

**KISHTWAR TRANSMISSION LIMITED**  
**(A Wholly Owned Subsidiary of PFC Consulting Limited)**

**2<sup>ND</sup> ANNUAL REPORT**  
**(2021-22)**

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### Corporate Information

<b>CIN</b>	<b>U40106DL2021GOI380131</b>
<b>Date of Incorporation</b>	<b>15<sup>th</sup> April, 2021</b>
<b>Share Capital</b>	<b>Authorized capital - INR 1,00,000 Paid Up Capital - INR 1,00,000</b>
<b>Registered Office</b>	<b>First Floor, Urjanidhi, 1- Barakhamba Lane, Connaught Place, New Delhi - 110001</b>
<b>Board of Directors</b>	<b>1. Shri Dharuman Manavalan : Chairman 2. Shri Sachin Shukla : Director 3. Shri Sanjay Nayak : Director</b>
<b>Statutory Auditor</b>	<b>M/s Satish K. Aggarwal &amp; Co. Chartered Accountants</b>
<b>Banker's Name</b>	<b>ICICI Bank</b>

# **KISHTWAR TRANSMISSION LIMITED**

**CIN: U40106DL2021GOI380131**

**Regd. Office:** Urjanidhi, First Floor, 1, Barakhamba Lane, Connaught Place,  
New Delhi-110001

## **NOTICE OF 01<sup>ST</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 01<sup>st</sup> Annual General Meeting of the members of **Kishtwar Transmission Limited**, will be held on **Thursday, the 22<sup>nd</sup> day of September, 2022 at 10:00 A.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, to transact the following business(s):

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, along with the Report of the Board of Directors and Auditor's thereon.

#### **Proposed Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon, be and is hereby received, considered and adopted."

2. To appoint a Director in place of Shri Sanjay Kumar Nayak (DIN: 08197193), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Proposed Resolution:**

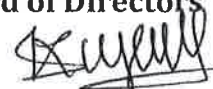
**"RESOLVED THAT** Shri Sanjay Kumar Nayak (DIN: 08197193), who retires by rotation, and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Companies Act, 2013.

#### **Proposed Resolution:**

**"RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed/ to be appointed by Comptroller and Auditor General of India for the FY 2022-23, as may be deemed fit by the Board."

**By order of the Board of Directors**



**(Sanjay Nayak)**

**Director**

**DIN No. 08197193**

**Place : New Delhi**

**Date : 30.08.2022**

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed.
3. A brief profile of Directors seeking appointment/re-appointment at the meeting is annexed hereto and forms part of Notice.
4. The Register of Directors and Key Managerial Personnel, Register of Contracts or arrangements in which directors are interested and other applicable registers shall be available for inspection at the venue to the members attending the meeting.
5. The documents referred to in the accompanying Notice, are open for inspection by Members, at the Registered Office of the Company during office hours, i.e., between 11:00 a.m. and 1:00 p.m., on all working days, except Saturday, Sunday and holiday(s), up to the date of the Annual General Meeting.
6. Pursuant to the relevant provisions of Companies Act, 2013 the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting. In terms of Companies Act, 2013, members may authorize the Board of Directors of the Company to fix an appropriate remuneration of auditors appointed by C&AG for the financial year 2022-23.
7. In accordance with the provisions of Companies Act, 2013 and SS-2- Secretarial Standard on General Meetings, the request for consenting to shorter notice of the members for calling the Annual General Meeting is enclosed with the Notice. Further, the Annual General Meeting of the company shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

Details of directors seeking appointment/re-appointment at the forthcoming Annual  
General Meeting as per Secretarial Standard-2

<b>1. SHRI SANJAY KUMAR NAYAK</b>	
Date of Birth	21-11-1972
Qualification	M. Tech. (Energy Management)
Experience	25 years
Remuneration sought to be paid/ Remuneration last paid	NIL
Date of First Appointment on the Board	15/04/2021
No. of shares held in the Company	100*
Relationship with other Directors, Managers and Key Managerial Personnel	NIL
Number of Board Meeting attended during the year	4
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Ananthpuram Kurnool Transmission Limited</li> <li>• Bhadla Sikar Transmission Limited</li> <li>• Kishtwar Transmission Limited</li> <li>• Shongtong Karcham-Wangtoo Transmission Limited (Under process of Striking Off)</li> <li>• Chhatarpur Transmission Limited</li> <li>• Fatehgarh IV Transmission Limited</li> <li>• Bhadla III Transmission Limited</li> <li>• Fatehgarh III Transmission Limited</li> <li>• Khandukhal Rampura Transmission Limited</li> <li>• Fatehgarh III Beawar Transmission Limited</li> </ul>
Membership/Chairmanship of Committees of other Board	None

\*Nominee of PFC Consulting Limited



## **Board's Report 2021-22**

### **KISHTWAR TRANSMISSION LIMITED** **(A Wholly Owned Subsidiary of PFC Consulting Limited)**

#### **BOARD'S REPORT** **(Financial Year 2021-22)**

To,  
**THE MEMBERS/SHAREOWNERS,**

Your Directors take great pleasure in presenting the 1<sup>st</sup> Annual Report on the business and operations of your Company together with Audited Financial Statements and Auditors' Report thereon for the period commencing from 15<sup>th</sup> April, 2021 to 31<sup>st</sup> March, 2022.

#### **CORPORATE PROFILE**

The Company was incorporated on 15<sup>th</sup> April, 2021 under the Companies Act, 2013 as a wholly owned subsidiary of PFC Consulting Limited (PFCCL), (a wholly owned subsidiary of Power Finance Corporation Ltd, a Govt. of India Undertaking) for development of transmission system associated with "Transmission system for evacuation of power from Pakaldul HEP in Chenab valley HEPs-Connectivity System" through Tariff Based Competitive Bidding Process.

#### **FINANCIAL PERFORMANCE**

During the year under review, your Company has not started its commercial activities. However, during the period commencing from 15<sup>th</sup> April, 2021 to 31<sup>st</sup> March, 2022, the Company has spent an amount of INR 131.06 lakhs which mainly includes manpower charges, advertisement expenses, outsourcing expense, interest charges and etc. Further company received income of Rs. 30,00,000/- (Rupees Thirty Lakhs only) for sale of RFP. The net expenditure upto 31<sup>st</sup> March, 2022 is Rs. 101.06 lakhs.

#### **OPERATIONAL HIGHLIGHTS**

Your Company was incorporated on 15<sup>th</sup> April, 2021 as a wholly owned subsidiary of PFC Consulting Limited for development of transmission system associated with "Transmission system for evacuation of power from Pakaldul HEP in Chenab valley HEPs-Connectivity System".

The bid process was initiated with the issuance of RfP notification and Single Stage RFP documents on 04.02.2021 with the last date of submission on 12.04.2021 which has been extended up to 25.02.2022 due to various reasons.

RfP Bids comprising of Technical and Financial Bids were received from Four (04) Bidders.

Based on the e-reverse bidding process, 'Sterlite Grid 24 Limited' emerged as the successful Bidder with the lowest Levelised Transmission Charges of Rs. 388.46 Million per annum.

The Letter of Intent (LoI) to "Sterlite Grid 24 Limited", for the Project has been issued on 22.03.2022. Ministry of Power vide letter dated 04.04.2022 accorded approval for transfer of shares held by PFC Consulting Ltd. (a wholly owned subsidiary of PFC Ltd.) in "Kishtwar Transmission Limited" to "M/s Sterlite Grid 24 Limited", the Successful Bidder. The SPV will be transferred to the successful bidder after signing of the Transmission Service Agreement by the beneficiary.

## Board's Report 2021-22

### CORPORATE INFORMATION

- **Corporate Status**

The Company has status of a Subsidiary Company as defined under Section 2(87) (ii) of the Companies Act, 2013.

- **Financial Year**

The financial year is of a period commencing from April 15, 2021 to March 31, 2022.

- **Directors**

The present Board structure of the Company comprises of the following:

S. No	Name	Designation
1.	Shri Dharuman Manavalan	Chairman
2.	Shri Sachin Shukla	Director
3.	Shri Sanjay Nayak	Director & Project In-Charge

- **Number of Board Meetings**

The Directors of the Company met four (4) times during the period commencing from 15<sup>th</sup> April, 2021 to 31<sup>st</sup> March, 2022. The details of meetings alongwith attendance of Director(s) is as given below:

Date of Board Meeting	Attendance of each Director		
	Sh. Dharuman Manavalan	Sh. Sachin Shukla	Sh. Sanjay Nayak
04.06.2021	Yes	Yes	Yes
01.10.2021	Yes	Yes	Yes
18.01.2021	Yes	Yes	Yes
22.03.2022	Yes	Yes	Yes

- **Statutory Auditors**

M/s Shashi Verma & Company, Chartered Accountants, were appointed as Statutory Auditors of the Company for the period commencing from 15<sup>th</sup> April, 2021 to 31<sup>st</sup> March, 2022 vide Comptroller and Auditor General of India (C&AG) letter No. CA.V/COY/CENTRAL GOVERNMENT, KITRL (1)/1111 dated 26.08.2021.

- **Share Capital Structure**

The Share Capital of the Company is as follows:

<b>Authorized Capital</b>	INR 1,00,000 (10,000 Equity Shares of INR 10 each)
<b>Issued, Subscribed and Paid up Capital</b>	INR 1,00,000 (10,000 Equity Shares of INR 10 each)



## Board's Report 2021-22

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- **Personnel**

Your Company has not appointed any permanent employees during the year. Some of the employees of the main holding company i.e. Power Finance Corporation Ltd. have been assigned additional duty to carry out day to day work of the Company.

- **Official Language**

The use of Hindi in Company's official work is emphasized.

### **DISCLOSURE UNDER COMPANIES ACT, 2013**

- **Extract of Annual Return**

The details forming part of the extract of the annual return is enclosed as **Annexure-II**.

- **Directors Responsibility Statement**

Pursuant to section 134(5) of the Companies Act 2013, it is confirmed that:

- a) in the preparation of annual accounts applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) such accounting policies have been selected, applied consistently and judgments & estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts are prepared on a going concern basis;
- e) the company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **Explanations or comments by the Board on every qualification, reservation, or adverse remark or disclaimer made by Auditor in his report**

There is no adverse comment, observation or qualification in the Auditors' Report on the accounts of the Company.

- **Comptroller And Auditor General Review**

C&AG vide their letter dated 30<sup>th</sup> August, 2022 have decided not to conduct the supplementary audit of the financial statements of Kishtwar Transmission Limited for the year ended 31<sup>st</sup> March, 2022 and as such have no comments to make under Section 143(7)(a) of the Companies Act, 2013. A copy of the letter issued by C&AG in this regard is placed at **Annexure - I**.

## Board's Report 2021-22

- **Particulars of loans, Investments and Guarantees made under Section 186 of the Companies Act, 2013**

The Company has not made any investments, given any Loans and Guarantees to other bodies corporate during the financial year as such no information is required to be furnished in terms of the provisions of clause (g) of sub-section (3) of section 134 of the Companies Act, 2013.

- **Particulars of Contracts or Arrangements with related parties as referred under Section 188 (1) of the Companies Act, 2013.**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure-III** in Form AOC-2 and the same forms part of this report.

- **The State of Company Affairs**

The Company was established for development of transmission system associated with "Transmission system for evacuation of power from Pakaldul HEP in Chenab valley HEPs-Connectivity System."

After the completion of the bidding process and selection of the successful developer, the Letter of Intent (LoI) for the Project was issued to "Sterlite Grid 24 Limited" in due course of time.

- **Dividend / Transfer To Reserves**

The Board of Directors have not recommended any dividend for the period commencing from 15<sup>th</sup> April, 2021 to 31<sup>st</sup> March, 2022 and consequently no amount has been proposed to be carried on to any reserves.

- **Material changes and commitments occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There have been no material changes and commitments that have occurred during the above specified period.

- **Conservation of Energy, technology absorption, foreign exchange earnings and outgo.**

S. No.	Particular	Disclosure
1	Conservation of Energy	There are no significant particulars relating to conservation of energy. However, energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy.
2	Technology Absorption	There are no significant particulars relating to technology absorption under the Companies (Accounts) Rules, 2014 as your Company does not

## Board's Report 2021-22

		own any manufacturing related activity.
3	Foreign Exchange Earnings and Outgo	During the year under review, there is no foreign exchange earnings & outgo.

- **Statement Indicating development and implementation of a risk management policy for the Company including identification therein of elements of Risk, if any, which in opinion of Board may threaten the existence of the Company.**

The Company is a special purpose vehicle, incorporated for specific project and to undertake only preliminary activities viz. preparation of the route survey report and initiate the process of land acquisition and forest clearance, if required, and to undertake bidding process to select the successful bidder. As the company will be transferred to the successful bidder shortly, risk management is necessary only till such transfer takes place. However the management regularly identifies the probable risks associated during this phase and takes adequate steps for the risk management.

- **Details about the Policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year.**

Provisions of Section 135 of the Companies Act, 2013 are not applicable on the Company and hence the company has not developed and implemented Corporate Social Responsibility.

- **Change in the nature of business**

There has been no significant change in the nature of business during the period under review.

- **Director liable to retire by rotation at the ensuing Annual General Meeting**

Pursuant to Section 152(6) of the Companies Act, 2013, Shri Sanjay Kumar Nayak is liable to retire by rotation in the ensuing Annual General Meeting of the Company.

- **The Companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.**

The Company is wholly owned subsidiary of PFC Consulting limited (a Wholly Owned Subsidiary of Power Finance Corporation Limited). Since Incorporation, the Company has no subsidiary, associate or joint venture Company.

- **Details relating to deposits, covered under Chapter V of the Act and details of deposits which are not in Compliance with requirement of Chapter V of the Act;**

The Company has not accepted any Fixed Deposits from the Public during the period under review.

- **Details in respect of Employee Stock Options, Sweat Equity Shares and shares with differential Voting Rights issued by the Company.**

The Company does not have any Employee Stock Option Scheme, further company has not issues any sweat equity shares or shares with Differential Voting Rights during the year.

## Board's Report 2021-22

- Details of significant and material order passed by regulators or courts, or tribunals impacting the going concern status and Company's operations in future.

There has been no significant and material order passed by regulators or courts, or tribunals impacting the going concern status and Company's operations in future.

Company's Policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and other matters provided under sub section (3) of Section 178 and statement indicating the manner in which formal evaluation has been made by the Board of its own performance and that of its committees and individual Directors

The Ministry of Corporate Affairs (MCA) vide Notification dated June 5, 2015 has exempted Government Companies from the compliance relating to the above specified disclosure.

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

The Policy of the Ultimate Holding Company i.e. Power Finance Corporation Limited ensures compliance as per the Act for the subsidiary company.

### PROVISIONS UNDER COMPANIES ACT, 2013 WHICH ARE NOT APPLICABLE TO THE COMPANY AND HENCE NOT FORMING PART OF THE BOARD'S REPORT

- ✓ Disclosure on Corporate Social Responsibility.
- ✓ Statement of declaration by Independent Director under sub section (6) of section 149.
- ✓ Particulars of Employees u/s 134 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- ✓ Details of the Establishment of the Vigil Mechanism
- ✓ Secretarial Audit Report
- ✓ Explanation or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by Company Secretary in Practice in his Secretarial Audit Report.

### STATUTORY AND OTHER INFORMATION REQUIREMENTS

Other Information required to be furnished as per Companies Act, 2013, DPE Guidelines, and other statutory provisions is annexed to this report as under:

Particulars	Annexure
Comments of C&AG on the Financial Statements	I
Extract of Annual Return in form MGT-9	II
Form AOC-II	III

### ACKNOWLEDGEMENT

The Directors place on record their gratitude to the Central Government, State Governments and their respective agencies for the assistance, co-operation and encouragement they extended to the Company. The Company, in particular, is thankful to PFC Consulting Limited,



## Board's Report 2021-22

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Power Finance Corporation Limited, Ministry of Power, Govt. of India, DPE, C&AG, Statutory Auditors, Bankers and Clients for their unstinted co-operation and guidance, without whose active support the achievements of the Company during the period under review would not have been possible.

**For and on behalf of the Board of Directors**



**(Dharuman Manavalan)**

**Chairman**

**DIN: 08102722**



**Place: New Delhi**

**Date: 30.08.2022**

गोपनीय



भारतीय लेखापरीक्षा और लेखा विभाग  
कार्यालय महा निदेशक लेखापरीक्षा (ऊर्जा)  
नई दिल्ली  
INDIAN AUDIT & ACCOUNTS DEPARTMENT  
Office of the Director General of Audit (Energy)  
New Delhi

Dated: 20/03/2022

मेरा पत्र

अध्यक्ष  
किश्तवार ट्रांसमिशन लिमिटेड  
नई दिल्ली

विषय: 31 मार्च 2022 को समाप्त अवधि के लिए किश्तवार ट्रांसमिशन लिमिटेड, नई दिल्ली के वार्षिक लेखाओं पर कम्पनी अधिनियम, 2013 की धारा 143(7)(b) के अन्तर्गत भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणियाँ।

महोदय,

मैं, किश्तवार ट्रांसमिशन लिमिटेड, नई दिल्ली के 31 मार्च 2022 को समाप्त अवधि के लेखाओं पर कम्पनी अधिनियम, 2013 की धारा 143(7)(b) के अन्तर्गत भारत के नियंत्रक-महालेखापरीक्षक की टिप्पणियाँ अग्रोषित कर रहा हूँ।

कृपया इस पत्र की संलग्नकों सहित प्राप्त की पावती भेजी जाए।

भवदीय,

संलग्नक:- यथोपरि।

20/03/2022  
(डी. के. शेखर)  
महानिदेशक



COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA  
UNDER SECTION 143(6)(B) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL  
STATEMENTS OF KISHTWAR TRANSMISSION LIMITED FOR THE PERIOD  
ENDED 31 MARCH 2022.

The preparation of financial statements of Kishtwar Transmission Limited for the period ended 31 March 2022 in accordance with the financial reporting framework prescribed under the Companies Act, 2013(Act) is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 130(7) of the Act is responsible for expressing opinion on the financial statements on paragraph 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 24 May 2022.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of Kishtwar Transmission Limited for the period ended 31 March 2022 under Section 143(7)(a) of the Act.

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



(D. K. Sekar)

Director General of Audit (Energy),  
Delhi

Place: New Delhi

Dated: 20/08/2022