

27 वीं वार्षिक रिपोर्ट
th **ANNUAL REPORT**
2014-15



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED



विषय सूची Contents

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NOTICE

NOTICE is hereby given that the **27th Annual General Meeting** of the Members of THDC India Limited will be held on **22.09.2015** at **05:00 PM** at **THDCIL, 1st Floor, East Tower, NBCC Place, Bishma Pitamah Marg, New Delhi — 110003** (Phone- 011- 24366117) to transact the following Business :

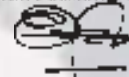
ORDINARY BUSINESS

1. To receive, consider and adopt the audited Annual Accounts together with Auditors' Report and Directors' Report of the Company for the year ended March 31, 2015.
2. To fix the remuneration of the Statutory Auditors for the year ended March 31, 2015.
3. To Declare Final Dividend for the year 2014-15.

SPECIAL BUSINESS

4. To fix the remuneration of the Cost Auditors for the year ended March 31, 2016.
5. To Borrow ₹ 2500 Cr. through issue of Secured Bonds.

By order of the Board of Directors of
THDC INDIA LIMITED



(S. Q. Ahmad)

Company Secretary
Membership No. F6445
M-9412998458

To :

- All the Members of THDCIL
- Shri Gyanesh Bharti Director (Hydel), Ministry of Power, Shram Shakti Bhawan, Rafi Marg, New Delhi- 110001.
- Shri G.S. Priyadarshi, Special Secretary, (Irrigation), GoUP, Baapu Bhawan, UP Secretariat, Lucknow.
- All Directors of THDCIL
- Statutory Auditors - M/s BHATIA & BHATIA, Chartered Accountants, 12, Central Lane, Bengali Market, New Delhi-110001
- Secretarial Auditor- Shri PSR Murthy.

NOTE : A Member of the Company entitled to attend & vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member. A proxy form and Explanatory Statement is enclosed.

PLACE : RISHIKESH

DATE : 09.09.2015



Registered Office

Bhagirathi Bhawan (Top Terrace), Bhagirathipuram,
Tehri (Garhwal)-249001, (Uttarakhand)

CIN: U45203UR1988GOI009822

Other Offices

RISHIKESH

Pragatipuram, Bye-pass Road, Rishikesh-249201 (Uttarakhand)

NCR

Plot No.20 Sector-14, Kaushambi, Ghaziabad-201010 (U.P)

DEHRADUN

26 EC Road, Dehradun-248001 (Uttarakhand)

LUCKNOW

101, Raj Apartment, 7, Jopling Road, Lucknow-226001 (U.P)

PUNE

Arun Plaza, 2nd Floor, S. No. 19/3 Hinjewadi Road,
Dange Chowk, Thergaon, Pune-411033 (Maharashtra)

VPHEP

Alaknanda Puram, Siyasain, Pipalkoti, Distt. Chamoli (Uttarakhand)

Company Secretary

Shri S.Q. Ahmad

Statutory Auditors

M/s BHATIA & BHATIA

Chartered Accountant

12, Central Lane, Bengali Market, New Delhi-110001

Bankers

Punjab National Bank

Union Bank of India

State Bank of India

State Bank of Hyderabad

This report was adopted at

27th Annual General Meeting of the Company held on 22.09.2015

BOARD OF DIRECTORS

AS ON 22.09.2015



Shri R.S.T. Sai
Chairman & Managing Director



Shri Deepak Singh
Principal Secretary (Irrigation), GoUP
Govt. Nominee Director



Shri Sanjay Agarwal
Principal Secretary (Energy), GoUP
Govt. Nominee Director



Smt. Anju Bhalla
Joint Secretary, MoP, GoI
Govt. Nominee Director



Shri D.V. Singh
Director (Technical)



Shri. S. K. Biswas
Director (Personnel)



Shri Sridhar Patra
Director (Finance)

Our Vision

A world class energy entity with commitment to environment and social values.

Our Mission

- To plan, develop and operate energy resources efficiently.
- To adopt state of the art technologies.
- To achieve performance excellence by fostering work ethos of learning and innovation.
- To build sustainable value based relationship with stakeholders through mutual trust.
- To undertake rehabilitation and resettlement of project affected persons with human face.



Chairman's Address

Ladies & Gentlemen,

I welcome you all to the 27th Annual General Meeting of your Company.

The Audited Financial Statements of the Company along with the Reports of the Auditors and Directors' Report for the year 2014-15 are with you and I would take them as read.

Highlights of the Year 2014-15

I am pleased to inform you that during the year, our two operational plants, the 1,000 MW Tehri and 400 MW Koteshwar Hydro Power Stations continued to maintain excellent performance. The plants generated 4,147 MU against the annual target of 4,070 MU, representing almost 5% increase over their design energy. Operational efficiency of over 83 % was achieved for Tehri HPP against the normative value of 77% while nearly 68% was achieved for Koteshwar HPP against the normative value of 67%.

Your Company has been earnestly endeavoring to take part in the Govt's initiative to develop Renewable Energy in the country. A modest beginning has been made with the conclusion of an MoU with Solar Energy

Corporation of India (SECI) in Feb, 2015 for setting up of Solar Power plants upto 250 MW. A Tripartite Agreement has been signed between THDCIL, SECI and Kerala State Electricity Board (KSEB) for setting up a 50 MW Solar Power Plant in Kerala as a first phase of the planned 250 MW. Also, tender for developing grid connected 50MW Wind Energy project in the state of Gujarat is in advanced stage of consideration.

As part of the good governance practices which your Company is committed to follow, all projects and Corporate Office now have ISO 9001; Quality Management, ISO 14001; Environment Management and ISO 18001; Occupational Health and Safety Management certification. Your Company has also launched online Grievance Handling System through its website.

Ladies and Gentlemen, you will be glad to know that under the 'Swachh Bharat Abhiyaan' your Company constructed 1,189 toilets in schools located in the States of Uttarakhand and Uttar Pradesh. The contribution of your Company as member of team India earned appreciation of the Government.

It is my privilege to inform that MoU performance rating of your Company in 2013-14 was declared 'Excellent'.

Emerging opportunities & challenges in Power Sector

The Indian economy is forecast to expand by an average annual rate of around 6.5 % over the next five years. To achieve this growth, huge rise in electricity demand, matched by corresponding availability of power is expected. As per the 18th Electric Power Survey (EPS) carried out by CEA, the All India compounded annual growth rate (CAGR) of electricity consumption upto 2021-22 is estimated to be nearly 8%.

Apart from industrial need, the rise in electricity demand is also expected to be due to the Housing for all initiative of the Govt and penetration of domestic appliances.

In view of the economic growth and electricity demand forecast, your Company will take all measures to exploit

Commercial Performance and Profitability

Gross Sales during the year were ₹2381.38 Cr. against ₹2,043.77 Cr. during the previous year. The Net Profit of your Company increased by 16% to ₹691.15 Cr. as against ₹595.32 Cr. during previous year.

You will be glad to know that improved realization of receivables has enabled your Board to recommend dividend of 20% of PAT for the year 2014-15 amounting to ₹140 Cr.

Based on audited results of the Company, the MoU rating for the year has been evaluated internally as Excellent and submitted to Ministry of Power.

Projects

Three Hydro Power Projects namely; Tehri PSP (1000 MW), Vishnugad Pipalkoti HEP (444 MW) and Dhukwan SHP (24 MW) of your Company are presently under construction stage.

Tehri PSP had encountered initial delays due to difficult geological conditions leading to change in design, installation of support systems and financial crisis with the civil works partner of the EPC consortium. There were also disturbances in the form of opposition in muck disposal and suspension of mining activities from the designated quarry area. Your Company took corrective measures including sanction of special interest bearing advance to the civil works contractor to restore the progress. The design of major structures has also been finalized, and progress at various work fronts has picked up. The Project is expected to be commissioned in Dec, 2018.



Sh. R.S.T. Sai, CMD, THDCIL receiving Second Prize of Indira Gandhi Rajbhasha for the year 2013-14 from Hon'ble President of India in the presence of Hon'ble Home Minister, Govt. of India

this emerging opportunity. Recently, your Company reviewed its Vision statement to align it with the emerging challenges. The Vision statement of your Company now reflects its aim to be a 'world class energy entity with commitment to environment and social values'.

Civil works at the Vishnugad Pipalkoti HPP were initially affected due to variations in geology in Power House Area and opposition by the local pressure groups. Local issues are being resolved with the help of State Government and the valuable intervention by the Govt. of India, as also by seeking intervention by the

local courts. Contract for E&M works has also been signed with BHEL in Nov, 2014. It is anticipated that the project will be commissioned in Dec, 2019.

At the 24 MW Dhukwan SHP, the civil works have commenced in April, 2015. Here also, hindrances are being created by local pressure groups. Your Company is making all efforts to maintain the progress with the help of District authorities. Recently, contract for HM works has also been awarded. Your Company is making efforts to commission the project by 2018-19.

As apprised earlier, the Hon'ble Supreme Court in August, 2013, banned environmental clearance to 24 projects located in Bhagirathi and Alaknanda valleys in the wake of 2013 Floods of Uttarakhand. Your Company filed a petition before the Hon'ble Supreme Court for review of the order relating to Maleri Jhelam, Jhelam Tamak and other projects of THDCIL affected by the said order of the Hon'ble Court based on the merits of the case. The Hon'ble Supreme Court ordered review of 6 out of 24 affected HE projects, on priority. The priority Projects include Jhelam Tamak HEP of THDCIL.

Corporate Social Responsibility & Sustainability

Your Company has been according highest importance for the well being of affected communities in the operational area of the Company's business. An amount of ₹29.09 Cr. was spent on CSR Activities through Company Sponsored Non Govt. Organizations (CONGOs) named SEWA-THDC. THDC Education Society (TES) is running two schools, one each at Rishikesh and Tehri. The total strength of the students is 695 and efforts are ongoing for all round development of the children.

At the Institute of Hydropower Engineering & Technology, a flagship CSR initiative of your Company, the 4th Year Academic Block has been completed and handed over to the Uttarakhand Technical University.

Your Company perceives welfare and development of its host community more as a responsibility rather than an obligation. The Company values the partnerships it builds with the communities around the units. The substantial social investment is based on a strong belief

that the Company's success as a business entity is linked directly with the socio-economic vitality and health of the communities around its business units. One such initiative undertaken by the Company is the holistic development of 30 cut-off villages from Deen Gaon centre in Pratapnagar Tehsil. These villages are being developed in association with Kirorimal College, Delhi University where skill development, self-employment, income generation schemes and health centre have been established. During the year, your Company organized 12 multi-specialty health camps for target communities. Over 4,000 patients were benefitted from these camps.

As you are aware, your Company was one of the first and is regularly publishing the Sustainability report in



Sh. P.K. Sinha, Secretary (Power), Govt. of India and Sh. R.S.T. Sai, CMD, THDCIL exchanging the MoU Document for the year 2015-16

accordance with National Voluntary Guidelines on Social, Environmental & Economic responsibilities of Business, as well as GRI guidelines on Sustainability reporting. The 6th Sustainability Report was published and placed on web site for transparency and feedback to enable continuous improvement.

Corporate Governance

Your Company has been complying with the requirements of Corporate Governance as per the Guidelines issued by Department of Public Enterprises, Government of India in this regard. Your Company has always achieved 'Excellent' rating for compliance with DPE Guidelines on Corporate Governance since its inception under Corporate Governance grading system prescribed by DPE.



A view of 27th Annual General Meeting of the Company

To encourage transparency in procurement, four quarterly meetings between Independent External Monitors and management were held to enforce the integrity pact. A chapter on Business Responsibility Report (BRR) and Management Discussion and Analysis Report (MDAR) is included in the Annual Report as part of Good Corporate Governance practices.

Future Outlook

Your Company is accord high priority to its maiden Thermal venture, the 2x660 MW Khurja STPP in Bulandshahar District. I am glad to inform you that the proposal for pre investment activities including expenditure on transfer of 1,201 acres of land acquired by UPSIDC is under advanced stage of consideration by Government of India. Necessary clearances are in place and the Project can be taken up for implementation once coal availability is granted, for which your Company is making all efforts to secure necessary coal linkage. You will be glad to know that with the availability of additional land consequent upon NHA consent for re-routing of NH91, it is possible to set up an additional unit of 660 MW on the acquired plot of land. Accordingly, preparation of DPR for a third unit of 660 MW has been taken up. Availability of 1,980 MW of power from the Khurja Project towards the end of XIII Plan will not only be a great boost for power availability in the Northern region, particularly for the State of Uttar Pradesh, but will be a quantum leap for the Company in its vision to be a major player in the Power Sector.

Your Company is analyzing the various benchmarks in the industry for planning its own strategic benchmarks in line with the practices of world class energy entities.

Acknowledgement

Ladies and Gentlemen, Your Company's more than 2,000 employees are being encouraged to acquire new set of knowledge, skills and attitude to meet the challenges in the power sector. They deserve your appreciation for their hard work and dedication.

I take this opportunity to express my sincere gratitude for the immense support and co-operation received from the Government of India, the Govt. of UP, the Government of Uttarakhand, the CEA, CWC, and all other Governmental and Non-Governmental agencies.

I also thank Financial Institutions, Banks, Contractors and Suppliers for their co-operation and contribution. I also take this opportunity to express my gratitude to all our stakeholders, who have reposed trust in us and extended their constant support.

I also convey my thanks and appreciation to my esteemed colleagues on the Board for their valuable support and guidance.

(R.S.T. Sai)

Chairman & Managing Director

DIN : 00171920

Place : New Delhi

Date : 22.09.2015

DIRECTORS' REPORT-2014-15

Dear Members,

Your Directors are pleased to present the 27th Annual Report of the Company along with the Audited Annual Accounts, Report of the Statutory Auditors and comments of Comptroller & Auditor General of India for the year ended March 31, 2015.

FINANCIAL RESULTS

The Financial Results of the operations during the year ending 31st March 2015 are summarized as under :

(₹ In Million)

PARTICULARS	2014-15	2013-14
Income		
Revenue from operations	23971	21738
Other Income	108	86
Gross Income (a)	24079	21824
Expenditure		
Employee Benefit Expenses	2244	1886
Finance Costs	4388	5303
Depreciation	4839	4812
Generation, Administration & other expenses	1785	1537
Provisions for doubtful debt, receivable and write-off	2044	0

Tariff Adjustment (Regulatory Liability)/ Prior period adjustment	1399	1626
Total Expenditure (b)	16699	15164
Profit Before Tax(PBT)(a-b)	7380	6660
Tax (Net of Deferred Tax Assets)	469	707
Profit After Tax(PAT)	6911	5953

FINANCIAL PERFORMANCE

Gross Revenue & Profit

Your Company has registered increase in Gross Revenue Earned as well as Profit After Tax(PAT) in F.Y. 2014-15 as against Previous Year. There is also increase in the % of PAT to Gross Revenue in the F.Y. 2014-15 as compared to previous year. Gross Revenue, Profit After Tax (PAT) and % change in PAT to Gross Revenue is tabulated below :

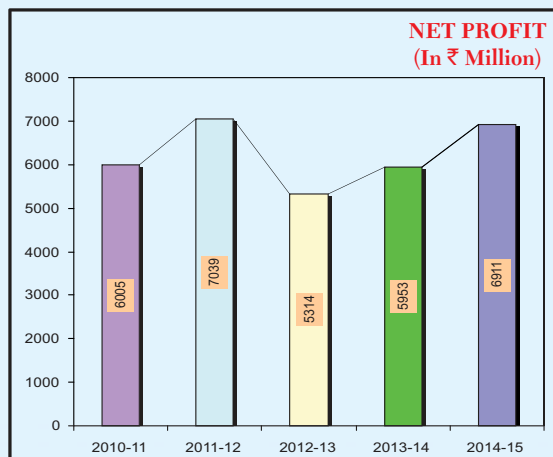
(₹ In Million)

PARTICULARS	2014-15	2013-14	Increase
Gross Revenue	24079	21824	2255
PAT	6911	5953	958
PAT % to Gross Revenue	28.70%	27.28%	1.42%



A view of Underground Power House of 1000 MW, Tehri HPP

Graphical Presentation of Net Profit of last five years is shown below:



Dividend

Your Directors have recommended Final Dividend of ₹39.67 per Equity Share for the year 2014-15. The Dividend Pay Out for the year is ₹1400 million i.e 20.26% of Profit After Tax (PAT).

Capital Structure

The Authorised Share Capital of the Company is ₹40000 Million. The Paid-up Share Capital of the Company is ₹35289 Million. During the Year Company has received ₹557.90 Million from GoI towards Equity.

OPERATIONAL PERFORMANCE

• Generation from Tehri and Koteswar Power Plants

During the FY 2014-15, your company has achieved Energy Generation almost Excellent and registered

Plant Availability Factor (PAF) as excellent at Tehri and Koteswar plants as tabulated below :

Name of the Plant	Generation in MU's		PAF in %age	
	MoU Target (Excellent)	Achievement	MoU Target (Excellent)	Achievement
Tehri HPP (1000MW)	3150	3004.00	82	83.39
Koteswar HEP (400MW)	1260	1210.17	67	67.97

COMMERCIAL PERFORMANCE

Your Company believes in rendering best services to the beneficiary DISCOMS. This has been acknowledged by them expressing their satisfaction with 'Excellent' Rating. The Commercial Performance in terms of Revenue From Operations of your Company has improved during the year as compared to the previous year. The details are as under :

(₹ in Million)

Description	2014-15	2013-14
Revenue from Operations	23971.6	21737.6
Cash Realisation %	83%	100%

PROJECT FINANCING

The Company has made financial tie-ups with the World Bank, Nationalised Commercial Banks and other foreign financial institutions for funding its ongoing capital projects. Details of financial tie-ups and amount withdrawn during the current financial year 2014-15 are furnished below :

Name of Project	Lender Name	Loan Amount	Currency	Amount drawn during the Year 2014-15	Loan outstanding as on 31.03.2015.
VPHEP Project					
1	IBRD LOAN FROM WORLD BANK	US\$ 648 MILLION	US \$	₹69.21 Cr.	₹162.52 Cr.
TEHRI PSP Project					
1	SBI	₹1500 Cr.	Rupees	₹569.99 Cr.	₹739.99 Cr.
2	SOCIETE GENERALE	Euro 83.868million	EURO	0.00	0.00

PROGRESS AND STATUS OF PROJECTS UNDER CONSTRUCTION:

• **Tehri PSP(4x250 MW)**

The Pumped Storage Plant(PSP) works on the principle of recycling of water. Tehri PSP will have 4 reversible units of 250 MW each. It will convert the off-peak energy to peak energy. For pumping operation during off-peak hours, the energy requirement will be of the order of 1651.66 MU. During peak hours it will work in Turbine mode to generate additional peaking power of 1321.82 MU p.a for the Northern Region.

Furtherance to award of EPC Contract in July, 2011 the company encountered different external factors such as adverse geological conditions, non-permission of mining of aggregates from Asena Quarry , prohibition of dumping of mucks in the designated dumping area and cash crisis of the contractors etc. which have slowed down the work progress. However, due to consistent persuasion with state administration and close coordination with external agencies the company has been able to carry out uninterrupted work. Temporary interest bearing working capital finance has been extended to the contractor to expedite works at all possible fronts simultaneously.

The details of approved cost of the Project, expenditure incurred and schedule of commissioning are furnished below:

Cost (₹in Cr.)		Schedule	
Approved	Expenditure (up to March'15)	Approved	Anticipated
₹2978.86 (As per RCE approval at Apr'10 PL)	₹1180.42 (39.63%)	Feb-16	May-18

• **Vishnugad Pipalkoti HEP(VPHEP)(4x111 MW)**

The VPHEP is a Run-of-the-River Project. It envisages construction of a 65 M high concrete dam harnessing a gross head of 237 M on River Alaknanda. It will generate 1674 MU units (90% dependable year). Out of 13% free power to the Home State Uttrakhand, 1% shall be utilized for contribution towards Local Area Development.

The Contract for Civil and HM package has been signed with M/s HCC Limited, Mumbai on 17.01.2014 with a completion period of 54 months. The contractor has mobilized at various fronts and the work is in progress. However, the work progress has suffered due



An overview of Tehri Dam & Reservoir

to stoppage / hurdles created by the local residents. While efforts are ongoing to resolve the local issues with the help of Dist. Administration, some progress has been made in the excavation of Diversion Tunnel, Adits to De-silting Chambers, Intake and HRT at the Dam Site and Adits to TRT, Power House Top (Ventilation Tunnel) and Main Access Tunnel at Power House site.

The Contract for Electro-mechanical works has been signed with Ms BHEL, NOIDA on 18.11.2014 with a completion period of 48 months. Design and Engineering is in progress. Model testing of turbine has been successfully completed in BHEL, Bhopal on

01.08.2015. On dovetailing the Civil & HM Works and EM Works, the project is anticipated to be commissioned in Dec.'2019.

The approved cost, expenditure and schedule of commissioning of the Project is tabulated below :

Cost (₹in Cr.)		Schedule	
Approved (Investment Approval dated Aug 08)	Expenditure (up to March-15)	Approved (Investment Approval dated Aug 08)	Anti-cipated
₹ 2491.58 (March'08 PL)	₹592.44 (23.77%)	June'2013	December '2019

• **Dhukwan Small Hydro Project (24 MW)**

Dhukwan Small Hydro-Electric Project is envisaged to be constructed at the toe of existing Dhukwan masonry cum earthen dam across Betwa River in District Jhansi, U.P. The project with an installed capacity of 24 MW (3 x 8 MW) is a part of overall development of the power potential of the Betwa River. On completion, the project will generate 97.82 MU annually.

- Agreement for Civil package has been signed on 24th Dec'14, subsequent to transfer of Forest land 2nd Jun-14.
- Infrastructure works are in progress. Excavation in Approach channel, HRC and Power House is also in progress. The management is putting all out efforts to resolve the frequent obstacles created by local pressure groups demanding petty contracts at their terms and conditions.
- HM package has been awarded, and
- Tendering for Electro-Mechanical package is in process.

Cost of the Project, expenditure incurred and schedule of commissioning is tabulated below :

Cost (₹in Cr.)		Schedule	
Approved	Expenditure (up to March'15)	Approved	Anticipated
₹195.42 (As per Investment approval)	₹25.17 (12.88%)	Feb-14	2018-19

NEW & RENEWABLE ENERGY PROGRAMME

Your company is striving to diversify into new & renewable sources of energy.

• **Solar Power Generation:**

THDCIL has signed MoU with Solar Energy Corporation of India (SECI) on 13.02.2015 for setting up Grid Connected Solar Power Projects up to 250 MW capacity, of which it is proposed to initially take up 50 MW.

- A tripartite agreement amongst SECI, Kerala State Electricity Board and THDCIL has been signed on 31.03.2015 for development of 50 MW Solar project in Distt. Kasaragod, Kerala. THDCIL had released the initial payment of ₹7.165 Cr. to SECI.
- Action for possession of required land for development of 50 MW Solar project in Distt. Kasaragod from Kerala Govt. is in progress. Solar Energy Corporation of India is in process of finalization of bid documents for award of work.

• **Wind Power Generation:**

Bids for the work of "Engineering, Procurement & Construction (EPC) contract of 50 (± 1.0) MW capacity Wind Power Project at suitable site in any one of the wind potential states - Rajasthan /MP /Gujarat /Maharashtra with comprehensive operation & maintenance (O&M) for 20 years was invited on 01.10.2014. Subsequent to submission of Final Technical Evaluation Report by National Institute of Wind Energy (NIWE), financial Bid has been opened on 25.05.2015 and evaluation is in progress.

DEVELOPMENT OF PROJECTS IN BHUTAN

• **Sankosh HEP (8X312.5 MW):**

The proposed project envisaged with construction of two power houses (Left bank and Right bank) at the toe of Main Dam with installation of (8X312.5 MW) vertical francis turbine with energy generation of 5949.05 MU and a regulating dam down stream of main dam with installation of (3X28.33 MW) francis turbine with energy generation of 416.34 MU.

Currently the DPR for Sankosh (2585 MW) with optimized dam height of 215 m of RCC (Roller Compacted Concrete) is under examination in CEA/CWC.

Bunakha HEP (3X60 MW):

The proposed project envisaged with construction of a Storage Dam Toe Power House with installation of (3x60 MW) vertical Francis Turbine with annual energy generation of 707.44 MU. The Construction period for the project is 69 months including one year pre-construction stage.

During Feb'14, the Cabinet of Royal Govt. of Bhutan(RGoB) conveyed its approval for implementation of Bunakha HEP. The Inter Governmental (IG) Agreement for implementation has been signed between GoI and RGoB in April' 2014.

The Project is not economically feasible as stand alone. CEA/CWC determined funding pattern both by downstream projects and subject project. The matter has been referred to the EJJ (Empowered Joint Group) for reconsideration at the instance of



Underground Construction Work of Tehri PSP (1000 MW) in Progress

downstream projects. Cost estimate as originally prepared at 2013 PL has been revised at April 2015 PL pending finalization of cost sharing mechanism by EJJ

DIVERSIFICATION INTO OTHER ENERGY AREAS

- **Khurja Super Thermal Power Station-(1320 MW).**

It is a coal based 1320 MW Super Thermal Power Plant in District Bulandshahr of Uttar Pradesh. Total annual generation from the Plant would be 9828 MU

corresponding to 85% Plant Availability Factor(PAF).Water commitment letter for release of 53 cusecs water from Govt. of UP has been issued. The layout and DPR of the project has been revised for the implementation of 2 units of 660 MW each Thermal Power Project with provision of 3rd unit of 660 MW capacity in future. The validity of Terms of References (ToR) issued by MoEF has been extended upto 26th October, 2015. MoEF has also accepted the amended layout of project, utilizing entire



Tehri Reservoir - evacuation of water from Shaft Spillway (Morning Glory)

plot of 1,200 acres land, with future expansion for 3rd unit of 660 MW.

Three applications have been filed on 27th February, 2015 for the allocation of coal blocks (1. Mahanadi, Machchhakata, 2. Chendipada, Chendipada-II and 3. Mara II Mahan). Proposal for PIB clearance for incurring expenditure of ₹585.82 Cr. towards land acquisition, re-routing of National Highway-91 is under process in MoP. Land has already been acquired by UPSIDC. Formalities for transfer of title and physical possession of the land shall commence on receipt of PIB approval.

REHABILITATION & RESETTLEMENT:

Your Company has formulated an attractive Resettlement and Rehabilitation Policy for upcoming projects including VPHEP, in consultation with concerned Stakeholders. The policy addresses issues of loss of land, houses, other resources and means of livelihood etc. of the PAFs. The company has engaged



Upstream view of Koteswar Dam and Reservoir

independent external agencies for monitoring and evaluation of rehabilitation action plan (RAP) aiming effective implementation. Consultancy Services has been awarded for a period of 24 months.

Your Company has set a benchmark in the Rehabilitation and Resettlement of the Project Affected Families of Tehri Power Complex. Apart from Rehabilitation Packages and Resettlement Work following additional measures have been taken :

- Road Connectivity, Relocation of Public Facilities and arrangement of Cable Car and Ferry Boat etc. have been provided around the rim of Tehri Reservoir.
- Many welfare activities are being undertaken under CSR Projects for the Project Affected People.
- Grievance Redressal Cells have been constituted to facilitate faster and judicious disposal of grievances of Project Affected Families.



Downstream view of Koteswar Dam



Shri R.S.T. Sai, CMD, THDCIL receiving the SCOPE Meritorious Award for HR Practices from Sh. Anant Geete, Hon'ble Minister of Heavy Industries and Public Enterprises, GoI in the presence of Hon'ble President of India Sh. Pranab Mukherjee

- The Company has also provided online Grievance Registering System through official website.

ENGINEERING CONSULTANCY

Your company has established an Engineering Consultancy Department equipped with latest Design Software and experienced design experts to provide consultancy and advisory services in the field of Hydro Engineering and other civil assignments. Following assignments were undertaken during the year :

- Power Potential Studies and E&M Studies of six Small Hydro Projects in Par-Tapi –Narmada river link project.
- Design & Engineering Consultancy work of Slope Stabilization works of vulnerable zones between Katra and Shri Mata Vaishno Deviji Shrine assigned by Shri Mata Vaishno Devi Shrine Board (SMVDSB).
- Consultancy for the protection of twenty Chronic land slide zone on the various roads of Uttarakhand under PWD.

RESEARCH AND DEVELOPMENT

Your Company has established an in-house Research and Development Centre at Rishikesh. The projects carried out by the R&D Department in the Year 2014-15 are as under :

- Development of self-compacting concrete for Hydro Power Structures- Experimental works.
- Assessment of Sediment Yield from the Catchment Area of Tehri Reservoir, GIS modeling and Analysis.
- Mathematical modelling of Sedimentation in Tehri Reservoir.
- Condition Monitoring of EM Equipment of Tehri & KHEP.
- Establishment of sophisticated Geotechnical laboratory including facility for extraction of samples and digitized assessment of rock behavior.
- Earth Quake Monitoring Stations in the vicinity of Tehri.
- Measurement of Methane Gas in Tehri Reservoir.
- Indigenous Development of Valves of Tehri HPP.
- CFD Modelling for water Conductor system of KHEP
- Analysis of dynamic performance of variable speed hydroelectric plants under grid disturbance.

Your company has incurred R&D expenditure of ₹3.75 Cr. which is 0.54 % of PAT of P.Y 2013-14. The expenditure is in excess of minimum prescribed limit of 0.5% as per DPE Guidelines.



Celebration of World Environment Day, 2015

QUALITY ASSURANCE

Your Company believes in continuous improvement in implementation of Quality Management. The company has established Quality Policy, Environment Policy and Occupational Health & Safety Policy. The company as a whole inclusive of Projects, Generating Stations and the Corporate Office are ISO 9001, ISO 14001 and OHSAS 18001 certified.

ENVIRONMENT MANAGEMENT

As a responsible Corporate Citizen, your Company is committed towards Environment Protection and Ecological Balancing. The company carries various works for sustainable development. Measures taken in this regard are as under :

- The Slope Protection Work carried out at Tehri – Koteshwar Road and Chaaka-Pendars-Ali Halzent Road through engineering measures. Jurrasi and Palam Nala at Koteshwar were also treated by engineering measures.
- Plantation of Dwarf Plant Species around the Reservoir of Koteshwar Dam Project is being carried out through Tehri Forest Division New Tehri.
- A five-member panel of internationally recognized experts has been constituted for monitoring and

appraisal of environment and social issues involved in the development of Vishnugad Pipalkoti HEP.

- M/s WAPCOS Ltd., Gurgaon and Indian Council of Forestry Research and Education, Dehradun have been engaged for 3rd party monitoring of implementation of Environment Management Plan and Catchment Area Treatment Plan of VPHEP.
- Directorate of Coldwater Fisheries Research (DCFR), Bhimtal has been engaged for the development and implementation of Fishery Management at VPEHP.
- To sensitize people, World Environment Day was celebrated on June 5, 2015 at Rishikesh in which reputed Scientists, Environmentalist, and School Children participated.

Your Company has successfully obtained ISO 14001:2004 (Environmental Management System) certifications for Corporate Office, Rishikesh, Tehri HPP Stage-I, Koteshwar HEP, Tehri PSP & VPHEP.

IMPLEMENTATION OF RISK MANAGEMENT

Your Company being a Hydro Power Developer is subject to significant sector specific and geographical location specific risks in implementation of Projects. The

Company has adapted Risk Management Manual duly approved by the Board. The Manual provides the detailed mechanism for Risk Identification, Risk Avoidance, and Mitigation of various risks associated with business activities relating to project under constructions/under operation. Details furnished under Corporate Governance Report (Annexure-I).

HUMAN RESOURCE MANAGEMENT

Your company values Human Resources as “Greatest Assets” and takes pride for its skilled, highly experienced, dedicated and motivated work force for their sincere contribution to bring the company to its present heights.

Organizational development in your Company has the focus on fostering a successful system that maximizes human resources, as well as optimizes other resources as part of larger business strategies. Your company has inducted 45 ETs in various disciplines of Engineering, Finance, Legal, Mass Communication etc through GATE Score 2015 and other modes as well.

A robust roadmap for new inductees has been prepared for one year on Orientation, On-the Job training under Mentors and Classroom Training in reputed institutes for all round development. Your company has an average age of 47 years and with the induction of young ETs in phased manner it will come down to 44 years over the years.

The present employee strength of the company as on 31-03-2015 is as under:

Executives	Supervisor	Workmen
788	116	1109

TRAINING AND DEVELOPMENT

Your Company has been consistently evaluating employees performance to provide requisite training and education for updating their knowledge base to keep pace with latest technological improvements and best industry practices.



Sh. S.K. Biswas, Director (Pers.), THDCIL receiving 'Rajbhasha Kirti Award' (Third Prize) for 2014-15 from Hon'ble President of India Sh. Pranab Mukherjee, in the presence of Hon'ble Home Minister of India

During the FY 2014-15, your company has organised a series of training programs in technical and behavioral aspects which include inter alia as under :

- Project Management
- Contract Management
- Certification of Executives as Professional Trainers
- Cognitively advanced Language Proficiency
- Executive Development Programme

Your Company has developed In-House Faculty who are trained from premier Management Institute like IIMs to impart training in various fields to our employees at different levels and fields. Regular In-house Programs are being organized at our Human Resource Development Centre at Rishikesh.

A total of 6156 mandays training imparted to 1874 employees against the target of 5500 mandays (54% dedicated for augmentation of technical competencies). 60 Executives of Middle & Senior Management Level have been sent to reputed IIMs. Average Training Mandays comes out 3.28 mandays per employee during the year.

Your Company has assigned consultancy services to M/s CRISIL for carrying out “Skill Gap Analysis and Initial Diagnostic Study”. Consultancy work is in progress. The company has been awarded ‘SCOPE Meritorious Award for HR Practices’ as an acknowledgement for the exemplary work done in the field of HR.



Release of Coffee Table Book of THDCIL

EMPLOYEE RELATIONS

Your company continued its tradition of resolving issues through dialogue and maintaining a collaborative approach with unions, workmen and other stakeholders. To address women grievances a Women Cell has also been constituted.

During the year, industrial relations were cordial and harmonious at all Projects/Stations/Units. There was no report of any strike or lockout during the period. Your company organized several welfare activities during the year viz Summer Sports, Winter Sports, Inter PSU Sports etc. A number of other cultural activities were also organized to de-stress the employees, as well as to create better relationship among each other.

INITIATIVES FOR SC/ST AND PHYSICALLY CHALLENGED PERSONS:

Your Company endeavors to comply with the Guidelines issued by Govt. of India from time to time on implementation of reservation policy on Direct Recruitment, Promotion etc. for SC/ST and Physically Challenged candidates. Continuous efforts are made to fill up backlog vacancies through the process of internal promotion & recruitment.

IMPLEMENTATION OF OFFICIAL LANGUAGE

Your Company has made vigorous efforts for the propagation and successful implementation of the

Official Language Policy of the Government of India. Various steps taken during the year for implementations of Official Language are given below :

- Several Hindi Workshops and Competitions were conducted at Projects, and Corporate Office during the year.
- All Office Orders, Formats, Advertisements, Circulars and Advertisements were issued in Bilingual.
- 26 numbers of Hindi Workshops were organized by Rajbhasa Section where 553 numbers of Officers and Employees were imparted training.
- Quarterly meetings of Official Language Implementation Committee were organized.
- Hindi "Kavya Path" was organized during the year 2014.
- Hindi House Journal "PEHEL" is being published. Several other events were organized during celebration of Hindi Pakhwara.

Your Company has won First Prize under the "Indira Gandhi Rajbhasa Shield Yojna" by the Government of India for the year 2012-13, Second Prize for the year 2013-14 which is the highest award of the Government of India in the Indira Gandhi Rajbhasa Award.

RIGHT TO INFORMATION ACT, 2005

Your Company has taken concrete actions to provide



Group Photograph of Felicitation Ceremony of 'Swachh Bharat Abhiyan' of Govt. of India after completion of Targets

information to the Citizens of the Country in accordance with the Right to Information Act, 2005. THDCIL's Official Website contains information as required to be published under Section 4(1)(b) of the Act. Particulars of Appellate Authority, CPIO, PIOs of the Corporation, and all related formats for seeking information, submission of appeal to the first Appellate Authority are available on the THDCIL Website.

All the applications received from the information seekers are dealt with as per provisions contained in the RTI Act, 2005 and prompt action is taken on them. During the year 2014-15, total 140 applications were received from the citizens across the Country seeking information of various nature and information was made available to them on time. During the year 15 appeals have been received by First Appellate Authority. After examination, all the appeals have been disposed off by the Appellate Authority. No Appeal has been filed at Central Information Commission(CIC), New Delhi during the year.

VIGILANCE

Your Company has been reviewing existing systems and

prevailing practices to strengthen internal controls and implementing online electronic system as a precautionary measure to bring fairness, transparency and accuracy. The following measures have been adopted to act as preventive vigilance mechanism. The company has independent vigilance dept. headed by CVO at the corporate office level and vigilance officers at the unit/project level.

- Online registration system provided to vendors for participation in E-tendering. The contracts awarded are published in website in each month. E-payment practice has already been introduced.
- Online complaint system maintained during the year to address various issues raised.
- Vigilance Awareness Week 2014 was observed from 27.10.2014 to 01.11.2014. On this occasion the company has published a compendium of Vigilance related Circulars/Guidelines to create awareness amongst the officials.



Winners receiving the Awards for Uttarakhand State Level Painting Competition organised by THDCIL, in the presence of Sh. Piyush Goyal, Hon'ble Minister of Power (I/C), GoI



Celebration of 28th Foundation Day of THDCIL at Rishikesh

- Workshop on Preventive Vigilance and RTI Act was organized to sensitize the middle level executives.
- Vigilance Department has been further strengthened by revamping of its structure and formation of various wings like Technical, Disciplinary, Anti Corruption, Investigation & Establishment, and Preventive Vigilance etc.
- Daily News Clippings containing important news in print media is now forwarded to Senior Executives on email to keep them informed about major power sector related news.
- All major events of the company covered in National & Vernacular Press.
- Many publications issued such as Quarterly issues of House Journal 'Gangavatanam', THDCIL Coffee Table Book, THDC Sustainability Report 2013-14, THDC Hydro-Tech., THDC Brochures for IITF-2014 etc.

WOMEN EMPLOYEE WELFARE:

Your Company has formed “Internal Complaints Committees” as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 reflecting its commitment to provide a safe and caring environment to female employees. Your company has also constituted WIPS (Women in Public Sector) Committee.

CORPORATE COMMUNICATION

Corporate Communication as a Key Management Function to facilitate communication of information vertically horizontally and diagonally between Projects/Units/Liaison Offices etc. Besides these, communication to external public, media and to Key Stakeholders were also managed well. The company has effective communication deptt to interface with external stakeholders. Measures taken to make effective corporate communication as under:

- Corporation's Official Facebook Page & Twitter Account has been started.

The Company had been conferred "Best Media Management & Humanitarian Relief Work Award" by Lions Clubs International in June, 2014 at Delhi in recognition to its pivotal role in helping the disaster affected people during June, 2013 Natural Calamity occurred in Uttarakhand.

CORPORATE GOVERNANCE

• The Company's Governance Philosophy

Your Company has, endeavored to adopt Good Corporate Governance Practices as required under the Companies Act, 2013/DPE Guidelines. Your company is also complying with requirement of Clause 49 of the Listing Agreement even though unlisted.

The Corporate Governance mechanism in your Company is based on parameters like Transparency and Fairness, Timely and Balanced Disclosures,



'Kavi Sammelan' organised by THDCIL

Structure of Board to add value, Role and responsibilities of the Board, Integrity in Financial Reporting, Promote Ethical and Responsible Decision Making Obligations towards Environment, Rights and Interests of Stakeholders, Compliances etc. The Company has been rated Excellent by DPE for compliance with Guidelines on Corporate Governance for the year 2013-14.

A Detailed Report on the Corporate Governance including functioning and scope of Audit Committee, Remuneration Committee and other Board level committees is annexed herewith as per **Annexure-I**.

CORPORATE SOCIAL RESPONSIBILITY (CSR) & SUSTAINABLE DEVELOPMENT

As a responsible corporate citizen Your Company is committed to undertake measures for upliftment of the society and the target communities. For effective discharge of Corporate Social Responsibility the company has constituted BLC (Board level sub-committee) and BBLC (Below board level committee).the company has been extending required financial support and helping

hands in true and spirit for discharging its obligation to the society.

The company is following the Companies Act, 2013, its Rules & Schedules, DPE Guidelines and CSR Policy of the Company. Impact Assessment is made by Specialised Agencies for all CSR Projects having value of ₹5 lac or more.

During the FY. 2014-15 the company has incurred CSR expenditure of ₹29.09.Cr. (4.22% of the average Net Profit of preceding three years as against minimum prescribed limit of 2%).

Detailed Report on CSR is attached as **Annexure-II**

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

In compliance with DPE Guidelines on Corporate Governance a separate Report on Management Discussions and Analysis is given as **Annexure-III** to the Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The information is given at **Annexure-IV** to the Report.



THDCIL Women Badminton Team receiving 1st Prize for Inter CPSUs Badminton Tournament organised by THDCIL from Sh. S.K. Biswas, Director (Pers.)



BUSINESS RESPONSIBILITY REPORT

As a part of Good Corporate Governance Practice a Separate Section on Business Responsibility Report is given at Annexure-V to the Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Clause 'C' to Section 134(5) of the Companies Act, 2013, your Directors state that:

- i) In the preparation of the Annual Accounts, all the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Company has 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 as on 31st March, 2015 and Profit and Loss Account of the Company for the year ended on that date;
- iii) The Company has 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;
- iv) These accounts have been prepared on a Going Concern Basis.
- v) The proper systems has been devised to ensure compliance with the provision of all applicable laws for effective operation and such system was adequate.

DISINVESTMENT PROCESS

Your Company is under active consideration for disinvestment of 10 percent of GoI Shareholding. Various meetings have been conducted by the Department of Disinvestment (DoD). The Company has initiated action for amending the MoA and AoA which is pre requisite for Disinvestment.



Participants of Programme on 'Certification of Executives as Professional Trainers' organized by IIM, Lucknow (NOIDA Chapter)

BOARD OF DIRECTORS

Since the last AGM, Sh. Rajib Sekhar Sahoo, Independent Director, Sh. O.P Gahrotra Independent Director, Sh. S.C Saxena Independent Director and Sh. Raj Pal, GoI Nominee Director have ceased to be the Director on Board of THDCIL.

Smt. Anju Bhalla, Joint Secretary, MoP has been appointed Govt. Nominee Director in place of Sh. Raj Pal.

COST AUDITORS

M/s R.M. Bansal & Company, Cost & Management Accountants, Kampur and M/s Chandra Wadhwa & Company, Cost & Management Accountants, New Delhi have been appointed by the company as Cost Auditors to conduct the Audit of Cost Accounting Records for Kateshwar Unit and Tehri Unit respectively for the Financial Year 2014-15 under Section 148 of the Companies Act, 2013.

STATUTORY AUDITORS

M/s Bhatia & Bhatia, Chartered Accountants, 12 Central Lane, Bengali Market, New Delhi-110 011 has been appointed as Statutory Auditor of the Company by C&AG vide their letter no. CAV/COY/Central Government, TEHRIL (J) /182 Dated 30/07/2014 under Section 139 of the Companies Act, 2013.

As required under Section-142 of the said Act, proposal for fixation of the remuneration payable to the Statutory Auditor is being placed in the ensuing Annual General Meeting (AGM) for consideration.



An overview of THDC Hydro Engineering College Campus at Tehri

The report of the Statutory Auditor is enclosed.

Management Comments on the Statutory Auditor's report

The Statutory Auditors of the Company have given an unqualified report on the Accounts of the Company for the financial year 2014-15. Hence comments of the Company is "Nil".

Review of Accounts by Comptroller & Auditor General of India. Comments of the C & AG

The Comments of Comptroller & Auditor General of India as supplement to the Statutory Auditors' Report under Section 143(7) of the Companies Act, 2013 on the Accounts of the Company for the year ended March 31, 2015 are enclosed.

The C&AG has 'No Comments' on the Annual Accounts. Accordingly, the Management reply is 'Nil'.

SECRETARIAL AUDIT

Secretarial Audit for the FY 2014-15 has been done by M/s PSR Murthy, a Practicing Company Secretary in compliance of Section 204(1) of the Companies Act, 2013. The Company has complied with all the Secretarial Provisions and no case of default is reported. The Report of the Secretarial Auditor is attached as **Annexure VI**.

ACKNOWLEDGEMENT

The Board of Directors acknowledge with deep sense

of appreciation for the co-operation received from the various Ministries/Departments of the Govt. of India particularly the Ministry of Power; Ministry of Water Resources; Planning Commission; Ministry of Finance; Ministry of Environment & Forests; Department of Public Enterprises; Central Water Commission; Central Electricity Authority; Department of Corporate Affairs; Ministry of External Affairs; Royal Govt. of Bhutan. The Board of Directors also acknowledge the support and co-operation received from Government of UP and Government of Uttarakhand and

their various Departments, notably the Director, Rehabilitation of the Tehri Project. The Board also acknowledges the support received from Govt. of Maharashtra and Nuclear Power Corporation of India Ltd.

The Directors take this opportunity to thank the Statutory Auditors, Comptroller & Auditor General of India, the Principal Director of Commercial Audit and Ex-Officio Member, Audit Board for their valued co-operation during the year.

Your Directors further wish to place on record their sincere thanks to the various National/International Financial Institutions/Banks for the continued trust and confidence reposed by them by rendering timely assistance and patronage for successful implementation of various projects by the company.

The Directors wish to place on record, their appreciation of the untiring efforts and contribution made by the employees at all levels in achieving growth and excellence by the Company.

For and on behalf of Board of Directors.

(R.S.T. Sai)

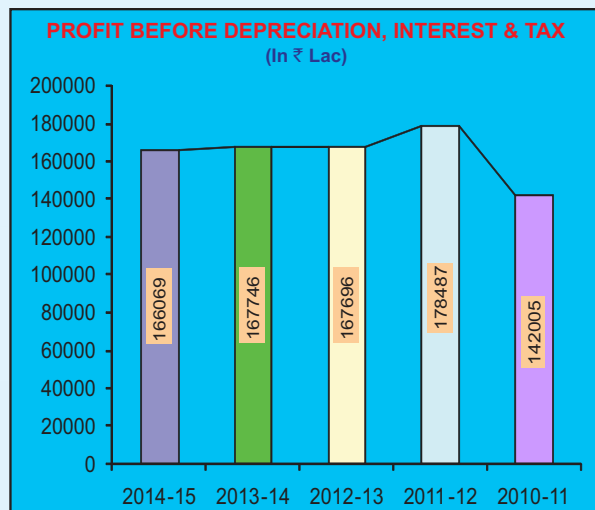
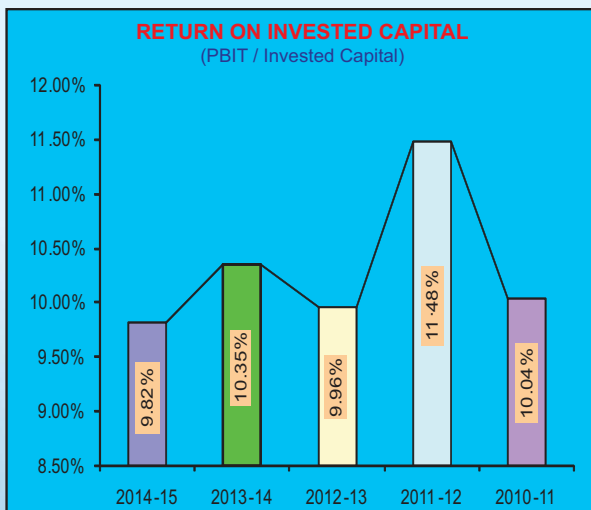
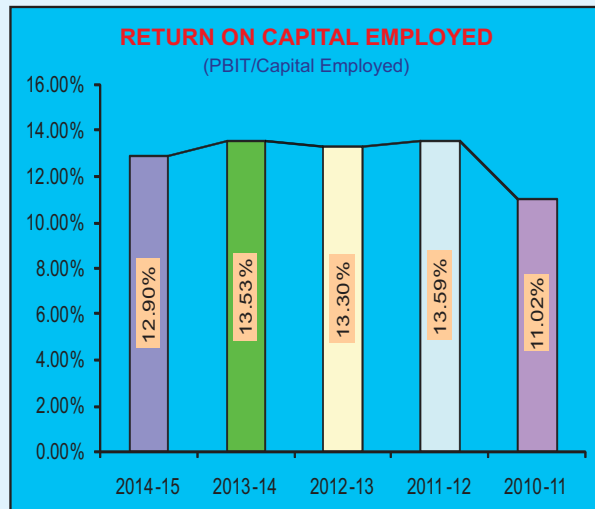
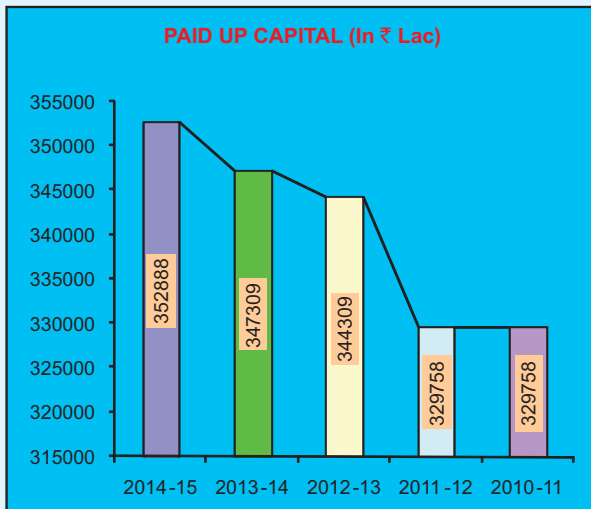
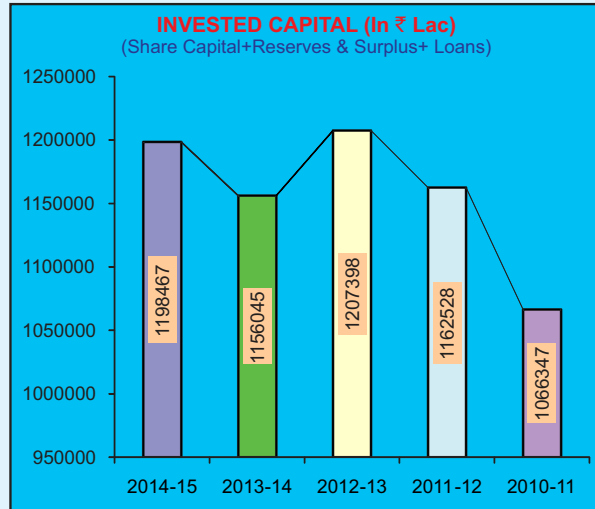
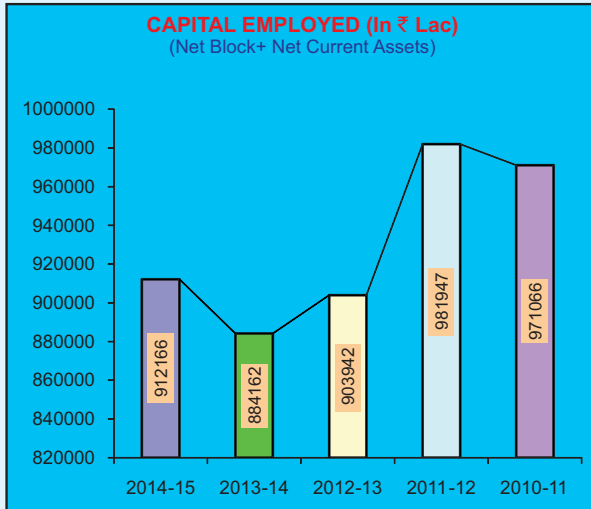
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DIN : 00171920

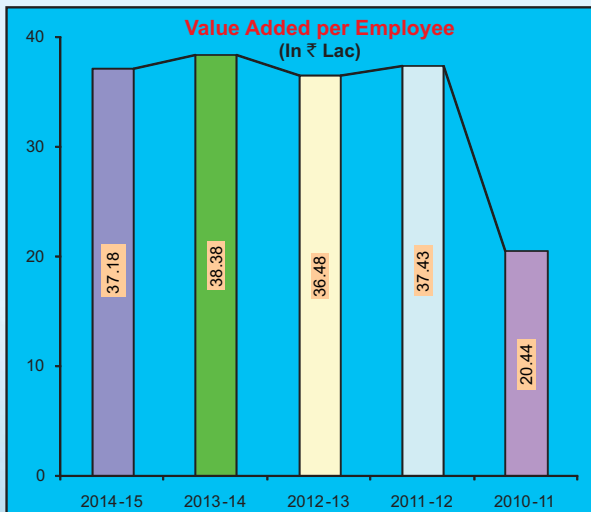
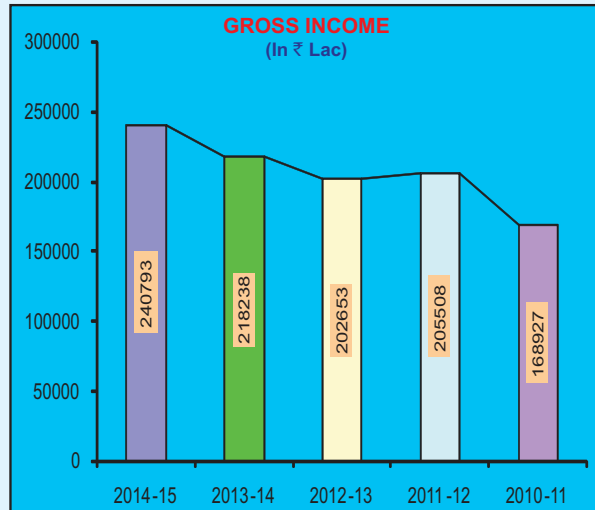
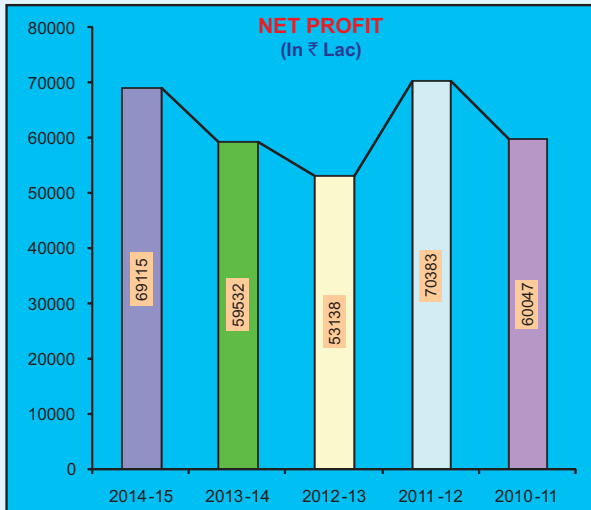
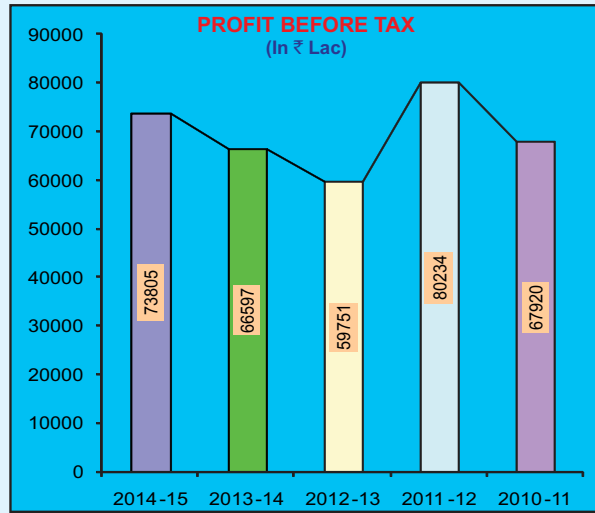
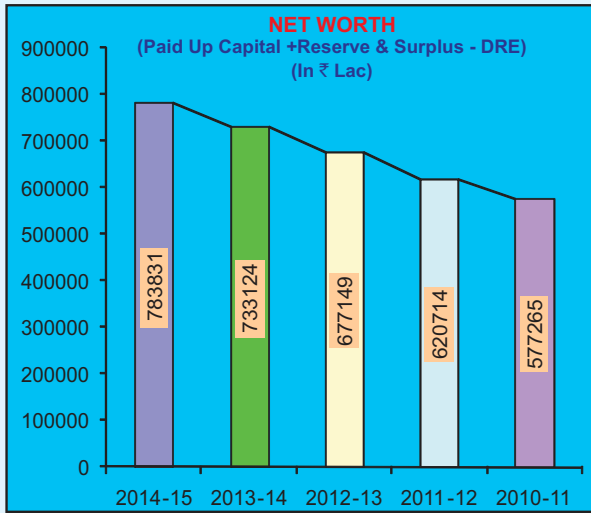
Date : 22.09.2015

Place : New Delhi



FINANCIAL HIGHLIGHTS





REPORT ON CORPORATE GOVERNANCE

To

The Members,

Your Company believes in good Corporate Governance practices, ethics, fairness, professionalism and accountability to enhance stakeholders’ value and interest on sustainable basis and to build an environment of trust and confidence of its stakeholders. THDCIL lays special emphasis on conducting its affairs within the framework of policies, internal and external regulations in a transparent manner. Being a Government Company, its activities are subject to review by various external authorities such as Comptroller & Auditor General of India (C&AG), the Central Vigilance Commission (CVC) and Parliamentary Committees etc. The Company has been rated ‘Outstanding’ by DPE for effective Corporate Governance compliance for the year 2013-14. The compliance reports for the year 2014-15 has been submitted to DPE which is under review.

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company’s Corporate Governance philosophy is based on the following key principles and practices :

- Transparency and fairness
- Proper composition of the Board of Directors, size, varied experience and commitment to discharge their responsibility.
- Well designed and proven strong internal control systems and processes
- Risk Management
- Integrity in Financial reporting
- Timely and balanced disclosure of all material information on operational and financial matters to stakeholders.
- Fully adherence and compliance of laws, rules & regulations.
- Clearly defines management’s Performance and accountability measurement standards.

2. BOARD OF DIRECTORS

2.1 SIZE AND COMPOSITION OF THE BOARD

Your Company being a Government Company, the President of India shall from time to time determine the number of Directors of the Company, which shall not be less than seven and not more than fifteen as per the Articles of Association of the Company

Your company’s Board comprises of Executive and Non executive Directors including Functional Directors, Government Nominee Directors and Independent Directors.

2.2 Composition of Board is as under:

Sl. No.	Designation	Number of Directors
1.	Executive Functional/whole time Directors	4
2.	Non-Executive Govt Nominee Directors	3
3.	Non-Executive Independent Directors	3

As on 31st March, 2015, the Board of Directors of the Company comprises of Seven Directors, out of which four Directors are Functional Directors including Chairman, One Director is the Nominee of Government of India and two Directors are Nominees of GoUP.

2.3 AGE LIMIT AND TENURE OF DIRECTORS

- The age limit of Whole Time Directors is 60 years. They are appointed for a period of five years or till the date of superannuation whichever event occurs earlier.
- Govt. Nominee Directors are serving in Ex-officio capacity as representative of the Ministry/ Administrative Department of Govt. of India/ Govt. of Uttar Pradesh and retire on ceasing to be an official of that Ministry/Administrative Department.
- Independent Directors are appointed by Government of India usually for a tenure of three years.

2.4 BOARD MEETINGS AND ATTENDANCE

Five Board Meetings were held during the financial year 2014-15. Details of Dates of Meeting are given in **Table 1:**

Table 1: Details of Board Meetings during the Year 2014-15

Sl. No.	Date of Board Meetings
1.	June 26, 2014
2.	August 26, 2014
3.	September 27, 2014
4.	October 17, 2014
5.	February 13, 2015

Details of Categories of Directors, number of Board meetings attended by Directors, attendance at last AGM, number of other Directorship/Committee Membership during the year 2014-15 are placed in **Table 2 :**

Table 2: Categories of Directors and the Directorships and Committee positions held by them.

Sl. No.	Directors	Number of Board meetings attended	Attendance at last AGM	Other Directorships held	Other Positions	
					Chairman	Member
FUNCTIONAL DIRECTORS						
1.	Shri. R.S.T. Sai (Chairman & Managing Director)	5	Attended	2	1	1
2.	Shri D.V. Singh Director (Technical)	5	Attended	-	-	2
3.	Shri S. K. Biswas Director (Personnel)	5	Attended	-	-	-
4.	Shri. Sridhar Patra, Director (Finance)	5	Attended	-	-	-
GOVERNMENT NOMINEE DIRECTORS						
5.	Shri Raj Pal, Economic Adviser MOP, Govt. of India, New Delhi	5	Attended	1	-	1
6.	Shri Deepak Singhal, Principal Secretary (Irrigation), Govt. of UttarPradesh. (26.08.2014 Onwards)	0	Not Attended	1	-	-
7.	Shri. Sanjay Agarwal, Principal Secretary (Energy), Govt. of Uttar Pradesh (26.08.2014 Onwards)	0	Not Attended	2	4	-
INDEPENDENT DIRECTORS						
8.	Shri O.P. Gahrotra, Ex-Addl. Chief Secty. (Finance) Govt of Maharashtra Mumbai	5	Attended	7	-	-
9.	Shri Rajib Sekhar Sahoo, Practising Chartered Accountant, Bhubaneshwar	3	Attended	5	-	-
10.	Prof(Dr.)S.C. Saxena, Vice Chancellor(Actg.), JIIT, NOIDA	4	Attended	Nil	-	-

2.5 DIRECTORS' COMPENSATION & DISCLOSURES :

Being a Government Company Functional Directors are appointed on tenure and remuneration decided by Government. Part-time Directors nominated by Government in Ex-officio capacity are not paid any kind of remuneration. Independent Directors are paid sitting fees @ ₹20000 per sitting for meetings of Board as well as Committee meetings.

The details of payments made towards sitting fees to Independent Directors during the year 2014-15 are given in Table 3 :

Table 3: Details of payments made as sitting fees to Independent Directors

Name of Independent Directors	Sitting Fees (in ₹)			CSR & Sustainability Development Committee	Total (in ₹)
	Board Meetings and AGM	Audit Committee Meetings	Remuneration Committee Meetings		
Prof(Dr.) S.C Saxena	80,000	80,000	20,000	40,000	2,20,000
Shri O.P. Gahrotra	1,00,000	80,000	20,000	60,000	2,60,000
Shri Rajib Sekhar Sahoo	60,000	60000	NIL	20,000	1,40,000

Table 4: Remuneration of Whole-time Directors

Details of remuneration of Whole-time Functional Directors of the Company paid for FY. 2014-15 are given below:

Amount in Lac ₹

Directors	Designation	Salary/Allowances	Benefits	Performance Related Pay (PRP)	Gross Total
Sh. R.S.T. Sai	Chairman & Managing Director	33.16	11.56	18.09	62.81
Sh. D.V.Singh	Director(Technical)	27.65	14.24	11.12	53.01
Sh. S.K. Biswas	Director(Personnel)	27.28	9.45	11.12	47.85
Sh. Sridhar Patra	Director(Finance)	27.76	8.00	11.12	46.88

- (1) *Includes Contribution to PF & Pension Fund, Expenditure on Medical, Leave encashment, Other Expenses & Post Retirement Medical Expenses etc.
- (2) The amount mentioned above are inclusive of Provisions.

2.6 KMP (KEY MANAGERIAL PERSONNEL)

As per the Section 203(1) of Companies Act, 2013, and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 every company belonging to prescribed class or classes of companies shall have the whole-time Key Managerial Personnel (KMP). Accordingly THDCIL has appointed following key managerial personnel.

1. Shri R.S.T. Sai, Chairman & Managing Director
2. Shri Sridhar Patra, Chief Financial Officer
3. Shri S.Q. Ahmad, Company Secretary

2.7 BOARD MEETING PROCEDURES

The Company has been following secretarial standard on Board meetings issued by ICSI .

The following agendas are regularly submitted to the Board :

- Quarterly and Annual Financial Results of the Company.
- Compliance of all Laws
- Related Party Disclosures.
- Quarterly review of Risk Management .
- Annual Operating Plans and Budgets and any updates.
- Award of Major Contracts.
- Review of progress of ongoing projects including critical issues and areas needing management attention.
- Minutes of meetings of Audit Committee and other Committees of the Board.
- Disclosure of Interest by Directors.
- Joint Ventures and collaboration agreements.
- Raising of Long/ Short Term Loans and other financing issues .
- Payment of Interim and Declaration of Final Dividend .
- Fixation of remuneration of Statutory Auditors .
- Issues relating to Human Resource Development and Industrial Developments.
- Any Material issues requiring consideration of the Board etc.

3. COMMITTEES OF BOARD OF DIRECTORS:

Presently, the Company has three Sub-Committees of the Board as under :

- i) Audit Committee.
- ii) Remuneration Committee.
- iii) CSR & Sustainability Committee.

All the Independent Directors serve on these Committees and one of them Chair the meeting. The Company Secretary serves as the Secretary to Sub-Committees of the Board.

3.1 AUDIT COMMITTEE

The Company has constituted Audit Committee as per Section-177 of the Company Act, 2013. Composition, Quorum, Scope, etc. of the Audit Committee are in line with the provisions of the Companies Act, 2013 and Guidelines on Corporate Governance, as issued by Department of Public Enterprises, Govt. of India.

The powers and terms of reference of the Audit Committee are as specified in Clause 4.2 and 4.3 of the DPE Guidelines on Corporate Governance and the Companies Act, 2013.

3.1.1 COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit Committee as on 09.11.2014 is given in **Table 5:**

Table 5 : Name of Members of Audit Committee and their Categories

Sl.No.	Name of Members	Category of Members
1.	Prof. (Dr.) S. C. Saxena	Independent Director- Chairman
2.	Shri O.P. Gahrotra	Independent Director - Member
3.	Shri Rajib Sekhar Sahoo	Independent Director - Member

Director(Finance) and Chief Audit Officer are the permanent Special Invitees.

3.1.2 TERMS OF REFERENCE OF AUDIT COMMITTEE

The Terms of Reference of Audit Committee include following :

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are True and Fair.
- Recommending to the Board, the appointment, re-appointment of the Statutory Auditors, fixation of audit fees and fees for other services.
- Reviewing, with the management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the

Board's report in terms of Section 134 of the Companies Act, 2013;

- (b) Changes, if any, in accounting policies and practices and reasons for the same;
- (c) Major accounting entries involving estimates based on the exercise of judgment by management.
- (d) Significant adjustments made in the financial statements arising out of auditor's findings;
- (e) Compliance with other legal requirements relating to financial statements;
- (f) Disclosure of any related party transactions;
- (g) Audit Related Matters such as :
 - Reviewing the adequacy of Internal Control Systems and Internal Audit Function, including the structure of the Internal Audit Department, Staffing and Seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
 - Discussing with Internal Auditors any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control systems of a material nature and reporting the matter to the Board.
 - Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (h) To look into the reasons, if any, for substantial defaults in the payments to the shareholders (in case of non-payment of declared dividend) and creditors.
- (i) Adequacy of the Enterprise Risk Management Process and adequacy and reliability of the Internal Control System.

3.1.3 MEETINGS AND ATTENDANCE

Four Meetings of Audit Committee were held during the year 2014-15. Details of Meetings held are given in **Table 6:**

Table 6 : Details of Audit Committee meetings held during the year 2014-15

Sl.No.	Date of Audit Committee Meetings
1.	June 26, 2014
2.	August 26, 2014
3.	September 27, 2014
4.	October 17, 2014

The details of the meetings of Audit-Committee attended by the members for the year 2014-15 are given in **Table 7.**

Table 7 : Details of Audit Committee meetings attended by the members :

Sl. No.	Name of Member of Audit Committee	No. of Meetings held during his tenure	No. of Meetings attended
1.	Prof.(Dr.) S. C. Saxena, Independent Director	4	4
2.	Shri O.P. Gahrotra, Independent Director	4	4
3.	Shri Rajib Sekhar Sahoo, Independent Director	4	3

The Director (Finance) and Chief Audit Officer invariably attended the Audit Committee meetings as Special Invitees. Several other officers as well as Auditors also were called to assist the Audit Committee from time to time.

3.2 REMUNERATION COMMITTEE

As per provisions of Section 178 of the Companies Act, 2013 and DPE Guidelines, a Remuneration Committee was reconstituted to consider and decide the Pay & Allowances, Annual Bonus/Variable Pay Pool, and Policy, within the prescribed limits.

The Remuneration Committee comprises of three members. Name of members and their category are placed in **Table 8:**

Table 8: Name of members of Remuneration Committee and their Categories:

Sl. No.	Name of Members	Category of Members
1.	Dr.(Prof.)S.C. Saxena	Independent Director - Chairman
2.	Shri O.P. Gahrotra	Independent Director - Member
3.	Shri Rajib Sekhar Sahoo	Independent Director - Member

Director (Personnel) is the permanent Special Invitee of the Committee.

3.2.1 MEETINGS AND ATTENDANCE

One meeting of the Remuneration Committee was held during the financial year 2014-15 on September 27, 2014. The details of the meeting of Remuneration Committee attended by the members are as under:

Table 9: Name of members of Remuneration Committee and their attendance :

Sl. No.	Member of Remuneration Committee	Position held	Meeting held during his tenure	Meeting attended
1.	Dr.(Prof.) S.C. Saxena	Chairman	1	1
2.	Dr. O.P. Gahrotra	Member	1	1
3.	Dr. Rajib Sekhar Sahoo	Member	1	0

Director(Personnel) attended the meeting as Special Invitee.

3.3 CSR & SUSTAINABILITY COMMITTEE

As per Section 135 of the Companies Act, 2013 and CSR & Sustainability Policy-2014 issued by DPE the Board has constituted the Board Level CSR & Sustainability Committee for effective implementation of CSR Activities of your Company.

3.3.1 COMPOSITION

The composition of the CSR & Sustainability Committee as on 15.03.2015 is given in Table 10:

Table 10 : Name of members of CSR & Sustainability Committee and their categories :

Sl. No.	Name of Members	Category of Members
1.	Shri O.P. Gahrotra	Independent Director - Chairman
2.	Shri Raj Pal	Nominee Director, GoI - Member
3	Shri D.V. Singh	Functional Director - Member

General Manager, CSR & Sustainability being the Nodal Officer is the permanent Special Invitee to the Committee.

3.3.2 MEETINGS AND ATTENDANCE

Three meetings of the CSR & Sustainability Committee were held in the FY 2014-15. Detail of Meetings held are given in Table 11 :

Table 11: Name of members of CSR & Sustainability Committee and their attendance :

Sl. No.	Date of CSR & Sustainability Committee meetings	Members Strength	No. of Members Present
1.	June 26, 2014	4	4
2.	September 27, 2014	4	3
3.	December 27, 2014	3	3

Director(Finance) attended the meetings as Special Invitee.

Functions of CSR & Sustainability Committee

The Board Level CSR & Sustainability Committee steers the Implementation and Monitoring of the CSR-SD Programmes/ Activities of the Company, which include the following :

- Consideration of CSR & Sustainability Projects / Activities and Annual Plan/Budget.
- Consideration of Periodical CSR-SD Progress Report /Status Report .
- Monitoring of CSR-SD Activities.
- Consideration of Impact Assessment Report of CSR-SD Projects.
- Any other task as deemed necessary etc

Note : Consequent upon cessation of term of Independent Directors, Audit Committee, Remuneration Committee and CSR Committee are not in existence. The Government have been requested to appoint new Independent Directors .

4. GENERAL BODY MEETINGS

Date, time and location where the last three Annual General Meetings were held are given in Table 12.

Table 12: Details of Last three Annual General Meetings :

Annual General Meetings	26 th Annual General Meeting held on 27 th September 2014	25 th Annual General Meeting held on 25 th September 2013	24 th Annual General Meeting held on 27 th September, 2012
Time	05.00 PM	12.30 PM	06.00 P M
Venue	THDC INDIA LIMITED, 1 st Floor, East Tower, NBCC, Place, Bhishma Pitamah Marg, New Delhi	THDC INDIA LIMITED, 1 st Floor, East Tower, NBCC, Place, Bhishma Pitamah Marg, New Delhi	THDC INDIA LTD Plot No. 20, Sector No.14, Kaushambi, Ghaziabad (U.P.)
Special Business	<ul style="list-style-type: none"> To fix Remuneration of Cost Auditor for the FY. 2014-15. To approve the Borrowing Powers of the Board in excess of Paid up Capital & Free Reserve 	•NIL	•NIL

5. DISCLOSURES

5.1 RELATED PARTY TRANSACTIONS: There was no transaction of material nature with Promoters, Directors or Management, having potential conflict with the interest of company at large. The details of related party disclosures are included in Notes on Accounts as per AS-18.

6. WHISTLE BLOWER POLICY

Being an unlisted company, THDCIL has a Board approved Whistle Blower policy as a mechanism for employees to report to the management, concerns about unethical behavior, actual or suspected fraud, or violation of the company's General Guidelines on conduct or ethics policy.

- Adequate safeguards are provided to employees against victimization and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- An employee who knowingly makes false allegations shall be subject to Disciplinary Action.
- The Copy of Whistle Blower Policy is also available on the Official Website of the company for ensuring transparency.

7. GRIEVANCE REDRESSAL MECHANISM :

The Grievance Redressal Committee has been constituted in line with the DPE Guidelines dated 05.09.1985, with an objective to provide an easily accessible mechanism for expeditious settlement of employee grievances leading to increased job

satisfaction and improvement in productivity and efficiency of the organization.

The Scheme covers all employees one step below Board Level on the regular rolls of the Corporation including those on deputation.

It includes matters relating to leave, increment, non extension of benefits under rules, interpretation of service rules, except the following:

- Annual Performance Appraisals / Confidential Reports
- Promotions, including DPC's minutes and decisions
- Where the grievance does not relate to an individual employee
- Grievance arising out of discharge or dismissal of an employee
- Grievance relating to selection/absorption /induction.
- Cases sub-judice in the Court
- Cases duly considered by the Competent Authority under compliance of order of Court and speaking orders already passed.

The Grievance Redressal Committee (GRC) is constituted as under:

1. Sh. R. S. Mehrotra, GM(TC), Tehri	Chairman
2. Sh. R. N. Singh, AGM (SP), Kaushambi	Member
3. Sh. P.K.Agarwal, AGM (Incharge), Koteshwar	Member
4. Sh.K.S. Pundir, Sr. Manager (Law),Rishikesh	Secretary

As per record number of employees grievances received during year 2014-15 is nil.

8. RISK MANAGEMENT :

Your Company has put in place a properly defined Risk Management framework. Risk Management System is implemented as an integral part of business process across the entire THDCIL operations and including recording, controlling and monitoring various risk such as technical, financial and business risks etc in according with Risk Manual duly approved by the BoD.

9. RECORD MANAGEMENT SYSTEM

THDC has adopted Record Management Manual in line with guidelines of National Archives of India with the following objectives :

- To facilitate proper preservation and storage of records.
- To facilitate quick retrieval of records.
- To exercise control on growth of records at its inception itself.
- To identify records for timely weeding so as to optimize the cost of maintenance of records.
- To comply with statutory obligations for retention of records.
- To optimize office space utilization, etc.

In compliance to above, Chief Record Officer and requisite staffs have been appointed to oversee the Record Management System of the company. Separate Record Office has been created in Rishikesh with all required facilities as per the Guidelines of National Archives of India. The work of collecting files/documents for safe custody have been started. Categorization work with proper Computerized Coding to place records in available racks/optimizers have been done. In the E.Y. 2014-15 around 6000 Files/Documents received from different department and different Category were placed.

10. MEANS OF COMMUNICATION – Official Website

The Company has adapted effective communication system through published materials viz. Annual Reports, House Journals, Print Media etc. The

Company has maintained its official web site with extensive material available for public at large as well as employees. All the material information about the company have been hosted at the Website. Regular updation is made to the Website to make it more useful. The Office Website named www.thdc.gov.in include following information :

- Company's Profile, Vision, Mission of the Company, Contact No.
- Board of Directors & Board Sub-Committees.
- Memorandum & Articles of Association.
- Company's Performance & Annual Reports.
- Major Projects and its status.
- Latest events, photographs, CSR initiatives.
- Various Policies and Manuals of the Company.
- Employee related information available at Intranet with employee login.
- Information under RTI Act. etc.

11. COMPTROLLER AND AUDITOR GENERAL OF INDIA :

Your Company being a Govt. PSU comes under jurisdiction of Comptroller and Auditor General of India and is also subject to parliamentary oversight under Section 139 of Companies Act, 2013.

The Statutory Auditors of the company are appointed by the Comptroller and Auditor General of India, who gives the directions to the Auditors on the manner in which the audit should be conducted by them. The Comptroller and Auditor General of India is also empowered to Comment upon the Audit Reports of the Statutory Auditors. In addition, the Comptroller and Auditor General of India conducts a test audit of the accounts of your company and submit reports. The Audited Accounts of the Company are placed before both the Houses of Parliament within a prescribed time limit.

12. CORPORATE ETHICS POLICY

The Board of Directors of your company has adapted 'Corporate Ethics Policy' as a part of Corporate Governance initiative. The Policy will serve to guide the Employees of the Company to observe highest



standard of Professional Ethics, Good Governance, Probity, Integrity and Impartiality while discharging official duties.

13. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

The Board of Directors has laid down separate Code of Conduct & Ethics for Board Members and Senior Management in alignment with Company's Vision and Values to achieve the Mission & Objectives. It aims at enhancing ethical and transparent process in managing the affairs of the Company.

Annual Affirmation is obtained regarding Compliance of Code of Business Conduct and Ethics from Board Members and Senior Management of the Corporation upto the level of AGM.

Declaration as required under clause 3.4.2 of DPE Guidelines

'All the members of the Board have affirmed the compliance with the Code of Conduct for the financial year ended on March 31, 2015.'

(R.S.T. Sai)
Chairman & Managing Director
DIN : 00171920

14. CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Governance Compliance Certificate issued by Practicing Company Secretary is enclosed.

15. ADDRESS FOR CORRESPONDENCE

THDC INDIA LIMITED
Pragatipuram By Pass Road , Rishikesh-249201
Uttarakhand.

The phone numbers and e-mail reference for communication are given below:

Company Secretary	Mr. S.Q. Ahmad
Office Contact No.	0135-2439309 , Fax- 0135-2439442
E-Mail	thdccc@yahoo.co.in
For Public Grievances	Sh. R.N Singh, AGM(SP)/ Director of Public Grievances
Contact No. Fax No.	0120-2776490, 0120-2776433
E-Mail	rmsingh@thdc.gov.in



P.S.R. MURTHY
PRACTICING COMPANY SECRETARY
C.P. 13090

**CORPORATE GOVERNANCE COMPLIANCE
CERTIFICATE- F.Y. 2014-15**

To,
The Members,
THDC India Limited
Tehri Garhwal,
Tehri – 249 001

1. I have examined the compliance conditions of Corporate Governance by THDC India Limited (the “Company”) CIN.U45203UR1988GOI009822 in accordance with the provisions of the Companies Act 2013 read with Guidelines issued by the Department of Public Enterprises for Central Public Sector Undertakings in May 2010. THDC India Limited is an unlisted Government of India Enterprise with equity participation from Government of India and Government of Uttar Pradesh.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
3. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company complied with the conditions of Corporate Governance except to the extent mentioned below:
 - a) The composition of the Board was without the required number of Independent Directors as per the provisions of the Companies Act 2013.
 - b) The Audit Committee, Nomination and Remuneration Committee and other Committees were not functional since the cessation of Independent Directors.
4. I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

Sd/-
(**P.S.R. Murthy**)
Practicing Company Secretary

Place : New Delhi
Date : 14th August 2015



REPORT ON CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY



Sh. D.V. Singh, Director (Tech.), Sh. S.K. Biswas, Director (Pres.) and CSR Team of THDCIL Flagging of Ambulance Facilities for Project Area People

1.0 Brief Outline of the Company's CSR Policy :

Your company has CSR Policy approved by Board in line with Companies Act, 2013, its Rules & Schedules and DPE Guidelines. The Company is committed to best CSR practices for sustainable development mainly in neighborhood area of operating stations and other stakeholders with particular focus on SC/ST, OBC, Women, Children, Specially Abled Persons and Aged Persons. Appropriate partnership is also being created with the concerned stakeholders for the effective delivery of community development programs through consultation and participation. The CSR activity of the Company is being implemented with trained dedicated team members headed by the GM (Social & Env).

Project Planning

The CSR and Sustainability Plans are made in strategic manner integrated with business plans and strategies of the Company. The CSR activities have been undertaken in Project Mode. The activities are planned well in advance, targets are fixed at different milestones, with pre-estimation of quantum of resources required within the allocated budget, and

having a definite time span for achieving desired outcomes. For easy implementation, long-term CSR plans are broken down into Medium-Term and Short-Term Plans.

CSR Projects/Activities

The CSR activities are planned in accordance with the CSR Policy of the Company. The CSR Scheme addresses the issues of sustainable community development mainly in the Project Neighborhood areas and broad geographical areas of other stakeholders of the Company. The Major CSR activities include:

- Promoting Health Care including Preventive Health Care & running of dispensaries.
- Providing Safe Drinking Water.
- Construction of Toilets under "Swachh Bharat Abhiyan".
- Promoting Education among economically weaker section, SC/ST and OBC.
- Providing facility of Higher Education in the Project Area.
- Vocational skill trainings in the affected area

population to generate employment including assistance to local ITI's

- Ensuring Environmental Sustainability, Ecological Balance, Protection of Flora & Fauna, Animal Welfare, Agro forestry, Conservation of Natural Resources and Maintaining Quality of Soil, Air & Water.
- Rural Based Holistic Development in the remote rural areas around project.
- Woman Empowerment etc.

Detailed CSR Activities are given at **Appendix-II**

Implementation Mechanism

The Projects are executed mainly through company sponsored NGOs i.e. SEWA-THDC & THDC Education Society (TES) registered under Societies Act, 1860.

Monitoring, Evaluation & Impact Assessment

All major projects are monitored by CSR Deptt. of the Company. The progress report of CSR activities are placed to Below Board Level CSR Committee(BBLC) and Board Level CSR Committee(BLC) on a regular basis. The Board also reviews the progress report of CSR activities on a regular basis. The CSR Projects having value of ₹5.0 lac or more are being evaluated by Independent External Agencies/ Experts on the prescribed parameters. Based on the impact assessment future CSR activities are planned.

- 3.0 Average net profit of the company for the last three financial years
- 4.0 Prescribed CSR Expenditure (2% of the amount as in item 3 above).
- 5.0 Detail of CSR amount spent during the financial year :
 - (a) Total amount spent for financial year.
 - (b) Amount unspent, if any.
 - (c) Manner in which the amount spent during the financial year
- 6.0 In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
- 7.0 A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.

CSR Budget

As per Companies Act, 2013, minimum 2 % of its average annual net profits of immediately three preceding years are earmarked for implementation of CSR activities. The unspent amounts during the year are carried forward to next year.

Audit of CSR Projects

The Annual Accounts of SEWA-THDC and THDC Education Society (TES), the implementing agencies, are annually audited by Practicing Chartered Accountant as per Bye-laws of the respective agencies.

2.0 THE COMPOSITION OF THE CSR COMMITTEE

Below Board Level Committee (BBLC) and Board Level CSR Committee (BLC)

The Company has constituted Board Level CSR Committee(BLC) with members from Independent Directors and Director(In-charge) of CSR in line with the provision of the Companies Act, 2013. The Chairman of the BLC is Independent Director. Regular meetings of the Board Level CSR Committee are convened to consider Annual CSR Budget, review of CSR Activities, implementation mechanism etc.

Besides this, Below Board Level CSR Committee (BBLC) has also been constituted with members from Senior Officers of the company and external experts for effective implementation of CSR Programmes.

₹ 688.60 Cr.

2% of Average Net Profit of Previous Three Years i.e. 13.77 Cr.

Spent total approved CSR Budget of ₹29.08 Cr. which is more than 2% of Average Net Profit of preceding three years.

Nil.

As per **Appendix –I** enclosed.

THDCIL has spent more than 2% of Average Net Profit of preceding three years on CSR for the FY 2014-15.

Sd/- (Chairman & Managing Director)	Sd/- (Chairman CSR Committee)
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Details on CSR activities (F.Y. 2014-15)

1	2	3	4	5	6	7	8
S.No	CSR Project or activity	Sector	Local Area & District	Budget of the project (In Lac)	Amount spent up to March 2015 on the project or programme (In Lac)	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	Education Development	Education	Project periphery	417.81	417.81	417.81	SEWA-THDC
2	Economic & Community Development	Social	Project periphery	144.69	144.69	144.69	SEWA-THDC
3	Health & Veterinary Care	Social	Project periphery	75.45	75.45	75.45	SEWA-THDC
4	Environment & Natural Resource Management	Environment	Project periphery	5.13	5.13	5.13	SEWA-THDC
5	Infrastructure Development	Infrastructure	Project periphery	120.63	120.63	120.63	SEWA-THDC
6	Women Empowerment, Child Care and Other Welfare Activities	Women Empowerment	Project periphery	82.76	82.76	82.76	SEWA-THDC
7	Office Expenses of executing agency (SEWA)			14.53	14.53	14.53	SEWA-THDC
8	Contribution to fund established for rehabilitation and re-settlement as per directives of NDMA	Disaster Management	Uttarakhand	100.00	100.00	100.00	SEWA-THDC
9	THDC-IHET	Education & Infrastructure	Project periphery	1648.00	1648.00	1648.00	SEWA-THDC
10	Toilet Construction under Swach Bharat Abhiyan	Sanitation	Uttarakhand & UP	300.00	300.00	300.00	SEWA-THDC
	TOTAL			2909.00	2909.00	2909.00	

VARIOUS CSR ACTIVITIES DURING F.Y. 2014-15

Major CSR Initiatives undertaken by THDCIL during the F.Y. 2014-15 have been summarized as under:

A. Promoting health care including preventive health Care & Sanitation, Drinking Water etc.

- During the year 13 Multispecialty Medical Health Camps were organized through Nirmal Eye Institute, Rishikesh in the project affected areas and rehab colonies. Total 4451 patients attended the camps for taking medical treatment. Out of these 664 critical patients have undergone cataract surgery and 91 for special surgery.
- An Allopathic Dispensary with team of MBBS Doctor, Pharmacist, Nurse and Medical assistant has been established at Deen Gaon, a very remote area in Tehri. Approx. 7524 patients from 15 villages have benefitted from this Dispensary.
- 03 regular units of Homeopathic Dispensaries are running effectively at Galiyakhet, Dhontri and Koteswar. On an average 150 patients (OPD) are availing free of cost consultations and medicines per day. Total 45000 no of patients were benefitted in these dispensaries during the year. In Rishikesh also assistance is given to a homeopathy dispensary in terms of medicines where free treatment is given to mainly economically weaker section people.
- Water Supply Scheme has been established at Sandana Village, District - Tehri for villagers of Project Affected Area. Water Supply Scheme for Utthad Village, Tehri has also been provided.
- Distribution of domestic items, tents, relief items etc. to disaster affected families in District Tehri, Uttarkashi and Pauri in Uttarakhand through District administration.



A View of Construction of Toilets in Govt. Schools under 'Swachh Bharat Abhiyan'

Construction of Toilets under Swachh Vidyalaya Abhiyan

- MoP allocated construction and repair of 1093 nos. Toilets in various Govt. Schools of Uttarakhand and UP State under Swachh Vidhyalaya Abhiyan. This will lead to improvement in health & hygiene in these schools.

B. Promoting Education, Enhancing vocation Skills and Livelihood Enhancement Projects. (CSR Activity 02 of Schedule VII)

i Education:

- Computer Training Program of 06-month duration for approx. 600 unemployed educated youth of minorities and weaker sections was organized at Rajakhet, Ghansali, Kyari, Koteswar, Manjaf, Dung, Ragdi, Uppu, Chiniyalisaud, Nagni in Tehri District and Bhaniawala, Pashulok, Indiranagar, Nandufarm in Dehradun District and Pathari in Haridwar District (Uttarakhand). The main objective of this program was to upgrade the computer skills to make them employable.
- Provided Furniture, Computers and Study Materials in different schools of project affected areas based on their needs.



- Provided Books for library of Govt. Degree College, in Agroda District Tehri.
- 2 Years Skill Development Training in Fitter Trade is being provided to 05 youths of Chopra Village, Tehri Garhwal through Govt. ITI Chamba, Tehri.
- One year Hotel Management Training is being imparted to 42 nos unemployed youth of Tehri District at Hotel Management Institute Chamba, New Tehri & Dehradun. After academics they are undergoing industrial training.
- A School Building having 06 class rooms, Staircase and toilet complex has been constructed in Sri Ramkrishan Jr. High School, Sitarganj, and Udhasingh Nagar which is located in a very remote village. The students are from underprivileged class of the society belonging to SC, ST and OBC background.
- Additional Class Rooms are constructed in the existing Govt. Schools at Silwal Gaon, Tal Mandar and Mukhmal Gaon, villages of District Tehri Garhwal.
- Provided Books, School Bags etc. to students of SC/ST families of village Chopra, District Tehri.
- The IL & FS, an Institute engaged in promoting education is providing job linked training to 100 youth of Project Affected Villages of Distt. Tehri as part of Skill Development programme for their sustainable development.

ii) Livelihood Enhancement Projects :

In order to enhance the income of the project affected population some of the activities were undertaken during the year as under:

- 310 no. Poultry Unit and 30 no. Goatery Units were established in the area and running in business mode by selling eggs and meat from their units.
- Seasonal Vegetable, Medicinal Plant Cultivation and Saffron Cultivation have been promoted for livelihood development in PAF of District Tehri.

A Nursery is also established at Rishikesh for in house promotion of saplings/plants for demonstration and distribution in Tehri Distt.

- An Information/ Farmer Services Center at Badosarai, District Barabanki, UP was under operation for providing agriculture related information to farmers. Kishan Goshthis have also been organized in the area for awareness of the farmers about modern agro technology, hybrid seed and pesticide for enhancing their production.

iii) Promoting gender equality, empowering women, setting up old age homes, and such other facilities for senior citizens.

- Training Programmes of six months duration in Tailoring & Knitting and production centres have been organized at Villages/Towns of UP and Uttarakhand. Total 20 nos. training centres were run during the year. In these programmes about 900 unemployed, minorities and underprivileged families got benefitted.
- Provided Bed Mattresses and Fans to Vridha Ashram Kachnari, Hardoi UP for old aged and underprivileged persons.

iv) Ensuring Environmental Sustainability and Ecological Balance.

Some of the activities undertaken under Environmental Sustainability and Ecological Balance initiatives are as under:



Free Eye Check-up Camp for Tehri Project Area Villagers

- Planting of 1000 saplings of different varieties of plants in THDCIL Campus Rishikesh.
- Approx. 2250 different kind of fruit saplings, medicinal and other plants were grown in Deen Gaon areas of remote villages at Tehri Distt., through Kirori Mal College, Delhi University under long term sustainable development programme have also been grown in Tehri Distt.
- 800 nos. eco-friendly umbrellas provided to pilgrims for Nanda Devi Raj Jat Yatara at Chamoli with slogan of prevention of ecosystem and environment protection through cleanliness.



Women Empowerment Centre at Deengaon, Tehri Garhwal

C) LONG TERM SUSTAINABLE CSR PROJECTS/ PROGRAMMES

The Company is working on the long term concept of Holistic Development in the Rural Areas of Tehri Garhwal District. Various academic and research bodies of the Government have been involved for running Long Term CSR Projects on sustainable basis. The main programmes are as under:

i) “Empowerment and Enhancement of Livelihood of Rim Area Villages of Tehri Dam Reservoir through Integrated Development Approach”.

SEWA-THDC and Deptt. of Geography, HNB Garhwal University jointly started a project in rim area of project affected area from FY. 2010-11. The basic purpose of the project activities were to ensure sustainable livelihood, empowering of women, skill development, health care, increase of incomes of the rural underprivileged population and to enhance the food security of the villagers of Rim Area through Natural Resource Management.

Under this Programme; 30 Villages of the Rim Area of Pratapnagar Block in District Tehri Garhwal have been covered and initial focus is on reducing drudgery and stress among women through Regeneration and Management of Natural Resources. Different activities are as under:

- After conducting base line survey 50 Self Help Groups (SHGs) and Mahila Mangal Dal have been formed in the Pratapnagar block to initiate the activities with minimum of 10 women in a group.
- Various livelihood activities have been taken for the villagers viz. Goat Rearing, Poultry Farming, Seasonal Vegetable with construction of Poly House etc. with focus on developing sustainable source of income.
- Revolving funds provided to the male/female farmers have played a vital role in their livelihood and increase in crop production and made them selfreliant.
- Treatment of Pathiyana Water Streams near Tehri Reservoir has been carried out to prevent erosion and water conservation.
- Total cost of above projects was ₹23.68 lac during the year.

ii) Livelihood Security Programme through PDFSR, Modipuram.

Project Directorate for Farming System Research (PDFSR), Modipuram, an Institution under Indian Council of Agriculture Research (ICAR) is working towards ensuring livelihood security through farming system approach in Tehri district. Different activities were as under:

- Ten (10) villages have been adopted in clusters, one each at Koteshwar Dam Area and Kandisaur.



THDC High School at Rishikesh with Modern Facilities

During Need Assessment studies it was found that both the clusters were having the same issues viz. lack of latest information of seeds, farming tools and techniques in crops/vegetable, use of pesticides, livestock, goat rearing, poultry etc.

- To increase crop production, improved variety of wheat seed (VLW-89) was provided to around 200 farmers. Pesticides were distributed to farmers in order to increase yield of the crops. Improvement in yield of wheat crop was confirmed by the villagers. Kitchen Gardening has been promoted among villagers to meet day to day requirement. For the enhancement of agriculture and new technology knowledge time to time Krishak Goshthis were organized through agriculture experts of various fields. During the Kishan Goshthi different types of fruit and fodder plants, seeds and small tools were distributed to farmers.

In animal husbandry, various interventions were carried out for economic up-liftment of the farmers. These are de-worming, medicine for heat inductions, fodder nutrients analysis, vermi composting and mineral mixtures for balanced nutrition of mulching animals.

Total Expenditure incurred during the year 2014-15 is ₹13.96 Lac.

Study of crop pattern downstream areas

because of regular flow of water from Tehri Dam has been done by PDFSR and benefit of 1351.50 Cr. has been reported which adds to national income & improved living standards of farmers.

iii) Programme on Ecological Restoration and Socio-economic Empowerment of Rural Communities for Sustainable Livelihood and Resource Management at Deen Gaon through Kirori Mal College, Delhi University.

In association with Kirorimal College, Delhi University a programme for Ecological Restoration and Socio-economic Empowerment of Rural Communities for Sustainable Livelihood and Resource Management was initiated in 2011, focussing Naguara Watershed of Upali Ramoli in Pratapnagar Block of Tehri Garhwal District in Uttarakhand. This is a long term programme for rural based holistic development of 10 remote villages of Tehri Region. The theme is to work for the people, by study & survey of the people of that area.

The major activities initiated at Deen Gaon Centre include:

- An allopathic dispensary is running with a team of MBBS doctor, Pharmacist, Nurse and attendant. Average 40-50 patients from 12-16 villages are taking treatment from this dispensary.
- From Time to time health checkup camps have been



Distribution of School Bags and Study Material at THDC High School, Rishikesh

organized through doctors from Govt. hospital and Nirmal Eye Institute Rishikesh, with experts in eye, Gynaecology, ortho & general physician.

- Distribution of **High Yielding Varieties of Seeds** to increase crop production.
- For women empowerment, **Stitching Centre** opened to make them self sufficient.
- Two **Computer Training Centers** opened for imparting training to the local youth.
- **Eco Huts** as model were constructed to promote village Tourism among villagers.
- Experts in various fields were invited from time to time, to address the issues of the villagers. **Awareness programme** for promotion of cash crop in villages was taken up.
- Tuition has been provided to Board students of the school through local teachers.
- **Farmer's visits** for training were conducted.
- Efforts were made to **promote Local product** as forward linkage.
- Plantation of fodder and fruit plants (Approx. 2250).
- Nearly, **25 to 30 major and minor programmes** were initiated in the field of Education, Agriculture, Health, Horticulture, Culture, Energy etc.

The results are encouraging and we have been able to build the confidence among the local population. More activities shall be included in the years to come and the efforts shall be made to have linkage with various Government Schemes. The aim is to prepare the communities to take up responsibilities by themselves through the formation of SHGs and NGOs. To make health and skill development project more scalable & sustainable joint project of ₹50.00 Lac is started with Rotary by SEWA-THDC.

Total expenditure incurred during the year is ₹57.77 Lac.

iv) **THDC Education Society (TES)**

The Company is running two schools under the auspices of THDC Education Society (TES)-one at Bhagirathipuram, Tehri offering education from 6th to

12th standards and another school at Pragatipuram, Rishikesh offering education from 1st to 10th standards. In both the schools children of nearby areas belonging to economically weaker sections including Backward and SC/ST are being provided quality education.

During the year many initiatives have been taken up to improve the Quality of Education. Experienced Principals with army/central school background are ensuring effective superintendence and administration. Extra curricular activities are organized from time to time like Summer Camps, Excursion Tours etc. The students are trained for cultural programmes and National Festivals. The initiatives taken by TES have resulted in increase in the strength of students in both the schools, at Tehri and Rishikesh. Teachers are being provided training from time to time to improve their skills.

The total expenditure for both the schools for the year 2014-15 was about ₹3.50 Cr.

v) **THDCIL Institute of Hydro Power Engineering & Technology:**

THDCIL sponsored the establishment of Institute of Hydropower Engineering & Technology at Tehri in the state of Uttarakhand. The Institute is spread over 20 Acres of land with state of the art infrastructural facilities, such as Administrative Block, Academic Blocks, Laboratories, Workshop, Library, Hostels, and Canteen etc. The infrastructure and furnishing work has already been completed for all running 1st, 2nd, 3rd and 4th year classes in five disciplines i.e. Civil, Mechanical, Electrical, Electronics & Communication and Computer Science. Total strength is 1097 students.

All the infrastructure facilities have been created by the Company and handed over to Uttarakhand Technical University for running as per the terms & conditions of the MoU.

Total expenditure incurred during the year, 2014-15 (as on 31.03.2015) is about ₹8.54 Cr.

Expenditure Detail is enclosed as per the prescribed format under Companies Act, 2013.



BRIEF PROFILES OF OUR PRESENT DIRECTORS



Shri R.S.T. Sai, takes over as the Chairman & Managing Director of THDC India Ltd. (THDCIL) on 08.03.2007. Prior to this, he was holding the charge of Director (Finance) in THDCIL since May, 2005. An Electrical Engineering Graduate, Shri Sai is a fellow of Institution of Engineers. He has done Management Diploma from IIM, Bangalore and also holds Degree in Law from Delhi University. He has 35 years varied experience in Banking, Finance, Commercial, EPC Contracting and Contract Management. He has developed transparent tender documentation for evaluation of Suppliers' Credit and also introduced innovation of Bonus for early completion of Project in Delhi Metro. Before joining THDCIL as Director(Finance), Shri Sai has worked in SBI, NTPC, POWERGRID and Delhi Metro respectively in various capacities. Presently he is also Part-time Director in UJVNL and member of Governing Body of IIT, Roorkee.



Shri Deepak Singhal was appointed as Nominee Director of Govt. of UP in THDC India Ltd. w.e.f. 26 August, 2014. He is an IAS officer of 1982 Batch. He held the several important administrative positions in Uttar Pradesh viz. Managing Director, Garhwal Mandal Vikas Nigam, Administrator and Vice Chairman in Meerut Development Authority, Collector & District Magistrate, Special Secretary under Govt. of UP, Member of Board of Revenue, Allahabad and Commissioner under Bareilly Division from July, 1997 to August, 2000.

He also held office of Chairman & Managing Director of Uttar Pradesh Power Corporation Ltd. and U.P. Jal Vidyut Nigam from February, 2005 to September, 2005. He was the Joint Secretary of Department of Fertilizers, Ministry of Chemicals and Fertilizers, Govt. of India. Presently, he is Principal Secretary (Irrigation) in Govt. of U.P.



Shri Sanjay Agarwal was appointed as Nominee Director of Govt of UP in THDC India Ltd. w.e.f. 26 August, 2014. He is B.Tech & M.Tech in Electrical Engineering from IIT, Kanpur. He has joined IAS U.P. Cadre of 1984 Batch. He was CDO of Meerut from July, 1988 to July, 1993. He worked as a Collector & District Magistrate of various Districts. He was assigned the important and responsible job of Secretary

to Chief Minister, Govt. of U.P. from May, 2001 to March, 2002. He also held the post of Managing Director of UPSRTC. He went on deputation to Government of India from January, 2005 to August, 2010.

After returning from deputation, he became Principal Secretary to Govt. of U.P. and held the responsibility in various departments of U.P. from August, 2010 to May, 2013. Presently he is holding the charge of Principal Secretary (Energy), in Govt. of U.P. and Chairman, U.P. Power Corporation Ltd. from May, 2013.



Smt. Anju Bhalla, 52 years, was appointed as Nominee Director, Govt. of India in THDC India Ltd. w.e.f. 01 July, 2015. She is a Post Graduate from Delhi University. She joined the Central Secretariat Service, Government of India in 1990 and has worked in the Ministries of Commerce, Industry, Culture and Women & Child Development. She joined the Ministry of Power in May, 2013. As Director (Hydel-I), she was in-charge of coordination of power sector issues for the North-Eastern region, and administrative issues relating to THDC India Ltd. and NEEPCO. She also held the charge of Director (Transmission) and Director (Policy & Planning) in the Ministry. On July 14, 2015, she assumed charge as Joint Secretary in the Ministry of Power, Government of India.



Sh. D.V. Singh joined office on 12.05.2010 as Director (Technical) of THDC India Ltd. Prior to this, he was working in the capacity of Chief Project Officer (CPO) of Koteshwar Hydro-Electric Project (4x100 MW) in THDC India Ltd. since March 2007 to bring the ailing and derailed project on track. Enormous volume of Civil/Elect./Mech. works were got executed with record progress in three years time and two units of the project started generation from April 2011. Project won many awards at national level for its fastest implementations and project management. Shri Singh did B.Sc. Engg. (Civil) with honours from NIT Rourkela in 1983. He attended the seminar at California (USA) on “Hydro Vision-2008” to enhance the vision in Hydro Sector and imparted with an exhaustive training in design of Dam and Power House Civil works by Hydro Project Institute (HPI) Moscow through Moscow University Moscow, Russia. Shri Singh has 32 years of varied experience in Under Ground works, Power House works, Spillways, Contracts, Material Management, Rehabilitation and Heavy Civil Construction. He has been working in THDC India Ltd. in various capacities since last 23 years. He was the Engineer-in-



Charge of Tehri Power House also and during this period, units of 250 MW of Tehri HPP (4x250 MW) were commissioned. Before joining THDC India Ltd., Shri Singh worked with Larsen & Toubro in Coal Handling Project, Fertiliser Project and High Rise Building Project at Delhi. Recognizing his overall feat in Civil Engineering & project management and contribution in implementation of Koteshwar Hydro-Electric Project, he was conferred with the award of “Eminent Engineer” at national convention of “Institutions of Engineers (India)” in 2012. He has also been conferred with “Chartered Engineer” by Institution of Engineers (India).



Sh. S. K. Biswas has taken over the charge of Director (Personnel) of THDC India Limited (THDCIL) on 01.11.2012. He has vast experience of about 31 years in the field of Human Resource Management. Sh. Biswas had joined THDCIL as General Manager (Personnel & Administration) on 01-11-2007. Over these years he has rendered his valuable services in various other reputed Public Sector Undertakings (PSUs), i.e. Cement Corporation of India (CCI), Satluj Jal Vidyut Nigam Ltd (SJVNL) in various capacities. Sh. Biswas is a Graduate in Science Stream, Post Graduate with specialization in Personnel Management & Industrial Relations from XISS, LL.B. from Himachal University and Diploma in Training & Development from Indian Society for Training & Development.



Shri Sridhar Patra has taken over the charge of Director (Finance) of THDC India Ltd on 02.08.2013. He has vast experience of about 28 years covering various Public Sector Undertaking like Odisha Mining Corporation Ltd., Indian Rare Earths Ltd. and Mangalore Refinery & Petrochemicals Ltd.(A subsidiary of ONGC Ltd.) Shri Patra is a graduate in Commerce from Utkal University and a Member of Institute of Chartered Accountants of India. He has done MBA(HRD) from Vidya Sagar University. He has contributed as an academicians apart from his professional employment in PSUs.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BACKGROUND:

Electricity is basic requirement for the economic and social development of any Country. In India, to meet the needs of growing population and industrial development there is need to develop Power Sector using all the available energy resources.

It is endeavour of the Government to ensure uninterrupted supply of electricity to Agriculture, Industry, Commercial Establishments and Households at affordable rates. Govt. of India has introduced various reforms and policies to encourage growth of Power Sector in a competitive environment. The target for capacity addition during XII Plan is 88537MW (Hydro- 10897MW). While growth is still behind the schedule, there is very slow progress in Hydro Power Sector due to opposition of the projects and delay in the process of obtaining various clearances. As a Mini Ratna CPSE, the Company is committed to play a major role in development of Power Projects with intent to facilitate achievement of Govt. objectives and contribute for the national growth.

With installed Capacity of 1400MW, THDCIL is now a multi project organization with various power projects at different stages of implementation. At Present the Company has 15 Projects with total design capacity of 6211 MW under various stages of development.

The Company has Authorized Capital of ₹ 4000 Cr. and Paid Up Capital of ₹ 3528.88 Cr. as on 31.03.2015 with equity participation of Govt. of India and Govt. of U.P in the ration of 3:1. The Company has initiated action as a Strategic Business Diversification Plan for commission of Super Thermal Power Plant of 1320 MW at Khurja, in the State of Uttar Pradesh and various Conventional / Non Conventional and Renewable Power Projects. The focus of the company is on Sustainable Development as reflected from its vision statement "A world class energy entity with commitment to environment and social values".

SWOT ANALYSIS:

Opportunities and Threats have to be studied against strength and weaknesses by analysis. The SWOT analysis of THDCIL is given below:

A) Strengths

• Strong Technical Skill Base:

THDCIL acquired strong technical base in the implementation of challenging Tehri Hydro Power Complex (2400 MW) involving the highest Earth & Rockfill Dam (260.5m height) in the Asian Region and the 5th highest in the World.

• Engineering and constructional skills in underground works in complex Himalayan Geology:

The Tehri Project involved 27 tunnels having maximum dia. of 11 m totaling to length of about 18 km and 18 shafts having maximum dia. of 12 m and maximum height on 220 m, with total length of about 2.27 km.

• Capable of handling complex issues relating to Environmental and R&R involved in the implementation of Hydro electric generation plant :

Tehri Project involved successful R&R implementation of policy for about 15,000 Families, Catchment Area Treatment from Tehri Dam upto Gangotri, apart from other measures towards ecological improvement.

• Competent and committed workforce :

The Company has a strong and capable Management Team and Team of Support Staff consisting of 788 Executives, 116 Supervisors and 1109 Workmen.

• Sound financial position :

The Company is a consistently earning profit since F.Y. 2006-07 with sound financial base.

B) Weaknesses

- Presently confined to Hydro sector only.
- Predominantly State Specific – Projects mainly concentrated in only one State i.e. Uttarakhand.
- Procedural constraints associated with Public Sector ownership.

C) Opportunities:

• Untapped Hydro Power potential in India :

There is huge potential in Hydro Power Sector. The

deteriorating Hydro-Thermal Mix, increase in peak power shortages have forced policymakers to turn their attention towards water resources and on developing Hydro Power.

- **Hydro Power Potential in Neighboring Countries:**

There is potential for growth of the business outside of India particularly in the region where Government of India provides bilateral support such as Nepal and Bhutan.

- **Other conventional/nonconventional energy resources provide potential for diversification such as:**

- **Solar Energy**

There is huge potential for growth of Solar Energy in the Country. THDCIL has signed MoU with Solar Energy Corporation of India (SECI) in Feb., 2015 for setting up grid connected Solar Power Projects up to 250 MW capacity, of which it is proposed to initially take up 50 MW.

A tripartite agreement amongst SECI, Kerala State Electricity Board and THDCIL has been signed in March, 2015 for development of 50 MW Solar project in Distt. Kasaragod, Kerala.

- **Wind Energy**

The Company is also exploring the possibilities of development of Wind Energy. Bids for the work of "Engineering, Procurement & Construction (EPC) contract of 50 (\pm 1.0) MW capacity Wind Power Project at suitable site in any one of the wind potential states - Rajasthan /MP /Gujarat /Maharashtra with comprehensive operation & maintenance (O&M) for 20 years was invited in Oct., 2014. The Project is in the bidding stage.

- **Consultancy:**

The Company could also use its expertise and experience to provide consultancy / project implementation services to other CPSUs / States / Private Sector in the implementation of their hydropower projects.

D) Threats:

- **Time in clearances**

Stringent norms and cumbersome procedures for getting environmental and forest clearances and

clearances from the National Board for Wild Life (where ever applicable) leads to delays in obtaining clearances for projects, which may affect the capacity addition programmes.

Opposition of Hydro Power Projects on environmental and religious grounds by NGO's and other agencies delays the Project clearances and implementation.

- **Land acquisition**

The process of land acquisition for infrastructure work as well as for a project's components including submergence is quite cumbersome and time consuming.

- **Geological uncertainties**

Geological surprises especially in the young Himalayan region result in time and cost over runs.

- **Natural calamities**

As most of the hydro projects are located in hilly terrains, natural calamities like landslides, hill slope collapses and road blocks, floods and cloud bursts cause severe setbacks in construction schedules leading to time & cost over runs.

- **Regulatory Risks**

Possibility that the Regulatory Authority may not consider the total cost of the Project for tariff. Further, changes in tariff regulations may affect cash flows operational results. Tariff Policy with effect from 2015 permits the distribution entities to procure Power on a competitive basis. Thus, the Company will be deprived of the protection given under the present tariff regulation.

An important benefit of hydropower and pumped storage projects is their ability to provide peaking power and ancillary services to the system; these benefits are not well recognized in the current pricing regime particularly since distributors have little incentive to provide service quality.

FUTURE OUTLOOK:

Capacity Addition

The future of human prosperity depends on how successfully we tackle the energy challenges facing us today. The future outlook of the Company is on the Sustainable Development focused on:

- Generation of Green, Renewable Power to protect the environment and safeguard the future;

- Energy Efficiency to reduce demand; and
- Innovation to promote the emergence of efficient, environmentally friendly technologies.

Considering the various stages of development of Projects the likely contribution of the Company would be 74 MW (24 MW Dhukwan SHP and 50 MW Wind Power Project) in XIIth plan.

The Company would endeavour to leverage its core competencies in development of Hydro Resources in various States / Countries, on its own or through Joint

Ventures with the State Govts. / other PSUs and Organizations in India and Abroad.

The Company further intends to harness other sources of energy like Thermal and Renewable viz. Solar and Wind power. The Company also intends to offer consultancy to other Govt. Departments / PSU's/ Developers in various aspects of Hydropower development, viz., survey and investigation, planning and development, project management, and operation and maintenance.



ANNEXURE – IV to the Directors' Report

A. ENERGY CONSERVATION MEASURES

Your Company believes in conservation of energy. Measures have been taken for efficient use of electricity as a way to reduce demand. The Company has engaged the National Productivity Council, New Delhi for conducting energy conservation studies in the plant area. Energy Audit of Residential and office complex was got conducted through M/s Petroleum Conservation Research Association. Following measures have been taken to conserve energy :

- Solar Water Heaters have been installed in all Hostels and Guest Houses.
- Approximately 231 nos. old ACs have been changed with new Star Rated ACs to increase energy efficiency.
- Conventional Street Lights are being replaced with Energy Efficient Light Luminaries to save energy.
- Old Ceiling Fans are being replaced with Five Star Rated Ceiling Fans in the first stage.
- In new infrastructure, provisions of LED Luminaries have been made. Also, Florescent Tubes are being replaced with LED Tubes in phased manner.
- A 100 KW Solar Standalone Power Plant is being installed to cater the street lighting requirement in the Rishikesh Complex.
- Organic waste are used to produce Gas to save LPG Gas.
- Sewage Treatment Plants of capacity 500 KLD have been planned for Township, Rishikesh which is capable of treating the sewage water to be used for gardening purpose.

B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- **Flood forecasting network for Tehri HPP**

This system will enable advance decision making for the controlled release of water from the reservoir and help in creating sufficient cushion in the reservoir to absorb the floods.

- **Installation of Micro Seismic and Strong Motion Accelerograph (SMAs)**

(i) Micro seismic Network

The objective of the seismological network is to collect long-term data of micro earthquake activity in the region around Tehri Dam and to collect earthquake data. At present twelve recording stations of the network are in operation. Out of these, nine stations are radio-linked to a Central Recording Station (CRS) at New Tehri (NTT) and three stations are operating in independent mode.

(ii) Strong Motion Accelerograph

Strong Motion Accelerograph (SMAs) are installed with an objective to collect strong ground motion records in the body of Tehri Dam and Koteshwar Dam and monitor their response during earthquakes. Total 10 SMAs are installed in Tehri HPP.

- **Condition Monitoring of EM equipment of Tehri and Koteshwar HEP**

To improve availability, reliability and life of machines, condition monitoring and Diagnosis of Electro-mechanical equipment of Tehri and Koteshwar HEP was carried out by M/s Central Power Research Institute, Bangalore.

- **Energy Management System (EMS) at Koteshwar**

Energy Management System is a computerized real-time energy monitoring system. It plays a vital role in monitoring generation control, load forecasting and load balancing in day to day generation activity. EMS for the Koteshwar HEP has been procured and same has been installed. The EMS has already been functional at Tehri HPP.

- **Energy Audit at Koteshwar HEP**

Under the provision of Energy Conservation Act, 2001, all designated consumers declared by the Government would have to undertake Energy Audit Studies by accredited Energy Auditors.

Energy audit of Tehri Unit has already been carried out. In the current financial year, Energy Audit with respect to unit performance and auxiliary energy

consumption of Koteshwar HEP has been conducted through M/s CPRI.

- **Third Party Protection Audit at Koteshwar HEP**

Third party protection audit has been conducted at Koteshwar HEP through M/s CPRI. A detailed report was submitted with recommendations for improvement of the system.

- **Earth Resistance measurement study at Koteshwar**

In order to check the healthiness of the grounding system of Koteshwar power plant, an earth resistance measurement study was carried out at Koteshwar by M/s CPRI in Nov'14 and found the same in order.

- **Indigenisation of Spares**

To promote the concept of "Make in India", the indigenisation of spares of EM equipment at Tehri HPP, supplied by M/s Power Machine, Russia has been initiated. In this regard, 250 MW Generator spares such as Stator windings, rotor poles, Middle slot wedges have been developed through M/s BHEL and other vendors. In addition to above, development of 25 types of high pressure valves for oil & air and low pressure valves for water have also been developed. The indigenization development of valves was done with stainless steel SS-316 for internal parts to enhance the mechanical and corrosion resistance properties resulting in longer life.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lac)

	PARTICULARS	2014-15	2013-14
A	Expenditure in Foreign Currency (on cash basis)		
	Travelling	27	15
	Consultancy & Professional Expenditures	17591	5060
	Management/Commitment fee	257	0
	Repayment of loan & Interest	0	2802
	Import of goods	0	342
	Others (Advance)	4	2818
	Nomination for Conference		
	Purchase of Software		
	Others	1271	0
	TOTAL	19149	11036
B	Earnings in Foreign Currency (on cash Basis)	0	0
C	Value of Imports calculated on CIF basis		
	i) Capital Goods	0	470
	ii) Spare parts		
	Total	0	470
D	Value of Components, Stores & Spare parts Consumed		
	i) Imported (in lac Rupees)	60	1
	(%)	9.55	0.14
	ii) Indigenous (in lac Rupees)	568	617
	(%)	90.45	99.86
E	Value of Export	0.00	0.00

THDCIL BUSINESS RESPONSIBILITY REPORT- 2014-15

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company : U45203UR1988GOI009822
2. Name of the Company : THDC India Limited
3. Registered address : THDC India Limited, Bhagirathi Bhawan,
Bhagirathipuram, Top Terrace, Tehri Garhwal
4. Website : www.thdc.gov.in
5. E-mail id : cmd@thdc.gov.in
6. Financial Year reported : 2014-15
7. Sector(s) that the Company is engaged in (industrial activity code-wise) : Power

*Group	Class	Sub-Class	Description
351	3510	35101	Electric power generation by Hydroelectric Power Plants.

**As per classification under National Industrial Classification, Central Statistical Organization, Ministry of Statistics and Programme Implementation, Government of India, New Delhi.*

8. List three key products/services that the Company manufactures/provides (as in balance sheet) :

- i. Hydro Electricity
- ii. Engineering Consultancy

9. Total number of locations where business activity is undertaken by the Company

- i. Number of International Locations 2(Sankosh HEP (2585 MW), Bhutan and Bunakha HEP (180 MW), Bhutan).
- ii. Number of National Locations – 14

Sl. No	Name of Project	Installed Capacity (MW)	District	State
Projects under Operation				
1.	Tehri Dam & HPP	1000	Tehri Garhwal	Uttarakhand
2.	Koteshwar HEP	400	Tehri Garhwal	Uttarakhand
Projects under Construction				
3.	Tehri PSP	1000	Tehri Garhwal	Uttarakhand
4.	Vishnugad Pipalkoti HEP	444	Chamoli	Uttarakhand
5.	Dhukwan SHP	24	Jhansi	Uttar Pradesh

Projects under DPR Preparation / Survey and Investigation				
6.	Jhelam Tamak HEP	108	Chamoli	Uttarakhand
7.	Maleri Jhelam HEP	65	Chamoli	Uttarakhand
8.	Karmoli HEP	140	Uttarkashi	Uttarakhand
9.	Jadhganga HEP	50	Uttarkashi	Uttarakhand
10	Bokang Bailing HEP	330	Pithoragarh	Uttarakhand
11	Gohana Tal HEP	50	Chamoli	Uttarakhand
12	Malshej Ghat PSS	700	Pune	Maharashtra
13	Humbarli PSS	400	Pune	Maharashtra
14	Khurja STPP	1320	Bulandshahar	Uttar Pradesh
	Total	6031		

In addition, THDCIL have following Offices:

- i) Corporate Office, Rishikesh
- ii) NCR Office, Kaushambi, Ghaziabad.
- iii) Liasion Office, Dehradun
- iv) Liasion Office, Chandigarh
- v) Liasion Office, Lucknow, Uttar Pradesh
- vi) Liasion Office, Nainital, Uttarakhand

10. Markets served by the Company :

THDCIL provides Electricity to following beneficiary States / UT:

- i) Uttarakhand
- ii) Uttar Pradesh
- iii) Haryana
- iv) Punjab
- v) Himachal Pradesh
- vi) Jammu and Kashmir
- vii) Rajasthan
- viii) Delhi
- ix) Chandigarh

Section B: Financial Details of the Company

1. Paid up Capital : ₹ 3528.88 Cr.
2. Total Turnover (Gross Income) : ₹ 2407.93 Cr.
3. Total Profit After Taxes (PAT) : ₹ 691.15 Cr.



4. Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit After Tax (%) :

As per the Companies Act, 2013, 2% of average net profit of immediately preceding three years are taken as CSR Budget for implementation of various CSR Activities of the Company. Accordingly, the CSR Budget for the year 2014-15 comes out to ₹29.09.Cr. which is 4.22% of the Net Profit as compared to ₹1062 Cr. in Previous Year.

5. List of activities in which expenditure in 4 above has been incurred :

The Company has broadly incurred CSR expenditure during the FY. 2014-15 on following major heads which is in line with the Schedule VII of Companies Act, 2013 :

- a. Education Development
- b. Economic & Community Development
- c. Health & Veterinary Care
- d. Environment & Natural Resource Management
- e. Infrastructure Development
- f. Women Empowerment and Child Care
- g. Emergency Need/ Relief Measures
- h. Other Social Welfare Activities etc.

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?

No

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

NA

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

No

Section D : BR Information

1. Details of Director(s) responsible for BR

a) Details of the Director(s) responsible for implementation of the BR Policy/Policies :

- **Name** - Shri R.S.T. Sai
- **Designation** - Chairman & Managing Director
- **DIN Number** - 00171920

Details of BR Head

1. Individual Directors responsible for implementation of the BR policy/policies

Principle No	Description	Policy / Policies	Director(s) Responsible
Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	<ul style="list-style-type: none"> • Conduct Discipline and Appeal Rules • Standing orders for workmen • Corporate Ethics Policy • Code of Business Conduct and Ethics • Whistle Blower Policy • Integrity Pact 	Director (Technical) Director (Personnel) Director (Finance)
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	Safety Policy CSR & Sustainability Policy OHSAS 18001:2007	Director (Technical)
Principle 3 (P3)	Businesses should promote the wellbeing of all employees	HR Policies	Director (Personnel)
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	R & R Policy Vision & Mission	Director (Technical)
Principle 5 (P5)	Businesses should respect and promote human rights	Vision, Mission & Values	Director (Personnel)
Principle 6 (P6)	Business should respect, protect, and make efforts to restore the environment	Environment Policy ISO 140001:2004 (EMS)	Director (Technical)
Principle 7 (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	Core Value	Director (Technical) Director (Personnel) Director (Finance)
Principle 8 (P8)	Businesses should support inclusive growth and equitable development	CSR & Sustainability Policy CSR Communication Strategy	Director (Technical)
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner	Customer Feedback Mechanism	Director (Technical) Director (Personnel) Director (Finance)

Principle-wise (as per NVGs) BR Policy/Policies (Reply in Y/N)

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a Policy/Policies for.....	Y	Y	Y	Y	Y	Y	Y	Y	No
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	No



3.	Does the Policy conform to any National /International standards? if yes, specify?	Y	Y	Y	Y	Y	Y	Y	Y	No
4.	i. Has the policy been approved by the Board?	Y	Y	Y	Y	Y	Y	Y	Y	No
	ii. If yes, has it been signed by MD/Owner/CEO/ Appropriate Board Director?	No	No			No				No
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	No
6.	Indicate the link for the policy to be viewed online?*	*	*	Not on Web	*	Not on Web	*	Not on Web	*	Y
7.	Has the policy been formally communicated to all relevant internal and external stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievance related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y		Y	Y	Y	

* Environment Policy is available on thdc.gov.in/English/Scripts/Environment Policy.aspx

- **R&R Policy is available on :** thdc.gov.in/English/Scripts/Environment_RandR.aspx
- **CSR & Sustainability Policy is available on :** thdc.gov.in/writereaddata/English/pdf/CSR
- **CSR Communication strategy of THDCIL is available on :** http://thdc.gov.in/writereaddata/english/pdf/CSR_CommStrategy.pdf.
- **Corporate Ethics Policy is available on :** thdc.gov.in/writereaddata/english/pdf/CorporateETHICSPolicy.pdf
- **Whistle Blower Policy is available on :**
The Stakeholders of the Whistle Blower Policy are only Employees of the Company. Therefore, the Whistle Blower Policy is available on Intranet i.e. on Employees Login only.
- **Code of Business Conduct and Ethics is available on :** thdc.gov.in/writereaddata/english/pdf/BusinessConductandEthics.pdf
- **R&D Policy is available on :** thdc.gov.in/writereaddata/English/pdf/R&D_Policy-Publish.pdf
- **Safety Policy is available on :** thdc.gov.in/writereaddata/English/pdf/safetymanual.pdf.

2. If answer to S. No. 1 against any principle, is 'No', please explain why (Tick up to 2 options)

Principle 9: All the core elements identified under Principle-9 are duly followed by THDCIL through its commercial procedures. However, THDCIL feels that a separate policy on Principle 9 is not required because :

- THDCIL supplies to the bulk customers viz. State Electricity Distribution Companies, Majority of which are owned by respective State Government.

- Allocation of Power is made by Ministry of Power based on certain policies and guidelines.
- Power Tariff is determined by Central Electricity regulatory Commission (CREC) engaging all stakeholders.
- Issues, if any, are discussed and resolved in common forums like regional Committees, where customer organisations and generators are members.
- Separate feedback is obtained from Customers (beneficiaries) to understand their needs and expectations.

3. Governance related to BR

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company: Half Yearly
- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? :

Yes. THDCIL is publishing Sustainability Reports annually since 2008-09. The Sustainability Reports of THDCIL are available at <http://thdc.gov.in>

Section E: Principle-wise performance

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

THDCIL's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical, and transparent governance practices. Corporate Governance involves a set of relationship between Company's Management, its Board, its Shareholders and Stakeholders.

THDCIL has endeavoured to adopt best practices of Corporate Governance required under Companies Act/DPE Guidelines. Governance calls on the accountability of all the company's personnel and is based on the company policies approved by the Board of Directors. The principles stated in these policies are defined through guidelines and codes of conduct.

Ethics Policy, Whistle Blower Policy, Conduct, Discipline and Appeal rules for the executives and Supervisors and Standing Orders for the workmen are already in vogue which are aimed at mitigating the risks associated with the corruption.

In Hydro Sector, construction of projects include contracts of substantial value considering the nature of the activities. Integrity Pact is mandatorily signed for all major work contracts (estimated value more than ₹1000.0 Million) and for supply and services works (estimated value more than ₹500.0 Million) awarded by THDCIL. MoU has been signed with Transparency International, India with a view to promote and strengthen transparency in procurement and contract management.

Thus the policy extends to the contractors also.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

There is no opening outstanding complaint from previous year. No complaint was received during the period 01.04.2014 to 31.03.2015 under Whistle Blower Policy.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.



All electricity generation methods have environmental impacts. Being in Hydro Power Sector the impact is least as it is an environment friendly energy source. The company practices careful environmental management to limit the impacts of its operations on the environment.

As a responsible corporate citizen, the company strives to control the environmental impact of its activities. Reduction of atmospheric emissions (especially greenhouse gases), measures for soil and water conservation, biodiversity protection, integration of facilities with their surroundings, reduction at source, reuse, recycling are the efforts extended to all aspects of mitigating adverse impact on environment.

Environment impact studies are conducted for construction projects that are likely to affect the biophysical and human environments. Mitigation, compensation and follow-up measures are also developed. To ensure that its actions are effective, THDCIL counts on sound environmental management systems. ISO 14001:2004 (EMS) has been acquired for three projects namely Tehri HPP, Tehri PSP and Vishnugad Pipalkoti HEP. Third party monitoring is also invoked for effective implementation of the Environment Management Plan

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

- i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?
- ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

-Hydroelectric Projects generate Electricity by non-consumptive use of water and the said water is released for drinking and irrigation purpose.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

- i. **If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

River water as used for generation of Electricity comes from natural sources and its quantity and quality is not affected in the process.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

All Procurements of goods/works/services are being carried out through e-tendering process. For wide publicity NIT is also being published in News Papers. All tenders are open for all vendors including local vendors.

To encourage local & small vendors/contractors participation, following steps have been taken:

- Local/small vendors are being sensitized to participate in e-tendering. Vendors are assisted through “Suvidha Kendras” opened by THDCIL for registration and uploading of tender through electronic mode.
- Tenders valued upto ₹2.0 Cr. are published only in local/regional news papers. The tenders valued more than ₹2.0 Cr. in addition to leading national dailies are also published in local news papers so as to enable maximum participation from local and small producers.
- Small works related to infrastructural / maintenance works in townships are awarded to local contractors.
- Services like hiring of vehicle for the Projects / Business Installations, cleaning of office complex, horticulture works are also got done through local vendors/agencies.
- The main works contractors engaged in specialised works are also encouraged to hire services of local contractors/vendors.

➤ In order to encourage procurements from micro, small and medium enterprises concessions such as waving of tender cost and payment of EMD are also being given.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our Product viz. Electricity gets completely consumed and hence there is no scope of its recycling. e-waste is disposed off through Government approved parties.

Principle 3

1. Please indicate the Total number of employees : 2013 (as on 31.03.2015)

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.

The company does not hire employees on temporary/contractual/casual basis. However, business Module of the company provides for outsourcing of various activities viz. Construction, Erection, Specialized Consultancy Services, which generates huge indirect employment opportunities.

3. Please indicate the Number of permanent women employees 118 (as on 31.03.2015)

4. Please indicate the Number of permanent employees with disabilities 28 (as on 31.03.2015)

5. Do you have an employee association that is recognized by management

There are following Associations/ Unions in THDCIL recognized by Management:

- THDC Officers Association
- THDC Diploma Engineer Association
- THDC Supervisor Association
- THDC Chalak/ Helper Kramchari Union
- THDC Kamgar Union
- THDC Workers Union
- THDC ITI Takniki Kramchari Sangh
- THDC Employees Union

6. What percentage of your permanent employees is members of this recognized employee association?

At present, 1597 (79.33%) Permanent Employees are member of these Associations / Unions.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	Nil	NA
2.	Sexual harassment	Nil	NA
3.	Discriminatory employment	Nil	NA

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

	No. of Employees trained		Percentage of Employees trained	
	Safety Training	Skill Upgradation	Safety Training	Skill Upgradation
Permanent Employees	159	414	7.89%	20.56%
Permanent Women Employees	2	44	1.73%	38%
Casual/Temporary/Contractual Employees	NA	NA	NA	NA
Employees with Disabilities	2	3	7.14%	10.71%

Principle 4

1. Has the company mapped its internal and external stakeholders?

Yes

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company is concerned for upliftment of disadvantaged, vulnerable and marginalized stakeholders. Their lifestyle and livelihood has improved due to continuous support and assistance provided by way of education, vocational training, formation of self help groups and providing revolving funds. Health awareness and health checkup camps have been organised for them.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

All Personnel Policies of THDCIL are applicable to all its employees posted in Units, Offices & Projects. Contracts awarded by the Company includes provisions related to Human Rights and strict compliance of various labour laws and laws of the land.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaint on human rights including sexual harassment has been received during the year.

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

THDCIL has its Environment Policy that extends to all its employees. There are environment protection related clauses in the contract so that our contractors, sub-contractors, suppliers and consultants follow due diligence in mitigating the impacts of their activities on environment.

Periodic training programmes on sustainable development awareness are conducted for employees.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Yes, The web link of THDCIL Environment Policy is <http://thdc.gov.in/writereaddata/english/pdf/envpolicy.pdf>.

3. Does the company identify and assess potential environmental risks? Y/N

Yes. Detailed Environment Impact assessment is done at Project Preparation Stage and Environment Plan is prepared which is effectively implemented.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

Currently the company does not have any project registered with Clean Development Mechanism Executive Board.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The company is involved in Hydro Electric Generation which itself is a clean and renewable energy. However, the company is also taking initiatives to enter into other renewable sources of energy viz. 50 MW Wind Power Project in Gujrat and 50 MW Solar Power Project in Kerala.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- a. All India Management Association (AIMA)
- b. Standing Conference of Public Enterprises (SCOPE)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

THDCIL, being a responsible CPSE is committed to comply the Law of the Land, Rules, Regulations and Public Policies. The company considers policies and guidelines, and statutory directions issued by the Government of India from time to time in formation of its own policies.

Whenever need for review of the existing Policies and guidelines is felt, views/suggestions are submitted to the Administrative Ministry, i.e., Ministry of Power, Govt. of India for consideration. It is also ensured that the views/suggestions are not based on the consideration of gain to the Company or a particular section of society but for the overall benefit of the larger public and nation as a whole.

Principle 8

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The company is taking up CSR & Sustainability Projects as per the rules & directives from GOI through a

department with trained dedicated team members headed by the GM (Social & Env.). The company is also undertaking Community Development mainly in the neighbourhood area of operating stations & Customer base of THDCIL i.e. specially in Northern India with particular focus on SC/ST, OBC, women, children, specially able persons & aged persons. Appropriate partnership is also being created with the concerned stakeholders for the effective delivery of community development programs through consultation and participation.

The company formulated CSR and Sustainability Policy-2013 for implementation of CSR Project/Activities in its operational and business areas. In view of the Companies Act 2013 and DPE Guidelines a modified CSR & Sustainability Policy 2015 has been finalized for implementation.

CSR Communication Strategy deals with effective two way ongoing communication with the Key Stakeholders for selection of CSR & Sustainability Projects / activities and increasing awareness on sustainable Development.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The CSR Projects of the company are executed through company sponsored NGO, SEWA-THDC and THDC Educational Society (TES) which are registered under Society Act, 1860. Reputed Academic Institutions and NGOs are also engaged for performing the CSR Activities.

3. Have you done any impact assessment of your initiative?

Yes.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

THDCIL is running various CSR Activities for the sustainable development mainly in the Project Area. The CSR Activities include Education Development, Economic & Community Development, Health & Veterinary Care, Environment & Natural Resource Management, Infrastructure Development, Women Empowerment and Child Care, Emergency Need/ Relief Measures etc.

Apart from these a Hydro Engineering College Infrastructure is being constructed at Tehri Project. A total of 1097 students (1st year to 4th year) are doing courses in five engineering disciplines.

One Inter College in Bhagirathipuram Tehri and one High School in THDC Campus Rishikesh (600 students approx) are running through Company CSR Fund under THDC Education Society. All facilities like Books, Uniform, Lab, Transportation etc. are being provided free of cost.

Under Swachh Vidyalaya Abhiyan, MoP (GoI) allocated the responsibility of construction and repair of dysfunctional toilets in schools in Uttarakhand and Uttar Pradesh (total target 1533 Toilets) against which ₹2.24 Cr. have been released during FY. 2014-15

Total Expenditure incurred on various CSR Activities of the company during the FY. 2014-15 is ₹29.09.00 Cr. Head-wise details of CSR Works undertaken by THDCIL is as under:

S. No.	Budget Head	Expenditure (in ₹ lac)
1.	Education Development	417.81
2.	Economic & Community Development	144.69
3.	Health & Veterinary Care	75.45
4.	Environment & Natural Resource Management	5.13
5.	Infrastructure Development	120.63

6.	Women Empowerment, Child Care and Other Welfare Activities	82.76
7.	Office Expenses of executing agency (SEWA)	14.53
8.	Contribution to fund established for rehabilitation and re-settlement as per directives of NDMA	100.00
9.	THDC-IHET	1648.00
10.	Toilet Construction under Swach Bharat Abhiyan	300.00
	Total CSR Expenditure During The F.Y. 2014-15	2909.00

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes. Company has taken steps to ensure that community development initiative is successfully adopted by the community. Three academic institutions are engaged for community development. Periodical meetings of stakeholders are organised ensuring the participation of community. Records are maintained in the form of photographs, videographs and write up. Time to time Kishan Gosthi and skill development programmes are organised through experts for delivering latest information and technology to community. Various training and awareness programmes are organized for external and internal stakeholder at Centre for Sustainable Livelihood and Community Development, Rishikesh to sensitize community about CSR and different community development programmes. Stakeholder meetings are regularly done to have their feedback and CSR projects are aligned accordingly.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

No customer complaint has been received during the reporting period.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

Precautionary Measures being taken during operation of Tehri HPP and Koteshwar HEP are as below :

Alarm System : Alarms to warn downstream habitants have been installed at both Tehri and Koteshwar Projects both which are blown before starting machines of power plant or operating the spillways for releasing water during floods.

During Operation of machines at Tehri : 15 minutes before starting any turbine intimation is given to CISF control room established at Dam top as well as outlet of the main access tunnel of the Power plant for blowing sirens to warn people. When more than one turbine is to be started, each consecutive machine is started after a gap of 15 minutes.

During Operation of machines at Koteshwar : If the first unit, out of the four units, is started the siren is blown 15 minutes before starting the unit and thereafter, its operation is repeated twice in 5 minutes interval each.

If any unit is already in operation and next unit is started, then the siren is blown once, 5 minute before its start. When more than one machine is to be started, each consecutive machine is started after a gap of 15 minutes.

During operation of Spillways at Tehri: Before operating Spillways, siren is blown for giving warning to the people in the downstream of dam in the proximity of the river. For public awareness and warning in the downstream of Dam, announcement is also made whenever water is required to be released through Spillways.



During operation of Spillways at Koteswar: It is ensured before operation of Spillway Radial gates that the siren is blown continuously for one minute and repeated thrice at an interval of 5 minutes each. For public awareness and warning in the downstream of Dam, announcement is also made whenever water is required to be released through Spillways.

Note : While opening of the spillways, every precaution is taken in releasing water. Spillway gates are opened gradually one after the other and at a time, only one gate is opened for about 100mm to avoid any untoward situation in the downstream.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

No

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

Yes, Customer Surveys are carried out in the form of feedback surveys. Feedbacks, as received, are being analysed to meet the expectations of the Customers.



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[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,
THDC India Limited
Tehri Garhwal,
Tehri – 249 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **THDC India Limited (the "company")** CIN No.U45203UR1988GOI009822. THDC India Limited is an unlisted Government of India Enterprise with equity participation from Government of India and Government of Uttar Pradesh. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my 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 covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by THDC India Limited for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas

Direct Investment and External Commercial Borrowings;

(iii) Other applicable Laws, namely,

1. Indian Electricity Act, 2003
2. Environmental (Protection) Act, 1986
3. Forest (Conservation) Act, 1981
4. Wild Life Protection Act, 1972
5. Income Tax Act, 1961
6. Wealth Tax Act, 1948
7. Service Tax Act, 1994
8. The Indian Stamp Act, 1889,
9. Right to Information Act, 2005, and
10. The Industrial and Labour Laws consisting of
 - a) Contract Labour (Regulation and Abolition) Act, 1970
 - b) The Minimum Wages Act, 1948
 - c) Payment of Wages Act, 1936
 - d) Maternity Benefit Act, 1961
 - e) Sexual Harassment of women at work places (Prevention, Prohibition and Redressal) Act, 2013
 - f) Employees Provident Fund and Misc. Prov. Act, 1952
 - g) Payment of Gratuity Act, 1972

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The composition of the Board, was without the required number of Independent Directors, as per provisions of Companies Act, 2013;



2. As a result, the Audit Committee, Nomination and Remuneration Committee and other Committees were not functional;

I further report that :

The Board of Directors of the Company is constituted with Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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. The Company assured to further enlarge the scope of the quarterly reports/certificates submitted to the Board so as to make the reports more specific to the Acts/Laws that are applicable.

I further report that during the audit period the company had passed special resolution increasing borrowing powers of the Board up to ₹17,330 crore to meet the funding needs of the on-going Projects having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Sd/-
(P.S.R. Murthy)
ACS-5880
C P No-13090

Place: New Delhi
Date : 14th Aug, 2015

This Report is to be read with our letter of even date which is annexed as Annexure A and forms integral part of this Report.



P.S.R. MURTHY
PRACTICING COMPANY SECRETARY
C.P. 13090

Annexure-A

The Members

THDC India Limited

Tehri Garhwal – 249 001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes 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, I 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 the management. My examination was limited to the verification of procedures 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.

Place: New Delhi
Date : 14th Aug, 2015

Sd/-
(P.S.R. Murthy)
ACS-5880
C P No-13090

FORM NO. MGT -9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

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

I. REGISTRATION AND OTHER DETAILS

- i. CIN : U45203UR1988GOI009822
- ii. Registration Date : 12th July, 1988
- iii. Name of the Company : THDC INDIA LIMITED
- iv. Category / Sub category of the Company : Government Company
- v. Address of the Registered office : Bhagirath Bhawan, Top Terrace,
Bhagrathipuram, Tehri Garhwal,
Uttarakhand (249001)
- vi. Contact Details : PIO
THDC INDIA LIMITED
Bye Pass Road, Pragatipuram
Rishikesh-249201
Ph. .135-2473459
- vii. Whether listed company : No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business 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	Generation of Electricity	4001	100%

III. 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			No. of Shares held at the end of the year			% Change during the year
	Physical	Total	% of Total Shares	Physical	Total	% of Total Shares	
A. PROMOTERS							
(1) Indian							
a) Individual	10	10		10	10		Nil
b) Central Govt.	25381517000	25381517000	73.08	25939417000	25939417000	73.51	0.43
c) State Govt(s)	9349400000	9349400000	26.92	9349400000	9349400000	26.49	-0.43
Sub-Total							
(A) (1) :-	34730917000	34730917000	100%	35288817000	35288817000	100	

(2) Foreign							
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total	34730917000	34730917000	100%	35288817000	35288817000	Nil	Nil
(A) (2) :-						100%	
Total Shareholding of Promoter							
(A) = (A)(1) + (A)(2)							
B. PUBLIC SHAREHOLDING							
(1) Institutions							
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(B)(1):-							
(2) Non-Institutions							
a) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Individual Shareholders holding	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nominal share Capital upto ₹1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual Shareholders holding Nominal share	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Capital in excess of ₹ 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2) :-	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B) = (B)(1) + (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRs	Nil				Nil	
GRAND TOTAL (A+B+C)	34730917000				35288817000	

(ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1	President Of India	25381517	73.08	Nil	25939417	73.51	Nil	0.43%
2	Governor of U.P	9349400	26.92	Nil	9349400	26.49	Nil	- 0.43%
	Total	34730917	100	-	35288817	100	-	

(iii) Change in Promoter's Shareholding

S. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
(1)	President of India				
A	At the beginning of the year	25381517	73.08%	25381517	73.08%
B	Allotment of Shares on 26th June,2014	150000	00.12%	150000	00.12%
	Allotment of Shares on 17th oct,2014	250000	00.19%	250000	00.19%
	Allotment of Shares on 13th Feb,2014	157900	00.12%	157900	00.12%
C	At the End of the year (A + B) = C	25939417	73.51%	25939417	73.51%
2)	Governor of U.P				
A	At the beginning of the year	9349400	26.92%	9349400	26.92%
B	No allotment/ transfer	Nil	00.00%	Nil	00.00%
C	At the End of the year (A + B) = C	9349400	26.49%	9349400	26.49%

(iv) Shareholding Pattern of top ten Shareholders
(other than Directors , Promoters and Holders of GDRs and ADRs)

S. No	Particulars of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
(1)	President of India				
A	At the beginning of the year	25381517	73.08%	25381517	73.08%
B	Allotment of Shares on 26th June,2014	150000	00.12%	150000	00.12%
	Allotment of Shares on 17th Oct,2014	250000	00.19%	250000	00.19%
	Allotment of Shares on 13th Feb,2015	157900	00.12%	157900	00.12%
C	At the End of the year (A+B) = C	25939417	73.51%	25939417	73.51%
2)	Governor of U.P.				
A	At the beginning of the year	9349400	26.92%	9349400	26.92%
B	No allotment/ transfer (No change)	Nil	00.00%	Nil	00.00%
C	At the End of the year (A+B) = C	9349400	26.49%	9349400	26.49%

(v) Shareholding of Directors and Key Managerial Personnel

S. No	Particulars of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Shri R.S.T. Sai	1	Nil	1	Nil
2.	Shri Raj Pal	2	Nil	2	Nil
3.	Shri Deepak Singhal	2	Nil	2	Nil
4.	Shri D.V. Singh	1	Nil	1	Nil
5.	Shri Sanjay Agarwal	2	Nil	2	Nil
6.	Shri Shridhar patra	1	Nil	1	Nil

IV. INDEBTEDNESS

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

	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	41359054342	933082910	0	42292137252
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	504241740	492915	0	504734655
Total (i + ii + iii)	41863296082	933575825		42796871907
Change in Indebtedness during the Financial year				
• Addition	5699900000	692074658	0	6391974658
• Reduction	7220539378	0	0	7220539378
Net Change	-1520639378	692074658	0	-828564720
Indebtedness at the end of the financial year				
i) Principal Amount	39838414964	1625157568		41463572532
ii) Interest due but not paid	0	0		0
iii) Interest accrued but not due	482824618	4182831		487007449
Total (i+ii+iii)	40321239582	1629340399	0	41950579981

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (Amt in Lacs [₹])
		Sh. R.S.T. Sai	Sh. D.V.Singh	Sh. S.K. Biswas	Sh. Sridhar Patra	
1.	Gross salary					
(a)	Salary as per provisions contained in section 17(1) Of the income –tax Act, 1961	33.16	27.65	27.28	27.76	115.85
(b)	Value of perquisites u/s 17(2) Income-tax Act,1961	11.56	14.24	9.45	8.00	43.25
(c)	Profits in lieu of salary under section 17(3) Income-tax Act,1961	18.09	11.12	11.12	11.12	51.45
2.	Stock Option	Nil	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4.	Commission					
-	As % of profit	Nil	Nil	Nil	Nil	Nil
-	Others, specify....	Nil	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (A)	62.81	53.01	47.85	46.88	210.55
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

B. Remuneration to other Directors :

S. No.	Particulars of Remuneration	Name of the Directors			Total amount [₹]
		Prof(Dr.) S.C Saxena	Shri O.P. Gahrotra	Shri Rajib Sekhar Sahoo	
1.	Independent Directors				
	• Fee for attending board committee meetings	2,20,000	2,60,000	1,40,000	6,20,000
	• Commission	Nil	Nil	Nil	
	• Others , please specify	Nil	Nil	Nil	
	Total(1)	2,20,000	2,60,000	1,40,000	6,20,000
		Shri. Raj Pal	Shri. Deepak Singhal	Shri. Sanjay Agarwal	
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings	Nil	Nil	Nil	-
	• Commission	Nil	Nil	Nil	-
	• Others, please specify	Nil	Nil	Nil	-
	Total(2)	Nil	Nil	Nil	-
	Total (B)= (1+2)	2,20,000	2,60,000	1,40,000	6,20,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act (Per Meeting)	1,00,000	1,00,000	1,00,000	

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the income –tax Act, 1961	33.16	18.70	27.76	79.62
(b)	Value of perquisites u/s 17(2) Income-tax Act,1961	11.56	2.78	8.00	22.34
(c)	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	18.09	3.49	11.12	32.70
2.	Stock Option	Nil	Nil	Nil	
3.	Sweat Equity	Nil	Nil	Nil	
4.	Commision	Nil	Nil	Nil	
	- As % of profit				
	- Others, specify....				
5.	Others , please specify	Nil	Nil	Nil	
	Total	62.81	24.97	46.88	134.66

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



27th वार्षिक रिपोर्ट
Annual Report
2014-15





टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED

Annual Accounts

For the Year 2014-15



SIGNIFICANT ACCOUNTING POLICIES 2014-15

1. General

The accompanying financial statements have been prepared on the historical cost basis in conformity with the statutory provisions of the Companies Act, 2013, provisions of Electricity Act 2013, applicable CERC Regulations and the Statements, Standards and Guidance Notes issued by the Institute of Chartered Accountants of India from time to time.

2. Use of Estimates

The preparation of financial statements requires estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses during the reporting period. Although such estimates and assumptions are made on a reasonable and prudent basis taking into account all available information, actual results could differ from these estimates and assumptions. Such differences are recognized in the year in which the actual results are crystallized.

3. Grants-In-Aid

Grants-in-Aid received from the Central/State Government or other authorities towards capital expenditure as well as Contribution received from the Consumer i.e. Government of Uttar Pradesh towards irrigation component of the project cost of Tehri H.E.P. stage-I is treated initially as capital reserve and subsequently adjusted as income in the same proportion as the depreciation written off on the assets acquired out of such contribution/grants-in-aid.

4. Fixed Assets.

- i. Fixed Assets including intangible assets are stated at their cost of acquisition/construction. Assets and systems common to more than one generating Unit are capitalized on the basis of engineering estimates/assessments. However, Fixed assets acquired/constructed especially for construction purposes which would get merged with the main

fixed assets or cease to be of use after construction period, are carried as part of Capital Work-in-Progress of the main item of Fixed Asset to be capitalized therewith.

- ii. Fixed assets created on land not belonging to the Company, but under the control and possession of the Company, are included in Fixed Assets.
- iii. In respect of land acquired through Special Land Acquisition Officer (SLAO)/ on lease, those portions of land are capitalized which are utilized / intended to be utilized for construction of buildings and infrastructural facilities of the Company. Cost of land acquired through SLAO is capitalized on the basis of compensation paid through SLAO or directly by the Company. Expenditure on rehabilitation of the oustees of such land is not considered in arriving at the cost. Leasehold land is capitalized on the basis of lease amount paid.
- iv. In case where the final settlement of bills with contractors is yet to be effected, but the asset is complete and ready for use, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

5. Capital Work-in-Progress.

- i. Cost incurred towards lease amount and rent on lease hold land and compensation for land and properties etc. used for submergence and other purposes (such as re-settlement of oustees, construction of new Township, afforestation, expenses on maintenance and other facilities in the re-settlement colonies until takeover of the same by the local authorities etc) and where construction of such alternative facilities is a specific pre-condition for the acquisition of the land for the purpose of the project, is carried forward in the Capital Work in Progress of Rehabilitation. On the commercial operation of the project the same shall be capitalized as Land-unclassified.

- ii. Deposit works are accounted for on the basis of statements of account received from the Agencies concerned.
- iii. In respect of supply-cum-erection contracts, the value of supplies received at site is treated as Capital-Work-in-Progress.
- iv. Claims for price variation in case of contracts are accounted for on acceptance.
- v. Administration and General overhead expenses of Corporate office / Service centers attributable to Construction of Fixed assets are identified and allocated on a systematic basis to Construction projects.

Expenditure during Construction (EDC) (net) including attributable administration and General overhead expenses of Corporate Office / Service centers for the year, is apportioned to Capital Work-in-Progress on the basis of accretions thereto and included in the cost of related assets till they are ready for their intended use.

- vi. Expenditure during Construction (EDC), relating to rehabilitation Works of Projects is carried forward and is to be dealt in line with Policy No.5(i)

6. Borrowing Costs.

- i. Borrowing costs directly relatable to acquisition and construction of specific qualifying assets are capitalized as a part of the cost of such asset upto the date when such asset is ready for its intended use.
- ii. Borrowing costs in respect of funds borrowed generally and used for the purpose of obtaining a qualifying asset but not directly relatable to specific Fixed Assets during their construction are capitalized. Such borrowing costs are apportioned on the average balance of capital work in progress for the year. Other borrowing costs are recognized as expenses in the period in which they are incurred.

7. Foreign Currency Transactions

- i. Transactions dealt with in foreign currency are recorded at the rates at which transacted.

- ii. At the balance sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling at the date of transaction.
- iii. Exchange differences in respect of loans / deposits / liabilities relating to fixed assets/ capital work-in-progress arising out of transaction entered into prior to 01/04/2004 is adjusted to the carrying cost of respective fixed asset/capital work-in-progress. However, Exchange differences arising out of transaction contracted on or after 01/04/2004 are accounted for in accordance with AS – 11 (Revised 2003) 'The Effects of Changes in Foreign Exchange Rates'.
- iv. Other exchange differences are recognized as income & expenses in the period in which they arise.

8. Depreciation

- i. Depreciation is charged on straight-line method following the rates notified by the Central Electricity Regulatory Commission (CERC) for the purpose of fixation of tariff. In respect of assets, where rate has not been notified by CERC, depreciation is provided on straight line method as per rates prescribed under the Companies Act in force.

In case of change in cost of asset due to increase/ decrease in long-term liability on account of exchange fluctuations, award of Courts, etc, revised unamortized depreciable amount is provided prospectively over the residual useful life of the asset.

- ii. Low value items costing up to Rs.1500/-, which are in the nature of assets are not capitalized and charged to revenue.
- iii. In respect of Assets costing up to Rs 5000/- but more than Rs.1500/-(excluding immovable assets) 100% depreciation is provided in the year of purchase.
- iv. Depreciation is charged from the date the asset becomes 'ready for use'.

- v. Cost of Leasehold Land is amortized over the lease period.
- vi. Cost of computer Software is recognized as intangible asset and amortised on straight line method over a period of legal right to use or 5 years, whichever is earlier.

Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the residual useful life of the related plant and machinery.

9. Stores & Spares.

- i. Stores and spares are valued at cost determined on weighted average basis or net realizable value whichever is lower.
- ii. Diminution in value of obsolete and unserviceable stores and spares is ascertained on review and provided for.

10. Income & Expenditure

Income Recognition.

- i. Sale of energy is accounted for as per final tariff notified by Central Electricity Regulatory Commission (CERC). In case of Power Station where final tariff is not notified, recognition of revenue is based on the parameters and method provided in the applicable Regulations framed by the appropriate authority i.e. CERC. The recognition of Revenue would be independent of the Provisional Rate adopted for the purpose of collection pending notification of 'Annual Fixed Charges' by CERC. Recovery / refund towards foreign currency variation in respect of foreign currency loans are accounted for on year to year basis.
- ii. Incentive / disincentives are accounted for based on the applicable norms notified / approved by the Central Electricity Regulatory Commission or agreements with the beneficiaries. In case of Power Stations where the same have not been

notified/ approved/agreed with beneficiaries, incentives/ disincentives are accounted for on provisional basis.

- iii. Surcharge recoverable from sundry debtors for sale of energy and liquidated damages/ warranty claims are not treated as accrued due to uncertainty of its realization/acceptance, and are therefore, accounted for on the basis of receipt.
- iv. Income from consultancy work is accounted for on the basis of actual progress/ technical assessment of work executed or cost reimbursable in line with terms of respective consultancy contracts.
- v. Interest earned on advances to contractors as per the terms of contract, are reduced from the cost incurred on construction of the respective asset by credit to related Capital Work-in-Progress Account.
- vi. Value of scrap is accounted for at the time of sale.
- vii. Insurance claims are Accounted for in the year of receipt /acceptance by the insurer /certainty of realization.

Expenditure

- viii. Cost of stores and spares used on repairs and maintenance are charged to the Repairs and Maintenance Account.
- ix. Prepaid expenses and prior period expenses /income of items of ₹10,000/- or below in each case, are charged off to the natural heads of accounts.
- x. Net income/expenditure prior to Commercial operation is adjusted directly in the cost of related assets and systems.
- xi Preliminary expenses on account of new projects incurred prior to approval of feasibility report are charged to revenue.
- xii Amount at appropriate % of profit of previous year as prescribed under DPE guideline is set aside as non lapsable fund for Research & Development.

- xiii Expenditure on CSR activities shall be made as per the provisions of Section 135 of the Companies Act 2013. Any unspent amount shall be set aside as non-lapsable fund as per DPE guidelines.
- xiv Provision for doubtful debts/ advances/ claims outstanding over three years (except Government dues) is made unless the amount is considered recoverable as per management estimate. However, Debts/advances/ claims shall be written off on case to case basis when unrealisability is finally established.

11. Employees' Benefits.

- i. Liability for retirement benefits to employees in respect of gratuity, leave encashment and post retirement medical benefits, baggage allowance, memento to retiring employees, financial package for dependent of deceased employees and funeral expenses etc. as defined in AS-15 is accounted for on accrual basis based on actuarial valuation determined as at the year end.
- ii. The company has established a separate Trust for administration of Provident Fund and the company's contribution to the Fund is charged to expenditure every year. The liability of the company in respect of shortfall (if any) in interest on investments is ascertained and provided annually on actuarial valuation at the year end.

12. Miscellaneous Expenditure

Deferred revenue expenditure is being fully charged in the year of expenditure.

13. Taxes on income

Taxes on income for the current period is determined on the basis of taxable income under the Income Tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred Tax Recovery Adjustment Account is credited/debited to the extent tax expense is chargeable from the Beneficiaries in future years on actual payment basis.

14. Cash Flow Statement.

Cash flow statement is prepared in accordance with the indirect method prescribed in Accounting Standard (AS) 3 on 'Cash Flow Statement'.



BALANCE SHEET AS AT 31-March-2015

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	1	3,52,888		3,47,309	
(b) Reserves And Surplus	2	4,30,943	7,83,831	3,85,815	7,33,124
Non-Current Liabilities					
(a) Long Term Borrowings	3	3,27,566		3,07,082	
(b) Other Long Term Liabilities	4	23,094		23,302	
(c) Long Term Provisions	5	32,246	3,82,906	22,338	3,52,722
Current Liabilities					
(a) Short Term Borrowings	6	43,634		63,359	
(b) Trade Payables	7	72		24	
(c) Other Current Liabilities	8	60,187		69,917	
(d) Short Term Provisions	9	37,047	1,40,940	16,175	1,49,475
TOTAL			13,07,677		12,35,321
ASSETS					
Non-Current Assets					
(a) Fixed Assets					
(i) Tangible Assets	10	7,95,592		8,43,416	
(ii) Intangible Assets	10	80		74	
(iii) Capital Work in Progress	11	1,67,420		1,11,712	
(iv) Intangible Assets Under Development	11	33	9,63,125	0	9,55,202
(b) Deferred Tax Assets (Net)	12		45,794		32,108
(c) Long Term Loans and Advances	13		41,181		57,702
(d) Other Non-Current Assets	14		143		162

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Current Assets					
(a) Inventories	15	5,094		3,381	
(b) Trade Receivables	16	2,38,719		1,72,416	
(c) Cash and Cash Equivalents	17	4,135		7,742	
(d) Short Term Loans and Advances	18	7,711		5,437	
(e) Other Current Assets	19	1,775	2,57,434	1,171	1,90,147
Total			13,07,677		12,35,321

Significant Accounting Policies and the accompanying Notes form an integral part of these Financial Statements.

For and on Behalf of Board of Directors

(S. Q. Ahmad)
Company Secretary
Membership No. F6445

(Sridhar Patra)
Director (Finance)
DIN : 06500954

(R.S.T. Sai)
Chairman & Managing Director
DIN : 00171920

As per our Report of Even Date Attached
For **BHATIA & BHATIA**
Chartered Accountants
FRN 003202N of ICAI

(Anant Bhatia)
Partner
Membership No.:- 507832

Date : 31.07.2015

Place : New Delhi

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-March-2015

Amount in lac ₹

Particulars	Note No.	For The Year Ended 31 - Mar - 2015		For The Year Ended 31 - Mar - 2014	
INCOME					
Revenue from Operations	20		2,39,716		2,17,376
Other Income	21		1,077		862
Total Revenue			2,40,793		2,18,238
EXPENSES					
Employee Benefits Expense	22		22,438		18,854
Finance Costs	23		43,878		53,027
Depreciation & Amortisation	10		48,386		48,122
Generation Administration and Other Expenses	24		17,855		15,370
Provision for Bad & Doubtful Debts	25		12,638		0
Bad Debts Written Off			7,801		0
Tariff Adjustment (Regulatory Liability)			0		15,192
Total Expenses			1,52,996		1,50,565
Profit Before Prior Period Items and Tax			87,797		67,673
Prior Period Expenditure / (Income) -Net	26		13,992		1,076
Profit Before Tax			73,805		66,597
Tax Expenses	27				
Current Tax					
Income Tax		18,323		13,952	
Wealth Tax		53	18,376	33	13,985
Deferred tax- Asset		(13,686)	(13,686)	(6,920)	(6,920)
Profit For The Year			69,115		59,532

Amount in lac ₹

Particulars	Note No.	For The Year Ended 31 - Mar - 2015		For The Year Ended 31 - Mar - 2014	
Earning per Equity Share					
Basic (₹)			197.60		172.88
Diluted (₹)			197.60		172.88

Significant Accounting Policies and the accompanying Notes form an integral part of these Financial Statements.

For and on Behalf of Board of Directors

(S. Q. Ahmad)
Company Secretary
Membership No. F6445

(Sridhar Patra)
Director (Finance)
DIN : 06500954

(R.S.T. Sai)
Chairman & Managing Director
DIN : 00171920

As Per Our Report of Even Date Attached
For **BHATIA & BHATIA**
Chartered Accountants
FRN 003202N of ICAI

(Anant Bhatia)
Partner
Membership No.:- 507832

Date : 31.07.2015
Place : New Delhi

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-March-2015

Amount in lac ₹
(Figures In Parenthesis Represent Deduction)

Particulars	For The Year Ended 31 - Mar - 2015		For The Year Ended 31 - Mar - 2014	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax and Prior Period adjustments		87,797		67,673
Adjustments for:-				
Depreciation	48,037		49,028	
Provisions	12,638		-	
Bad Debts Written Off	7,801		-	
Advance Against Depreciation- Deferred	0		(1,619)	
Interest on loans	43,878		53,027	
Prior Period Adjustments	(13,992)	98,362	(1,076)	99,360
Operating profit Before Working Capital Changes		1,86,159		1,67,033
Adjustment For :-				
Inventories	(1,775)		(823)	
Trade Receivables	(66,303)		58,285	
Other Assets	(604)		(586)	
Loans and Advances (Current + Non Current)	(17,474)		(3,555)	
Trade Payable and Liabilities	(846)		1,711	
Provisions (Current + Non Current)	30,780	(56,222)	5,177	60,209
Cash Generated From Operations		1,29,937		2,27,242
Corporate Tax		(18,376)		(13,985)
Net Cash From Operations (A)		1,11,561		2,13,257
B. CASH FLOW FROM INVESTING ACTIVITIES				
Change in:-				
Fixed Assets and CWIP	(62,625)		(52,661)	
Construction Stores	19		(13)	
Capital Advances	11,344		2,905	
Miscellaneous Expenditure (To the extent adjusted)	-		-	
Net Cash Flow From Investing Activities (B)		(51,262)		(49,769)

Amount in lac ₹
(Figures In Parenthesis Represent Deduction)

Particulars	For The Year Ended 31 - Mar - 2015	For The Year Ended 31 - Mar - 2014
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital (Including Pending Allotment)	5,579	3,000
Other Capital Reserve	(472)	0
Borrowings	(8,285)	(1,07,328)
Interest on loans	(43,878)	(53,027)
Dividend & Tax on Dividend	(16,850)	0
Net Cash Flow From Financing Activities (C)	(63,906)	(1,57,355)
D. NET CASH FLOW DURING THE YEAR (A+B+C)	(3,607)	6,133
E. OPENING CASH & CASH EQUIVALENTS	7,742	1,609
F. CLOSING CASH & CASH EQUIVALENTS(D+E)	4,135	7,742

Note:

- Cash and Cash Equivalents includes Balance with Banks of ₹37Lac (Previous year ₹50 Lac)which is not available for use by the Corporation.
- Previous year's figures have been Regrouped / Rearranged / Recast wherever necessary.

For and on Behalf of Board of Directors

(S. Q. Ahmad)
Company Secretary
Membership No. F6445

(Sridhar Patra)
Director (Finance)
DIN : 06500954

(R.S.T. Sai)
Chairman & Managing Director
DIN : 00171920

As Per Our Report of Even Date Attached
For **BHATIA & BHATIA**
Chartered Accountants
FRN 003202N of ICAI

(Anant Bhatia)
Partner
Membership No.:- 507832

Date : 31.07.2015
Place : New Delhi

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-MARCH-2015

Note :-1

SHARE CAPITAL

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
		Number of Shares	Amount	Number of Shares	Amount
Authorised					
Equity Shares of ₹ 1000 /= each		4,00,00,000	4,00,000.00	4,00,00,000	4,00,000.00
Issued Subscribed & Paid-up		3,52,88,817	3,52,888	3,47,30,917	3,47,309
Equity Shares of ₹ 1000 /= each Fully Paid up					
TOTAL		3,52,88,817	3,52,888	3,47,30,917	3,47,309

Note :-1.1

RECONCILIATION OF NO. OF SHARES & SHARE CAPITAL OUTSTANDING

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
		Number of Shares	Amount	Number of Shares	Amount
Opening		3,47,30,917	3,47,309	3,44,30,917	3,44,309
Issued		5,57,900	5,579	3,00,000	3,000
Reduction		0	0	0	0
Closing		3,52,88,817	3,52,888	3,47,30,917	3,47,309

Note :-1.2

DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
		Number of Shares	%	Number of Shares	%
Share holding more than 5 %					
I. GOI		2,59,39,417	73.51	2,53,81,517	73.08
II. GOUP		93,49,400	26.49	93,49,400	26.92
TOTAL		3,52,88,817	100.00	3,47,30,917	100.00

Note :-2

RESERVES & SURPLUS

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Capital Reserve					
Contribution Received From Government of Uttar Pradesh Towards Irrigation Sector		1,44,118		1,44,118	
LESS:-					
Adjustment Towards Depreciation		47,580	96,538	40,915	1,03,203
Other Capital Reserve					
PHRD Grant from World Bank (For VPHEP Projects)					
Opening Balance		472		472	
Received during the year		0		0	
Utilised/adjusted during the year		(472)	0	0	472
Sub Total- "A"			96,538		1,03,675
Surplus In Profit & Loss Account					
Opening		2,82,140		2,22,608	
Add:- Profit for the year as per P&L Statement		69,115		59,532	
TOTAL PROFIT FOR APPROPRIATION			3,51,255		2,82,140
DIVIDEND					
Interim Dividend		0		0	
Proposed Dividend		14,000	14,000	0	0
TAX ON DIVIDEND					
Dividend Distribution Tax-Interim		0		0	
Dividend Distribution Tax-Proposed		2,850	2,850	0	0
Sub Total- "B"			3,34,405		2,82,140
TOTAL (A+B)			4,30,943		3,85,815

2.1 PHRD Grant has been adjusted with CWIP relating to Survey & Investigation expenditure of VPHEP

Note :-3

LONG TERM BORROWINGS

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
A. SECURED					
POWER FINANCE CORPORATION Ltd.(PFC)-78302001 (For Tehri HPP) *					
(Repayable within 10 years on Quarterly instalment from 15th July2005 to 15th April 2015, carrying floating interest rate ranging from @ 9.75 % to @ 10.75%)			0		3,015
POWER FINANCE CORPORATION Ltd. (PFC)-78302003 (For Tehri HPP) *					
(Repayable within 15 years on Quarterly instalment from 15th october 2008 to 15th July 2023, presently carrying floating interest rate @12.50%)			67,708		76,736
POWER FINANCE CORPORATION Ltd. (PFC) -78302002 (For KHEP) #					
(Repayable within 10 years on Quarterly instalment from 15th January2012 to 15th october 2021, presently carrying floating interest rate @12.75 % p.a.)			67,275		78,975
Rural Electrification Corporation Ltd. (REC) (For KHEP)#					
(UA-GE-PSU-033-2010-3754)					
(Repayable within 10 years on Quarterly instalment from 30th September 2012 to 30 June 2022, carrying floating interest rate ranging from @10.75 to @ 12.5% p.a.)			43,796		50,804
Rural Electrification Corporation Ltd. (REC)-330001-(For Tehri HPP)*					
(Repayable within 15 years on Quarterly instalment from September 2007 to March 2022, carrying floating interest rate ranging from @ 11.5% to @12.5% p.a.)			58,536		71,221

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
State Bank of India (SBI)-32677052247 (For Tehri PSP) ## State Bank of India (Repayable within 10 years on Quarterly Installments from August 2016 to May 2026 Prsently carrying Floating Interest rate @ Base rate +1.2% p.a. i.e. 11.2 %)			73,999		17,000
TOTAL (A)			3,11,314		2,97,751
B. UNSECURED Foreign currency Loans (Guaranteed by Govt. of India) World Bank Loan -8078-IN (For VPHEP)\$ (repayable within 23 years on half yearly instalment from 15th Nov. 2017 to 15th May 2040 , carrying interest rate @ LIBOR +variable spread.p.a. i.e. 0.83%)			16,252		9,331
TOTAL (B)			16,252		9,331
TOTAL (A+B)			3,27,566		3,07,082

* Long Term Loan Secured by first Charge on Pari Passu basis on Assets of Tehri Stage-I i.e. Dam, Power House Civil Construction, Power House Electrical & Mechanical equipments not covered under other borrowings and Project township of Tehri Dam and HPP together with all rights and interest appertaining there to.

Long Term Loan secured by first charge on Pari Passu basis on assets of Koteshwar HEP.

Long Term Loan secured by first charge on Pari Passu basis on assets of Tehri PSP.

\$ With negative lien on the equipments financed under the respective loan ranking pari-passu.

There has been no default in repayment of any of the Loans or interest thereon during the year.

Note :-4

OTHER LONG TERM LIABILITIES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Deferred Revenue On Account of Advance Against Depreciation					
As Per Last Balance Sheet		21,271		22,890	
Add:-Revenue Deferred During The year		0		0	
Less:- Adjusted During The Year		0	21,271	1,619	21,271
Liabilities					
For Expenditure					
For Micro And Small Enterprises.		0		0	
For Others		203	203	12	12
Deposits, Retention Money From Contractor etc.		1,620		2,019	
Other Liabilities		0	1,620	0	2,019
TOTAL			23,094		23,302

4.1 Amount shown under Advance Against Depreciation (AAD) has been collected during the tariff period 2004-09. The provision for AAD has been withdrawn in CERC Tariff Regulation 2009-14. Suitable adjustment for the amount of AAD shall be made in subsequent years accordingly.

Note :-5

LONG TERM PROVISIONSAmount in lac ₹
(Figures In Parenthesis Represent Deduction)

Particulars	Note No.	As at 01-Apr-2014	For The Year Ended 31-Mar-2015			As at 31-Mar-2015
			Addition	Adjustment	Utilisation	
I. Employee Related		22,090	11,840	(347)	(1,585)	31,998
II. Others		248	0	0	0	248
TOTAL		22,338	11,840	(347)	(1,585)	32,246
Figure for Previous Year		20,305	5,645	(3,158)	(454)	22,338

Disclosure required by AS-15 on employee benefit has been made in Note No 29.16


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 THDC INDIA LIMITED

Note :-6

SHORT TERM BORROWINGS

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Short term Loan From Banks and Financial Institutions					
A. Secured loans:					
Over Draft (OD) From Banks *			43,634		63,359
Punjab National Bank (Carrying Floating Interest Rate @ base rate i.e.10.25%)					
TOTAL			43,634		63,359

* O.D. amounting to ₹43634 Lac is secured by way of 2nd Charge on Block of Assets of Tehri Stage-1 and Koteshwar HEP

Note :-7

TRADE PAYABLE

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Trade Payable -MSMED			0		0
Trade Payable -Other than MSMED			72		24
TOTAL			72		24

Note :-8

OTHER CURRENT LIABILITIES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Current maturity of Long Term Debt					
A. SECURED * (Indian Currency Loan)			43,436		52,480
TOTAL (A)			43,436		52,480
Liabilities					
For Expenditure					
For Micro And Small Enterprises.		0		0	
For Others		5,970	5,970	6,532	6,532
Deposits, Retention Money From Contractors etc.		2,539		2,871	
Other Liabilities		3,372	5,911	2,987	5,858
Interest Accrued But Not Due					
Financial Institutions		4,870		5,047	
Other Liabilities		0	4,870	0	5,047
TOTAL			16,751		17,437
TOTAL LIABILITIES			60,187		69,917

* Detail in respect of Rate of Interest and Terms of repayment of Current Maturity of Secured and unsecured Long Term Debt indicated above are disclosed in Note-3.

Note :-9

SHORT TERM PROVISIONS

Amount in lac ₹
(Figures In Parenthesis Represent Deduction)

Particulars	Note No.	As at 01-Apr-2014	For The Year Ended 31-Mar-2015			As at 31-Mar-2015
			Addition	Adjustment	Utilisation	
I. Works		1,294	16	(209)	(301)	800
II. Employee Related		13,372	7,450	(713)	(4,256)	15,853
III. Dividend (Interim and Final)		0	14,000	0	0	14,000
IV. Dividend Distribution Tax (Interim and Final)		0	2,850	0	0	2,850
III. Others		1,509	11,708	(217)	(9,456)	3,544
TOTAL		16,175	36,024	(1,139)	(14,013)	37,047
Figure for Previous Year		13,031	15,100	(4,426)	(7,530)	16,175

Disclosure required by AS-15 on Employee Benefits has been made in Note No 29.16

Note :-10

FIXED ASSETS

Amount in lac ₹

Particulars	Gross Block				Depreciation				Net Block	
	As at 01-Apr-2014	Addition During the Year	Sales/ Adjustment During the Year	As at 31-Mar-2015	As at 01-Apr 2014	For The Period 01-Apr-2014 To 31-Mar-2015	Sales/ Adjustment During the Year	As at 31-Mar-2015	As at 31-Mar-2015	As at 31-Mar-2014
Tangible Assets										
Lease Hold Assets										
1. Land Lease Hold	591	9	-	600	48	21	-	69	531	543
Other Assets										
2. Land Free Hold	3,753	89	-	3,842	-	-	-	-	3,842	3,753
3. Land Unclassified	1,48,889	3,993	-	1,52,882	31,712	5,334	17	37,063	1,15,819	1,17,177
4. Buildings	76,714	2,014	(72)	78,656	9,085	2,651	60	11,796	66,860	67,629
5. Building Temp. Structures	968	22	-	990	968	2	17	987	3	-
6. Road, Bridge & Culverts	12,997	515	-	13,512	1,317	462	-	1,779	11,733	11,680
7. Drainage, Sewerage & Water Supply	1,380	97	-	1,477	348	72	7	427	1,050	1,032
8. Construction Plant & Machinery	2,045	55	-	2,100	1,118	52	-	1,170	930	927
9. Generation Plant & Machinery	2,30,970	133	(2)	2,31,101	61,591	12,248	16	73,855	1,57,246	1,69,379
10. EDP Machines	1,307	339	(349)	1,297	931	92	(246)	777	520	376
11. Electrical Installations	859	50	-	909	207	51	-	258	651	652
12. Transmission Lines	1,872	522	-	2,394	541	121	-	662	1,732	1,331
13. Office & Other Equipment	4,015	592	4	4,611	1,409	253	(1)	1,661	2,950	2,606
14. Furniture & Fixtures	1,763	123	(2)	1,884	558	114	(1)	671	1,213	1,205
15. Vehicles	1,168	180	(39)	1,309	543	68	(29)	582	727	625
16. Railway Sidings	122	-	-	122	24	4	-	28	94	98
17. Hydraulic Works-Dam & Spillways	5,10,286	852	(3,860)	5,07,278	1,40,984	26,807	(877)	1,66,914	3,40,364	3,69,302
18. Hydraulic Works-Tunnel, Penstock, Canals etc	1,37,804	2,137	(26)	1,39,915	42,726	7,437	445	50,608	89,307	95,078
19. Unservisable/ Obsolete Assets at net book value or net realisable value whichever is lower.	23	-	(3)	20	-	-	-	-	20	23
20. Capital Expenditure on Assets not owned by the company.	-	-	-	-	-	-	-	-	-	-
Sub Total	11,37,526	11,722	(4,349)	11,44,899	2,94,110	55,789	(592)	3,49,307	7,95,592	8,43,416
Figures For Previous Year	11,19,940	10,900	6,686	11,37,526	2,40,442	55,246	(1,578)	2,94,110	8,43,416	8,79,498
Intangible Assets										
1. Intangible Assets-Software	337	39	-	376	263	33	-	296	80	74
Sub Total	337	39	-	376	263	33	-	296	80	74
Figures For Previous Year	337	-	-	337	228	35	-	263	74	109
Detail of Depreciation					Current Year		Previous Year			
Depreciation transferred to EDC					772		602			
Depreciation transferred to P&L account					48,386		48,122			
Depreciation adjusted in Capital Reserve					6,664	55,822	6,557	55,281		
-Irrigation Contribution from GOUP										
Fixed Assets Costing More Than ₹1500.00 But Less Than ₹5000.00 Procured and Depreciated Fully During The Year					15		16			

10.1 The Land measuring 14.37 acres transferred free of cost by Govt. of Uttarakhand for construction of Koteswar Hydro Electric Project (4x100 MW) to the Company has been accounted for at notional value of ₹1/-.



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Note :-11

CAPITAL WORK IN PROGRESS

Amount in lac ₹

Particulars	Note No.	As at 01-Apr-2014	For The Year Ended 31-Mar-2015			As at 31-Mar-2015
			Addition During The Year	Adjustment During the Year	Capitalisation During The Year	
Construction Work In Progress						
Building & Other Civil Works		4,636	1,212	(103)	(1,429)	4,316
Roads, Bridges & Culverts		924	696	(96)	(510)	1,014
Water Supply, Sewerage & Drainage		44	20	-	(53)	11
Generation Plant And Machinery		24,855	36,202	(36)	(502)	60,519
Hydraulic Works, Dam, Spillway, Water Channels, Weirs, Service Gate & Other Hydraulic Works		63,756	23,944	(721)	(3,341)	83,638
Afforestation Catchment Area		181	247	-	-	428
Electrical Installation & Sub-Station Equipments		2,260	669	-	(323)	2,606
Capital Expenditure In Assets Not Owned By Company		-	-	-	-	-
Others		383	24	(50)	(333)	24
Expenditure Pending Allocation						
Survey & Development Expenses		10,095	141	(472)	-	9,764
Exchange Variation		-	-	-	-	-
Interest Pending Allocation	23	-	-	-	-	-
Expenditure During Construction	11.1	1,633	2,105	(1,633)	-	2,105
Rehabilitation						
Rehabilitation Expenses (Net of Recoveries Towards Token Cost And Rent)		2,945	524	(216)	(258)	2,995
Total		1,11,712	65,784	(3,327)	(6,749)	1,67,420
Previous Year Figure		78,519	40,249	(1,005)	(6,051)	1,11,712
In Tangible-Capital work In Progress						
Intangible asset Under Development		0	47	0	(14)	33
Sub Total		0	47	0	(14)	33

Note :-11.1
EXPENDITURE DURING CONSTRUCTION

Amount in lac ₹

Particulars	Note No.	For The Year Ended 31-Mar-2015		For The Year Ended 31-Mar-2014	
EXPENDITURE					
EMPLOYEE BENEFITS EXPENSES	22				
Salaries, Wages, Allowances & Benefits		13,954		9,531	
Contribution to Provident & Other Funds		878		643	
Pension Fund		645		515	
Gratuity		1,420		527	
Welfare		167	17,064	113	11,329
OTHER EXPENSES	24				
Rent					
Rent for office		107		91	
Rent for Employee Residence		383	490	365	456
Rate and taxes			27		6
Power & Fuel			540		360
Insurance			9		8
Communication			140		129
Repair & Maintenance					
Plant & Machinery		2		0	
Consumption of Stores & Spare Parts		1		0	
Buildings		289		141	
Others		401	693	179	320
Travelling & Conveyance			425		374
Vehicle Hire & Running			267		198
Security			199		192
Publicity & Public relation			90		51
Other General Expenses			924		1,719
Loss on sale of assets			40		5
DEPRECIATION	10		772		602
TOTAL EXPENDITURE (A)			21,680		15,749
RECEIPTS					
OTHER INCOME	21				
Interest					
From Bank Deposit		10		5	
From Employees		145		101	
From Others		5	160	4	110

Amount in lac ₹

Particulars	Note No.	For The Year Ended 31-Mar-2015		For The Year Ended 31-Mar-2014	
Machine Hire Charges			2		1
Rent Receipts			69		64
Sundry Receipts			88		37
Excess Provision Written Back			91		121
Profit on Sale of Assets			7		0
TOTAL RECEIPTS (B)			417		333
PRIOR PERIOD ADJUSTMENTS	26		38		33
NET EXPENDITURE BEFORE TAXATION			21,301		15,449
PROVISION FOR TAXATION	27				
Wealth Tax		27	27	9	9
NET EXPENDITURE INCLUDING TAXATION			21,328		15,458
Balance Brought Forward From Last Year			1,633		977
TOTAL EDC			22,961		16,435
Less:-					
EDC Allocated To CWIP / Asset		20,264		14,229	
EDC Of Projects Under Approval Charged To Profit & Loss Account		592	20,856	573	14,802
Balance Carried Forward To CWIP			2,105		1,633

Note :-12

DEFERRED TAX ASSET

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Deferred Tax Liability		(2,975)		(2,975)	
Deferred Tax Asset		55,082	52,107	41,396	38,421
Deferred Tax Adjustment			(6,313)		(6,313)
Total			45,794		32,108

Note :-13
LONG TERM LOANS AND ADVANCES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Capital Advances					
Unsecured					
i) Against Bank Guarantee		17,871		12,430	
ii) Rehabilitation & Resettlement (Govt. of Uttarakhand / SLAO)		6,626		8,054	
iii) Others		20,215		23,173	
iv) Accrued Interest On Advances		179	44,891	2	43,659
Less: Provision for Doubtful Advances			12,576		0
SUB TOTAL - CAPITAL ADVANCES			32,315		43,659
Loans To Employees					
Secured		2,803		2,313	
Unsecured		1,452	4,255	1,542	3,855
Interest Accrued On Loans To Employees					
Secured		2,238		2,055	
Un secured		183	2,421	172	2,227
Loans To Directors					
Secured		1		2	
Unsecured		0	1	0	2
Interest Accrued On Loans To Directors					
Secured		3		3	
Unsecured		0	3	0	3
Other Advances (Un Secured) (Advances Recoverable In Cash or In Kind or For Value To Be Received)					
To Employees		184		212	
To Directors		0		0	
For Purchases		0		0	
To Others		1,423	1,607	7,161	7,373
Deposits					
Security Deposit		189		191	
Deposit with Govt/Court		389		391	
Other Deposit		1	579	1	583
SUB-TOTAL			8,866		14,043
LESS:- Provision For Bad & Doubtful Advances			0		0
SUB TOTAL - ADVANCES			8,866		14,043
TOTAL LOANS AND ADVANCES			41,181		57,702
Note :- Due From Directors					
Principal			1		2
Interest			3		3
TOTAL			4		5
Note :- Due From Officers					
Principal			4		4
Interest			5		5
TOTAL			9		9

Note :-14

OTHER NON CURRENT ASSETS

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Construction Stores (At Cost Determined On Weighted Average Basis or Net Realizable Value Whichever is Lower)					
Other Civil And Building Materials		0		2	
Others		0		17	
Material Under Inspection (Valued At Cost)		0	0	0	19
Sub Total			0		19
Prepaid Expenses		143		143	
Interest Accrued but not due		0	143	0	143
Sub Total			143		143
TOTAL			143		162

Note :-15

INVENTORIES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Inventories (At Cost Determined On Weighted Average Basis or Net Realizable Value Whichever is Lower)					
Other Civil And Building Material		722		185	
Mechanical and Electrical Stores & Spares		4,384		3,288	
Others (including Stores & Spares)		299		204	
Material In Transit (Valued At Cost)		0		8	
Material Under Inspection (Valued At Cost)		0	5,405	6	3,691
Less: Provision For other stores			311		310
TOTAL			5,094		3,381

Note :-16

TRADE RECEIVABLES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
(i) Debts Outstanding Over Six Months					
Unsecured, Considered Good		26,493		11,629	
Considered Doubtful		0	26,493	0	11,629
(ii) Other Debts					
Unsecured, Considered Good		2,09,082		52,725	
Considered Doubtful		0	2,09,082	0	52,725
(iii) Regulatory Asset Debtors (Net)					
Unsecured, Considered Good		3,144		1,08,062	
Considered Doubtful		0	3,144	0	1,08,062
TOTAL			2,38,719		1,72,416

16.1 Trade Receivable includes Net Regulatory Asset Debtors of ₹3144 Lacs (Regulatory Assets ₹32666 Lacs and Regulatory Liabilities ₹29522 Lacs) [P.Y. ₹108062 Lacs (Regulatory Assets ₹123253 Lacs and Regulatory Liabilities ₹15191 Lacs)].

Note :-17
CASH AND BANK BALANCES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Cash & Cash Equivalents					
Balances With Banks (Including Auto sweep, Flexi Deposit with Banks)			4,095		7,690
Cheques, Drafts, Stamps on hand			0		0
Cash on Hand			3		2
Other Bank Balances					
Others (Balance with Bank under Lien not available for use by the company)			37		50
TOTAL			4,135		7,742

Note :-18
SHORT TERM LOANS AND ADVANCES

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Loans To Employees					
Secured		742		630	
Unsecured		145	887	158	788
Interest Accrued On Loans To Employees					
Secured		155		129	
Un secured		3	158	2	131
Loans To Directors					
Secured		3		3	
Unsecured		0	3	0	3
Interest Accrued On Loans To Directors					
Secured		1		1	
Unsecured		0	1	0	1
Other Advances (Un Secured) (Advances Recoverable In Cash or In Kind or For Value To Be Received)					
To Employees		419		351	
To Directors		0		0	
For Purchases		1,177		404	
To Others		357	1,953	967	1,722
Deposits					
Security Deposit		167		145	
Tax Deposit		2,446		2,446	
Deposit with Govt/Court		2,104		209	
Other Deposit		0	4,717	0	2,800
SUB-TOTAL			7,719		5,445
LESS:- Provision For Bad & Doubtful Advances			8		8
TOTAL ADVANCES			7,711		5,437
TOTAL LOANS AND ADVANCES			7,711		5,437
Note :- Due From Directors					
Principal			3		3
Interest			1		1
TOTAL			4		4
Note :- Due From Officers					
Principal			2		2
Interest			1		0
TOTAL			3		2

Note :-19

OTHER CURRENT ASSETS

Amount in lac ₹

Particulars	Note No.	As at 31-Mar-2015		As at 31-Mar-2014	
Prepaid Expenses			1,760		1,168
Interest Accrued			15		3
TOTAL			1,775		1,171

Note :-20

REVENUE FROM OPERATIONS

Amount in lac ₹

Particulars	Note No.	For The Year Ended 31-Mar-2015		For The Year Ended 31-Mar-2014	
Energy Sales		2,37,567		2,12,783	
Add:					
Advance Against Depreciation		0		1,619	
Less :					
Advance Against Depreciation- Deferred		0	2,37,567	0	2,14,402
FERV Recovery From Beneficiaries			0		934
U.I. / Congestion Charges			1,578		1,359
Consultancy Income			571		681
TOTAL			2,39,716		2,17,376

20.1 The company has filed tariff petition before the Hon'ble CERC for Tehri HEP & KHEP for fixation of Tariff for the period 2014 -19. Pending tariff determination for 2014-19, sales revenue has been recognized on the basis of Audited & Certified AFC of FY 2014-15 worked out as per the principles enunciated in CERC tariff regulations, 2014 applicable for the period 2014-19.

₹114035 Lac is recoverable as arrear from the DISCOMs against Tehri HPP for the tariff period 2009-14 based on CERC order dated 27.01.2015. THDCIL has already recognized ₹106200 Lac against the aforesaid arrear in the said tariff period as per Significant Accounting Policy 10.(1).

Differential amount of ₹7800 Lac has been accounted for as revenue in the current financial year. Total impact of the said order inclusive of regulatory interest is ₹25800 Lac has been recognised based on above tariff order. Similarly Regulatory Liability of ₹14331 Lacs has also been provided as prior period item for KHEP relying upon order of Hon'ble CERC.

The company has filed truing up petition before CERC for both Tehri HPP and KHEP for the period 2009-14. Based on the order to be issued by CERC, effect of the order shall be accounted for in the year in which order will be received. Pending receipt of final tariff order revenue for KHEP is recognized based on provisional order of the CERC.”

Note :-21
OTHER INCOME

Amount in lac ₹

Particulars	Note No.	For the Year Ended	
		31-Mar-2015	31-Mar-2014
Interest			
On Bank Deposits (Includes TDS ₹ 91934.00 Previous year ₹ 30559.00)		43	26
From Employees		397	348
Others		20	29
Machine Hire Charges			1
Rent Receipts			124
Sundry Receipts			355
Excess Provision Written Back			276
Profit on Sale of Assets			36
TOTAL		1,494	1,195
Less :			
Transferred To EDC	11.1	417	333
TOTAL		1,077	862

Note :-22
EMPLOYEE BENEFITS EXPENSES

Amount in lac ₹

Particulars	Note No.	For the Year Ended	
		31-Mar-2015	31-Mar-2014
Salaries, Wages, Allowances & Benefits		32,083	24,777
Contribution to Provident & Other Funds		1,982	1,697
Pension Fund		1,486	1,397
Gratuity		3,388	1,934
Welfare Expense		563	378
TOTAL		39,502	30,183
Less :			
Transferred To EDC	11.1	17,064	11,329
TOTAL		22,438	18,854

Note :-23
FINANCE COSTS

Amount in lac ₹

Particulars	Note No.	For the Year Ended	
		31-Mar-2015	31-Mar-2014
Finance Costs			
Interest On Loans		49,325	54,520
TOTAL		49,325	54,520
LESS:-			
Transferred And Capitalised With CWIP Account	11.1	5,447	1,493
TOTAL		43,878	53,027

Note :-24

GENERATION ADMINISTRATION AND OTHER EXPENSES

Amount in lac ₹

Particulars	Note No.	For the Year Ended 31-Mar-2015		For the Year Ended 31-Mar-2014	
Rent					
Rent for office		154		143	
Rent for Employees Residence		718	872	724	867
Rate and taxes			132		175
Power & Fuel			1,458		1,379
Insurance			1,833		1,298
Communication			342		345
Repair & Maintenance					
Plant & Machinery		2,304		1,367	
Consumption of Stores & Spare Parts		628		617	
Buildings		1,112		680	
Others		2,290	6,334	1,440	4,104
Travelling & Conveyance			913		886
Vehicle Hire & Running			953		889
Security			2,227		2,101
Publicity & Public relation			322		172
Other General Expenses			2,376		4,788
Loss on sale of assets			68		17
Survey And Investigation Expenses			593		576
Research & Development			154		241
Expenses on Consultancy Project/ Contract			22		35
Expenditure On CSR & S.D. Activities			2,909		1,063
Rebate to Customers			191		252
TOTAL			21,699		19,188
LESS:-					
Transferred To EDC	11.1		3,844		3,818
TOTAL			17,855		15,370

Note :-25

PROVISIONS

Amount in lac ₹

Particulars	Note No.	For the Year Ended 31-Mar-2015		For the Year Ended 31-Mar-2014	
Provisions For Doubtful Debts, Loans & Advances			12,576		0
Provisions For Stores & Spares			62		0
TOTAL			12,638		0
LESS:-					
Transferred To EDC	11.1		0		0
TOTAL			12,638		0

Note :-26
PRIOR PERIOD INCOME/EXPENDITURE (NET)

Amount in lac ₹

Particulars	Note No.	For the Year Ended		For the Year Ended	
		31-Mar-2015	31-Mar-2014	31-Mar-2015	31-Mar-2014
INCOME					
Misc Receipt		27	27	1	1
EXPENDITURE					
Employee Benefits Expenses		1		6	
Repair and Maintenance		18		178	
Other General Expenses		13		1	
Depreciation		(305)		911	
Advertisement & Publicity		0		5	
Regulatory Adjustment		14,330		0	
Misc- Others		0	14,057	9	1,110
Sub Total			14,030		1,109
LESS:-					
Transferred To EDC	11.1		38		33
TOTAL			13,992		1,076

Note :-27
PROVISION FOR TAXATION

Amount in lac ₹

Particulars	Note No.	For the Year Ended		For the Year Ended	
		31-Mar-2015	31-Mar-2014	31-Mar-2015	31-Mar-2014
INCOME TAX					
Current Year			18,323		13,952
Sub Total			18,323		13,952
TOTAL			18,323		13,952
WEALTH TAX					
Current Year			80		42
Sub Total			80		42
LESS:-					
Transferred To EDC	11.1		27		9
TOTAL			53		33

28. The Accounting Standards issued by ICAI have been complied with as under:

A.S. NO.	NOMENCLATURE	DESCRIPTION
AS 1	DISCLOSURE OF ACCOUNTING POLICIES.	<ul style="list-style-type: none"> • Significant Accounting Policies adopted in the preparation and presentation of financial statements has been disclosed in the Financial Statements. • Accounting policy in relation to CSR and SD expenditures have been changed to align with the Companies Act 2013. • The company has introduced a new Accounting Policy on Provisions for Bad & Doubtful Debtors/receivables etc.
AS 2	VALUATION OF INVENTORIES.	<ul style="list-style-type: none"> • The company is engaged in generation of Hydro Electric Power, thus does not possess raw materials/WIP, construction stores, spare parts and consumables held for Construction activity /supply and consumption in course of generation process is valued at cost determined on weighted average basis or net realizable value whichever is lower.
AS 3	CASH FLOW STATEMENTS.	<ul style="list-style-type: none"> • Cash Flow statement is being prepared as a part of Financial Statements using indirect method as per para 18 (b) of AS-3 as disclosed in Significant Accounting Policy No. 14.
AS 4	CONTINGENCIES AND EVENTS OCCURRING AFTER THE BALANCE SHEET DATE	<ul style="list-style-type: none"> • There is no such major reportable events occurring after balance sheet date.
AS 5	NET PROFIT OR LOSS FOR THE PERIOD, PRIOR PERIOD ITEMS AND CHANGE IN ACCOUNTING POLICIES.	<ul style="list-style-type: none"> • There is no extra ordinary income / expenditure for which disclosure is required under AS 5. Prior period items (income /expenditure) have been disclosed in Note 26.
AS 6	DEPRECIATION ACCOUNTING.	<ul style="list-style-type: none"> • Depreciation has been provided as per CERC Regulations as stated in accounting policy no. 8. Necessary disclosures such as Historical Cost, Depreciation for the year, accumulated depreciation etc. as required under AS 6 have been disclosed in Note No. 10 – Fixed Assets.
AS 7	ACCOUNTING FOR CONSTRUCTION CONTRACTS.	<ul style="list-style-type: none"> • The company has not undertaken any construction contracts during the reporting period. Thus not applicable.
AS 8	ACCOUNTING FOR RESEARCH AND DEVELOPMENT.	<ul style="list-style-type: none"> • This AS stands withdrawn.
AS 9	REVENUE RECOGNITION.	<ul style="list-style-type: none"> • The Company has been recognising sales revenue on the basis of final tariff allowed by CERC and AFC (Annual Fixed Cost) determined based on tariff regulation pending final tariff order to be issued by CERC. Significant Accounting Policy no. 10(i) to 10(iv) explains sales revenue mechanism followed by Company.



A.S. NO.	NOMENCLATURE	DESCRIPTION
AS 10	ACCOUNTING FOR FIXED ASSETS.	<ul style="list-style-type: none">• Cost of Fixed Assets, purchased/ self constructed have been accounted for in accordance with AS-10.• Necessary disclosure in respect of Gross/ Net Book Value of Assets at the beginning and at the end of accounting period showing details of additions made, assets discarded/ sold have been disclosed in Financial Statements.
AS 11	ACCOUNTING FOR THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES.	<ul style="list-style-type: none">• Accounting Policies relating to Foreign Transactions has been disclosed vide Significant Accounting Policies No. 7(i) to 7(iv).
AS 12	ACCOUNTING FOR GOVERNMENT GRANTS.	<ul style="list-style-type: none">• Company has received consumer contribution from GOUP toward Irrigation Component & PHRD grant from World Bank for VPHEP project, accounting treatment has been given in accordance with AS 12 and disclosed in Significant Accounting policy No. 3.
AS 13	ACCOUNTING FOR INVESTMENTS.	<ul style="list-style-type: none">• The Company has not made any investment hence this AS is not applicable .
As 14	ACCOUNTING FOR AMALGAMATIONS	<ul style="list-style-type: none">• Not Applicable.
AS 15	EMPLOYEE BENEFITS	<ul style="list-style-type: none">• The company has various employees welfare schemes both under Defined Benefit Plan and Defined Contribution Schemes.• <u>Defined Contribution Plan</u><ol style="list-style-type: none">a. CPFb. Superannuation Pension Fund• <u>Defined Benefit Plans</u><ol style="list-style-type: none">a. Gratuityb. Earned Leave , Half Pay Leavec. Post Retirement Medical Benefitd. Post Retirement Baggage Allowance.
AS 16	BORROWING COSTS.	<ul style="list-style-type: none">• Company has recognised ₹ 5447 lac as borrowing cost for CWIP during the year. Recognition of borrowing cost has been explained in accounting policy no. 6 (i) & 6(ii).
AS 17	SEGMENT REPORTING.	<ul style="list-style-type: none">• At present the Company is engaged in Generation of hydro power from Tehri & Koteshwar HEP located in district Tehri Garhwal in the state of Uttarakhand. Hence, segment reporting is not applicable.
AS 18	RELATED PARTY DISCLOSURES.	<ul style="list-style-type: none">• No related party transaction has been carried out during the year. However details of Remuneration of Key Managerial Personnel has been disclosed vide note no. 29.9.

A.S. NO.	NOMENCLATURE	DESCRIPTION
AS 19	LEASES.	<ul style="list-style-type: none"> Company has not entered into any financial lease during the year. Operating lease transactions have been disclosed vide note no. 29.15.
AS 20	EARNINGS PER SHARE.	<ul style="list-style-type: none"> Company has not issued any potential Equity Share, hence both Basic and Diluted EPS remains same and has been disclosed in Statement of Profit & Loss.
AS 21	CONSOLIDATED FINANCIAL STATEMENTS.	<ul style="list-style-type: none"> There is no subsidiary / holding company of THDCIL, therefore AS 21 is not applicable.
AS 22	ACCOUNTING FOR TAXES ON INCOME.	<ul style="list-style-type: none"> During the year 2014-15 Deferred Tax Asset amounting to ₹13686 lac has been accounted for.
AS 23	ACCOUNTING FOR INVESTMENTS IN ASSOCIATES IN CONSOLIDATED FINANCIAL STATEMENTS.	<ul style="list-style-type: none"> Company does not have any associates; therefore, this AS is not applicable.
AS 24	DISCONTINUING OPERATIONS	<ul style="list-style-type: none"> No operation/activities have been discontinued during the year, thus no disclosure is required.
AS 25	INTERIM FINANCIAL REPORTING .	<ul style="list-style-type: none"> The company has been preparing interim Financial Statements as a good governance practice even though not being a listed Company.
AS 26	INTANGIBLE ASSETS.	<ul style="list-style-type: none"> Company has been recognising the cost of computer application software as intangible asset and cost is being amortised over a period as explained in Significant Accounting Policy no. 8(vi).
AS 27	FINANCIAL REPORTING OF INTERESTS IN JOINT VENTURES	<ul style="list-style-type: none"> Company has no joint venture project. Hence this AS is not applicable.
AS 28	IMPAIRMENT OF ASSETS .	<ul style="list-style-type: none"> No impairment of assets has been carried out during the year.
AS 29	PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS.	<ul style="list-style-type: none"> The Company makes best assessment taking into different factors such as possibility/ certainty of financial obligation on Company and probability of cash outflow and provides liability accordingly. Other cases are considered as Contingent Liability.
AS 30	FINANCIAL INSTRUMENTS: RECOGNITION & MEASUREMENT	<ul style="list-style-type: none"> Concerned Standards are in relation to Measurement, Presentation and disclosure of Financial Instruments. Hence these AS are not applicable to the company.
AS 31	FINANCIAL INSTRUMENTS : PRESENTATION	
AS 32	FINANCIAL INSTRUMENTS: DISCLOSURES	

NOTE NO.29 OTHER EXPLANATORY NOTES ON ACCOUNTS:

1. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 336848 lac [Previous year (P.Y. ₹ 328584 lac).

2. CONTINGENT LIABILITIES

	(₹ Lac)	
	2014-15	2013-14
(i) Claims against the Company, not Acknowledged as debts: Arbitration /Court cases includes:	191592	199281
(a) Bank Guarantee ₹ 371 Lac (P.Y. ₹ 3778 lac) Given by company		
(b) Decreed against the Company in different Arbitration/ Labour court Cases and deposited by The Company but Disputed in appeals. ₹ 351 Lac (P.Y. ₹ 351 lac)		
(ii) Disputed Income Tax, Trade Tax, Commercial Tax, Entry tax includes ₹173 lac (P.Y. ₹ 179 lac) Deposited by Company but disputed in appeal	186	180
(iii) Others (Contractors claims etc.)	428	218

3. Company has been receiving FDRs/CDRs with right to present before bank/ financial institutions for claiming face value only against EMD/ SD. The company has FDRs/ CDRs amounting to ₹1239 lac (P.Y. ₹1047 lac) besides the deposits retention money from contractors amounting to ₹4159 lac (P.Y. ₹4890 lac) as disclosed in Note 4 & Note 8.

4. Company constructed buildings for Govt offices and institutions including staff quarters at New Tehri Town for relocating the Govt offices and institutions from Tehri Town (Under submerge of Tehri reservoir). ₹7800 Lakhs was claimed on the GoUK towards cost of extra space provided. The amount is finally written off as unrealizable with due approval of the Board.

5. The amount of borrowing cost capitalized during the year is ₹5447 lac (P.Y. ₹1493 lac) after adjustment of an amount of ₹Nil lac (P.Y. ₹Nil lac) towards interest earned on short term deposits of surplus borrowed funds during the year.

6. MoP, GoI has accorded approval for implementation of the Superannuation Pension Scheme as per DPE guidelines. Pending formation of trust and completion of other formalities, provisional amount @ 10 % of Basic + DA has been provided like past years.

7. (i) Pursuant to the Government of India, MOE & F, New Delhi's order no.FNo.8- 3/89-FC dated 17/23rd Oct., 2002- the Government of Uttarakhand vide its office order no. GI-186/7-1-2002-300(459)/88 dated 30 Oct., 2002 has issued order for diversion of 338.932 hectare Civil Soyam and Forest land at Koteshwar. Out of 338.932 hectare, lease deed for 337.057 hectare land has been executed and for balance 1.875 hectare forest land is pending for completion of legal formalities.

(ii) Initially land was acquired by the then UP Irrigation Dept. and land records were in the name of Tehri Dam. Subsequent to formation of the Tehri Hydro Development Corporation of India Ltd, land was acquired in the name of the company. Consequent upon change in the name of the company as THDC India Ltd, process of converting all the land records in the present name of the company is under process. Out of total land of 3255.11 Hac. acquired by the company, title has been changed in the present name of the company for 1866.18 Hac. Change of title for the balance land of 1388.93 Hac is under process.

(iii) Construction of Tehri Hydro Complex was commenced by the Irrigation Dept. of the then Uttarpradesh State Govt in mid seventies. As the project area is inclusive of forest area, clearance for diversion of forest land for non forest use was sought from the MoEF, Govt. of India. The MoEF, GoI has conveyed clearance for diversion of 2582.9 ha of forest land (2311.4 ha Civil Soyam Land and 271.50 ha reserve forest land) vide their letter No. 8-32/06-FC dated 09th June 1987 addressed to Secretary Forest, Govt of Uttarpradesh for construction of Tehri Dam. The said order was partially modified vide letter No. 8-32/86-FC, dated 24/25th June 2004 of MoEF, Govt of India with directives to the Principal Secretary of Forest, Govt. of Uttaranchal for declaring the non forest land cleared for submergence as Reserve Forest / Protected Forest U/s.4 or Sec 29 of the Indian Forest Act, 1927 or the State Forest Act. In view of the above facts the aforesaid land cannot be mutated in the name of the company. The said land remains the property of the State Govt. as Reserved Forest/ Protected Forest. Relying upon clearance of the MoEF, dam reservoir water has been allowed to submerge the said area which has been declared as Reserved Forest.

44.429 ha of Civil Soyam land subject to Forest Conservation Act on which stores, workshop, staff quarters and other utilities etc were constructed by the Irrigation Dept. of the then UP Govt as basic requirement forming integral part of the Tehri Hydro Project. Relying upon office order vide No. 585/Tehri Dam Project/23-C -4/T-18 dated 29.05.1989 issued by the Irrigation Dept of the then UP Govt. (issued for transferring assets of Irrigation Dept in favour of THDC India Ltd) the company has taken possession of the said assets.

8. 30 Flats (PY. 43 Flats) on the land acquired by the company are in unauthorized occupation of various persons. Freehold land includes 0.458 Hectares located at Sautiyal village encroached by unauthorized occupants.

9. a) Related Parties – Key Management Personnel:

Whole time Directors:

1. Shri R. S. T. Sai	Chairman & Managing Director
2. Shri D.V.Singh	Director (Technical)
3. Shri S.K. Biswas	Director (Personnel)
4. Shri Sridhar Patra	Director (Finance)

b) Summary of transactions with related parties (other than for contractual obligations) – Nil.

c) Remuneration and allowances, contribution to provident fund, other benefits and expenses to whole time Directors including Chairman & Managing Director and Independent director's fees & expenses is ₹ 250 Lac (PY ₹248 Lac).

d) Joint Venture companies - Nil.

10. Earnings per share (EPS) – Basic & Diluted

The elements considered for calculation of earnings per share (Basic & Diluted) are as under:

	2014-15	2013-14
Net profit after tax used as numerator (₹ In lac)	₹ 69115	₹ 59532
Weighted average no. of equity shares used as denominator	Basic : 34978077 Diluted : 34978077	Basic : 34435027 Diluted : 34435027
Earning per share ₹	Basic Diluted	172.88 172.88
Face Value per share ₹	1000	1000

11. In compliance to the Accounting Standard 22 on “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India, The net increase in the deferred tax assets of ₹13686 Lac (P.Y. ₹ 6920 Lac) has been booked to Profit and Loss Account. The deferred tax assets pertaining to the period up to 31st March 2009 is refundable to the beneficiaries, thereafter, it is a part of the current tax as per CERC Regulations 2009-2014 and not refundable. The item-wise detail of cumulative Deferred Tax Liability/Assets is as under:

₹ in lac

Sl. no		31.03.2015	31.03.2014
	Deferred Tax Liability (A)		
i)	Difference of Book Depreciation and Tax Depreciation	0	0
	Deferred Tax Assets (B)		
ii)	Difference of Book Depreciation and Tax Depreciation	33644	26631
iii)	Advance against Depreciation to be considered as income in tax computation	7309	7309
iv)	Provision for Doubtful Debts & Stores	4461	166
v)	Provision for employee benefit schemes	6693	4315
	Net Deferred Tax Liability/(Assets) (A-B)	(52107)	(38421)

12. (i) The company has incurred an amount of ₹2909 Lac towards CSR expenditure during the current financial year 2014-15 as against permissible amount of ₹1377 lakhs as per provisions of Section 135 of the Companies Act 2013.

(ii) The Company has incurred an amount of ₹390 lac (PY ₹266 lac) towards Research & Development expenditure during the current financial year 2014-15 as per the R&D plan approved by the Board for the FY. 2014-15.

13. There is no outstanding amount as payable to Suppliers/Service providers registered under MSMED Act 2006.

14. The management carried out the construction works of Koteswar HEP through the contractor M/s. PCL Intratech Lenhydro Consortium under Risk & Cost mechanism to expedite project completion. Payment made by the company in excess of amount payable under the contract had been debited to Risk & Cost Account and shown as receivable from the contractor. The contractor has gone for arbitration and the award is under dispute.

Being aggrieved, the company has filed writ in the Hon'ble High Court, New Delhi challenging the award. Matter is subjudice. Pending disposal, provision has been made for ₹11947 Lac as appearing under Risk & Cost Account.

15. The Company has taken on lease / rent premises for employees / offices / Guest Houses/Transit camps & Vehicles. These lease arrangements are usually renewable on mutually agreed terms. Rent/Lease include ₹829 lac (P.Y. ₹901 lac) towards lease payment (net off recoveries).

16. i) Company pays fixed contribution to provident fund at pre-determined rates to a separate trust, which invests the funds in permitted securities. The Contribution to Family Pension scheme is paid to the appropriate authorities. The contribution of ₹218 lac (PY ₹ 129 lac) to the fund for the period is recognized as expense and is charged to statement of Profit & Loss. The obligation of the company is to make such fixed contribution to ensure minimum rate of return to the member as specified by GOI. As per Actuarial valuation the liability due to statutory interest rates guaranteed for provident fund as on 31.03.2015 as per AS-15 (Revised) comes to ₹363 lac (P.Y. ₹125 lac) as against the revenue surplus of ₹142 lac (P.Y. ₹102 lac).

ii) Disclosure under the provisions of AS-15 on "Employees Benefits".

Provision for employee benefits has been made for the current period using the Actuarial Valuation done as at 31.03.2015. Accordingly, disclosure under the provision of Accounting Standard 15 on "Employee Benefits" for the Financial Year ended 31.03.2015 is given below:

Table - 1 : Key Actuarial assumption for Actuarial Valuation as at:

Particular	31.03.2015	31.03.2014
Mortality Table	IALM(2006-08)	LIC (1994-96) Duly modified
Discount Rate	8.0%	8.5%
Future Salary Increase	8.0%	6.5%

Table - 2 : Change in Present Value of Obligations (PVO)

₹ in lac

Particular	Gratuity	Leave Encashment	Post retirement medical benefit	Sick Leave	Baggage allowance/ Retirement award/FBS
PVO at Beginning of year	11049	4909	2326	4664	632
Interest cost	939	417	198	396	53
Past service cost					
Current service cost	675	328	117	462	44
Benefit paid	(1188)	(1910)	(67)	(428)	(58)
Actuarial (Gain)/loss	2266	2131	1118	4288	64
PVO at end of year	13741	5875	3692	9382	735

Table - 3: Amount Recognised in Balance Sheet

₹ in lac

Particular	Gratuity	Leave Encashment	Post retirement medical benefit	Sick Leave	Baggage allowance/ Retirement award/FBS
PVO at end of year	13741	5875	3692	9382	735
Fair Value of Plan Assets at the end of year					
Funded Status	(13741)	(5875)	(3692)	(9382)	(735)
Unrecognised actuarial gain/loss					
Net liability recognized in Balance Sheet	(13741)	(5875)	(3692)	(9382)	(735)

Table - 4: Amount recognized in profit & loss Account/EDC Account.

₹ in lac

Particular	Gratuity	Leave Encashment	Post retirement medical benefit	Sick Leave	Baggage allowance/ Retirement award/FBS
Current Service Cost	675	328	117	462	44
Interest Cost	939	417	198	396	53
Past Service Cost					
Expected return on Plan Assets					
Net Actuarial (gain)/loss recognized for the year	2266	2131	1118	4288	64
Expense recognized in Profit & Loss/EDC for the year.	3880	2876	1433	5146	161

17. Change in Accounting Policy:

Sl.No.	Policy	Impact
1.	Policy No. 1 modified by adding the words "provisions of Electricity Act 2013, applicable CERC Regulations"	No Impact
2.	Policy No. 4 (ii) modified by adding the words " but under the control and possession of the Company"	No Impact
3.	Policy No.10 (xii) on Research & Development to set aside prescribe % of Profit as non lapsable fund as per DPE Guideline	No Impact
4.	Policy No.10(xiii) Expenditure on CSR activities shall be made as per provisions of Sec.135 of the Companies Act 2013	Increase in Expenditure on CSR ₹ 187 lac and corresponding decrease in profit.
5.	Policy No.10(xiv) on Provisions for Bad & Doubtful Debts	Decrease in Profit to the extent of Provisions made and Bad debts written off during the Current year ₹20438 lac and corresponding increase in provision for bad & doubtful debts by ₹12638 lac and decrease in amount recoverable/ receivable by ₹7800 lac.

18. Payment to Auditors (including service tax)

₹ in lac

		2014-15	2013-14
I.	Statutory Audit Fees	8*	8
II.	For Taxation matter (Tax Audit)	2	2
III.	For Company Law matter	-----	-----
IV.	For Management services	-----	-----
V.	For other Services (Certification)	5	3
VI.	For Reimbursement of expenditure	2	3

*Subject to approval in Annual General Meeting.

19. Additional information required as per Schedule III of the Companies Act 2013 is as under

₹ in lac

	PARTICULARS	2014-15	2013-14
A	Expenditure in Foreign Currency (on cash basis)		
	Travelling	27	15
	Consultancy & Professional Expenditures	17591	5060
	Management/Commitment fee	257	0
	Repayment of loan & Interest	0	2802
	Import of goods	0	342
	Others (Advance)	4	2818
	Nomination for Conference		0
	Purchase of Software		0
	Others	1271	
	TOTAL	19149	11036
B	Earnings in Foreign Currency (on cash Basis)	0	0
C	Value of Imports calculated on CIF basis		
i)	Capital Goods	0	470
ii)	Spare parts		
	TOTAL	0	470
D	Value of Components, Stores & Spare parts Consumed		
i)	Imported (in lacs Rupees)	60	1
	(%)	9.55	0.14
ii)	Indigenous (in lacs Rupees)	568	617
	(%)	90.45	99.86
E	Value of Export	0.00	0.00

20. Licensed and Installed Capacities:-

Sl. No	PARTICULARS	2014-15	2013-14
(i)	Licensed Capacity (M.W)	Not Applicable**	Not Applicable**
(ii)	Installed Capacity (M.W)	1400MW	1400MW
(iii)	Approved Capacity(M.W) Based on investment approval by CCEA)	2844 MW	2844 MW
(iv)	Quantitative information in respect of Generation and sale of Electricity (In Million Units)		
(a)	Pre Commercial Production		
	Generation	NIL	NIL
	Sales	NIL	NIL
(b)	Commercial Production		
	Generation Total	4214.182866	5582.264162
	Sales (net of free power to home state, auxiliary consumption and transformation losses)	3690.1711231	4887.0780941

** As per Section 7 of Electricity Act 2003 any generating company may establish, operate and maintain a generating station without obtaining license under this act. Therefore, licensed capacity is not applicable.

21. Previous year figures have been regrouped/ reclassified wherever necessary to make the figures comparable with the figures of the current year.

For and on Behalf of Board of Directors

(S. Q. Ahmad)
 Company Secretary
 Membership No. F6445

(Sridhar Patra)
 Director (Finance)
 DIN : 06500954

(R.S.T. Sai)
 Chairman & Managing Director
 DIN : 00171920

As Per Our Report of Even Date Attached
 For **BHATIA & BHATIA**
 Chartered Accountants
 FRN 003202N of ICAI

(Anant Bhatia)
 Partner
 Membership No.:- 507832

Date : 31.07.2015

Place : New Delhi

INDEPENDENT AUDITOR'S REPORT

To the Members of
THDC INDIA LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of THDC India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and significant accounting policies and other explanatory information.

Managements' Responsibility for Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required

to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

- b) in the case of the Statement Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of subsection (11) of section 143 of the Act, we give in the **Annexure I** a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. The Comptroller & Auditor-General of India has issued directions indicating the areas to be examined in terms of sub-section (5) of section 143 of the Companies Act 2013, the compliance of which is set out in **Annexure II**.
3. As required by Section 143 (3) of the Act, we report that
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements — Refer Note 29.2 to the financial statements;
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

For Bhatia & Bhatia
Chartered Accountants
FRN: 003202N OF ICAI

(Anant Bhatia)
FCA, Partner
Membership No. : 507832

Place : New Delhi
Date : 31.07.2015

ANNEXURE-I

ANNEXURE I FORMING PART OF THE AUDITORS' REPORT OF THDC INDIA LTD

(ANNEXURE I REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE)

We report that: -

- i) (a) The Company has generally maintained records of Fixed Assets, showing full particulars including quantitative details and situation of Fixed Assets. The records for movement of the assets have been properly maintained.
- (b) The assets have been physically verified by Independent Firm of Chartered Accountants during the year and discrepancies, though not material, noticed on such verification, have been dealt properly in the books of account. In our opinion, frequency of verification is reasonable having regard to the size of the Company and the nature of its business.
- ii) (a) Physical verification of inventory has been conducted by Independent Firm of Chartered Accountants. In our opinion frequency of physical verification is reasonable.
- (b) The procedures of physical verification of inventory, followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory and no material discrepancies were noticed during physical verification of Inventories.
- iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, Clause (iii) of paragraph 3 of the Order is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems, commensurate with the size of company and nature of its business, with regard to purchase of inventory and fixed assets, and for the revenues of the Company. During the course of our audit we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the underlying internal control systems.
- v) Since the Company has not accepted any deposits from the public, the question of compliance with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of Companies Act 2013, and rules framed there under, does not arise.
- vi) The Central Government has prescribed maintenance of Cost Records under Section 148(1) of the Companies Act, 2013. The company is maintaining the required Cost Records. The Cost Audit for the year 2013-14 is completed and appointment of Cost Auditors for 2014 — 15 has already been made and Cost Audit for the F.Y. 2014-15 is under process.
- vii) a) According to the information and explanation given to us, the Company is regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, and other statutory dues applicable to the Company and that there are no undisputed statutory dues outstanding as on 31.3.2015 for a period of more than six months from the date they became payable. As informed, the provisions of the Employees State Insurance Act are not applicable to the Company.
- b) According to information and explanation given to us, following disputed trade tax dues have not been deposited.

Assessment year	Amount (₹ In Lac)	Nature of Dues	Present Status
2007-08	1.11	Trade Tax	THDCIL has filed appeal against the demand raised in assessment order dated 28.02.2011 and the appeal is still to be heard.



- c) No amount is required to be transferred to Investors Education and Protection Fund in accordance with the relevant provision of the Companies Act 1956 (1 of 1956) and the rules made there under.
- viii) The Company does not have accumulated losses at the end of the financial year and has not incurred any cash loss in the financial year under audit, and also in the immediately preceding financial year.
- ix) On the basis of audit procedures adopted by us and according to the records, the Company has not defaulted in repayment of dues to any Financial Institution or bank during the year.
- x) As informed to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) In our opinion, and according to the information and explanations given to us, the company has applied the term loans for the purpose; they were raised during the year.
- xii) During the course of our examination of books and records of the company for the year, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instances of fraud on or by the company, nor have we been informed of such cases by the Management.

For Bhatia & Bhatia
Chartered Accountants
FRN: 003202N OF ICAI

(Anant Bhatia)
FCA, Partner
Membership No. : 507832

Place : New Delhi

Date : 31.07.2015

FORMING PART OF THE AUDITORS' REPORT OF THDC INDIA LTD

(Annexure II referred to in Paragraph 2 of our report of even date)

Sl. No	Directions	Our Report	Action Taken	Impact on the accounts & Financial Statements								
1.	If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process.	THDC India Ltd has not been selected for disinvestment. However it is under consideration for disinvestment by the Gol. As a pre requisite, efforts have been made to amend the AoA and MoA. Draft revised AoA and MoA have been forwarded to GoUP and Gol seeking consent for taking further action to amend the said documents and split the shares. Hence stage for valuation of assets and liabilities has not yet reached.	No Action is required	NIL								
2.	Please report whether there are any cases of waiver/write off of debts/loans/interest etc., if yes, the reasons there for and the amount involved.	Yes. The company has written off Rs.78.01 Crore with due approval of the BoD in their 175th meeting held on 23.05.2015. Reasons for write off are briefly explained below: Construction of buildings to relocate the Govt offices/ institutions and staff quarters was carried out by the Irrigation dept of the then UP Govt. The construction work was handed over to THDCIL by the then UP Govt with advice to carry out the work and assurance to release funds after completion of shifting of Govt offices/ institutions. Construction, shifting and relocating continued in phased manner till 1998-99. In the year 2000 consequent upon reorganising of the state, the property was vested with GoUK. Hence demands were raised on GoUK which the GoUK denied advancing the contention that the property was transferred by the then UP Govt to them consequent upon reorganisation of the state. Hence THDCIL does not have any right to claim. Matter was taken up at various forums and discussed in several occasions in the meeting chaired by Secy. Power/ Jt. Secy. Power. Neither any firm assurance / commitment was given nor payment released. The amount proved to be unrealisable. Hence the matter was placed before the BoD in their 175th meeting and written off in the books of the current financial year 2014-15.	Amount debited to Profit and Loss Account	Net Profit is reduced by INR 78.01 crore.								
3.	Whether proper records are maintained for inventories lying with third parties and assets received as gift from Govt. or other authorities.	Proper records are being maintained with regard to inventories lying with third parties. No assets are received as Gift from Govt./any other authorities.	No Action is required	NIL								
4.	A report on age-wise analysis of pending legal / arbitration cases including the reasons of pendency and existence / effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	<p>Details of age-wise pending legal cases as on 31st March 2015 are mentioned below:</p> <table style="margin-left: 20px;"> <thead> <tr> <th style="text-align: left;">Period</th> <th style="text-align: left;">No. of cases</th> </tr> </thead> <tbody> <tr> <td>0-1 year</td> <td>242</td> </tr> <tr> <td>1-3 years</td> <td>97</td> </tr> <tr> <td>3 years & above</td> <td>134</td> </tr> </tbody> </table> <p>The professional fee relating to these legal cases is decided by the Company on case to case basis with due approval of Competent Authority. The main reason for pendency of legal cases beyond 3 years is that hearings are not yet completed. As the cases are pending for disposal before different legal forums since a considerable time, it needs close persuasion for expeditious disposal.</p>	Period	No. of cases	0-1 year	242	1-3 years	97	3 years & above	134	Proper Contingent Liability has been disclosed in the Note No. 29.2 attached with the Financial Statements.	NIL
Period	No. of cases											
0-1 year	242											
1-3 years	97											
3 years & above	134											

Place : New Delhi
Date : 31.07.2015

(Anant Bhatia) FCA, Partner
Membership No. : 507832
For Bhatia & Bhatia

Chartered Accountants, FRN: 003202N OF ICAI

गोपनीय

सख्या: **No. MAB-III/Rep/01-17/A/cs-THDC/2015-16/Vol.V/927**

भारतीय लेखा, वित्त एवं प्रशासन विभाग

कार्यालय

प्रधान निदेशक, वाणिज्यिक लेखा परीक्षा

एवं पदेन सदस्य लेखा परीक्षा बोर्ड—III

नई दिल्ली

INDIAN AUDIT & ACCOUNTS DEPARTMENT

OFFICE OF THE

PRINCIPAL DIRECTOR OF COMMERCIAL AUDIT

& EX-OFFICIO MEMBER, AUDIT BOARD-III,

NEW DELHI

दिनांक / Dated 09th September, 2015

सेवा में,

अध्यक्ष एवं प्रबंध निदेशक,
टीएचडीसी इंडिया लिमिटेड,
ऋषिकेश।

विषय: 31 मार्च 2015 को समाप्त वर्ष के लिये टीएचडीसी इंडिया लिमिटेड, ऋषिकेश के वार्षिक लेखाओं पर कंपनी अधिनियम 2013 की धारा 143(6)(b) के अन्तर्गत भारत के नियंत्रक एवं महालेखा परीक्षक की टिप्पणियाँ।

महोदय,

मैं, टीएचडीसी इंडिया लिमिटेड, ऋषिकेश के 31 मार्च 2015 को समाप्त वर्ष के लेखों पर कंपनी अधिनियम 2013 की धारा 143(6)(b) के अंतर्गत भारत के नियंत्रक एवं महालेखा परीक्षक की टिप्पणियाँ अग्रेषित कर रही हूँ। कृपया इस पत्र की संलग्नकों सहित प्राप्ति की पावती भेजी जाए।

संलग्न: यथोपरि।

भवदीया,

ह./-
(तनुजा एस. मित्तल)
प्रधान निदेशक

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF THDC INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2015

The preparation of financial statements of THDC India Limited for the year ended 31 March 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the Management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act is responsible for expressing opinion on the financial statement under Section 143 of the Act based on independent audit in accordance with Standards on Auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 31 July, 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under Section 143(6)(a) of the Act of the financial statements of THDC India Limited of the year ended 31 March 2015. This supplementary audit has been carried out independently without access to the working papers of the Statutory Auditor and is limited primarily to inquiries of the Statutory Auditor and Company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditor's report.

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

Sd/-
(**Tanuja. S. Mittal**)
Principal Director of Commercial Audit &
Ex-officio Member, Audit Board – III.
New Delhi

Place : New Delhi

Dated : 09th September, 2015



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED

Computerised Control System



टिहरी एचपीपी के भूमिगत पावर हाउस की कंप्यूटरीकृत नियंत्रण प्रणाली
Computerised Control System of Underground Power House of Tehri HPP



टीएचडीसी इंडिया लिमिटेड
THDC INDIA LIMITED

(भारत सरकार व उत्तर प्रदेश सरकार का संयुक्त उपक्रम)
(A Joint Venture of Govt. of India & Govt. of U.P.)

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Ganga Bhawan, Pragtiapuram, By Pass Road, Rishikesh-249201-(Uttarakhand)
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CIN: U45203UR1988GOI009822 Website : <http://www.thdc.gov.in>