj Kumar	Independent Director
7.	Shri S.N. Verma	Managing Director, UJVNL
8.	Dr. A.C. Joshi	Director (HR),UJVNL
9.	Shri. L.M. Verma**	Director (Finance),UJVNL and CFO and KMP
10.	Shri. Purushottam Singh	Director (Operations), UJVNL
11.	Ms. Upasna Agarwal***	Company Secretary and KMP

*Shri Indu Kumar Pande has been appointed as Independent Director in place of Shri. B.S.P Sinha w.e.f 08-03-2019.

** Shri Sudhakar Badoni has been appointed as Director (Finance) w.e.f 27-06-2019 in place of Shri. L. M Verma who has retired from the service. Shri. S. K Baluni has also been appointed as Director (Projects) w.e.f 27-06-2019.

*** Shri Arun Sabharwal ceased to be the Company Secretary w.e.f 31-12-2018 and Ms. Upasna Agarwal took over the charge of the Company Secretary on 7-01-2019.

During the period 1st April, 2018 till 31st March, 2019, following changes took place in the composition of Board of Directors & Key Managerial Personnel :-

Sl. No	Name	Appointment/Cessation/ Change in Designation	Date
1.	Shri. B.SP Sinha	Cessation as Independent Director	08-03-2019
2.	Shri Indu Kumar Pande	Appointment as Independent Director	08-03-2019
3	Shri. L. M Verma*	Cessation as Director due to retirement	27-06-2019
4.	Shri. Arun Sabharwal	Cessation from the post of Company Secretary	31-12-2019
5.	Ms. Upasna Agarwal	Appointment as Company Secretary	07-01-2019

*Shri. Sudhakar Badoni has been appointed as Director (Finance) w.e.f 27-06-2019 in place of Shri. L. M Verma who has retired from the service.

**Shri. S. K Baluni has been appointed as Director (Projects) w.e.f 27-06-2019

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

1.	Shri S.N. Verma	Managing Director
2.	Ms. Upasna Agarwal	Company Secretary
3.	Shri. Sudhakar Badoni	Director (Finance) & CFO
4.	Shri. S. K Baluni	Director (Projects)
5.	Shri. Purushottam Singh	Director (Operations)

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

Following order passed by the regulators/ Hon'ble Courts/ Tribunals during F.Y. 2018-19 within the meaning of Section 134 (3) read with section 134 (5) of Companies Act

2013 read with Rule 8 (5) (vii) of Companies (Accounts) Rules 2014, which have an impact on operations of company as a whole in future.

21.1 Important Orders passed by the Hon'ble UERC for FY 2018-19 for UJVN Limited

Impact of Tariff Order on True up for FY 2016-17, Annual Performance Review for FY 2017-18 & AFC for FY 2018-19 for 10 LHP's for UJVN Ltd. dated 21.03.2018

The Hon'ble UERC like in previous Tariff Orders, in this order too has not allowed 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 2016-17.

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.

UJVN Ltd filed Appeal before the Hon'ble APTEL on dated 09.02.2016 against Tariff Order dated 11.04.2015 in the matter of non-consideration of RoE on Equity invested out of PDF for MB-II.

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 has resulted in non-recovery of this capital cost of MB-II.

UJVN Ltd has already filed a similar appeal before the Hon'ble APTEL on dated 01.09.2016 against Tariff Order dated 05.04.2016.

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. 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. INTERNAL FINANCIAL CONTROL

The Company has adequate internal financial control systems and the transactions/ process are guided by delegation of powers, documented rules, regulations and orders. The Company has also implemented ERP system in order to ensure better internal financial controls. The organizational structure is well defined in terms of the structured authority/ responsibilities in the form of Key performance indicator (KPI) involved at each particular hierarchy/ level. The effectiveness of internal financial control is also ensured through management reviews, audit committee reviews and independent testing by Internal Auditors. Independent Auditors Report on the Internal



Financial Controls of the Company in terms of Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 by the Statutory Auditors is attached along with Financial Statements. The Company is also subject to independent testing by the other auditors namely; Cost Auditor, Secretarial Auditor and audit by C&A.G.

24. COST RECORD

The provision of Cost audit as per section 148 applicable on the Company and company has maintained proper records and account of the same as required under the act.

25. AUDITOR

Statutory Auditors

The Auditors, M/s DMA & Associates, Chartered Accountants, (Firm Registration No.010129C), hold office until the conclusion of the (FY 2018-19) Annual General Meeting. The Statutory Auditors of your Company are appointed by Comptroller and Auditor General of India (CAG). Accordingly, CAG has appointed M/s RAG & Associates, Rishikesh, Uttarakhand as Statutory Auditors for the Financial Year 2019-20.

26. Reportable Frauds

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

27. 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, 2019 was Rs. 2118.72 crore in comparison to Rs. 2104.32 Crore as on 31st March, 2018. Thus, resulting in increase of 1 %. The major reasons for increase in net worth are as under:
 - (a) Increase due to fresh Share application money received and profit earned during the year.
- 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. 1,02,00,000/- 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.

28. Information Technology

UJVN Ltd. Has decided to take advantage of technology and has taken the IT initiatives in order to expand the existing IT base and to meet futuristic requirements. ERP system has been implemented in the Nigam.


29. Constitution of committee – sexual harassment at workplace

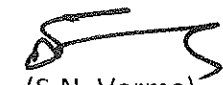
The Company has constituted committee under the sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013 and However, company has complied with the provisions of the same.

30. 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 record 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


(Sudhakar Badoni)
Director (Finance)


(S.N. Verma)
Managing Director

Place: Dehradun

Date: .09.2019

FORM AOC-3A

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

**Form of Abridged Financial Statements
Part -1**

Name of the Company: UJVN Limited

Abridged Balance Sheet as at 31st March 2019

(₹. in Crores)

	Particulars	As at March 31, 2019	As at March 31, 2018	As at April 01, 2017
	ASSETS			
I	Non-current assets			
	(a) Property, Plant and Equipment	2,073.88	2,150.69	2,132.44
	(b) Capital work-in-progress	1,485.08	1,052.22	870.35
	(c) Intangible assets under development	25.00	-	-
	(d) Financial Assets			
	(i) Trade Receivables	-	-	-
	(ii) Others financial assets	0.25	35.34	0.39
	(e) Other non-current Assets	226.23	214.30	99.76
II	Current Assets			
	(a) Inventories	203.66	160.80	60.79
	(b) Financial Assets			
	(i) Trade Receivables	624.14	587.94	811.21
	(ii) Cash & Cash Equivalents	482.81	530.96	610.03
	(iii) Others financial assets	48.99	49.12	51.96
	(c) Current Tax Assets (net)	54.89	52.00	50.23
	(d) Other Current Assets	28.24	38.03	80.93
	Total Assets	5,253.77	4,871.40	4,768.09
	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share Capital	1,178.86	1,167.86	1,105.69
	(b) Other Equity	1,327.84	1,312.31	1,250.77
	Liabilities			
I	Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	1,433.77	1,216.88	1,091.44
	(ii) Other Financial Liabilities	23.53	22.37	18.49
	(b) Provisions	117.07	126.41	99.51
	(c) Deferred tax liabilities (Net)	18.50	17.95	15.61
	(d) Other non-current liabilities	174.78	169.39	164.94

II	Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowing	90.76	30.31	5.05
	(ii) Trade Payable	6.01	4.48	0.53
	(iii) Other Financial Liabilities	420.64	330.51	306.64
	(b) Provisions	56.32	104.78	116.04
	(c) Current Tax Liabilities (net)	-	-	-
	(d) Other Current liabilities	356.43	269.63	445.60
III	Regulatory Deferral Balance	49.26	98.52	147.78
	Total Equity and Liabilities	5,253.77	4,871.40	4,768.09
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				

Abridged Statement of Changes in Equity for the period ended 31.3.2019

A. Equity Share Capital	(₹. in Crores)
Balance as at April 1, 2017	1,105.69
Add: Shares issued during the year	62.17
Balance as at March 31, 2018	1,167.86
Balance as at April 01, 2018	1,167.86
Add: Shares issued during the year	11.00
Balance as at March 31, 2019	1,178.86

B. Other Equity						(₹. in Crores)
	Share application money pending allotment	Reserve and Surplus			Other items of OCI	Total
		General Reserve	Capital Reserve	Retained Earnings		
Balance at the end of the reporting period March 31, 2017	47.00	-	272.07	535.30	-	854.37
Changes in accounting policy or prior period error and other adjustments	-	-	103.78	292.62	-	396.40

Balance at the beginning of the reporting period April 01, 2017	47.00	-	375.85	827.92	-	1,250.77
Total comprehensive income for the year	-	-	-	(1.20)	-	(1.20)
Profit during the year				137.02		137.02
Dividend paid during the year	-	-	-	(27.28)	-	(27.28)
During the Year 2017-18	(47.00)	-	-	-	-	(47.00)
Balance at the end of the reporting period March 31, 2018	-	-	375.85	936.46	-	1,312.31
Balance at the beginning of the reporting period April 01, 2018	-	-	375.85	936.46	-	1,312.31
Total comprehensive income for the year	-	-	-	(0.32)	-	(0.32)
Profit during the year				26.24		26.24
Dividend paid during the year	-	-	-	(22.53)	-	(22.53)
During the Year 2018-19	12.13	-	-	-	-	12.13
Balance at the end of the reporting period March 31, 2019	12.13	-	375.85	936.86	-	1,327.84

Part II

Abridged Statement of Profit & Loss for the period ended 31.3.2019

(₹. in Crores)

Particulars		Year Ended March 31, 2019	Year Ended March 31, 2018
Income			
i)	Revenue From Operations	755.12	783.76
ii)	Other Income	42.60	43.19
	Total Income	797.72	826.95
Expenses			
i)	Operating and Direct Expenses	284.43	211.48
ii)	Employees' Benefit Expenses	244.84	236.20
iii)	Finance Cost	71.55	84.61
iv)	Depreciation & Amortization Expenses	129.02	114.95
v)	Other Expenses	45.70	45.49
	Total expenses	775.74	692.73
Profit/(loss) before exceptional items and tax		21.98	134.22
	Exceptional Items	5.06	6.19
		27.04	140.41
Profit/ (loss) Before Tax			
	Tax expense:		
	(i) Current tax	0.14	1.02
	(ii) Deferred tax liability/ (assets)	0.66	2.37
	Total Tax Expense	0.80	3.39
Profit/(loss) for the period from continuing operations		26.24	137.02
Profit/(loss) for the period from discontinuing operations		-	-
I	Profit/(loss) for the Period	26.24	137.02
II	Other Comprehensive Income		
	(i) Items that will not be reclassified to profit or loss		
	- Remeasurements of net defined benefit plans	(0.49)	(1.23)
	- Tax relating to above items	(0.17)	(0.03)
	Other Comprehensive Income	(0.32)	(1.20)
Total Comprehensive Income for the period		25.92	135.82
Earnings per equity share :			
	(1) Basic	22.06	120.05
	(2) Diluted	21.99	117.61

Part-III

Abridged Cash Flow Statement

(₹. in crores)

Sr. No	Particulars	Figures for the current reporting period (31/03/19)	Figures for the previous reporting period (31/03/18)
1	Cash flows from Operating activities	276.95	174.97
2	Cash flows from Investing activities	(488.27)	(287.88)
3	Cash flows from Financing activities	203.30	49.36
4	Net increase/(decrease) In cash and cash Equivalents	(8.02)	(63.55)
5	Cash and cash equivalents At the beginning of period	202.92	266.47
6	Cash and cash equivalents At the end of period	194.90	202.92

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

1. Opening Balances as on 9/11/2001

i) 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.

ii) In absence of any final transfer scheme, Nigam had derived the figures of the balances as on 9.11.01 on the basis of information available and carried the same in its Balance Sheet up to FY 2006-07, to complete its accounts. The figures of opening balances as confirmed with the Books of account of the various divisions and informed & confirmed by UPJVNL, have been substituted in place of the provisional opening balances as stated above and difference between the assets and liabilities emerging there from have been adjusted under "Capital Reserve Account".

The details of such adjusted provisional opening balances as on 9-11-2001 are as follows:-

Particulars	Value	
Fixed Assets & CWIP		
Gross Fixed Assets (LHP & HO)	5,28,59,20,731	
Gross Fixed Assets (SHP)	52,81,99,100	
Depreciation Reserve Fund	(-)4,51,05,82,880	
Net Fixed Assets		1,30,35,36,951
Capital work in progress		2,56,24,66,379
Incidental Expenditure		4,31,50,855
Current Assets		
Stock Stores & Spares	13,24,09,158	
Sundry Debtors	57,24,11,110	
Cash incl. PI&TI	7,07,302	
Bank Balances	2,73,49,971	
Loan & Advances	7,16,56,836	
Total Current Assets	80,45,34,377	
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		66,16,18,910
Misc. Exp. (Survey & Investigation)		97,67,951
Total Assets		4,58,05,41,046

Liabilities		
Capital Reserve (subsidy)		77,15,18,648
Reconstruction Reserves (Diff. of Assets – Liabilities including Capital Reserves)		3,75,85,22,398
State Govt. Loan		5,05,00,000
Total Liabilities		4,58,05,41,046

2. Contingent Liabilities

Sl. No.	Particulars	2018-19	2017-18
1.	Claims lodged by contractors against Deptt. of Irrigation for MB-I project not acknowledged by the Nigam.	₹ 4.41 Crore	₹ 4.41 Crore
2.	Claim lodged and pending at arbitration and different Courts	₹ 476.94 Crore	₹ 560.96 Crore
3.	Income Tax Liability (Excluding Interest u/s 220(2) of IT Act)	₹ 10.77 Crore	₹ 10.77 Crore

3. Commitment Charges

Sl. No.	Particulars	2018-19	2017-18
1	Estimated value of contracts remaining to be executed on Capital Account and not provided for	₹. 876.47 Crore	₹. 727.09 Crore

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

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 2018-2019 towards the Gratuity Fund Contribution is INR 5.40 Crores (including actuarial deficit of INR 0.49 Crores for 2017-2018).

B) Leave Encashment:

c) 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 up to 365 days to its regular employees during the service period. The liability on this account is recognized on the basis of actuarial valuation

5. Disclosure of Related Party Transactions

36.1 Disclosures for Other than Govt. Related Entities

a. List of key management personnel

Name	Designation
Mr. S.N. Verma	Managing Director
Mr. Purushottam Singh	Director (Operation)
Mr. Snadeep 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

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Short-term benefits	₹ 1.57 Crore	₹ 1.68 Crore
Post-employment benefits	-	-
Other long-term benefits	-	-
Share-based payments	-	-
Termination benefits	-	-
Total	₹ 1.57 Crore	₹ 1.68 Crore
Recovery of Loans & Advances during the year	-	-
Advances released during the year	-	-
Closing Balance of Loans & Advances as on 31.03.2018	-	-

c. Transactions with Related Parties

Particulars	I	
	2018-19	2017-18
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	I	
	2018-19	2017-18
Trade Payables	-	-
Trade receivables	-	-

e. Loans to and from KMP

Particulars	Name of KMP	
	2018-19	2017-18
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

(₹. in crores)

Nature of Transaction	Related Party	During 2019	March 31, 2019	During 2018	March 31, 2018
Provision for Gurantee Fee	GoU	2.93	21.74	3.58	22.39
Receivable on account of transfer of SHP's	UREDA	-	29.66	-	29.66
Sale of Power	UPCL	709.33	547.59	735.04	515.18

6. Central Government vide its order No.SO 1228 dated 2.09.2005 has allocated the part liability of Rs.352.59 Crores of LIC Loan taken for MB-II HEP by the erstwhile UPSEB to Govt. of Uttarakhand (GoU). Since such allocation of the above referred LIC loan is allocated to State of Uttarkhand and not to UJVNL, the amount of loan has not been accounted for in the books of accounts. 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, letter No. 4809/UJVNL/01/MD/LIC dated 24-08-2015, 2793/UJVNL/MD/LIC dated 28-7-2017 and Letter No.1441/UJVNL/MD/LIC Loan dated 29-10-2017 and to Govt. of Uttarkhand (GoU) vide Letter No.4024/UJVNL/PN/SHASHAN-6/LIC LOAN dated 05-05-2014 that LIC loan liability not pertain to the Nigam.

Further GoU in its various review meeting with GoUP has communicated that allocation of LIC loan liability to GoU by GoI is not in accordance with the provisions of UP Reorganization Act and Central Govt. order dated 5-11-2001.

Hon'ble Chief Minister of Uttarkhand also wrote to Ministry of Energy of Govt. of India vide letter No.437/I/2019-04 (03)/20/2003 dated 1-4-2019 to reconsider the allocation of LIC loan liability to the State of Uttarkhand in light of Section 42(4) of UP Reorganization Act.

In the latest review meeting held on 17-08-2019 at Dehradun, between Chief Secretaries of both States, it was agreed that this matter would be referred to Central Government.

The relevant extract of the meeting is reproduced hereunder:-

एजेण्डा बिन्दु संख्या - 2.3

“मनेरी भाली जल विद्युत परियोजना के सापेक्ष भारतीय जीवन बीमा निगम से लिये गये ऋण के संबंध में सम्बन्धित प्रकरण उत्तर प्रदेश पुनर्गठन अधिनियम - 2000 की धारा -42(4) के प्राविधान के कम में प्रकरण को भारत सरकार को पुनर्विचार हेतु सन्दर्भित करते हुये सी0ए0जी0 का अभिमत लिये जाने के सम्बन्ध में।”

बैठक में लिया गया निर्णय:-

“प्रकरण उत्तराखण्ड राज्य द्वारा भारत सरकार को पुनर्विचार हेतु संदर्भित किया गया है।”

LIC loan of Rs.437.80 crores was taken by erstwhile UPSEB and transferred to Uttar Pradesh Jal Vidyut Nigam Ltd. (UPJVNL) vide the Govt. of Uttar Pradesh notification dated 25/1/2001. UJVNL in accordance to GOI 5-11-2001, has considered provisionally 10 % of LIC loan of Rs.437.80 crores i.e. Rs.43.78 crores in its books of accounts up to the previous year 2017-18.

Since the LIC loan liability does not pertain to Nigam, in the current financial year, the Nigam has decided to derecognize the provisional LIC loan liability of Rs.43.78 crores along with interest thereon amounting to Rs.198.68 crores provided till 31-3-2018 and effected in its books of accounts of the corresponding financial years 2017-18 and 2018-19 in compliance to Ind-AS.

7. Interest @ 13% p.a. provided on State Government Loan provisionally acquired from Uttar Pradesh Jal Vidyut Nigam Ltd. (UPJVNL).
8. Interest has been provided on opening balances of Employees GPF Trust Liability as certified by GPF trust-UJVNL.
9. 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. 66.35. The total amount recoverable from UREDA on account of aforesaid transfer as on 31.03.2019 is Rs. 29,66,13,756 (Twenty nine crores sixty six lakhs thirteen thousand seven hundred fifty six).
10. 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”.

11. 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 Bhali –II project. (MB-II project commissioned in FY 2007-08). The aforesaid centage charges were never part of the Memorandum of Understanding 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 and letter Letter No.867/UJVNL/01/MD/MB-II dated 26-7-2018 but it has not been provided to UJVNL for onward payment to UID till date.

12. As per letter no.03/I(2)/2010-04(8)/52/2008 of Additional Secretary, Govt. of Uttarakhand dated 03.01.2011, it was informed that, Govt. of India (GOI) has decided in the meeting of National Ganga Basin Authority held on 01.11.2010 to stop the development work of Pala Maneri Project of the Nigam and to submit the claim of total expenditure incurred on the project to the GOI. GoU vide letter No 795/I/2019-04(8)-86/2003 dated 16-7-2019 has submitted claim to GoI.

Accordingly, nigam in the current financial year has written off Capital work in progress of Pala Maneri project amounting to Rs.87.41 crore in compliance to the provision of Ind-AS.

13. 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.

14. Suspended Projects as per 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 hydroelectric 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.

Government of Uttarakhand 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.

15. The balances of suppliers, Contractors, Government Departments etc. under the Current Assets, Loans and Advances and Current Liabilities are subject to confirmation and reconciliation.

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

Sl. No.	Particulars	2018-19		2017-18	
		Current Year		Previous Year	
1	Licensed Capacity	N.A		N.A	
2	Installed Capacity (In MW)	1317.76		1317.76	
3	Actual Generation (In MU)	4700.69		4745.91	
4	Sales				
	UPCL & HPSEB (Net of Rebate)	4606.83 MU	₹. 749.43 Crores	4677.38 MU	₹. 777.43 Crores
	Others	₹. 5.69 Crores		₹. 6.33 Crores	
	Energy Sale pertains to previous years	Nil		Nil	
5	CIF value of Imports	Nil		Nil	
6	Expenditure in Foreign Currency	Nil		Nil	
7	Earnings in Foreign Currency	Nil		Nil	

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

(₹. in crores)

Particulars	Figures for the current reporting period (31/03/19)		Figures for the previous reporting period (31/03/18)	
	Period of default	Amount	Period of default	Amount
GOU Loan- NABARD Funded	0 - 84 months	36.37	0 - 72 months	33.41

- As disclosed at Note 14 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. Further, the GoU-NABARD loan pertains to 3 SHPs namely; Asiganga – I, Asiganga –II and Sobla –I abandoned due to falling under Eco-sensitive zone. GoU has been requested to grant waiver of repayment till the revival of projects.

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

(₹. in crores)

Particulars	Figures for the current reporting period (31/03/19)	Figures for the previous reporting period (31/03/18)
(a) Cash on hand	0.08	0.06
(b) Balances with banks - in current accounts and deposits	192.15	201.51
(c) Cheques in Transit	2.67	1.35
Other Bank Balance		
Balances with banks (Deposits with maturity of more than three months but less than upto 12 months)	287.91	328.04
Total	482.81	530.96

Salient feature of Director's Report

1. Details of Dividend Declared

The Board of directors of your Company has recommended a final dividend of Rs. 8.50 per equity share for the Financial Year 2018-19. The total dividend for the year comes to Rs.10,02,03,261/- (exclusive of dividend distribution tax). The total dividend pay-out on approval of final dividend of the Financial Year 2018-19 will be Rs.12,08,00,041/- crore (including dividend distribution tax of Rs.205,96,780/-) representing 46.02 % of the profits after tax, as against a dividend pay-out of Rs. 22,52,66,733/- crores @ Rs.16.00 per equity share representing 35.35 % of the net profits after tax in previous years. The dividend payment is subject to approval of members at the ensuing Annual General Meeting.

2. Reportable Frauds

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

3. Audit Reports:

Management reply on report of Statutory Auditors and Comptroller & Auditor General of India are enclosed.

DIVYA KHARE

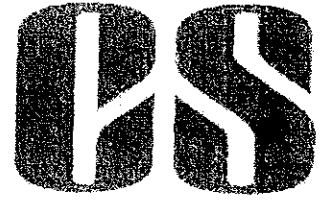
COMPANY SECRETARIES

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

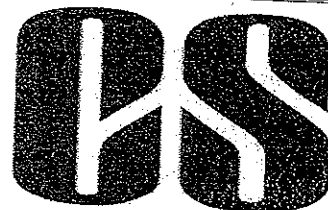
Our Report of even date is to be read along with this letter:

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. We 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. We believe that the processes and practices, that were followed, provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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. Our 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
Place: Dehradun
Date: 10.06.2019

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 2018-2019)

[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

We have conducted the Secretarial Audit of the compliances 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 our 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, we hereby report that in our opinion, the Company has, during the Audit period ended on 31.03.2019, complied with the aforesaid laws. Material Compliances are listed in the annexures attached to this report.

Management's Responsibility for Secretarial Compliances:

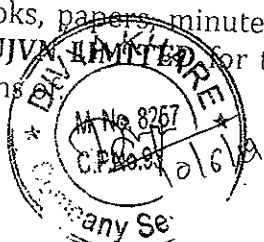
The management is responsible for preparation and maintenance of Secretarial records and for devising proper systems to ensure compliances with the applicable laws and regulations.

Auditors Responsibility:

Our responsibility is to express an opinion on the Secretarial records, Standards and procedures followed by the Company with respect to Secretarial compliances. We believe that Audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

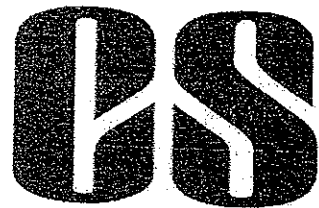
Opinion

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **UJVN LIMITED** for the period from 01.04.2018 to 31.03.2019 according to the provisions



DIVYA KHARE

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

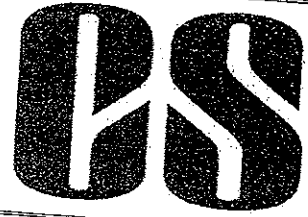


- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under; (**Not Applicable to the company**)
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; ; (**Not 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**)



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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 StockExchange 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, we 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 member's 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:

- a) Adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and



DIVYA KHARE

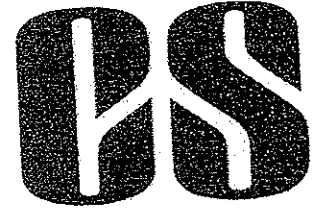
COMPANY SECRETARIES

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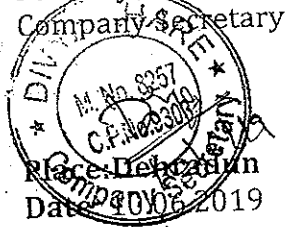
e-mail id: divya.khare2007@gmail.com



- 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



ANNEXURE TO SECRETERIAL AUDIT REPORT

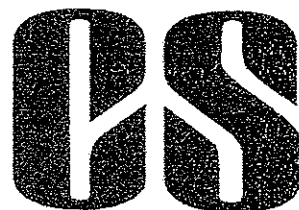
In our opinion and to best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, I report that the Company has during the financial year under review complied with the provisions of the Acts and rules made there under and 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 Committee.
- 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 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;
- k) The meetings of Directors and Committees of Directors including passing of resolutions by Circulation;
- l) Notice of the 17th Annual General Meeting held on 29.09.2018; (The 17th General Meeting was held on 29-09-2018 in which the quorum was not present even after waiting for half an hour and therefore , the meeting was adjourned held on 06-10-2018 at same place and time as was stipulated in original notice, as per the provisions of 103(2) of The Companies Act, 2013)



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- 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/We Further Report that during the Financial Year under review,

1. All the forms related to ROC Compliances were timely filed by the Company.
2. Shri. Arun Sabharwal, Company Secretary retired on 31st December 2018 and Ms. Upasna Agarwal, Assistant Company Secretary took charge in his place as per the Order of Management, till a new person is appointed in his place.
3. Shri BSP Sinha, Independent Director resigned on 08.03.2019 in accordance with the order passed by the Government of Uttarakhand and in his place Shri Indu Kumar is appointed as Independent Director.



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DIVYA KHARE

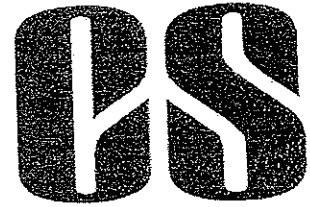
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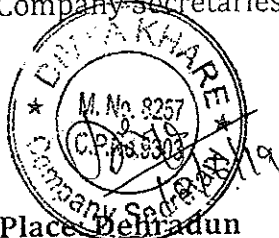
Mob. # 09897892577

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1. IND-AS is applicable on Company since 1st April 2016.

For DivyaKhare
Company Secretaries



Place: Dehradun
Date: 16.06.19

K. G. GOYAL & ASSOCIATES

COST ACCOUNTANTS

Delhi Office

4A, Pocket 2,
Mix Housing Scheme,
New Kondli, Mayur Vihar-III,
NEW DELHI-110096.
goyaldelhi@yahoo.co.in

Jaipur Office

289, Mahaveer Nagar-II
Maharani Farms
Durgapura
JAIPUR - 302018
Mobile : 9829373503
rajeshgoyaljaipur@yahoo.co.in

Cost Audit Report

We M/s K.G.Goyal & Associates have been appointed as Cost Auditor(s) under Section 148(3) of the Companies Act, 2013 (18 of 2013) of M/s UJVN LIMITED having its registered office at "Ujjwal" Maharani Bagh, GMS Road, Dehradun (Uttarakhand) have audited the Cost Records maintained under section 148 of the said Act, in compliance with the cost auditing standards, in respect of "Electricity Generation" for the year ended 31st March 2019 maintained by the company and report, in addition to our observation and suggestions in para 2.

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of this audit.
- (ii) In our opinion, proper cost records, as per Rule 5 of the Companies (Cost Records and Audit) Rules, 2014 have been maintained by the company in respect of product/service under reference.
- (iii) In our opinion, proper returns adequate for the purpose of the Cost Audit have been received from the branches not visited by us.
- (iv) In our opinion and to the best of our information, the said books and records give the information required by the Companies Act 2013, in the manner so required.
- (v) In our opinion, company has adequate system of internal audit of cost records which to our opinion is commensurate to its nature and size of its business.
- (vi) In our opinion, information, statements, in the annexure to this cost audit report gives true and fair view of cost of production/rendering of service, cost of sales, margin and other information relating to the product(s)/service(s) under reference.
- (vii) Detailed unit-wise and product/activity-wise cost statements and schedules there to in respect of the product under reference of the company duly audited and certified by us are kept in the company.

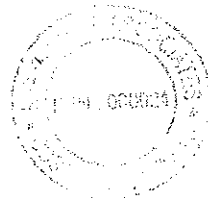
2 Observations and suggestions, if any, of the Cost Auditor, relevant to the cost audit.:

Observation and suggestions has been made in performance appraisal report. After discussion all the points raised by us has been resolved to our satisfaction.

Dated:

Place : Dehradun

For K. G. Goyal & Associates
(FRN : 000024)



(Rajesh Goyal)
Partner
M-10884