We bring
Life to Power

PTC India

23rd Annual Report 2021-22

Vision

"To be a frontrunner in power trading by developing a vibrant power market and striving to correct market distortions"

Mission

- Promote Power Trading to optimally utilize the existing resources.
- Develop power market for market based investments into the Indian Power Sector.
- Facilitate development of power projects particularly through private investment.
- Promote exchange of power with neighbouring countries.

Values

- Transparency
- The Customer is always right
- Encouraging Individual initiative
- Continuous Learning
- Teamwork

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BOARD OF DIRECTORS (as on 30th November 2022)

1. Dr. Rajib Kumar Mishra, Director, CMD (Addl. Charge)
2. Shri Raghuraj Madhav Rajendran, Director (MoP Nominee)
3. Shri Jayant Purushottam Gokhale, Independent Director
4. Ms. Sushama Nath, Independent Director
5. Shri Devendra Swaroop Saksena, Independent Director
6. Shri Ramesh Narain Misra, Independent Director
7. Shri Subhash S. Mundra, Independent Director
8. Smt. Preeti Saran, Independent Director
9. Smt. Parminder Chopra, Director (PFC Nominee)
10. Shri V.K. Singh, Director (POWERGRID Nominee)
11. Shri Himanshu Shekhar, Director (NHPC Nominee)
12. Ms. Sangeeta Kaushik, Director (NTPC Nominee)

Company Secretary
Shri Rajiv Maheshwari

Statutory Auditors
M/s. T R Chadha & Co. LLP

Internal Auditors
M/s. Ravirajan & Co.

Registrar and Share Transfer Agents
M/s. MCS Share Transfer Agent Limited
F–65, Okhla Industrial Area, Phase–I
New Delhi – 110 020
Phone: 41406149; Fax: 41709881

Principal Bankers
IDBI Bank Ltd.
Indian Overseas Bank
State Bank of Travancore
ICICI Bank
Indian Bank
Indusind Bank
Corporation Bank
Yes Bank

PTC India Limited

CIN: L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066

Tel: 011- 41659500, 41595100, 46484200. Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com

NOTICE is hereby given that the 23rd (Twenty third) Annual General Meeting of the Members of PTC India Limited (PTC) will be held on Friday the 30th day of December 2022 at 03:00 p.m. by way of Video Conferencing ("VC"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2022, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2022 and report of Auditor's thereon.

2. To consider and if thought fit, to pass with or without modification (s), the following resolution for the final dividend for the Financial Year 2021-22 as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), final dividend at the rate of 58% (₹ 5.8 per equity share of ₹10/- each) be and is hereby declared for the FY 2021-22, out of the profits of the Company on the 29,60,08,321 equity shares of ₹10/- each fully paid up to be paid as per the ownership as on 16th December, 2022."

3. To appoint a Director in the place of Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

   To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Director."

4. To appoint a Director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

   To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Smt. Parminder Chopra (DIN: 08530587) who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Director."

By Order of the Board of Directors
For PTC India Limited

Date: 6th December, 2022
Place: New Delhi

(Rajiv Maheshwari)
Company Secretary
Membership no. F-4998
Address: 2nd Floor, NBCC Tower,
15 Bhikaji Cama Place, New Delhi-110066

NOTES:

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and the General Circular No. 2/2022 dated 5th May, 2022 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') till 31st December, 2022. In compliance with the MCA and applicable provisions of the Act and Listing Regulations, the AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Registrar of Companies, Delhi & Haryana, vide its approval letter dated September 5, 2022, has granted an extension of time by a period of three (3) months to PTC India Ltd. for holding its Annual General Meeting for the financial year ended on March 31, 2022. Thereby, the Company is allowed to conduct its Annual General Meeting for the financial year ended on March 31, 2022, on or before December 31, 2022. Thus, this AGM is conducted before 31st December 2022 in pursuance of the approval granted.

3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business not applicable this time.

4. Pursuant to the above referred MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, corporate members intending to appoint their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.

5. Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting. The requisite statutory registers as well as documents referred in notice shall also be open for inspection through electronic mode during the meeting.

6. Details of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with the Secretarial Standards- II issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.

7. The Register of Members and Share Transfer Books of the Company will be closed from 17th December, 2022 to 30th December 2022 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.

8. SEBI vide its Circular dated 3rd November, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

   In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to Registrar and Share Transfer Agent of the Company/ the Company, for immediate action.

9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For

the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA at admin@mcsdel.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the Company or its RTA at email address mentioned above.

10. During the FY 2021-22, the Interim Dividend @ 20% was declared by the Board in its Board meeting dated 11th November, 2021 and same was paid.

11. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made as under:

    i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 16th December, 2022.

    ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 16th December, 2022.

12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

13. Non-Resident Indian members are requested to inform Company/ respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company or Share Transfer Agent, for consolidation into a single folio.

15. The Company's Registrar & Transfer Agent (RTA) is MCS Share Transfer Agent Limited.

16. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MCS Share Transfer Agent Ltd, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialized form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website www.ptcindia.com.

17. The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, email address ECS details etc. to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes either to the Company or Share Transfer Agent.

19. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.

20. The communication address of our Registrar and Share Transfer Agent (RTA) is MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area Phase-I, New Delhi-110020.

21. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed.

22. a) In compliance with MCA Circulars and SEBI Circulars physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY22) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on 26th November, 2022 (closing hours) and to all other persons so entitled unless any member has requested for the physical copy of the same. A member may request for physical copy of the same by writing to us at cs@ptcindia.com.

    b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 23rd December, 2022 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.

23. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

24. The Annual Report including Notice of AGM is also available at the Company's Website www.ptcindia.com.

25. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, is not required to be attached along with the notice since meeting is held by VC.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27th December 2022 at 9:00 A.M. and ends on 29th December 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd December 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

    In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashishkapoorandassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to cs@ptcindia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to cs@ ptcindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 **(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID an client ID/ Folio no, No. of shares, PAN, mobile number at cs@ptcindia.com on or before 29th December 2022. Those Members only who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers, questions as well as the speaking time as appropriate for smooth conduct of the AGM.

6. Members can submit questions in advance with regard to any matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address cs@ptcindia.com atleast 24 hours in advance before the start of the meeting i.e. by 29th December 2022. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

7. Shareholders who will participate in the AGM through VC can also pose question/feedback through question box option. Valid questions raised by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

8. In case of any queries related to this AGM including e-voting facility, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Sarita Mote, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai–400013, at the designated email address: evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

26. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. December 30, 2022.

27. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

28. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MCS Share Transfer Agent Ltd. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.

29. The Company has implemented the "Green Initiative" in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website www.ptcindia.com of the Company.

30. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2021-22 along with AGM Notice by email to cs@ptcindia.com. Members holding

shares in demat form can update their email address with their Depository Participants.

31. Please note that since this time physical copies of Notice of AGM and Annual Report 2021-22 shall not be sent to the shareholders therefore the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of this AGM and Annual Report for 2021-22. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA (admin@mcsdel.com) or the Company (cs@ptcindia.com) for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

32. A member can also request hard copy of Notice of AGM and Annual Report 2021-22 by writing us at cs@ptcindia.com.

Details of the Directors seeking appointment/re-appointment as required under Secretarial Standards II and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Dr. Rajib Kumar Mishra	Smt. Parminder Chopra
Date of birth	01/03/1963	30/04/1967
Age	59	55
DIN No.	06836268	08530587
Date of appointment/ re-appointment	24/02/2020	02/08/2020
Qualification	B.E. (Electrical)	Cost Accountant and MBA
Details of remuneration sought to be paid	As per Annual Report	NA
Nationality	Indian	Indian
Experience	More than 37 years	More than 34 years
Expertise in specific functional areas	Power Sector	Power & Finance
Date of first appointment on the Board of the Company	24/02/2015	02/08/2020
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	WTD / CMD (Additional Charge) w.e.f. 6th Nov.'21	Nominee Director
Last drawn remuneration, if applicable	As per Annual Report	NA
Details of remuneration sought to be paid	As per Annual Report	NA
No. of Board meetings attended during the year 2021-22	Details given in CG report	Details given in CG report
Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee (Audit / SRC)	1. PTC India Financial Services Limited 2. PTC Energy Limited 3. Teesta Urja Limited 4. Hindustan Power Exchange Limited	1. Power Finance Corporation Limited. – MEMBER in, i. Stakeholders Relationship and Shareholders/ Investors Grievance Committee ii. CSR & Sustainable Development Committee iii. HR Committee iv. Board Level Risk Management Committee v. ALM Committee of Functional Directors 2. Coastal Tamil Nadu Power Limited 3. Cheyyur Infra Limited 4. PFC Consulting Limited MEMBER in CSR Committee 5. Bihar Mega Power Limited 6. Deoghar Mega Power Limited 7. Chhattisgarh Surguja Power Limited 8. REC Limited MEMBER in - Audit Committee and Sub Committee for compliance of Govt. of India directive on Make in India
Membership/ Chairmanship of Committees of the Company	MEMBER- Group of Directors (GoD) for Business Development (BD) / Investment and Disinvestment	MEMBER- Audit Committee, GoD for BD / Investment and Disinvestment, Risk Management Committee
Number of Shares held in the Company	1800	NIL
Relationship with other directors, Manager, key managerial personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company

By Order of the Board of Directors
For PTC India Limited

Date: 6th December, 2022
Place: New Delhi

(Rajiv Maheshwari)
Company Secretary
Membership no. F-4998
Address: 2nd Floor, NBCC Tower,
15 Bhikaji Cama Place, New Delhi-110066

BOARD'S REPORT

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'PTC India Limited/ PTC') along with the audited financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2022.

FINANCIAL PERFORMANCE

The summarized standalone and consolidated results of your Company (along with its subsidiaries & associates) are given in the table below.

(in INR Crores)

Particulars	Financial Year Ended			
	Standalone		Consolidated	
	31/03/2022	31/03/2021	31/03/2022	31/03/2021
Total Income	15637.62	16992.03	16,879.77	18373.66
Profit / (Loss) before Interest, Depreciation & Tax (PBITDA) excluding OCI & after minority interest)	612.45	596.17	1,597.55	1,697.55
Finance Charges	37.33	27.81	751.47	918.98
Depreciation	3.74	2.79	101.32	100.01
Provision for Income Tax (including for earlier years)	146.57	155.32	193.09	220.94
Net Profit / (Loss) after tax (after minority interest)	424.81	410.25	551.67	457.62
Profit / (Loss) brought forward from previous year	1044.11	979.16	1,294.94	1270.73
Amount transferred to General Reserve	130.43	123.29	130.43	123.29
Dividend paid (including dividend tax)	222.01	222.01	222.01	222.01
Transferred to special reserve	-	-	-	30.87
Transfer to impairment reserve	-	-	95.37	45.03
Transferred to Statutory reserve	-	-	16.90	3.33
Re-measurement of post-employment benefit obligations, net of tax	-	-	(0.27)	(0.08)
Profit / (Loss) carried to Balance Sheet	1116.48	1044.11	1,336.66	1294.94
Other comprehensive income /(Loss) (after minority interest)	9.97	0.71	16.03	(3.55)
Total comprehensive income (after minority interest)	434.78	410.96	522.19	445.11

Note: The above statements and the financial figures given under the head 'Financial Results' are extracted from the Standalone and Consolidated Financial Statements which have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified under Section 133 of the Companies Act, 2013 (hereinafter referred as 'the Act'), read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules thereafter and other recognized accounting practices and policies, to the extent applicable.

RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The trading volumes were higher by 9% this year at 87,515 MUs as against 80,042 MUs during the previous year. With a turnover of INR 15637.62 Crores for the year 2021-22 as against 16992.03 Crores (including other income) in the Financial Year 2020-21, your Company has earned a Profit after Tax of INR 424.81 Crores as against INR 410.25 Crores in the previous year.

Your Company has two subsidiaries, namely PTC India Financial Services Limited (PFS) and PTC Energy Limited (PEL). The consolidated turnover (including other income) of the group is INR 16,879.77 Crores for the Financial Year 2021-22 as against INR 18,373.66 Crores (including other income) for the Financial Year 2020-21. The consolidated Profit after Tax of the group is INR 551.67 Crores for the Financial Year 2021-22 as against INR 457.62 Crores for the Financial Year 2020-21.

CONSOLIDATED FINANCIAL STATEMENTS

The Company adopted Indian Accounting Standard (Ind-AS) from April 1, 2016 and accordingly, the Consolidated Financial Statements have been prepared in accordance with the Accounting Standard notified under Section 133 of the Act ('Act') and the relevant rules issued thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred as 'Listing Regulations') and the other accounting principles generally accepted in India. The Consolidated Financial Statements form part of the Annual Report.

RESERVES

Out of the profits of the Company, a sum of INR 130.43 Crores has been transferred to General Reserves during the Financial Year and total reserves and surplus of the Company are INR 3618.90 Crores (including securities premium) as on 31st March 2022.

DIVIDEND

During the year, the Board of Directors of your Company in its meeting dated 11th November 2021 had declared 20% Interim Dividend i.e. ₹ 2 per equity share of INR 10 each. The Interim Dividend resulted in a cash outflow of INR 59.20 Crores.

The Board of Directors of your Company are pleased to recommend for your consideration and approval, a final dividend @ 58% for the Financial Year 2021-22 i.e., ₹ 5.80 per equity share of INR 10 each. The final dividend, if approved, at the ensuing Annual General Meeting (AGM) will result in a cash outflow of INR 171.69 Crores.

In pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company in its Board Meeting held on 5th Feb., 2020 has adopted dividend distribution policy and the same is placed on the website of the Company and can be accessed through the following link:https://www.ptcindia.com/wp-content/uploads/2020/04/Dividend-Distribution-Policy.pdf

NET WORTH AND EARNINGS PER SHARE (EPS) ON A STANDALONE BASIS

As on 31st March 2022, net worth of your Company was INR 3914.91 Crores as compared to INR 3702.14 Crores for the previous Financial Year thereby registering a growth of 6%.

EPS of the Company for the year ended 31st March 2022 stands at INR 14.35 in comparison to INR 13.86 for the Financial Year ended 31st March 2021.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been following material changes and commitments affecting the financial position of the Company which have occurred from the end of the Financial Year of the Company to which the financial statement relates i.e. 31st March 2022 till the date of this report.

The Board in its meeting held on 31st May 2022 has approved additional issuance of corporate guarantee of INR 50 Crore (in addition of INR 225 Crore approved already). Subsequently, the Company has also executed additional corporate guarantee for INR 75 Crore (in addition of INR 200 Crore executed already) in favour of working capital lenders of PEL for the purpose of meeting additional working capital requirements of PEL.

The Company has acquired the energy consultancy business of IL&FS Energy Development Company Ltd. at a consideration of INR 14.90 Crore on 26.07.2022.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

CHANGES IN CAPITAL STRUCTURE

During the period under review, no change has taken place with regard to capital structure of the Company.

As on 31st March 2022, PTC has an Authorized Share Capital of INR 750,00,00,000 and paid-up share capital of INR 296,00,83,210 divided into 29,60,08,321 equity shares of INR 10 each. The equity shares of your Company are listed on the 'BSE Limited' (BSE) and 'National Stock Exchange of India Ltd.' (NSE). The promoters i.e. NTPC Ltd. (NTPC), Power Grid Corporation of India Ltd. (POWERGRID), Power Finance Corporation Ltd. (PFC) and NHPC Ltd. (NHPC) individually hold 4.05% each or 16.20% collectively of the paid-up and subscribed equity share capital of your Company and the balance of 83.80% of the paid-up and subscribed equity share capital of your Company is held by Power Sector Entities, Financial Institutions, Life Insurance Corporation of India, other Insurance Companies, Banking Institutions, Corporations, Investment Companies, Foreign Institutional Investors, Private Utilities and others including public at large.

HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient features of the financial statement of the Company's subsidiaries, associates and joint ventures entities given in Form AOC-1 is annexed to this report at Annexure 1. There has been no material change in the nature of the business of the subsidiaries and no company other than the specified ones under AOC-1 has ceased to be/became Subsidiary/ Associate of the Company.

Holding Company

The Company does not have any holding company.

<u>Subsidiary Companies</u>

PTC India Financial Services Limited

PTC India Financial Services Limited (PFS) is a listed subsidiary of your Company wherein PTC holds a 64.99% stake and has invested INR 754.77 Crores. PFS is listed on NSE & BSE and has been classified as an Infrastructure Finance Company (IFC) by the Reserve Bank of India. PFS recorded total income of INR 968.74 Crores during FY 22 which is down by 14.98% as compared to last year's revenue of ₹ 1,139.45 Crores. Interest income for the FY22 has decreased to INR 924.69 Crores as against previous year's INR 1,105.25 Crores. The profit before tax and profit after tax for FY22 stood at Rs 173.91 Crores and INR 129.98 Crores respectively. Earnings per share for FY22 stood at INR 2.02 per share.

PTC Energy Limited (PEL)

PEL is a wholly owned subsidiary of your Company wherein PTC holds 100% stake and has invested INR 654.11 Crores. PEL has recorded revenue from operations of ₹ 280.67 Crores during FY 22 as compared to last year's revenue of INR 267.43 Crores. The profit/(loss) before tax and profit/(loss) after tax for FY22 stood at INR 0.17 Crores and INR (2.42) Crores respectively.

<u>**Investment in other companies (Amount released up to 31st March 2022)**</u>

- Your Company has invested INR 150 Crores in Athena Energy Ventures Private Limited (AEVPL). Since the projects of this Investee Company could not be commissioned in time and considering other related factors and fair value, there had been a reduction of INR 149.97 Crores towards the investment which had been accounted over the earlier years.
- Your Company had made an investment of INR 37.55 Crores in Krishna Godavari Power Utilities Limited. However, due to slow progress and other issues, provision was made for entire amount of INR 37.55 Crores during FY 2015-16.
- Teesta Urja Limited (TUL) has implemented a project of 1200 MW Teesta III Hydro Electric Project and the company initially invested a sum of INR 224.33 Crores in equity of TUL. The Company had divested part of its long-term investment in TUL so that Govt. of Sikkim could acquire 51% against its present holding of 26%. This disinvestment had been of 4,39,62,777 shares which reduced the shareholding of PTC to around 6.89%. Majority stake of TUL is held by Govt. of Sikkim (GoS) and the shareholding of PTC in TUL is now 6.89%. As on 31/03/2022, the Company has carried out fair valuation of investment in TUL and the same stood as INR 202.01 Crores as against INR 191.75 Crores of previous year.
- Your Company offered to sell its all shares of Chenab Valley Power Projects Private Limited to NHPC Limited at a value of INR 4.19 crores. NHPC Limited paid the entire consideration on May 25, 2021 and subsequently, the Company has handed over physical share certificates to NHPC Limited for transfer of shareholding in the name of NHPC Limited. However, the necessary formalities for such transfer are yet to be completed.
- Your Company has made an equity investment of INR 12.50 Crores during the FY 20 in a new entity i.e. Hindustan Power Exchange Limited (earlier named as Pranurja Solutions Limited) with other equity partners i.e. BSE investments Limited and ICICI Bank for development of a new Power Exchange. The company got its permit from CERC on 12th May 2021.

RELATED PARTY TRANSACTIONS

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of clause (c) of sub-section (3) of Section 134 of the Act, the Board of Directors of your Company confirms that:

a. In the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the same;

b. The Directors have 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 at March 31, 2022 and of the profit of the company for the year ended on that date;

c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. The Directors had prepared the annual accounts of the Company on a going concern basis;

e. The Directors had laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;

f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention of and detection of fraud and errors, the accuracy & completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Company had appointed M/s Ernst & Young for the above purpose.

APPOINTMENT/ RE–APPOINTMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND RESIGNATIONS/ COMPLETION OF TENURES BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the Financial Year 2021-22, there were following changes in the composition of Board of Directors of the Company:

Sr. No.	Name of Director	Joining/ Cessation	Date of joining/ Cessation
1	Shri Deepak Amitabh	Cessation	November 05, 2021
2	Shri Ajit Kumar	Cessation	April 08, 2021
3	Shri Mritunjay Kumar Narayan	Cessation	December 07, 2021
4	Ms. Renu Narang	Cessation	February 16, 2022
5	Shri Anil Kumar Gautam	Cessation	June 17, 2021
6	Shri Vinod Kumar Maini	Cessation	January 01, 2022
7	Shri Harjeet Singh Puri	Cessation	July 15, 2021
8	Shri Himanshu Shekhar	Appointment	December 31, 2021
9	Shri Raghuraj Madhav Rajendran	Appointment	January 27, 2022
10	Ms. Sangeeta Kaushik	Appointment	February 18, 2022
11	Shri Rakesh Kacker	Resignation	January 21, 2022
12	Shri Devendra Swaroop Saksena	Re-appointment	July 30, 2021
13	Shri Vinod Kumar Maini	Appointment	July 26, 2021
14	Ms. Renu Narang	Appointment	June 17, 2021

As per the provisions of the Companies Act, Shri Rajib Kumar Mishra (DIN: 06836268) and Smt. Parminder Chopra (DIN: 08530587), Director would retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The Board recommends his re-appointment.

DETAILS OF BOARD MEETINGS

During the financial year ended 31st March 2022, the Board met eleven (11) times. The details of Board meetings are mentioned in Corporate Governance Report as annexed with this report. The intervening gap between any two meetings was within the period prescribed by the Act and Listing Regulations.

For further details in respect of Composition, number and attendance of each director in various Committees of Board as required in accordance with Secretarial Standard-1 on Board Meetings and Listing Regulations, please refer to the Corporate Governance Report of this Annual Report.

COMMITTEES OF THE BOARD

As on March 31, 2022, the Board had all Statutory Committees i.e. the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholders Relationship Committee, Risk Management Committee and other Committees of Group of Directors formed from time to time for specific purposes. The full details are available in the Corporate Governance Report.

AUDIT COMMITTEE

The Company has duly constituted an Audit Committee, whose detailed composition and powers are provided in the Corporate Governance Report. There were no recommendations of the Audit Committee which have not been accepted by the Board during the financial year.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Act, that he/she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 25 of the Listing Regulation. The Independent Directors have also confirmed that they have complied with the Company's code of conduct for Directors and Senior Management Personnel.

All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA. The Independent Directors, whosoever is required, shall undertake the said proficiency test.

In the opinion of the Board all independent directors possess strong sense of integrity and having requisite experience, qualification and expertise and are independent of the management. For further details, please refer Corporate Governance report.

BOARD EVALUATION

The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on a need basis, and the Committee may periodically seek independent external advice in relation to the process. The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company from time to time.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual directors, which includes criteria for performance evaluation of the non-executive and executive directors. The overall effectiveness of the Board is measured on the basis of the ratings obtained by each Director and accordingly the Board decides the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. On the basis of Policy for Performance Evaluation of Independent Directors, a process of evaluation is being followed by the Board for its own performance and that of its Committees and individual Directors.

The exercise was carried through a structured evaluation process covering various aspects of the Board including committees and every Directors functioning such as composition of Board and committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. A questionnaire formed key part of the evaluation process for reviewing the functioning and effectiveness of the Board.

Board members had submitted their response for evaluating the entire Board, respective committees of which they are members and of their peer Board members, including Chairman of the Board.

The evaluation process focused on various aspects of the Board and Committees functioning such as structure, composition, quality, board meeting practices and overall Board effectiveness. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Independent Directors had a separate meeting held on 16th September 2021. No Directors other than Independent Directors had attended this meeting. Independent Directors discussed inter-*alia* the performance of Non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors and took note of the quality, quantity and timeliness of flow of information between the company management and the Board.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

OUTCOME OF EVALUATION PROCESS

The Board was satisfied with the professional expertise and knowledge of each of its Directors. All the Directors effectively contributed to the decision making process by the Board. Further, all the Committees were duly constituted and were functioning effectively. The Board also expressed its satisfaction in relation to the provision of supporting documents to the Board enabling it to assess the policy & procedural requirements for proper functioning of the Company. The Board expressed its satisfaction with the decision making and decision implementing procedure followed by it. The Directors express their satisfaction with the evaluation process.

REMUNERATION POLICY

Your Company has in place a policy known as 'Nomination & Remuneration Policy' for selection and appointment of Directors, Senior Management, and their remuneration. The Policy includes criteria for determining qualification, positive attributes & independence. The Company aspires to pay performance linked remuneration to its WTDs/CMD. It is ensured that the remuneration is determined in a way that there exists a fine balance between fixed and variable pay. The Policy of the Company on Nomination and Remuneration & Board Diversity is placed on the website of the Company at https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-Nomination-and-Remuneration-Board-Diversity-Policy.pdf

There was no change carried in the policy during year under review.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behavior. In compliance with requirements of Act & Listing Regulations, the Company has established a mechanism under its Whistle Blower Policy for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Whistleblowing is the confidential disclosure by an individual of any concern encountered in the workplace relating to a perceived wrongdoing. The policy has been framed to enforce controls so as to provide a system of detection, reporting, prevention and appropriate dealing of issues relating to fraud, unethical behavior etc. The policy provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no complaints were received by the Board or Audit Committee.

The whistle blower policy of the Company is available at the link https://ptcindia.com/wp-content/uploads/2019/07/Whistle-Blower-Policy.pdf

CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, PTC India Limited (PTC) is committed to ensure its contribution to the welfare of the communities in the society where it operates, through its various Corporate Social Responsibility ("CSR") initiatives. The objective of PTC's CSR Policy is to consistently pursue the concept of integrated development of the society in an economically, socially and environmentally sustainable manner and at the same time recognize the interests of all its stakeholders. In order to accomplish this objective professionally, the Company has formed a Trust named the PTC Foundation Trust (PFT) for execution of the CSR initiatives of the Company. The Company has adopted a new CSR policy during year under review.

To attain its CSR objectives in a professional and integrated manner, PTC shall undertake the CSR activities as specified under the Act.

Currently, the composition of the CSR Committee consists of Shri Devendra Swaroop Saksena, Independent Director, Shri Ramesh Narain Misra, Independent Director and Shri Vinod Kumar Singh, Non-Executive Nominee Director and Ms. Sangeeta Kaushik, Non-Executive Nominee Director.

The CSR Policy is available at the link: https://ptcindia.com/wp-content/uploads/2019/07/corporate-social-responsibility-policy.pdf

Further, the Annual Report on CSR Activities/ Initiatives including all requisite details is annexed with this report at **Annexure 2.**

RISK MANAGEMENT POLICY

Your Company has developed and implemented a risk management framework that includes the identification of elements of risk which in the opinion of the Board may threaten the existence of the Company. A group Risk Management Policy has been approved. The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, including the development of a Risk Matrix for each business. Tools like the Risk Matrix will guide decisions on risk related issues. Shri Rajiv Malhotra is the Group Chief Risk Officer (CRO).

BUSINESS RESPONSIBILITY REPORT

As stipulated under the Listing Regulations, the Business Responsibility Report, describing the initiatives taken by the Company from environmental, social and governance perspective forms part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186

Details of loans, guarantees and investments covered under Section 186 of the Act form part of the notes to the financial statements provided in this Annual Report.

ANNUAL RETURN

In accordance with the provisions of section 92(3) and 134 (3)(a) of the Act, the Annual Return of the Company is available at: https://www.ptcindia.com/wp-content/uploads/2022/11/PTC_Annual_Return_FY_2021-22.pdf

STATUTORY AUDITORS

M/s T.R. Chadha & Co. LLP, Chartered Accountants (ICAI Registration no. 006711N/N500028), B-30, Connaught Place, Kuthiala Building, New Delhi-110001, were appointed as the Statutory Auditor of the Company, in place of M/s K.G. Somani & Co., Chartered Accountants, retiring Statutory Auditors of the Company, for a period of 5 years till the conclusion of AGM of 2026 of the Company at a remuneration of INR 12,25,000/ (Rupees Twelve Lakhs Twenty Five Thousand only) to conduct the audit from FY 2021-22 payable in one or more instalments plus applicable tax. The remuneration for subsequent years i.e. from FY 2022-23 to FY 2025-26 may be determined by the Board of Directors of the Company from time to time on the recommendation of the Audit Committee.

The Statutory Auditors have audited the financial statements of the Company for the financial year ended 31st March 2022 and the same is being placed before members at the ensuing Annual General Meeting for their approval.

The Standalone Auditors' Report for FY 2021-22 is self- explanatory and does not contain any qualification, reservation or adverse remark. The Statutory Auditors of PFS has given a qualified opinion on its financial results. PFS being a material subsidiary, the Statutory Auditors of the Company has also given a qualified report on Consolidated Financial results of Company on similar lines. The Auditors' Reports are enclosed with the financial statements in this Annual Report.

During the period under review, no incident of fraud was reported by the Statutory Auditors pursuant to Section 143(12) of the Companies Act 2013.

INTERNAL AUDITORS

M/s. Ravi Rajan & Co., the existing Internal Auditors has a tenure of three financial years upto FY 2023-24. Reports for the year were submitted to the Audit Committee & Board.

COST AUDITORS

Cost audit is not applicable to the Company.

SECRETARIAL AUDITORS

As required under Section 204 of the Act and Rules made there under, the Board has appointed M/s. Agarwal S. Associates, Practicing Company Secretaries as secretarial auditor of the Company for the financial year 2021-22.

The Secretarial Audit Report for FY 2021-22 does not contain any qualification, reservation or adverse remark except those mentioned in their report.

In this connection this is to clarify that the vacancy arose in the office of independent director on 20th Dec'20 which was not filled within the statutory period of 3 months i.e. up to 19th Mar'21. One of the whole-time director of the company attained the superannuation and retired on 7th April, 2021, which made the composition of the Board of Directors of the Company in compliance with the terms of Listing Regulations w.e.f. 8th April, 2021.

The NSE and BSE have levied monetary fine for non-compliance under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for the quarter ended December, 2021.

Further, the Secretarial Audit Report is annexed to the Board's Report at **Annexure 3.**

Further, the Secretarial Audit Report of PTC Energy Limited, unlisted subsidiary, is annexed to Board's report at **Annexure 4.**

Your Board hereby affirms that it gives immense importance to the Corporate Governance norms issued by the SEBI in the Listing Regulations and always endeavors to achieve the highest standard of Governance in the Company.

HUMAN RESOURCES

In any service industry, employees form the core of an organization. The management of your organization understands the importance of its core resource and invests a significant portion of its time in engaging, developing and retention of employees. Your Company is committed to and has always maintained gender diversity & equality in the organization. The employee engagement platform is framed on the objective of inclusiveness. The company encourages participation of employees in social activities and to provide healthy work environment wherein every employee can develop his/her own strengths and deliver expertise to achieve the overall objective of the organization.

Industrial relations - Healthy, cordial, and harmonious industrial relations are being maintained at all times and all levels by your Company.

CORPORATE GOVERNANCE

A separate report on corporate governance, along with a certificate from the Practicing Company Secretary regarding the compliance of conditions of corporate governance norms as stipulated under Listing Regulations is annexed and forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis on matters related to the business performance as stipulated in the SEBI (LODR) Regulations, 2015 is given as a separate section in the Annual Report.

DOMESTIC POWER TRADING

Your Company has completed another significant year of its operations. In this financial year, PTC has been appointed as an aggregator by TANGEDCO for procurement of power under medium term. In this financial year, the company has maintained its leadership position in the industry by registering growth in trading volumes w.r.t. previous year despite several changes in the market. Volumes of the Company have grown by maintaining continuous interactions with customers, providing innovative solutions and managing the key power portfolios of some states. Your Company remains the front runner in the power trading market.

PTC has achieved the highest trading volume of 87,515 MUs during 2021-22 against the previous year's volume of 80,042 MUs with an annualized growth of around 9.34%. PTC achieved short-term trading volume of 51,934 MUs (Previous year 40,070 MUs) during 2021-22 with a growth of around 29.6% over the previous year. Further, PTC has achieved long & medium-term trading volumes 35,569 MUs. PTC managed to retain its leadership position in terms of the overall trading volumes in the power trading market.

PTC's volume on power exchanges during 2021-22 reached 44,634 MUs against the previous year figure of 34,536 MUs which has seen an increase of around 29.24% over the previous year. Due to Covid affected demand volatility, higher traded volume through exchange was witnessed.

PTC had sustained its presence in the portfolio management of power business for the utilities segment under various arrangements with government owned utilities. The arrangements mandate PTC for sale / purchase of power for the respective utilities under bilateral, power exchanges and banking arrangements. PTC has also successfully ventured into the role of a holistic solution provider by assisting utilities in their day to day demand- supply assessment, price forecasting, market assessment and optimizing the overall power portfolio of the state.

Long Term Agreements for Purchase of power

POWER PURCHASE AGREEMENTS

PTC has in its portfolio Long-term Power Purchase Agreements (PPAs) with the generators for a cumulative capacity of around 10 GW for further sale of power to Discoms which includes Cross-Border power trade and most of them are already tied-up. The projects are based on domestic coal, imported coal, gas, hydro and renewable energy resources.

AGREEMENTS FOR SALE OF POWER

Earlier, PTC has been selected as an aggregator by the PFC Consulting (Nodal Agency) under the Pilot Scheme-II of Central Government for procurement of power by Distribution Licensees (Discoms) from coal based thermal power plants for a period of three (3) years under Medium-term. In the current financial year, PTC as an aggregator had signed the Agreements for Procurement of Power with successful bidders and back to back Power Supply Agreements with the Distribution Licensees for available capacity of 820 MW. The power supply for part capacity has already commenced in the current financial year.

In the current financial year, TANGEDCO has appointed PTC as an aggregator for procurement of 1500 MW power under medium term for 5 years Subsequently, TANGEDCO had conducted the competitive bidding process on 09.02.2022 and four generators with aggregate quantum of 627 MW have been declared as successful bidders and LOAs have been placed.

The Pilot Scheme-I got operational with a total quantum of 1900 MW being supplied from 7 generators and tied up with 5 State Discoms. The scheme will complete its tenure in phases up to December 2022.

CROSS BORDER POWER TRADE

In the current year, Cross-border trade with Bhutan witnessed a volume of 7676 MUs inclusive of first power trade transaction of 240.1 MUs to Bhutan during the winter months on an Indian Power Exchange. Also, Trade with Nepal witnessed a volume of 194.90 MUs.

In the current year, PTC has conducted Bhutan's first power trade transaction on an Indian Power Exchange and has supplied 240.1 MUs to Bhutan in FY 2021-22 during the winter months.

PTC has supplied a total of 412.55 MUs in FY 2021-22 to BPDB under the Long-term contract for 200 MW capacity.

Cross-border transactions remain a vital part of our portfolio with total volume of 8283.5 MUs and we expect to increase the transactions going forward.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

The particulars relating to conservation of energy, technology absorption are not applicable.

(A) Foreign exchange earnings and Outgo:

Information about the foreign exchange earnings and outgo, as required to be given under Section 134(3) (m) of the Act read with sub rule 3 of Rule 8 of the Companies (Accounts) Rules, 2014, is given as follows:

S. No.	Particulars	For the year ended 31.03.2022
1.	Expenditure in Foreign Currency	INR 1.00 Cr.
2.	Earning in Foreign Currency	INR 218.48 Cr.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached to the Directors' Report at Annexure 5.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT 2013

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. This policy may be accessed on the Company's website i.e. www.ptcindia.com .

Internal Complaints Committee has been set up as required under Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, inter-alia, to redress complaints received regarding sexual harassment. All employees (permanent, Contractual, temporary, trainees) are covered under this policy. The Company has not received any sexual harassment complaints during the year 2020-21/ 2021-22.

OTHER DISCLOSURES

i) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant or material orders were passed during the year under review by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ii) TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM, with the Ministry of Corporate Affairs. During the period under review, the Company has transferred dividend of INR 17,65,660 which were unclaimed for seven years or more and lying in 'unpaid/ unclaimed dividend A/c' for such period to IEPF account. Further, 11,592 equity shares, in respect of which said unclaimed dividend has been transferred to IEPF account, have also been transferred to the IEPF account.

iii) DEPOSITS

Your Company has not accepted any deposits from public in terms of provisions of Companies Act, 2013. Thus, no disclosure is required relating to deposits under Chapter V of Companies Act, 2013.

iv) COMPLIANCE WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS

During the period under review, the Company has complied with the Secretarial Standards 1 & 2 as issued by the Institute of Company Secretaries of India.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

  Your Directors further state that there are no specific disclosures required under details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

  Further, no application was filed under the Insolvency and Bankruptcy Code, 2016 during the year.

CAUTIONARY STATEMENT

Statements in this "Director's Report" & "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations including raw material/ fuel availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in the Government regulations, tax regimes, economic developments within India and the Countries in which the Company conducts business and other ancillary factors.

APPRECIATION AND ACKNOWLEDGEMENT

The directors take this opportunity to express their deep sense of gratitude to the Promoters, Shareholders, Central and State Governments and their departments, Regulators, Central Electricity Authority, banks and the local authorities for their continued guidance and support.

Your directors would also like to record its appreciation for the support and cooperation your Company has been receiving from its clients and everyone associated with the Company.

Your directors place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as an industry leader.

And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always reposed in us.

For and on behalf of the Board

Sd/-

(Rajib Kumar Mishra)

Chairman & Managing Director (Addl. Charge)

DIN: 06836268

Date: 6th Dec., 2022

Place: New Delhi.

ANNEXURE -1

FORM NO. AOC-1 (ANNUAL PERFORMANCE OF SUBSIDIARIES)

(Pursuant to first provision of sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(INR in Crore except % of shareholding)

Sr No.	Name of the Subsidiary Company (Financial year ended at March 31, 2022)	PTC India Financial Services Limited	PTC Energy Limited
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3.	Share capital	642.28	654.12
4.	Reserves & surplus	1,621.59	43.19
5.	Total assets	9,516.33	2254.85
6.	Total Liabilities	9,516.33	2254.85
7.	Investments (net of provision)	350.03	-
8.	Turnover	952.88	280.67
9.	Profit before taxation	173.91	(0.17)
10.	Provision for taxation	43.93	2.59
11.	Profit after taxation	129.98	(2.42)
12.	Proposed Dividend	-	-
13.	% of shareholding	64.99%	100%

1. Names of subsidiaries which are yet to commence operations- NIL
2. Names of subsidiaries which have been liquidated or sold during the year. - NIL

Part "B": ASSOCIATES AND JOINT VENTURES

(Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures)

Sr. No.	Name of Associates/Joint Ventures	Krishna Godavari Power Utilities Limited#	Hindustan Power Exchange Ltd (Formerly known as Pranurja Solutions Limited)	RS India Wind Energy Limited#	Varam Bio Energy Pvt. Limited#	RS India Global Energy Limited#
1.	Latest audited Balance Sheet Date	Not Available	31/03/2022	Not Available	Not Available	Not Available
2.	Date on which the Associates or Joint Ventures was associated or acquired		FY 21-22			
3.	Shares of Associates /Joint Ventures held by the company on the year end (in No.)	3,75,48,700	12,50,00,000	6,11,21,415	43,90,000	2,34,02,542
	Amount of Investment in Associates/Joint Ventures (INR in Crores)	37.55	12.50	61.12	4.39	23.40
	Extent of Holding %	49%	22.62%	37%	26%	48%
4.	Description of how there is significant influence	Note A	Note A	Note A	Note A	Note A
5.	Reason why the associate/joint venture is not consolidated	Note B	NA	Note B	Note B	Note B
6.	Net worth attributable to shareholding as per the latest audited Balance Sheet (INR in Crore)	Not Available	11.69	Not Available	Not Available	Not Available
7.	Profit / (Loss) for the year (INR in Crore)					
	i. Considered in Consolidation	Not Available	(0.70)	Not Available	Not Available	Not Available
	ii. Not Considered in Consolidation	Not Available	NA	Not Available	Not Available	Not Available

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year-NIL

#Company has made full provisions for investment in the associate company

Note A: There is significant influence due to holding more than 20% share capital.

Note B: The Audited Accounts were not made available by associate companies.

For and on behalf of the Board
PTC India Limited

	Sd/-	Sd/-	Sd/-	Sd/-
Place : New Delhi	**(Rajiv Maheshwari)**	**(Pankaj Goel)**	**(R.N. Misra)**	**(Rajib Kr. Mishra)**
Date : 6th December, 2022	Company Secretary	CFO	Director	WTD
			DIN: 03109225	DIN: 06836268

ANNEXURE -2

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company

   As a corporate citizen, your Company, is committed to ensure the social upliftment of the communities in areas where it operates Pan India through its Corporate Social Responsibility (CSR) Initiatives. The company has formulated its CSR policy aiming to deliver internal and external positive socio-environmental impact while ensuring focused contribution towards CSR. In order to accomplish this objective professionally, the Company is undertaking the CSR initiatives through its own Trust named the PTC Foundation Trust (PFT).

   The Company's thrust areas for undertaking CSR activities are in line with the key sectors specified in Schedule VII of Section 135, of the Act, and changes therein from time to time.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri D.S Saksena	Independent Director- Chairman	3	3
2.	Shri Deepak Amitabh*	CMD	1	1
3.	Shri Ramesh Narain Misra	Independent Director	3	3
4.	Shri Vinod Kumar Singh	Non-Executive Nominee Director	3	2
5.	Ms. Sangeeta Kaushik**	Non-Executive Nominee Director	0	0

*cessation w.e.f. November 05, 2021

**Appointed w.e.f. June 24, 2022

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   Web-Link to the CSR Policy - https://ptcindia.com/wp-content/uploads/2019/07/4090562_corporate-social-responsibility-policy.pdf

4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable.

5. (a) Average net profit of the company as per section 135(5): INR 470.25 crore

   (b) Two percent of average net profit of the company as per section 135(5)- INR 9.40 crore

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years NIL.

   (d) Amount required to be set off for the financial year, if any NIL

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)].- INR 9.40 crore

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).:

   (i) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes /No)	Location of the project		Project duration	Amount allocated for the project (in INR Cr.)	Amount spent in the current financial Year (in INR Cr.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR Cr.)	Mode of Implementation-Direct (Yes / No)	Mode of Implemen tation – Through Implementing Agency	
				State	District						Name.	CSR registration number.
1	Empowering Rural Poor Women and Girls through SHGs, Livelihoods and Education	Women Empowerment & Livelihood	No	Rajasthan	Alwar District	3 years	1.04	0.70	0.34	No	PTC Foundation Trust	CSR00001011

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes /No)	Location of the project		Project duration	Amount allocated for the project (in INR Cr.)	Amount spent in the current financial Year (in INR Cr.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in INR Cr.)	Mode of Implementation-Direct (Yes / No)	Mode of Implemen tation – Through Implementing Agency	
				State	District						Name.	CSR registration number.
2	Project IRA - a Girl Child Education initiative" in Digital Education to uplift their Social Status for 300 girl students each year through two labs, in two Govt. schools	Empowering Women through employment enhancing vocational skills	No	Karnataka	Bangalore	2 years	0.35	0.20	0.15	No	PTC Foundation Trust	CSR00001011
3	Constructing PTC Vishram Sadan in the premises Lady Hardinge Medical College & Hospital	Preventing Healthcare	Yes	Delhi	Delhi	3 years	5.25	0.88	4.37	No	PTC Foundation Trust	CSR00001011
	TOTAL						6.64	1.79	4.85			

(1) The above are 'ongoing projects' as defined in the CSR Amendment Rule The years mentioned include the financial year in which the projects was commenced.

(ii) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in INR Cr.)	Mode of implementation – Direct (Yes/ No)	Mode of implementation –Through implementing agency	
				State.	District			Name.	CSR registration number.
1	Solar Power for Electricity Generation" for four kitchens of Akshay Patra Foundation	Conservation of Natural Resources & eradicating hunger	No	Rajasthan	Jhalawar, Chittorgarh, Bhilwara & Nathadwara	0.98	No	PTC Foundation Trust	CSR00001011
2	Organize One (1) Day Camp at Sitamarhi, Bihar for distribution of Aids & Appliances for Differently Abled Persons" through ALIMCO.	Healthcare & Nutrition by Empowering Differently abled persons	No	Bihar	Sitamarhi	0.50	No	PTC Foundation Trust	CSR00001011

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in INR Cr.)	Mode of implementation – Direct (Yes/No)	Mode of implementation –Through implementing agency	
				State.	District			Name.	CSR registration number.
3	Digital Education in 52 Sr. Secondary Government Schools	Promoting Education	No	Rajasthan	Dausa	0.94	No	PTC Foundation Trust	CSR00001011
4	Maintenance of Two Community Toilets, at B.C. Place Complex care & Sanitation	Preventive health	Yes	Delhi	South West Delhi	0.20	No	PTC Foundation Trust	CSR00001011
5	Adarsh Panchayat empower farmers to rural development program	Rural Development	No	Sitamarhi District,	Bihar	0.14	No	PTC Foundation Trust	CSR00001011
	TOTAL					**2.76**			

(b) Amount spent in Administrative Overheads: Nil

(c) Amount spent on Impact Assessment, if applicable: Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: INR 4.55 crore

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in INR)	Amount Unspent (in INR)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer
4.55 Crore	4.40 Crore 0.45 Crore	28.04.2022 29.04.2022			

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (INR in Crore.)
(i)	Two percent of average net profit of the company as per section 135(5)	9.40
(ii)	Total amount spent for the Financial Year	4.55
(iii)	Excess amount spent for the financial year [(ii)-(i)]	(4.85)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

7. (a) Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NA

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in INR)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹).	Amount spent in the reporting Financial Year (in INR)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any			Amount rema-ining to be spent in succee-ding financial years (in INR)	Deficiency, if any
					Name of the Fund	Amount (in ₹)	Date of transfer		
	TOTAL								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

If yes, enter the number of Capital assets created/ acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
	-	-	-	-	-	-	-

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable

Sd/-
Dr. Rajib Kumar Mishra
CMD (Addl. Charge)
DIN- 06836268

Sd/-
Shri D.S. Saksena
Chairman CSR Committee
DIN- 08185307

Date: 6th December, 2022
Place : New Delhi

Annexure 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

{Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To
The Members,
PTC INDIA LIMITED.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PTC INDIA LIMITED** (hereinafter called PTC/the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the PTC's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PTC ("the Company") for the financial year ended on 31st March, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of certificate submitted to the Board of Directors of the Company.

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

(a) Secretarial Standards issued by the Institute of Company Secretaries of India -Generally complied with.

(b) The Listing Agreement with National Stock Exchange of India Limited and BSE Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. *The Board of Directors of the Company was not duly constituted from April 01, 2021 till April 07, 2021 in terms of Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

We further report that the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors except for the period from 01.04.2021 to 07.04.2021 due to vacancy in the office of Independent Director. 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.

Generally, 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, if any.

We 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.

We further report that on 17th May, 2021 the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) have levied monetary fine for non-compliance with Regulation 17(1)(b) from 1st April 2021 to 7th April 2021. The Company had requested for waiver of fine. The Company has paid fine to BSE on 18th April 2022, however till date no communication has been received from NSE in this regard. On 14th March, 2022, the NSE and BSE have levied monetary fine for non-compliance under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for the quarter ended December, 2021, which the Company has paid on May 12, 2022.

We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910
UDIN: F005774D000546523

Place: New Delhi
Date: 30.06.2022

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

"Annexure A"

To,
The Members,
PTC India Limited

Our report of even date is to be read along with this letter.

(i) Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for Audit.

(ii) We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

(iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and our report is not covering observations/ comments/ weaknesses already pointed out by the other Auditors.

(iv) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

(v) The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.

(vi) The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: 30.06.2022

Annexure 4

Form No. MR-3
Secretarial Audit Report

For the financial year ended 31st March, 2022

{Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
PTC Energy Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of random sampling and as per compliance certificate submitted to the Board.

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India- Generally complied with.

(ii) The Listing Agreement- **Not Applicable.**

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent 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.

Generally, 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, if any, are captured and recorded as part of the minutes.

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

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: 30.06.2022
UDIN: F005774D000547150

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

"Annexure A"

To,
The Members,
PTC Energy Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for Audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and our report is not covering observations/comments/ weaknesses already pointed out by the other Auditors.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations, happening of events, etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 626/2019

Sd/-
CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: 30.06.2022

Annexure 5

Statement of Disclosure of Remuneration under Section 197 of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2021-22 & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

S No.	Name of Director / KMP and Designation	Remuneration of Director/ KMP for F.Y. 2021-22 (₹ in Crores)	Remuneration of Director/ KMP for F.Y. 2020-21 (₹ in Crores)	% increase in Remuneration in the F.Y. 2021-22	Median Remuneration (F.Y.2021-22)	Ratio of remuneration of each Director/ to median remuneration of employees	Median Remuneration (F.Y.2020-21)	Increase in median
1	Deepak Amitabh	1.27	1.68	-24.40%	0.20	6.35	0.19	5%
2	Dr. Rajib Kumar Mishra (Director- WTD)	1.54	1.36	13.24%	0.20	7.70	0.19	5%
3	Ajit Kumar (Director)	0.42	1.41	-70.21%	0.20	2.10	0.19	5%
4	Pankaj Goel (Chief Financial Officer)	1.03	0.87	18.39%	0.20	5.15	0.19	5%
5	Rajiv Maheshwari (Company Secretary)	0.92	0.55	67.27%	0.20	4.60	0.19	5%

(ii)	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of Employees including Whole time Director(s) is INR 0.20 Crores in FY 2021-22 which is same as was for the last FY 2020-21. Accordingly, there is increased by 5% in median remuneration of employees (including WTDs) in FY 2021-22 as compared to FY 2020-21.
(iii)	The number of permanent employees on the rolls of company;	The number of permanent employees on the rolls of the company as of 31st March 2022 and 31st March 2021 were 95 and 102 respectively.
(iv)	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentile increases made in the salaries of employees other than the managerial personnel in the last financial year was 17.33% and the percentile decrease in the managerial remuneration was 11.75% during the same period.
(v)	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes.

PARTICULARS OF THE TOP 10 EMPLOYEES (SECTION 197)

S. No.	Name & Designation	Nature of Employment (whether contractual or otherwise)*	Remuneration Received (amount in Rupees Crores)	Qualifications and Experience	Date of Commencement of Employment in PTC	Age (DOB)	Last Employment	Number of Equity Shares held in the Co.	If relative of any Director or Manager, name of such Director or Manager;
1	Dr. Rajib Kumar Mishra	WTD	1.54	B.Tech (Electrical), Ph.D 33 years	20-Oct-11	1-Mar-63	Power Grid Corporation of India Ltd.	1800	NO
2	Deepak Amitabh (till 5th November 2021)	Ex- CMD	1.27	M.Sc. 37 years	3-Sep-03	8-Oct-60	IRS, Govt. of India	63,557	NO
3	Rajiv Malhotra	CRO	1.21	B.Sc., PDPM, CFA 28 years	7-Jun-13	7-Nov-66	Athena Energy Ventures Pvt. Ltd.	NIL	NO
4	Harish Saran	Marketing	1.04	B.E.(Electrical) PGDOM 31 years	01-Oct-99	07-June-65	Power Grid Corporation of India Ltd.	65,000	NO
5	Pankaj Goel	EVP & CFO- Finance	1.03	Cost & Works Accountant, Chartered Accountant, B.Com, 26 years	17-Feb-09	19-Dec-69	IRCTC Ltd.	2,563	NO

S. No.	Name & Designation	Nature of Employment (whether contractual or otherwise)*	Remuneration Received (amount in Rupees Crores)	Qualifications and Experience	Date of Commencement of Employment in PTC	Age (DOB)	Last Employment	Number of Equity Shares held in the Co.	If relative of any Director or Manager, name of such Director or Manager;
6	Hiranmay De	Commercial and Operations	1.00	B.E. (Elec.) 31 years	20-Oct-03	1-Jun-64	Power Grid Corporation of India Ltd.	NIL	NO
7	Rajiv Maheshwari	Company Secretary	0.91	FCS, LLB 23 Years	22-Dec-2000	28-July-1977	NA	NIL	NO
8	Hira Lal Choudhary	Commercial	0.83	B.E. (Electrical) 24 years	17-Oct-14	26-Jun-71	JSW Power Trading Company Ltd.	NIL	NO
9	Anupum Vadehra	Business Development	0.82	B. Tech, MBA 13 years	10-Dec-09	25-Jul-85	Feedback Ventures Pvt. Ltd.	NIL	NO
10	Rajesh Cherayil	Corporate Strategy & Planning	0.81	B.Tech., PGDBM (Finance)	09-Aug-2019	12-Jan-1976	Nereus Capital	NIL	NO

*All of the above are permanent employees of the Company

Remuneration is as per the Remuneration Policy of the Company as approved by Nomination & Remuneration Committee.

The Remuneration for the purpose of above table is defined as Total Cost to the Company (TCC) which includes variable Performance related pay.

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the Company employed throughout the year who was in receipt of remuneration of INR One crore and two lacs or more in a year except for Shri Deepak Amitabh, CMD, Dr. Rajib Kumar Mishra, Director, Dr. Ajit Kumar, Director and Shri Rajiv Malhotra. Further, during the year under review, there was no employee of the Company employed for a part of year who was in receipt of remuneration of INR Eight lacs and fifty thousand or more per month.

Details of remuneration of CMD & other Whole Time Directors (remuneration of more than INR 1.02 Crores)

Name	Shri Deepak Amitabh	Dr. Rajib Kr. Mishra	Shri Rajiv Malhotra	Shri Harish Saran	Shri Pankaj Goel
Designation	CMD (till 5th Nov. 2021)	Director (Marketing & BD)	CRO	ED	CFO
Qualification	MSc., Ex- IRS	B.Tech (Electrical), Ph.D	B.Sc., PDPM, CFA	B.E.(Electrical) PGDOM	Cost & Works Accountant, Chartered Accountant, B.Com
Nature of Employment Whether contractual or otherwise	CMD	WTD	Permanent	Permanent	Permanent
Nature of Duties of employees	Overall Managerial functions of company	Marketing & BD	CRO	Commercial & Operation / HR & SS / Legal	Finance
Last employment held	Government of India	POWERGRID	Athena Energy Ventures Pvt. Ltd.	POWERGRID	IRCTC
Number of years of experience	37	35	28	31	28
Age	61	59	55	57	52
Date of commencement of employment (at Board Level)	25.01.2008	24.02.2015	07.06.2013	01.10.1999	17.02.2009
Gross Remuneration (figures in INR Crore)	1.27	1.54	1.21	1.04	1.03
No. of Equity Shares held (of INR 10/- each)	63,557	1800	-	65000	2563
Whether Relative of a Director or Manager	No	No	No	No	No
Other terms and conditions of Employment	-	-	-	-	-

For and on behalf of the Board

Sd/-
Dr. Rajib Kumar Mishra
Chairman & Managing Director (Addl. Charge)
DIN: 06836268

Date : 6th December, 2022
Place : New Delhi

PTC India Limited

CEO & CFO Certificate on standalone accounts

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-	**sd/-**
Rajib Kumar Mishra	**Pankaj Goel**
CMD (Addl. Charge)	CFO

Date: 5th July 2022
Place: New Delhi

PTC India Limited

New Delhi

CEO and CFO Certificate to the Board for Consolidated Results
(Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We Certify to the Board that:-

A. We have reviewed Consolidated financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of their knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. The Statutory Auditors of PTC India Financial Services Limited (PFS) has given a qualified opinion on its Financial Results and Internal Financial Control (IFC). PFS being a material subsidiary of the Company, the Statutory Auditors of the Company has also given a qualified opinion on the Consolidated Financial Results of the Company and Group IFC on the similar lines.

E. We have indicated to the Auditors and the Audit Committee:-

(1) significant changes in internal control over financial reporting during the year;

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-	**sd/-**
Rajib Kumar Mishra	**Pankaj Goel**
CMD (Addl. Charge)	CFO

Date: 24th November 2022
Place: New Delhi

REPORT ON CORPORATE GOVERNANCE

As a listed Company and a good corporate entity, PTC is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability paving the way in building confidence among all its stakeholders for achieving sustainable long-term growth and profitability.

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate Governance is about maximizing shareholder value legally, ethically and sustainably. At PTC, the goal of corporate governance is to ensure fairness for every stakeholder. We believe sound corporate governance is critical to enhance and retain investor trust. Our corporate governance report for fiscal 2022 forms part of this Annual report.

Corporate Governance implies governance with highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Your Company's endeavor has been to inculcate good Corporate Governance practices in its organizational and business systems and processes with a clear goal to not merely adhere to the law to comply with the statutory obligations, but also to follow the spirit underlying the same.

The Corporate Governance practices followed by the Company include the corporate structure, its culture, policies and practices, personal beliefs, timely and accurate disclosure of information, commitment to enhancing the shareholder while protecting the interests of all the stakeholders.

Your Company is committed to and firmly believes in practicing good Corporate Governance practices as they are critical for meeting its obligations towards shareholders and stakeholders. The Company's governance framework is based on the following principles which adhere to sound Corporate Governance practices of transparency and accountability:

- Constitution of Board of Directors with an appropriate blend of Executive and Non- Executive Directors committed to discharge their responsibilities and duties.
- Compliance with all governance codes, Listing Agreements, other applicable laws and regulations.
- Timely and balanced disclosure of all material information relating to the Company to all stakeholders.
- Adoption of 'Code of Conduct' for Directors and Senior Management, and 'Code of Ethics' and 'Policy on Prohibition of Insider Trading' and effective implementation thereof.
- Sound system of Risk Management and Internal Control.
- Regular update of PTC website www.ptcindia.com to keep stakeholders informed.

BOARD OF DIRECTORS

The Company firmly believes that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

SELECTION OF THE BOARD

In terms of the requirement of the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations'), the Nomination & Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of the Company and to select members to fill Board vacancies and nominating candidates for election by the shareholders at the Annual General Meeting.

COMPOSITION OF BOARD

The Board of Directors along with its Committee(s) provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Ccompany. The Board of Directors of the Company comprises of distinguished personalities including CMD, WTDs, nominee of the Ministry of Power, Government of India, Director level officers as nominee Directors from the Promoter Companies and Independent Directors of high repute who are well known in their respective fields. As at the end of Financial Year 2021-22, the Board comprised of 12 Directors out of which one (1) is a Chairman & Managing Director (addl. charge). Whole Time Director and eleven (11) are Non-Executive Directors which constitutes six (6) Independent Directors and five (5) nominee Directors.

The composition of Board of Directors of your Company as on 31.03.2022 was as under:

Category	Name of Director	Remarks
Chairman & Managing Director (addl. charge) and Whole time Director	Shri Rajib Kumar Mishra	-
Nominee Directors (Non - Executive)	Shri Raghuraj Madhav Rajendran	Nominee, MoP, GoI
	Ms. Sangeeta Kaushik	Nominee- NTPC
	Shri Himanshu Shekhar	Nominee- NHPC
	Smt. Parminder Chopra	Nominee-PFC
	Shri Vinod Kumar Singh	Nominee- POWERGRID
Independent Directors	Shri Jayant Purushottam Gokhale	-
	Ms. Sushama Nath	-
	Shri Devendra Swaroop Saksena	-
	Shri Ramesh Narain Misra	-
	Smt. Preeti Saran	-
	Shri Subhash S. Mundra	-

All Independent Directors of the Company qualify the conditions of their being independent and all the Independent Directors have also furnished the declaration of independence as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

ATTENDANCE RECORDS AND OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

The details of directorships held and committee membership/ chairmanship held and attendance of the directors at the Board Meetings and at the last Annual General Meeting is given below: -

Sr. No.	Name of the Director	Category of Director	Board Meetings in FY 2021-22		Attendance at Last AGM (held on 24/09/2021)	No. of Directorships in other companies held as on 31st March, 2022	No. of Committee Chairmanship/ Membership as on 31st March, 2022 (Audit & SRC)
			Held during the Tenure	Attended			
1.	Shri Deepak Amitabh* (DIN: 01061535)	Chairperson & Executive Director,	7	6	Y	N/A	N/A
2.	Shri Ajit Kumar** (DIN: 06518591)	Executive Director	0	0	N/A	N/A	N/A
3.	Shri Rajib Kumar Mishra (DIN: 06836268)	CMD (addl. charge) Executive Director	11	11	Y	4	-
4.	Shri Mritunjay Kumar Narayan# (DIN: 03426753)	Non-Executive - Nominee Director	8	5	N	N/A	N/A
5.	Shri Raghuraj Madhav Rajendran## (DIN: 07772370)	Non-Executive - Nominee Director	3	3	N/A	3	-
6.	Shri Anil Kumar Gautam@ (DIN: 08293632)	Non-Executive - Nominee Director	1	1	N/A	N/A	N/A
7.	Ms. Renu Narang@@ (DIN: 08070565)	Non-Executive - Nominee Director	9	9	Y	N/A	N/A
8.	Ms. Sangeeta Kaushik% (DIN: 09157948)	Non-Executive - Nominee Director	1	1	N/A	1	-
9.	Shri Harjeet Singh Puri%% (DIN: 08918860)	Non-Executive - Nominee Director	2	2	N/A	N/A	N/A
10.	Shri Vinod Kumar Maini$ (DIN: 08324168)	Non-Executive - Nominee Director	6	5	Y	N/A	N/A
11.	Shri Himanshu Shekhar$$ (DIN: 09448637)	Non-Executive - Nominee Director	3	3	N/A	-	1
12.	Smt. Parminder Chopra (DIN: 08530587)	Non-Executive - Nominee Director	11	8	N	8	2
13.	Shri Vinod Kumar Singh (DIN: 08679313)	Non-Executive - Nominee Director	11	10	N	2	1
14.	Shri Jayant Purushottam Gokhale (DIN: 00190075)	Non-Executive - Independent Director	11	11	Y	3	2
15.	Shri Rakesh Kacker^ (DIN: 03620666)	Non-Executive - Independent Director	8	8	Y	N/A	N/A
16.	Ms. Sushama Nath (DIN: 05152061)	Non-Executive - Independent Director	11	10	Y	1	1
17.	Shri Devendra Swaroop Saksena (DIN: 08185307)	Non-Executive - Independent Director	11	11	Y	1	1
18.	Shri Ramesh Narain Misra (DIN: 03109225)	Non-Executive - Independent Director	11	11	Y	2	1
19.	Shri Subhash S. Mundra (DIN : 00979731)	Non-Executive - Independent Director	11	10	Y	8	7
20.	Smt. Preeti Saran (DIN: 08606546)	Non-Executive - Independent Director	11	11	Y	2	2

In line with Listing Regulations, only the Chairmanship and Membership of Audit Committee and Stakeholder Relationship Committee have been taken into consideration in reckoning the membership/ chairmanship of committees in all other public Companies.

1. * Cessation w.e.f. November 05, 2021
2. ** Cessation w.e.f. April 08, 2021
3. # Cessation w.e.f. December 07, 2021
4. ## Appointed w.e.f. January 27, 2022
5. @ Cessation w.e.f. June 17, 2021
6. @@ Appointed w.e.f. June 17, 2021 and Cessation w.e.f. February 16, 2022
7. % Appointed w.e.f. February 18, 2022
8. %% Cessation w.e.f. July 15, 2021
9. $ Appointed w.e.f. July 26, 2021 and Cessation w.e.f January 1, 2022
10. $$ Appointed w.e.f. December 31, 2021
11. ^ Cessation w.e.f. January 21, 2022

The Board confirm that the Independent Directors fulfill the conditions specified in these regulations and are independent of the management. The Independent Directors are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective Independent judgment and without any external influence. Further, in terms of notification issued by Ministry of Corporate Affairs, all the Independent Directors of the Company are registered in Independent Director's Databank maintained by Indian Institute of Corporate Affairs. The Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA. The Independent Directors, whosoever is required, shall undertake the said proficiency test.

A formal letter of appointment to Independent Directors as provided in Act has been issued and the draft of the same is disclosed in Investors section on website of the Company viz. https://ptcindia.com/wp-content/uploads/2019/07/Terms-Appointment-Independent-Director.pdf.

The Number of Directorships, Chairmanships and Committee Memberships of each Director is in Compliance with the relevant provisions of the Act and the Listing Regulations.

The Non-executive Directors do not have any shareholding in the Company. Further, Directors are not relatives of each other and none of the employees of the Company are relative of any of the Directors.

As mandated by the Listing Regulations, none of the directors of the Company are members of more than ten Board level committees or are the Chairman of more than five Board level committees in other companies in which they are directors.

It is confirmed that –

Name of other listed entities in which our Directors hold the position of Director as on 31.03.2022 and their skill/ expertise/ competence are provided below:

S. No.	Directors Name	Directorship in other Listed entities	Skill / Expertise / Competence	Category
1.	Dr. Rajib Kumar Mishra	PTC India Financial Services Limited	BE. (Electrical) Vast and rich experience in field of power sector	WTD
2.	Shri Raghuraj Madhav Rajendran (MoP)	1. NHPC Limited 2. SJVN Limited	Joint Secretory, MoP, (IAS- MP 2004). Vast and rich experience in field of Govt. sector	Nominee Director
3.	Smt. Parminder Chopra	1. Power Finance Corporation Limited 2. REC Limited	Director (Finance) PFC, Cost Accountant & MBA, over 35 years Rich and vast experience in field of Finance	Nominee Director
4.	Shri Vinod Kumar Singh	Power Grid Corporation of India Limited	Director (Personnel) PGCIL, B.Com (Hons) Post Graduate Management from Xavier institute of Social Services (XISS), Ranchi. Vast Experience in Indian Power Sector.	Nominee Director
5.	Shri Himanshu Shekhar	-	Executive Director NHPC, B.Sc. Engineering (Electrical) from Bihar University. Vast knowledge of Indian Power sector.	Nominee Director
6.	Ms. Sangeeta Kaushik	-	CGM (Business Development) NTPC, Electrical Engineering and MBA from MDI Gurugram, over 35 years Rich and vast knowledge of Indian Power sector	Nominee Director
7.	Shri Jayant Purushottam Gokhale	PTC India Financial Services Limited	Chartered Accountant, Rich and vast experience in field of Finance	Independent Director
8.	Ms. Sushama Nath	PTC India Financial Services Limited	IAS (Retd.), Ex- Secretary Ministry of Finance, vast and rich experience in field of Finance/ Administration.	Independent Director
9.	Shri Devendra Swaroop Saksena	PTC India Financial Services Limited	IRS (Retd.), Ex- Principal Chief Commissioner of Income Tax Mumbai, rich and vast experience in field of Finance.	Independent Director
10.	Shri Ramesh Narain Misra	1. Indraprastha Gas Limited 2. PTC India Financial Services Limited	Ex- CMD SJVN Ltd, Engineer from MNRE Allahabad, Master's in finance from IGNOU, Rich and vast experience in field of Power Sector.	Independent Director
11.	Shri Subhash S. Mundra	1. BSE Limited 2. Havells India Limited 3. Indiabulls Housing Finance Limited	Former Dy. Governor, RBI, Degree of Doctor of Philosophy (D.Phil.), vast and rich experience in field of Finance.	Independent Director
12.	Smt. Preeti Saran	Central Depository Services (India) Limited (CDSL)	IFS (Retd.) Former Secy. To Ministry of External Affairs, GoI. Rich and vast experience of Govt. sector	Independent Director

BOARD MEETINGS

The Board meets at least once in every quarter to discuss and decide on inter alia business strategies/ policies and review the financial performance of the Company and its subsidiaries and other items on agenda. Additional meetings are held from time to time as and when necessary.

The notice of each Board Meeting is given in writing to each director of the Company. The agenda along with the relevant notes and other material information are sent to each director in advance and in exceptional cases tabled at the meeting which includes price sensitive information.

Also, the Board meetings of the Company have been held with proper compliance of the provisions of Companies Act, 2013, Listing Regulations and Secretarial Standards, as applicable thereon.

During the financial year ended 31st March 2022, the Board met eleven (11) times as against the minimum requirement of four Board Meetings.

The details of the Board Meetings held during the financial year 2021-22 are as under: -

Sr. No.	Date	Board strength	Number of Directors present
1.	June 04, 2021	14	14
2.	June 24, 2021	14	14
3.	August 11, 2021	14	13
4.	September 16, 2021	14	12
5.	October 01, 2021	14	10
6.	October 13, 2021	14	14
7.	November 01, 2021	14	14
8.	November 11, 2021	13	13
9.	January 27, 2022	12	12
10.	February 14, 2022	12	12
11.	March 28, 2022	12	11

Details of attendance of each director at the meeting of the board of directors:

Name of Director	04-June-2021	24-June-2021	11-Aug-2021	16-Sep-2021	01-Oct-2021	13-Oct-2021	01-Nov-2021	11-Nov-2021	27-Jan-2022	14-Feb-2022	28-Mar-2022
Shri. Deepak Amitabh, CMD, ceased w.e.f 05-11-2021	Y	Y	Y	Y	N	Y	Y	-	-	-	-
Dr. Rajib Kumar Mishra, WTD	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Shri. Ajit Kumar, WTD, Ceased w.e.f. 08-04-2021	-	-	-	-	-	-	-	-	-	-	-
Shri Mritunjay Kumar Narayan (MoP) ceased w.e.f. 07-12-2021	Y	Y	Y	N	N	N	Y	Y	-	-	-
Shri Raghuraj Rajendran (MoP) Joined w.e.f. 27.01.2022	-	-	-	-	-	-	-	-	Y	Y	Y
Shri Anil Kumar Gautam (NTPC) Ceased w.e.f. 17-06-2021	Y	-	-	-	-	-	-	-	-	-	-
Ms. Renu Narang (NTPC) Joined w.e.f. 17-06-2021 Ceased w.e.f. 16-02-2022	-	Y	Y	Y	Y	Y	Y	Y	Y	Y	-
Ms. Sangeeta Kaushik (NTPC) Joined w.e.f. 18-02-2022	-	-	-	-	-	-	-	-	-	-	Y
Shri. H.S. Puri (NHPC) Ceased w.e.f. 15-07-2021	Y	Y	-	-	-	-	-	-	-	-	-
Shri Vinod Kumar Maini (NHPC) Joined w.e.f. 26-07-2021 Ceased w.e.f 01-01-2022	-	-	Y	N	Y	Y	Y	Y	-	-	-
Shri Himanshu Shekhar (NHPC) Joined w.e.f. 31-12-2021	-	-	-	-	-	-	-	-	Y	Y	Y
Smt. Parminder Chopra (PFC)	Y	Y	N	Y	N	N	Y	Y	Y	Y	Y
Smt. Preeti Saran (I.D)	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Shri Vinod Kumar Singh (PGCIL)	Y	Y	Y	Y	Y	N	Y	Y	Y	Y	Y
Shri Jayant Purushottam Gokhale (I.D)	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

Name of Director	04-June-2021	24-June-2021	11-Aug-2021	16-Sep-2021	01-Oct-2021	13-Oct-2021	01-Nov-2021	11-Nov-2021	27-Jan-2022	14-Feb-2022	28-Mar-2022
Shri. Rakesh Kacker (I.D) Ceased w.e.f. 21.01.2022	Y	Y	Y	Y	Y	Y	Y	Y	-	-	-
Ms. Sushama Nath (I.D)	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	N
Shri Ramesh Narain Misra (I.D)	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Shri Devendra Swaroop Saksena (I.D)	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Shri. Subhash S. Mundra (I.D)	Y	Y	Y	Y	N	Y	Y	Y	Y	Y	Y

BOARD PROCEDURE

(i) Decision making process

The Board of Directors acts as trustees of stakeholders and is responsible for the overall functioning of the Company. With a view to professionalize all corporate affairs and setting up systems and procedures for advance planning of matters requiring discussion/decisions by the Board, the Company has defined appropriate guidelines for the meetings of the Board of Directors. These Guidelines facilitate the decision-making process at the meetings of Board, in well informed and proficient manner.

(ii) Scheduling and selection of Agenda items for Board /Committee Meetings

(a) The meetings are being convened by giving appropriate notice after obtaining the approval of the Chairman of the Board/Committee. To address urgent needs, meetings are also being called at shorter notice. The Board is also authorized to pass Resolution by Circulation in case of business exigencies or urgency of matters.

(b) Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed and focused decisions at the meetings. The Company Secretary while preparing the Agenda ensures that all the applicable provisions of law, rules, guidelines etc. are adhered to. The Company ensures compliance of all the applicable provisions of the Act, SEBI Guidelines, Listing Regulations, and various other statutory requirements.

(c) All the department heads are notified of the Board meeting in advance and are requested to provide the details about the matters concerning their department requiring discussion/approval/ decision at the Board meetings. Based on the information received, the agenda papers are prepared and submitted by concerned Department Heads to the Chairman for obtaining approval. Duly approved agenda papers are circulated amongst the Board members by the Company Secretary.

(d) Where it is not practicable to attach any document or the agenda due to its confidential nature, the same is tabled before the meeting with the approval of the Chairman. In special and exceptional circumstances, additional or supplemental item(s) to the agenda are circulated. Sensitive subject matters are discussed at the meeting without written material being circulated.

(e) The meetings are usually held at the Company's Registered Office in New Delhi.

(f) In addition to detailed agenda being already circulated, presentations are also made at the Board/ Committee meetings covering Finance, Operations & Sales, Human Resources, Marketing and major business segments of the Company to facilitate efficient decision making.

(g) The members of the Board have complete access to all information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion. Senior management officials are called to provide additional inputs to the items being discussed by the Board, as and when necessary.

(iii) Recording minutes of proceedings at the Board Meeting

The minutes of the proceedings of each Board/Committee meeting are recorded and are duly entered in the minute book kept for the purpose. The draft minutes of each Board/ Committee meeting are circulated amongst the Board/ Committee members for their comments and thereafter final minutes are also circulated and thereafter, placed the same in the next Board Meeting/ committee meeting for their noting/confirmation.

(iv) Follow-up mechanism

The guidelines laid down for the Board and Committee Meetings ensures that an effective post meeting follow-up & review has been done. The actions taken on the decisions are reported to the Board/ Committee in the form of Action Taken Report (ATR) tabled at the immediately succeeding meeting of the Board/ Committee for noting by the Board/ Committee.

DISCLOSURES

- Inter-se relationships between Directors and Key Managerial Personnel of the Company: NIL
- Number of Shares and Convertible Instruments held by Non – Executive Directors: NIL

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter-alia explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act 2013, the Listing Regulations and other relevant rules & regulations. The Chairman & Managing Director also have one to one discussion with the newly appointed director to familiarize him/her with the Company's Operations. The Board Members are provided with necessary documents, reports and policies to enable them to familiarize with the Company's Procedures and Practices. Periodic presentations are made at the Board and Committee Meetings on Business and performance update of the Company.

Moreover interactive meets are organized from time to time where they get opportunity to interact with Senior Management, Head of departments and other key personnel of the organization. All-important corporate communications/ announcements are forwarded to all the Independent Directors on regular basis to keep them abreast with what is happening in the Company. Independent Directors have the freedom to interact with the Company's management as and when required.

Ongoing familiarization aims to provide insights into the Company and the business environment to enable the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective to the strategic direction of the Company.

The familiarization program has been uploaded on the website of the Company at

https://ptcindia.com/wp-content/uploads/2019/07/FAMILIARISATION-PROGRAMME-MODULE.pdf

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has constituted many functional Committees depending on the business needs and legal requirements. The Statutory Committees constituted by the Board on the date of the Report are as follows:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Code of Ethics and Prohibition of Insider Trading Committee

- Risk Management Committee
- Corporate Social Responsibility Committee

In addition to the above statutory committees, Investment Committee, the Group of Directors for Business Development has also been constituted. The Board, from time to time, for specific purposes constitute Group of Directors as may be required.

2.1 AUDIT COMMITTEE

a) COMPOSITION

Pursuant to the provisions of Section 177 of the Act and the provisions of the Listing Regulations, Audit Committee has been constituted by the Board of Directors.

As on March 31, 2022, the Audit Committee comprised of 3 (Three) Directors, all are Independent. All members of the Committee possess knowledge of Corporate Finance, Accounts and Corporate Laws. The composition of the Audit Committee meets the requirements of Section 177 of the Act and Regulation 18 of Listing Regulations.

Pursuant to the provisions of Section 177 of the Act and the provisions of the Listing Regulations, Audit Committee has been constituted by the Board of Directors.

The Committee currently comprises of the following members:-

Sr. No.	Name of the Committee Member	Designation	Status
1.	Shri Jayant Purshottam Gokhale	Chairman	Independent Director
2.	Ms. Sushama Nath	Member	Independent Director
3.	Shri Anil Kumar Gautam*	Member	Nominee Director
4.	Shri Devendra Swaroop Saksena	Member	Independent Director
5.	Smt. Parminder Chopra**	Member	Nominee Director

* Cessation w.e.f. June 17, 2021

** Appointment w.e.f June 24, 2022

Shri Rajiv Maheshwari, Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company held on September 24, 2021.

b) Terms of Reference

The terms of reference of the Audit Committee and its role & powers as specified in Section 177 of the Act and Regulation 18 of Listing Regulations, as amended from time to time, inter alia, includes the following:

a. Oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;

b. Recommending to the Board, the appointment, re-appointment or removal of the statutory auditor and the fixation of audit fees;

c. Reviewing with management the periodical financial statements before submission to the Board for approval, with particular reference to (i) changes in accounting policies and practices, (ii) major accounting entries involving estimates based on exercise of judgment by management, (iii) qualifications in draft audit report (if any), (iv) significant adjustments made in financial statements arising out of the audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) compliance with listing and other legal requirements concerning financial statements, (viii) Disclosures of any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large;

d. Reviewing with the management, performance of statutory and internal auditors, the adequacy of internal control systems and recommending improvements to the management;

e. Reviewing the adequacy of internal audit functions;

f. Discussion with internal auditors any significant findings and follow-up thereon;

g. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

h. Discussion with 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.

i. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

j. Utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

k. Any other work as may be assigned by the Board of Director (s) of the Company from time to time.

The terms of reference stipulated by the Board to the Audit Committee are as per Listing Regulations and Section 177 of the Act. The CFO, Representatives of Internal auditors and statutory auditors of the Company attend the meetings of Audit Committee. PTC has not denied any personnel access to the Audit Committee of the Company in respect of any matter. There was no case of alleged misconduct.

c) Number of Committee Meetings and Attendance

During the year 2021–22, the Committee met seven (7) times i.e. June 24, 2021, August 11, 2021, October 01, 2021, November 11, 2021, January 25, 2022, February 11, 2022 and February 14, 2022.

The details of Committee meetings and its members' attendance during FY 2021-22 is mentioned below:-

Sr. No.	Name of Director	Audit Committee Meetings	
		Held during the Tenure	Attended
1.	Shri Jayant Purushottam Gokhale	7	7
2.	Ms. Sushama Nath	7	7
3.	Shri Anil Kumar Gautam*	0	0
4.	Shri D. S. Saksena	7	7
5.	Smt. Parminder Chopra**	0	0

* Cessation w.e.f. June 17, 2021

** Appointment w.e.f. June 24, 2022

2.2 NOMINATION & REMUNERATION / COMPENSATION (ESOP) COMMITTEE

Pursuant to the provisions of Section 178 of the Act and the provisions of the Listing Regulations, Nomination & Remuneration Committee has been constituted by the Board of Directors.

a) The Composition of the Nomination and Remuneration is as per Section 178 of the Act and Regulation 19 of Listing Regulations.

The Committee comprises of following Directors:

Sr. No.	Name of Committee Member	Designation	Status
1	Shri Rakesh Kacker*	Chairperson	Independent Director
2	Shri Devendra Swaroop Saksena#	Chairperson	Independent Director
3	Shri Deepak Amitabh%	Member	Executive Director (CMD)
4	Shri Mritunjay Kumar Narayan@	Member	Non-Executive Director
5	Ms. Sushama Nath^	Member	Independent Director
6	Shri Vinod Kumar Singh$	Member	Non-Executive Director
7	Shri Ramesh Narain Misra**	Member	Independent Director

* Cessation as member w.e.f. January 21, 2022
% Cessation as member w.e.f. November 05, 2021
@ Cessation as member w.e.f. December 07, 2021
^ Cessation as member w.e.f. June 24, 2022
# Appointed as member w.e.f. January 27, 2022
$ Appointed as member w.e.f. November 11, 2021
** Appointed as member w.e.f. June 24, 2022

Shri Rajiv Maheshwari, Company Secretary acts as the Secretary to the Committee. The Committee is chaired by an Independent Director. The Chairman of the Committee also attended the last Annual General Meeting of the Company held on September 24, 2021.

b) Terms of Reference

The terms of reference of Nomination & Remuneration Committee, inter-alia, includes:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel , sr. management and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To recommend/ review remuneration of the Managing Director(s) and Whole time Director(s) based on their performance and defined assessment criteria;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme.

c) Number of Committee Meetings and Attendance

During the year 2021 – 22, the Nomination and Remuneration Committee met Four (4) times i.e. July 23, 2021, August 03, 2021, September 28, 2021 and February 18, 2022.

The details of Committee meetings and its attendance during FY 2021-22 is mentioned below:

Sr. No.	Name of Director	N & R Committee Meetings	
		Held during the Tenure	Attended
1.	Shri Rakesh Kacker*	3	3
2.	Shri Deepak Amitabh#	3	3
3.	Shri Mritunjay Kumar Narayan@	3	2
4.	Ms. Sushama Nath	4	4
5.	Shri Devendra Swaroop Saksena%	1	1
6.	Shri Vinod Kumar Singh$	1	1
7.	Shri Ramesh Narain Misra**	0	0

* Cessation as member w.e.f. January 21, 2022
# Cessation as member w.e.f. November 05, 2021
@ Cessation as member w.e.f. December 07, 2021
% Appointed as member w.e.f. January 27, 2022
$ Appointed as member w.e.f. November 11, 2021
** Appointed as member w.e.f. June 24, 2022

PERFORMANCE EVALUATION OF DIRECTORS (including Independent Directors)

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, its committees and individual directors including Chairman of the Board. The exercise was carried through a structured evaluation process covering various aspects of the Board including committees and every Directors functioning such as composition of Board and committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. A questionnaire formed key part of the evaluation process for reviewing the functioning and effectiveness of the Board. The evaluation process focused on various aspects of the Board and Committees functioning such as structure, composition, quality, board meeting practices and overall Board effectiveness. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Nomination and Remuneration Committee also reviewed the performance of individual directors including Independent Directors on the basis of criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. For further details, please refer to the Board's Report.

REMUNERATION

Detail of Remuneration to Chairman & Managing Director and Whole-time Directors of the Company during FY 2021-22

The appointment and remuneration of executive directors including Chairman & Managing Director and Whole Time

Directors is governed by the recommendations of the Nomination & Remuneration Committee, resolutions passed by the Board of Directors and shareholders of the Company. The remuneration package and terms and conditions of appointment of Chairman & Managing Director and Whole Time Directors are governed by the respective appointments. Their remuneration package comprises of salary, perquisites and PRP, after due approval.

The details of remuneration paid to CMD and WTDs during the financial year ended 31st March 2022 is as under: -

Sr. No.	Director	Designation	Fixed CTC) - FY 2021-22	Performance Related Pay (PRP) - FY 2021-22	Perquisites - FY 2021-22	Total Remuneration (figures in INR Crores)- FY 2021-22
1.	Shri Deepak Amitabh	Ex- CMD	0.77	0.45	0.05	1.27
2.	Shri Rajib Kumar Mishra	Director (Marketing & Business Development)	1.14	0.35	0.05	1.54
3.	Dr. Ajit Kumar	Ex- Director (Commercial & Operation)	0.04	0.35	0.03	0.42

Presently, the Company does not have a scheme for grant of stock options to any director. The CTC structure of PTC including for the management is a mix of fixed and performance linked compensation. As per the contract entered into with the executive directors, there is a notice period of 3 months and there is no severance fee to be paid to the directors. Further, none of the directors of the company was in receipt of any remuneration from its subsidiary companies during the period.

None of the above Directors is holding any stock options.

All Pecuniary relationship/ transaction of Non-Executive Directors

There has been no pecuniary relationship/ transaction of the Non-Executive Director (including Independent Directors) with the Company except payment of sitting fees to them.

However, the sitting fees are subject to ceiling/limits as provided under the Act and rules made thereunder or any other enactment for the time being in force. The criteria of making payment to Non- Executive Directors is disclosed in the Nomination and Remuneration Policy of the Company which is given at one of the Annexure to the Board's Report and is also disclosed on the website of the Company.

The details of sitting fee paid to Non-Executive Directors and Independent Directors during the financial year ended 31st March 2022 is as under:

S. No.	Name of the Director	Designation	Sitting Fee (figures in INR Crores- FY 2021-22)
1.	Shri Mritunjay Kumar Narayan	Non-Executive Nominee Director	NA
2.	Shri Raghuraj Madhav Rajendran	Non-Executive Nominee Director	NA
3.	Shri Anil Kumar Gautam*	Non-Executive Nominee Director	0.0047
4.	Ms. Renu Narang**	Non-Executive Nominee Director	0.05
5.	Ms. Sangeeta Kaushik#	Non-Executive Nominee Director	0.0047
6.	Shri Harjeet Singh Puri##	Non-Executive Nominee Director	0.01
7.	Shri Vinod Kumar Maini@	Non-Executive Nominee Director	0.03
8.	Shri Himanshu Shekhar@@	Non-Executive Nominee Director	0.02
9.	Smt. Parminder Chopra	Non-Executive Nominee Director	0.10
10.	Shri Vinod Kumar Singh	Non-Executive Nominee Director	0.07
11.	Shri Jayant Purushottam Gokhale	Independent Director	0.15
12.	Shri Rakesh Kacker%	Independent Director	0.08
13.	Ms. Sushama Nath	Independent Director	0.12
14.	Shri Devendra Swaroop Saksena	Independent Director	0.11
15.	Shri Ramesh Narain Misra	Independent Director	0.14
16.	Shri Subhash S, Mundra	Independent Director	0.07
17.	Smt. Preeti Saran	Independent Director	0.13

1. * Cessation w.e.f. June 17, 2021
2. ** Appointed w.e.f. June 17, 2021 and ceased w.e.f. February 16, 2022
3. # Appointed w.e.f. February 18, 2022
4. ## Cessation w.e.f. July 15, 2021
5. @ Appointed w.e.f. July 26, 2021 and ceased on January 01, 2022
6. @@ Appointed w.e.f December 31, 2021
7. % Cessation w.e.f. January 21, 2022

Note: - The sitting fee for attending the meetings by the nominee of Promoters are paid to their respective organizations.

2.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the Regulation 20 of the Listing Regulations and provisions of Section 178 of Act, the Company has a Stakeholders' Relationship Committee (SRC).

The composition of the Committee is as follows:-

Sr. No.	Name of the Director	Designation	Status
1	Smt. Preeti Saran	Chairperson	Independent Director
2	Shri Jayant Purushottam Gokhale	Member	Independent Director
3	Shri Harjeet Singh Puri*	Member	Non – Executive Director
4	Shri Vinod Kumar Maini**	Member	Non – Executive Director
5	Shri Himanshu Shekhar#	Member	Non – Executive Director

* Shri Harjeet Singh Puri appointed as member of the Committee w.e.f. 15th October, 2020 and ceased to be Director w.e.f. 15th July 2021

** Shri Vinod Kumar Maini appointed as member of the committee w.e.f. 26th July, 2021 Ceased to be director w.e.f. 1st January, 2022

Shri Himanshu Shekhar appointed as member w.e.f. 31st December, 2021

The Committee is Chaired by an Independent Director and meets as per the requirement. The Chairman of the Committee also attended the last Annual General Meeting of the Company held on September 24, 2021.

a) Name & Designation of Compliance Officer

Shri Rajiv Maheshwari, Company Secretary of the Company acts as the Compliance Officer of the Company.

b) Terms of Reference

Apart from the roles/ responsibilities referred in the Act and Listing Regulations, the Committee, inter-alia, looks into redressing of investors complaint like delay in transfer of shares, Dematerialization, Re-materialization, non- receipt of declared dividends, non- receipt of Annual Reports etc. and such other related work as may be assigned by the Board from time to time. The Committee oversees the performance of Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

c) Investor Complaints received and resolved during the year

During the year 2021-22, 96 complaints were received. All were duly addressed to the satisfaction of concerned shareholder. As on 31st March 2022, NIL complaints were pending.

The Committee meets as per the requirements and met on 14th March 2022 and all were present.

2.4 CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Corporate Social Responsibility Committee has been constituted in compliance with the provisions of Section 135 of Companies Act, 2013

The composition of the Committee is as follows:

Sr. No.	Name of Director	Designation	Status
1.	Shri Devendra Swaroop Saksena	Chairman	Independent Director
2.	Shri Deepak Amitabh*	Member	Executive Director
3.	Shri Ramesh Narain Misra	Member	Independent Director
4.	Shri Vinod Kumar Singh	Member	Non-Executive Director
5.	Ms. Sangeeta Kaushik**	Member	Non-Executive Director

* Ceased as Member of Committee w.e.f. 05-11-2021

** Appointed as Member of Committee w.e.f. 24-06-2022

Terms of Reference

The Corporate Social Responsibility Committee shall:

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of Companies Act, 2013;

(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) Monitor the Corporate Social Responsibility Policy of the Company from time-to-time.

During the year 2021-22, the Committee met on August 17, 2021, February 02, 2022 and March 25, 2022.

As a responsible corporate citizen, PTC India Limited (PTC) is committed to ensure its contribution to the welfare of the communities in the society where it operates through its various Corporate Social Responsibility ("CSR") initiatives.

The objective of PTC's CSR Policy is to consistently pursue the concept of integrated development of the society in an economically, socially and environmentally sustainable manner and at the same time, recognize the interests of all its stakeholders.

To attain its CSR objectives in a professional and integrated manner, PTC shall undertake the CSR activities as specified under the Act. For further details, please refer to the Annual Report on CSR Activities attached with the Board's Report.

2.5 CODE OF ETHICS & PROHIBITION OF INSIDER TRADING COMMITTEE

Composition

The SRC also looks after the work of this Committee and as on March 31, 2022, the Committee comprises of following Directors: -

Sr. No.	Name of the Director	Designation	Status
1	Smt. Preeti Saran	Chairperson	Independent Director
2	Shri Jayant Purushottam Gokhale	Member	Independent Director
3	Shri Harjeet Singh Puri*	Member	Non – Executive Director
4	Shri Vinod Kumar Maini**	Member	Non – Executive Director
5	Shri Himanshu Shekhar#	Member	Non – Executive Director

* Shri Harjeet Singh Puri appointed as member of the Committee w.e.f. 15th October, 2020 and ceased to be Director w.e.f. 15th July 2021

** Shri Vinod Kumar Maini appointed as member of the committee w.e.f. 26th July, 2021 Ceased to be director w.e.f. 1st January, 2022

Shri Himanshu Shekhar appointed as member w.e.f. 31st December, 2021

The Committee is chaired by an Independent Director.

Shri Rajiv Maheshwari, Company Secretary of the Company acts as the Compliance officer under the 'Code of Conduct for prevention of Insider Trading and Code of Corporate Disclosure Practices' of PTC. The Committee meets as per the requirements.

2. 6 RISK MANAGEMENT COMMITTEE

Composition

Risk Management Committee (RMC) comprises of following:-

Sr. No.	Name of the Director	Designation
1	Shri Ramesh Narain Misra	Chairperson
2	Shri Ajit Kumar*	Member
3	Dr. Rajib Kumar Mishra**	Member
4	Smt. Preeti Saran	Member
5	Shri Rakesh Kacker#	Member
6	Smt. Parminder Chopra##	Member
7	Shri Jayant Purushottam Gokhale##	Member

1. * Ceased to be Director and Member of Committee w.e.f. 08th April, 2021
2. ** Ceased to be Member of Committee w.e.f. 27th January, 2022
3. # Ceased as member of Committee w.e.f. 21st January, 2022
4. ## Appointed as member of Committee w.e.f. 27th January, 2022

Shri Rajiv Malhotra is Group Chief Risk Officer of PTC Group.

Terms of Reference

Terms of reference of Risk Management Committee shall, inter-alia, include the following:

(i) To formulate, review and monitor risk management policy;

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken

(vi) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

(vii) Co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors

(viii) Any other matter as the Audit Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time and/ or prescribed under applicable laws.

During the year 2021-22, the Committee met on June 14, 2021, December 10, 2021, February 02, 2022, February 04, 2022, February 10, 2022, February 16, 2022, February 23, 2022, February 24, 2022, March 01, 2022, March 09, 2022, March 16, 2022, March 19, 2022, March 24, 2022 and March 26, 2022.

2.6 Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are generally applicable to Committee meetings as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee meetings are placed before the Board meetings.

3. Disclosures

There are no materially significant transactions with related parties conflicting with the Company's interest. The transactions with related parties have been disclosed in Note No. 40 to the Standalone Financial Statements of the Company for the FY 2021-22. The Company has not given any 'Loans and advances in the nature of loans to firms/companies in which directors are interested. There was also no instance of non-compliance on any matter related to the Capital Markets during the last years. The information related to the Company is also available at Company's website www.ptcindia.com. The proceeds of the public issue have been used for the purpose(s) for which it was raised.

ETHICS / GOVERNANCE POLICIES

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

In compliance with the Listing Regulations and the Act, the Company has framed and adopted a Code of Business conduct and Ethics ('the code'). The Company has in place a comprehensive Code of Conduct applicable to all employees and Directors. The code gives guidance and support needed for ethical conduct of business and compliance of laws. The code reflects the values of the Company viz. Company value, Ownership mind-set, Respect, Integrity, One team and excellence.

A Code of conduct for Directors and Senior Management is available on the Company website https://ptcindia.com/wp-content/uploads/2019/07/Code-of-conduct.pdf.

The code has been circulated to Directors and senior officers of the Company, which has been complied with by the Board members and senior officers of the Company.

All members of the Board, the executive directors and senior officers have affirmed compliance to the code as on 31st March 2022.

A declaration signed by the Company's Chairman & Managing Director is published in this report.

CODE FOR PREVENTION OF INSIDER TRADING

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a comprehensive policy for prohibition of Insider Trading in PTC Equity Shares to preserve the confidentiality and to prevent misuse of unpublished price sensitive information.

In line with the requirement of the said code, the trading window was closed from time to time, whenever some price sensitive information was submitted to the Board. Notice of the closure of trading window was issued to all employees well in advance.

Subsidiary Monitoring Framework

Both subsidiary companies of the Company are Board managed with their Boards having their rights and obligations to manage such companies in the best interest of their stakeholders. In addition to the Nominee Directors appointed on the Board of Subsidiary companies, the Company monitors performance of subsidiary companies, inter alia, by the following means:

(a) Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee of the Company.

(b) All minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board on a regular basis.

7. GENERAL BODY MEETINGS

ANNUAL GENERAL MEETING (AGM)

a) Details of last three Annual General Meetings are as under:

Financial Year	Date of the Meeting	Time of the Meeting	Venue of the Meeting	Special resolutions passed
2020-21	September 24, 2021	03:00 p.m.	Registered office of the company at 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi-110066	No
2019-20	September 22, 2020	03:00 p.m.	Registered office of the company at 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi-110066	No
2018-19	September 30, 2019	12:30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi Cantt, New Delhi-110010	No

b) **Special Resolution passed through Postal Ballot:** During the year 2021-22, no Special Resolution has been passed through Postal Ballot.

c) **Special Resolution proposed to be conducted:** As on the date of this report, there is no Special Resolution proposed to be conducted through Postal Ballot.

The company did not held any Extra-Ordinary General Meeting of the Shareholders during FY 2021-22.

8. MEANS OF COMMUNICATION & WEBSITE

(a) Quarterly/Annual Financial Results/Half Yearly: Quarterly/ Annual Financial Results/Half Yearly Financial Results of the Company are generally published in one English and one Hindi News Paper (Financial Express and Jansatta) and are displayed on the Company's website www.ptcindia.com.

(b) Website: The Company's website contains a separate dedicated section 'Investor Relations' where shareholders information and official news releases are available.

(c) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and other's entitled thereto and is displayed on the Company's website www.ptcindia.com

(d) Presentations made to institutional investors or to the analysts- Presentations are made to institutional investors and analysts on the Company's audited annual financial results.

(e) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically at their designated portals. The Company has complied with filing submissions with BSE through BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NEAPS portal.

9. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting (AGM)

Meeting No.	*23rd
Date	30th December, 2022
Time	3.00 PM
Venue	Through Video Conferencing

* Registrar of Companies, Delhi & Haryana, vide its approval letter dated September 5, 2022 has granted an extension of time by a period of three (3) months to PTC India Ltd. for holding its Annual General Meeting for the financial year ended on March 31, 2022. Thus, the Company is allowed to conduct its Annual General Meeting for the financial year ended on March 31, 2022 on or before December 31, 2022.

b) Tentative Financial Calendar for year ended 31st March, 2023

Particulars	Date
1. Financial Year	1st April 2022 to 31st March 2023
2. Un-audited Financial Results	Announcement will be made after the approval of the Board
3. Annual Financial Results	Will be announced and published within 60 days from the end of financial year

c) Payment of Dividend

➢ Final Dividend details for financial year 2021-22

The Board of Directors in its meeting held on 24th Nov., 2022 has recommended a final dividend @ 58% i.e. INR 5.80 per Equity Share (on the face value of INR 10/- each) for the Financial Year 2021-22, subject to approval of shareholders in the forthcoming Annual General Meeting of Company.

In November, 2021, the Company has paid an interim dividend @ 20% of the face value of INR 10 per share (INR 2.00 per equity share) for the FY 2021-22. As the Board of Directors has recommended final dividend @ 58% of the face value of INR 10 per share (INR 5.80 per equity share) for the FY 2021-22. Total dividend (including interim dividend) is @78% of the face value of INR 10 per share i.e. INR 7.80 per equity share.

➢ Dividend History for the last five years

Sr. No.	Financial Year	Total Paid up Capital (in INR)	Dividend	Rate of Dividend (%)
1.	2020-21	296,00,83,210	Final	55
2.	2020-21	296,00,83,210	Interim	20
3.	2019-20	296,00,83,210	Final	55
4.	2018-19	296,00,83,210	Final	40
5.	2017-18	296,00,83,210	Final	40
6.	2016-17	296,00,83,210	Final	30

During the year, the Board of Directors in its meeting dated 11th November 2021 had declared 20% Interim Dividend i.e. ₹ 2 per equity share of INR 10 each.

d) Book Closure

AGM is on 30th December 2022. The book closures dates of the Company are from 17th December 2022 to 30th December 2022 (both days inclusive) for the purpose of payment of dividend for the FY 2021-22.

e) Pay- out Date for the Payment of Final Dividend

The final dividend on equity shares, as recommended by the Board of Directors, if approved by the members at the forthcoming Annual General Meeting of the Company, shall be paid (within 30 days (from the date of declaration) to those shareholders whose name appear in the Register of Members as on the first date of book closure or in the list of beneficial holders provided by the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

f) Unpaid/ Unclaimed Dividend

All the unpaid/ unclaimed dividend up to the financial year 2013-14 have been transferred to Investor Education and Protection Fund (IEPF). No claims will lie against the Company or the Fund in respect of unclaimed amount so transferred. The declared dividend for FY 2013-14 amounting to INR 17,65,660 and which remained unclaimed/unpaid for the period of seven years has been transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government.

The unclaimed dividend of INR 26,68,070.60 declared in respect of the financial year 2014-15 has also being transferred to the Investor Education and Protection Fund.

As on 31st March 2022, the following dividend amount remained unpaid:

Year	Type	Dividend Per Share (INR)	Date of Declaration	Amount (INR)
2014-15	Final	2.2	24th September 2015	24,01,105
2015-16	Final	2.5	28th September, 2016	22,28,773
2016-17	Final	3.0	25th September, 2017	26,43,687
2017-18	Final	4.0	20th September, 2018	29,01,420
2018-19	Final	4.0	30th September, 2019	24,67,768
2019-20	Final	5.5	22nd September, 2020	39,64,672
2020-21	Interim	2.0	9th November, 2020	16,16,756
2020-21	Final	5.5	24th September, 2021	30,26,534
2021-22	Interim	2.0	11th November, 2021	12,07,600

g) Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

Pursuant to provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF).

Listing on Stock Exchanges and stock codes

The Company's Shares are listed on following Stock Exchanges

Name of the Stock Exchange	Address	Stock Code	ISIN No.
National Stock Exchange of India Limited	Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai – 400051	PTC	INE877F01012
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532524	

h) Listing Fees

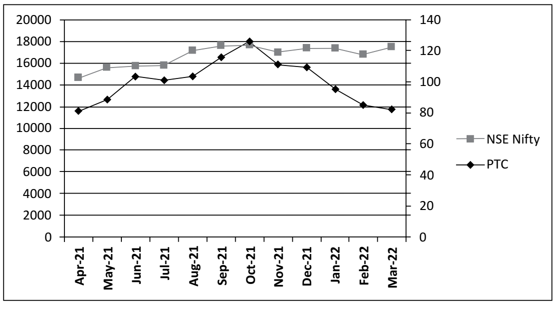
Annual Listing Fee for FY 2021-22 and FY 2022-23 (as applicable) has been paid by the Company to both the Stock Exchanges. Further the Company has also paid the annual Custody Fee to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

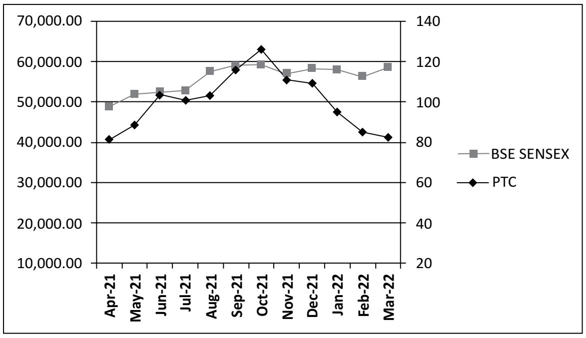
i) Market Price Data

The High/Low of the market price of the Company's equity shares (in INR) traded on Bombay Stock Exchange and National Stock Exchange, during the financial year ended 31st March 2022 were as follows:

	BSE		NSE	
Month	High	Low	High	Low
April- 2021	91.8	77.50	92.00	77.95
May -2021	101.05	81.00	101.10	80.90
June -2021	110.75	87.20	110.80	87.10
July -2021	104.85	95.20	104.90	95.00
August -2021	104.90	91.30	104.90	91.25
September -2021	118.40	94.40	118.40	94.45
October -2021	144.45	112.75	144.40	112.80
November -2021	131.80	104.05	131.65	105.60
December -2021	116.30	103.20	116.40	103.15
January -2022	114.75	86.30	114.90	80.15
February -2022	98.55	82.10	98.70	82.00
March -2022	86.85	78.50	86.50	78.50

j) Performance in comparison to broad – based indices such as BSE Sensex, and NSE Nifty





k) Registrar & Share Transfer agent

MCS Share Transfer Agent Limited,
F-65, Okhla Industrial Area, Phase-I,
New Delhi-110020

l) Share Transfer System

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories.

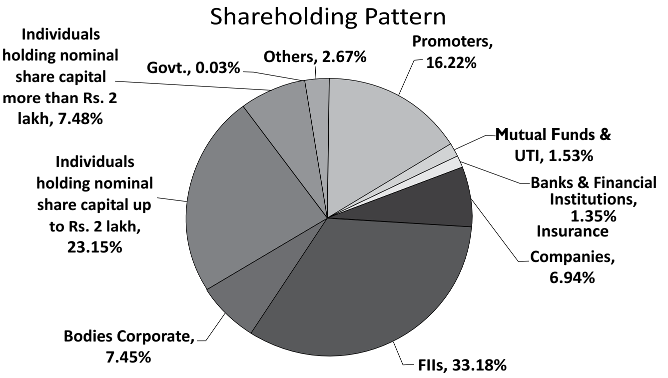
MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent for handling the share registry work relating to shares held in physical and electronic form at single point. A summary of all the transfers, transmissions, deletion requests, etc. approved by the Stakeholders Relationship Committee is placed before the Board of Directors from time to time.

m) Distribution of shareholding as on 31st March 2022

➢ Distribution by Category

Description	**No. of Cases**	**Total Shares**	**% of Equity**
Promoters	4	4,80,00,000	16.2158
Mutual Funds/ UTI	6	45,18,874	1.5266
Financial Institutions/ Banks	3	40,05,441	1.3532
Insurance Companies	4	2,05,45,320	6.9408
Foreign Portfolio Investors	137	9,82,08,973	33.1776
Bodies Corporates	814	2,20,53,067	7.4502
Government (IEPF)	1	86,945	0.0333
Individuals:- (1) Individuals holding nominal Share Capital upto INR 2 Lakh	1,98,980	6,85,20,246	23.1481
(2) Individuals holding nominal Share Capital more than INR 2 Lakh	370	221,41,264	7.4799
Others: - (1) Trust & Foundations	25	5,18,878	0.1753
(2) NRIs	2259	73,87,956	2.496
(3) NBFCs registered with RBI	4	3,865	0.0013
(4) OBC	1	6,000	0.0020
Total		29,60,08,321	100

Graphical Representation of Shareholding Pattern of the company on the basis of distribution by category as on 31st March 2022



➢ Distribution by size (As on 01.04.2022)

Range of Equity Shares held	Folios	% of Shareholders	Total No. of Shares	% of Shares
1 - 500	1,76,968	87.2907	2,06,78,202	6.9857
501 - 1000	12,818	6.3226	1,04,35,385	3.5254
1001 - 2000	6,323	3.1189	96,99,857	3.2769
2001 - 3000	2,170	1.0704	56,21,102	1.8990
3001 - 4000	1,034	0.5100	37,50,438	1.2670
4001 - 5000	915	0.4513	43,56,251	1.4717
5001 - 10000	1,303	0.6427	97,86,139	3.3060
10001 - 50000	908	0.4479	188,65,562	6.3733
50001 - 100000	117	0.0577	86,63,382	2.9267
100001-Above	178	0.0878	20,41,52,003	68.9683
Total	2,02,734	100%	296008321	100%

Nominal Value of each Share is INR10/-

n) Dematerialization of shares

Company's Shares are available for dematerialization in both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Reconciliation of Share Capital Audit Report for the Quarter ended 31st March 2022, confirming that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL as on 31st March 2022, was obtained from the Practicing Company Secretary and submitted to the Stock Exchanges within stipulated time.

Number of Shares held in Dematerialized and physical mode as on 31st March 2022:

Category	**No. of Holders**	**No. of Shares**	**% of total Shares Issued**
Physical	1,774	1,00,04,230	3.38
NSDL	90,651	22,87,77,212	77.29
CDSL	1,10,309	5,72,26,879	19.33
Total	**2,02,734**	**29,60,08,321**	**100**

o) Liquidity of shares

The trading volumes at the Stock Exchanges, during the financial year 2021-22, are given below:

Months	National Stock Exchange of India Limited	BSE Limited
	Number of Shares Traded	Number of Shares Traded
April, 2021	2,93,64,670	37,14,181
May, 2021	4,92,21,212	50,40,073
June, 2021	4,76,93,385	51,26,071
July, 2021	1,40,18,352	17,25,407
August, 2021	2,07,32,273	28,11,345
September, 2021	6,51,55,511	62,46,211
October, 2021	7,72,50,138	67,29,418
November, 2021	1,58,09,026	17,78,614
December, 2021	1,31,39,367	17,69,984
January, 2022	3,37,76,530	36,89,097
February, 2022	1,48,56,816	19,41,616
March, 2022	1,80,44,233	28,75,055

p) Outstanding ADRs/GDRs/ Warrants/ or any Convertible instruments, conversion date and likely impact on equity

Neither ADRs/GDRs/ Warrants/ nor any Convertible instruments has been issued by the Company.

q) Investor Correspondence

- Registered office Address: -

  PTC India Limited.
  2nd Floor, NBCC Towers, 15 Bhikaji Cama Place,
  New Delhi-110066

- Company Secretary & Compliance Officer: -

  Rajiv Maheshwari
  PTC India Limited
  2nd Floor, NBCC Towers, 15 Bhikaji Cama Place,
  New Delhi-110066
  E-mail:- rajivmaheshwari@ptcindia.com

r) Compliance Certificate from the Practicing Company Secretary

The Company has complied with the disclosure requirements of the Schedule V of Listing Regulations.

Except for the non-compliance as referred in Secretarial Audit Report of FY 2021-22 and as explained in the Board's Report, for which required penalty have been paid to the stock exchanges and Regulation 23 (9) with respect to delay of one day in submission of related party transactions details for quarter ended March 31, 2021, the Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

A Certificate from the Practicing Company Secretary M/s. Ashish Kapoor & Associates, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation of the Listing Regulations, is annexed hereinafter.

s) Corporate Identity Number

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L40105DL1999PLC099328.

10. DISCLOSURES

a) Disclosure on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, the Directors and the management, their relatives or subsidiaries, etc. that may have potential conflict with the interests of the Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company. Transactions with the related parties are set out in Notes on Accounts, forming part of the Annual Report.

All related party transactions are negotiated on arm's length basis and are intended to further the interests of the Company.

b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority during last three years

1. Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE) have levied monetary fine of ₹ 35,000/- (excluding GST) each for non-compliance under Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. The Company paid this fine on April 18, 2022, and July 13, 2022, respectively.
2. BSE and NSE have imposed a fine of ₹ 1,65,200/- each for non-Submission of quarterly and nine-month periods standalone & consolidated financial results for the quarter ended December 31, 2021, to the stock exchanges within the time prescribed in terms of Regulation 33 of Listing Regulations.. The Company has paid the requisite fine on May 12, 2022.
3. NSE has imposed a fine of ₹ 5000/- for non-Submission of disclosures of related party transactions on a consolidated basis for the half year ended March 31, 2021, to the stock exchanges within the time prescribed in terms of Regulation 23(9) of Listing Regulations. The Company has paid the requisite fine on July 13, 2022.

The above are also mentioned in Corporate Governance Certificate issued by M/s. Ashish Kapoor & Associates.

Also, the Company could not comply with Regulation 33 in respect of filing its standalone quarterly financial results for quarter ended June 30, 2022 & September 30, 2022 and filing of consolidated financial results for quarter ended March 31, 2022, June 30, 2022 & September 30, 2022. NSE & BSE has also levied penalties for the same which has been paid/ will be paid.

Further w.e.f. 25th October 2022, the shares of the company has moved to 'Z' category due to non-compliance with Regulation 33 for consecutive two quarters i.e. March 2022 & June 2022.

c) Vigil Mechanism/Whistle Blower Policy

The Company has formulated a Whistle Blower policy and affirms that no personnel has been denied access to the Audit Committee. The whistle blower policy of the Company is available at the link https://ptcindia.com/wp-content/uploads/2019/07/Whistle-Blower-Policy.pdf

d) Details of Compliance with Mandatory requirements

Except for the non-compliances mentioned above, all other mandatory requirements of Listing Regulations have been appropriately complied.

e) Policy on Material Subsidiary

The Company has adopted a policy on material subsidiaries. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The Policy for Determining Material Subsidiaries as approved by the Board is available on the company's website at the link: https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-Determining-Material-Subsidiaries.pdf.

f) **Related Party Transaction Policy**

In line with requirement of the Act and Listing Regulations, your Company has formulated a Related Party Transaction Policy. This policy is also available at Company's website at https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-materiality-of-Related-Party-Transactions-and-also-on-dealing-with-Related-Party-Transactions.pdf

The policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and related parties. The policy specifically deals with the review and approval of Material Related Party transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

Pursuant to the provisions of the Act and Listing Regulations, a statement on all related party transactions is presented before the Audit Committee on a quarterly basis for its review.

g) **Disclosures of Commodity Price Risks and Commodity Hedging Activities- N/A**

h) **Credit Rating**

During the year under review, the Company has obtained credit rating for the debt instruments/facilities of the Company from ICRA and CRISIL which is as follows:

PTC'S Credit Rating FY 2021-22	ICRA	CRISIL
Rating	A1+	A1+
Short Term Limits		
Bank Limit	5500 Crores	5500 Crores
Commercial Paper	300 Crores	300 Crores
Short Term Limits (Letter Date)		
Bank	28.05.2021	01.02.2022
Commercial Paper	11.10.2021	01.02.2022
Short Term Limits (Outlook)	N.A	N.A

i) **Utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32 (7A)**

During the period under review, Company has not raised any funds through preferential allotment or qualified institutions placement.

j) **Details of total fees incurred to statutory auditors and their network firms**

The details of total fees for all services incurred by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Particulars	**Amount in INR Crores**
Services as statutory auditors (incl. quarterly limited reviews)	0.14
Tax audit	0.01
GST Audit Fees	
Other services (including certification)	0.01
Re-imbursement of out of pocket expenses	0.01
Total	**0.17**

k) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

During the period under review, Company has not received any sexual Harassment Complaint:

No. of Complaints received during the year 2021-22	No. of Complaints disposed of during the year 2021-22	No. of Complaints pending at the end of FY 2022
Nil	Nil	Nil

l) **A Certificate from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority is also Annexed.**

11. DISCRETIONARY REQUIREMENTS

The Company has adopted non-mandatory requirements as per details given below as mentioned under Part E of the Schedule II.

A. **The Board:** The Company has an executive chairman on its Board.

B. **Shareholder Rights:** The quarterly/half yearly/annual financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance Report and also displayed on the website of the Company. The results are separately circulated to the shareholders.

C. **Reporting of Internal Auditor:** The Internal Auditor reports directly to the Audit Committee.

x) **Plant Locations or any manufacturing division**

Company doesn't have any material plant or manufacturing divisions.

CEO AND CFO CERTIFICATION

As required by the Listing Regulation, The CEO and CFO certification is provided in this Annual Report.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

S. No.	Particulars	No. of Shares
1.	Aggregate number of Shareholders and the outstanding shares in the suspense account lying at beginning of the year	NIL
2.	Number of Shareholders who approached issuer for transfer of shares from suspense account during the year	NIL
3,	Number of shareholders to whom shares were transferred from suspense account during the year	NIL
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL

The Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the share.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the Promoters, Govt. of India, Regulatory Authorities, Central Electricity Authority, clients, vendors, bankers, shareholders, employees and advisors of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board

Sd/-
(Rajib Kumar Mishra)
Chairman & Managing Director (Addl. Charge)
(DIN: 06836268)

Date: 6th December, 2022
Place: New Delhi.

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

PTC India Limited
2nd Floor, NBCC Tower,
15 Biikaji Cama Place
New Delhi-110066

I have examined all the relevant records of PTC India Limited ("Company") for the purpose of certifying compliance of the conditions of the Corporate Governance, for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), pursuant to the listing agreement of the said company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022, pursuant to listing agreement of the said company with stock exchanges, subject to the following observations:

1. The Board of Directors of the Company was not duly constituted from April 1, 2021, till April 7, 2021, in terms of Regulation 17(1) (b) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
2. The Company has not submitted quarterly and year-to-date standalone & consolidated financial results for the quarter ended December 31, 2021, to the stock exchange within the time prescribed in terms of Regulation 33 of LODR 2015.
3. The Company has not submitted disclosures of related party transactions on a consolidated basis for the half year ended March 31, 2021, to the stock exchange within the time prescribed in terms of Regulation 23(9) of LODR 2015.

I further report that:

1. Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE) have levied monetary fine of ₹ 35,000/- (excluding GST) each for non-compliance under Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015. The Company paid this fine on April 18, 2022, and July 13, 2022, respectively.
2. BSE and NSE have imposed a fine of Rs. 1,65,200/- each for non-Submission of quarterly and nine-month periods standalone & consolidated financial results for the quarter ended December 31, 2021, to the stock exchanges within the time prescribed in terms of Regulation 33 of LODR 2015. The Company has paid the requisite fine on May 12, 2022.
3. NSE has imposed a fine of Rs. 5000/- for non-Submission of disclosures of related party transactions on a consolidated basis for the half year ended March 31, 2021, to the stock exchanges within the time prescribed in terms of Regulation 23(9) of LODR 2015. The Company has paid the requisite fine on July 13, 2022.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Ashish Kapoor & Associates**
Company Secretaries
ICSI Unique Code: S2007DE093800

Ashish Kapoor
Proprietor
C.P. No.: 7504
UDIN: F008002D001166808

Place: New Delhi
Date: 8th October 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

PTC India Limited
2nd Floor, NBCC Tower,
15, Biikaji Cama Place, New Delhi-110066

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PTC India Limited having CIN L40105DL1999PLC099328 and having registered office at 2nd Floor, NBCC Tower, 15, Biikaji Cama Place, New Delhi-110066** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Rajib Kumar Mishra	06836268	24/02/2015
2.	Sangeeta Kaushik	09157948	18/02/2022
3.	Devendra Swaroop Saksena	08185307	30/07/2018
4.	Raghuraj Madhav Rajendran	07772370	27/01/2022
5.	Jayant Purushottam Gokhale	00190075	16/03/2017
6.	Parminder Chopra	08530587	02/08/2020
7.	Preeti Saran	08606546	02/08/2020
8.	Ramesh Narain Misra	03109225	07/12/2018
9.	Himanshu Shekhar	09448637	31/12/2021

Sr. No.	Name of Director	DIN	Date of appointment in Company
10.	Sushama Nath	05152061	20/12/2017
11.	Subhash S. Mundra	00979731	01/07/2020
12.	Vinod Kumar Singh	08679313	09/11/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Ashish Kapoor & Associates**
Company Secretaries
ICSI Unique Code: S2007DE093800

Ashish Kapoor
Proprietor
C.P. No.: 7504
UDIN: F008002D001166819

Place: New Delhi
Date: 8th October 2022

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

S. No.	Particulars	Details	
1.	**Corporate Identification Number (CIN) of the Company:**	L40105DL1999PLC099328	
2.	**Name of the Company:**	PTC India Limited ("the Company")	
3.	**Registered Address :**	2nd Floor, NBCC Tower,15 Bikaji Cama Place New Delhi – 110066	
4.	**Website:**	www.ptcindia.com	
5.	**Email Id :**	info@ptcindia.com	
6.	**Financial Year Reported :**	2021-22	
7.	**Sector that the Company is engaged in (industrial Activity code wise):**	Trading of Electricity	
8.	**List three key products/services that the Company manufactures/provides (as in balance sheet) :**	Power Trading (Purchase and Sale of electricity): INR 15139.03 Crores (FY2021-22)	
9.	**Total number of locations where business activity is undertaken by the Company**		
	Number of International Locations ***(Provide details of major 5)***	1. Bangladesh 2. Nepal 3. Bhutan	
	Number of National Locations:	1. Delhi 2. Uttarakhand 3. Kerala 4. UP 5. Tamil Nadu 6. Rajasthan 7. Karnataka 8. West Bengal 9. Other major states (details at www.ptcindia.com)	
10	**Markets served by the Company**		
	Local	**State**	**National**	**International**
	√	√	√	√

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (INR) :	INR 2,960,083,210
2.	Total Turnover (INR) :	INR 15631.39 crore
3.	Total profit after taxes (INR) :	INR 424.81 crore
4.	Other Total Comprehensive Income :	INR 434.78 crore

5. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%):**

   As a responsible corporate citizen, the Company is committed to ensuring its contribution to the welfare of the communities in the society where it operates through its various CSR Initiatives. During FY 2021-22, the company was required to spend INR 9.40 Crore for CSR activities. The Company has spent INR 4.55 Crores towards CSR activities and remaining balance of INR 4.85 Crore has been transferred to unspent CSR bank account which will be used for ongoing projects.

6. **List of activities in which expenditure in 4 above has been incurred:-**

   List of CSR activities is detailed in the Report on CSR Activities to the Board's Report.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies :**

   The Company has two subsidiaries, namely PTC India Financial Services Limited (PFS) and PTC Energy Limited (PEL).

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):**

   The Company's subsidiaries as follows, participate in the BR Initiatives of the Company:

   PTC India Financial Services Limited (PFS)

   PTC Energy Limited (PEL)

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 other entity / entities participate in the BR initiatives of the Company.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

   a) **Details of the Director/Directors responsible for implementation of the BR policy/policies :**

DIN	06836268
Name	Dr. Rajib Kumar Mishra
Designation	CMD (addl. charge)

b) **Details of the BR head**

No.	Particulars	Details
1.	DIN Number (if applicable)	NA
2.	Name	Ms. Sneh Daheriya
3.	Designation	VP
4.	Telephone Number	011-41595105
5.	E mail ID	sneh.daheriya@ptcindia.com

2. Principle-wise BR Policy/policies - As per National Voluntary Guidelines (NVGs)

The nine principles as per BRR are as given below:

P 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.

P 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P 3: Business should promote the well- being of all employees

P 4: Business should respect the interest of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

P 5: Business should respect and promote human rights.

P 6: Business should respect, protect and make efforts to restore the environment.

P 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P 8: Business should support inclusive growth and equitable development.

P 9: Business should engage with and provide value to their customers and consumers in a responsible manner.

(a) **Details of compliance (Reply in Y/N)**

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? if yes specify	The company's policies are aligned with various standards in order to practice national or international benchmarks and NVG Guidelines issued by Ministry of Corporate affairs, Government of India.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
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	Y
6	Indicate the link for the policy to be viewed online?	www.ptcindia.com								
7	Has the policy been formally communicated to all the relevant internal and external stakeholders?	Y	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	Y
9.	Does the company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy/ policies	Y	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	Y	Y

* Refer to whistle blower policy and code of conduct and Ethics.
** Nomination and Remuneration Policy and HR Policy.
# Refer to CSR Policy.
Refer Risk Management Policy.
*** Available internally

(b). If answer to S.No.1 against any principle is "No", please explain why: (Tick Upto 2 Options)- NA

3. Governance related to BR

a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

Annually

b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company shall upload this report on its web-site: www.ptcindia.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Ethics, Transparency and Accountability

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?

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In addition to that the Company has established a mechanism under its Whistle Blower Policy for employees to report to the management the instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The policy has been framed to enforce controls so as to provide a system of detection, reporting, prevention and appropriate dealing of issues relating to fraud, unethical behavior etc. The policy provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

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.**

   The details are given in Corporate Governance Report.

Principle 2: Safety and Sustainability of Goods and Services

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

   The Company is into the business of trading of electricity. To substantiate execution excellence with quality, safety & environmental care for the benefit of business and key stakeholders including customers, Company's distribution projects received IMS certification. Additionally, various initiatives of the Company like safety audits, Club Energy, Demand side management programs and be Green, create awareness to customers on energy efficiency & its conservation, safety, carbon footprint etc.

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

   a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

   b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   Note: - Company deals in trading of electricity

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

   a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so

   The Company since its inception providing power trading services, in India and neighboring countries which includes Nepal, Bhutan and Bangladesh on a sustained basis through purchase from surplus utilities and sales to deficit State Distribution Utilities (DISCOMS) at an economical price, providing best value to both the buyers and sellers and ensuring that the resources are utilized optimally. To promote sustainable sourcing, Company has built the sustainability concern into its processes for vendor/supplier development and procurement management.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

   a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   Note: - Company deals in trading of electricity

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.**

   Note: - Company deals in trading of electricity. The clause is not applicable as such.

Principle 3 : Well Being Of All Employees :

1. **Please indicate the Total number of employees. 102 (Permanent)**

2. **Please indicate the Total number of employees hired on temporary/ contractual/casual basis. 467**

3. **Please indicate the Number of permanent women employees. 13 (included in Sr. No.1 above)**

4. **Please indicate the Number of permanent employees with disabilities. (Nil)**

5. **Do you have an employee association that is recognized by management:** PTC Employee Welfare Association: It's an informal association mainly for organizing employee get-togethers, lunch facilities, out bound programs, picnic/movie shows etc.

6. **What percentage of your permanent employees is members of this recognized employee association? (100%)**

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.**

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	N/A	N/A
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

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

   a. Permanent Employees 60 (58%)

   b. Permanent Women Employees 6 (50%)

   c. Casual/Temporary/Contractual Employees 103 (approx. 22%)

   d. Employees with Disabilities N/A

Principle 4: Protection of Stakeholders' Interest:

1. **Has the company mapped its internal and external stakeholders? Yes/No**

   Yes, Stakeholders of the company has been mapped through a formal process of consultation at all operations. The Company's key stakeholders include employees, suppliers, customers, business partners, regulatory agencies and local communities around its sites of operations.

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

   Yes, the Company has identified the disadvantaged, vulnerable and the marginalized sections within the local communities around its sites of operations which are broadly divided into two categories viz. Internal Stakeholders (Employees – Persons with Disabilities (PWD) / SC/ ST/ Women) and External Stakeholders {Project Affected Persons / Families (PAPs / PAFs) : Widow women headed families, SC/ST/ Persons with Disabilities (PWD)}.

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 through its CSR programmes and projects has taken special initiatives in order to engage with the disadvantaged, vulnerable and marginalized stakeholders which are aimed at serving the needy, deserving, socio economically backward and disadvantaged communities aimed at improving the quality of their lives. We have taken many initiatives with significant outlays in healthcare, education, sanitation and in providing livelihood opportunities:-

Principle 5 : Respecting and Promoting Human Rights

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?**

   Company believes in protecting the human rights of our people, recognizing their need for respect and dignity. We are committed to fair employment practices and freedom of expression, supported by a strong, company-wide value system. We provide every avenue to our workforce for voicing their opinion.

During the year, the Company has given thrust to an organizational development programme and has been developing systems and processes that maximize human potential. The Company has developed a KRA/KPI based Performance Management System to link and measure individual performance with the organizational performance score card during the year. The Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company's thrust is on the promotion of talent internally through job rotation and job enlargement. Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

Subsidiary companies are also covered in these programmes / plans.

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

NIL

Principle 6: Respecting and Protecting the Environment

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

The Company has adopted plans to protect Environment as these aspects are integral to the Company's business at operating locations. All subsidiaries, joint ventures, suppliers and contractors are required to abide by the Company's environment plans and work procedures at PTC India.

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. Considering the seriousness of the environment related issues, the Company has projects deploying clean and environment-friendly technology.

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

Yes, the Company has developed and implemented a risk management framework that includes the identification, assessment, and management of environmental and social concerns at both organizational and project level which in the opinion of the Board may threaten the existence of the Company. The Company have Risk Matrix tool which is duly providing guidance on risk related issues.

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?**

NA

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 has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this end. Various initiatives undertaken by the company in the field of renewable energy Including development of 288.8 MW Wind Power Projects in Madhya Pradesh, Karnataka and Andhra Pradesh through wholly owned subsidiary-PTC Energy Limited. Company has successfully completed various energy efficiency initiatives including Energy Audits at SEEPZ SEZ, EESL Programs (Agriculture Feeders and Railway Stations) for Industries and Commercial Establishments.

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

NA

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.**

NA

Principle 7: Public and Regulatory Policy

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:**

Yes, the Company is a member of the following key association:

a) **Association of Power Producers**
b) **FICCI**
c) **TERI-BCSD**
d) **ASSOCHAM**

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)**

PTC has been advocating through the industry associations as well as on its own for the development to the power market, renewable energy development, energy security and cross border trading of electricity to the policy makers and regulatory bodies.

Principle 8: Inclusive Growth and Equitable Development

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

As a Power Trading Company, we touch millions of lives every day and understand that real success is the result of inclusive development of the involved entities and stakeholders. We support the principles of inclusive growth and equitable development through corporate social responsibility initiatives as well as through our core business.

The Company through its Corporate Social Responsibility initiatives has undertaken various activities for the sustainable development of communities around the sites of operations during the period. The CSR activities of the Company are intended to promote inclusive growth and development and are focused on the following area:

- Sanitation/cleanliness;
- Skill development a with focus on the under-privileged strata of society
- Promoting Gender equality, empowering women
- Environmental sustainability

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

PTC has created PTC Foundation Trust to carry out CSR initiatives for PTC Group

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

Yes. Regular impact assessment studies are carried out by the foundation to evaluate its various on-going programs and to analyze the quantum of transformation the program are able to make on the lives of the communities. Also regular monthly, quarterly and yearly reviews of the programs are carried out by the different levels of management to continually improve the program implementation and outcomes.

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

As explained in CSR section.

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. Community participation is encouraged at all stages of our community development / CSR initiatives, including program planning, monitoring, implementation and assessment / evaluation.

   Base line studies and assessment surveys are carried out before taking CSR initiatives. Our teams also work closely with local people to ensure that the initiatives are well received and adopted by the Community. These initiatives foster ownership amongst the local communities. The impact of our interventions is monitored regularly for bringing about further improvements.

Principle 9: Engaging and Enriching Customer Value :

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

   NA

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)**

   NA

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?**

   The company is focused towards the quality services to its customers. For taking customers feedbacks, company rolled out a customer satisfaction survey for all the customers and followed up with customer interaction meets.

For and on behalf of the Board
PTC India Limited

Sd/-
(Dr. Rajib Kumar Mishra)
Chairman & Managing Director (Addl. Charge)
(DIN: 06836268)

Place: New Delhi
Date: 6th December, 2022

MANAGEMENT DISCUSSION AND ANALYSIS

Forward Looking Overview Statement:

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements based on subsequent developments, information or events. The Company disclaims any obligation to update these forward-looking statements, except as may be required by law.

World Economy:

Post the impact of Covid-19, economic activity specifically industrial and commercial activity has resumed globally. Despite ongoing geopolitical tensions and sanctions, increase in price of crude oil and other commodities, and COVID-19 effects of newer albeit less virulent variants, the global economy is showing signs of progress especially in emerging economies in South Asia. The World Economic Outlook (WEO), the International Monetary Fund (IMF) has marked the global growth for year 2022 to be at 3.6 per cent. The benchmark Brent crude oil price for March 2022 came in at US$ 118 per barrel, up 38% from its level in January and up 81% year-on-year. (It should be noted that daily prices have moderated recently, from a peak of US$ 128 per barrel on 8 March to US$ 104 per barrel on 1 April). (Source: WTO)

Indian Economy:

In 2021-22, India renewed its recovery that had commenced in the second half of 2020-21 with the abatement of the first wave of COVID 19 pandemic. The second wave took a grievous toll, however, pushing the nation into arguably the worst health crisis the country had ever faced.

The provisional estimates released by the National Statistical Office (NSO) on May 31, 2022, placed India's real gross domestic product (GDP) growth in 2021-22 at 8.7 per cent. This works out to 1.5 per cent above the pre-pandemic level (2019-20). The domestic economic recovery is becoming more robust. The expected typical south-west monsoon and the anticipated improvement in agricultural prospects should have a positive impact on rural consumption. Future urban consumption is likely to be supported by a recovery in contact-intensive services. Improvements in capacity utilisation, the government's push for capital expenditures, and bolstered bank lending are anticipated to enhance investment activity. Exports of goods and services are expected to increase, maintaining the present upswing. Taking all factors into consideration including the effects of ongoing geopolitical tensions and tightening global financial conditions, real GDP growth projection for 2022-23 is 7.2 per cent, with Q1 at 16.2 per cent; Q2 at 6.2 per cent; Q3 at 4.1 per cent; and Q4 at 4.0 per cent, with risks broadly balanced (Source: RBI)

Power Sector and Power Market Scenario:

A robust and thriving electricity sector is crucial for the economic growth and welfare of the nation. India's power sector has diversified sources of power generation encompassing both conventional sources such as coal, lignite, natural gas, oil, and nuclear power and nonconventional sources such as wind, solar, hydro, agricultural and domestic waste-based electricity. However, the large geographical spread and a sector that is regulated by both the Centre and states has its own challenges in making high quality of electricity available to more than 1.35 billion people and balance the interests of all stakeholders.

Policy initiatives during the year:

2021-22 witnessed a multitude of policy initiatives & measures (some of which have structural implications and are not just procedural guidelines) to make the sector robust and financially sustainable as well as provide uninterrupted and superior quality electricity to all the consumers. Some regulations and policies which were issued as draft versions during FY22 have been notified in FY23 post stakeholder consultations. Your Company as a responsible stakeholder has participated actively in such discussions and made appropriate suggestions in the interest of the sector.

1) CERC (Deviation Settlement Mechanism & Related Matters) Regulations, 2022

   These regulations seek to ensure, through a commercial mechanism that users of the grid do not deviate from and adhere to their schedule of drawl and injection of electricity in the interest of security and stability of the grid.

2) CERC (Ancillary Services) Regulations, 2022

   Although it is ideal for grid security that sufficient reserves are kept locally at the State level for each state control area in accordance with the Grid Code or the State Grid Code, as the case may be, these regulations aim to provide mechanisms for procurement, through administered as well as market-based mechanisms, deployment, and payment of ancillary services at the regional and national level for maintaining the grid frequency close to 50 Hz and restoring grid reliability.

3) Draft CERC (Connectivity and General Network Access to the Inter-State Transmission System) (GNA) Regulations –

   These guidelines reflect a shift in approach where investment in new transmission infrastructure is no longer thought of as necessary for a new generation capacity and point to point access has been made irrelevant. These guidelines necessitate generators to take connectivity and ask the drawees to obtain the GNA. They seek to change the modus operandi of booking the transmission corridor.

4) Draft Electricity (Rights of Consumers) Amendment Rules, 2021

   The Electricity Amendments Bill 2021, which emphasizes the 4 Cs—customer, competition, compliance, and climate—aims to revitalise the industry. Along with potentially assisting India in achieving its ambitious renewable energy goals, the improvements might make the sector more financially feasible, transparent, and investor-friendly. The new Bill proposes that retail tariffs be "cost-reflective," meaning that they should no longer include subsidies, which states would pass along to customers via Direct Benefit Transfer (DBT), in an effort to address legacy issues causing high AT&C Losses and discoms failing to pay their dues. The suggestion to "delicense" distribution by using a sub-licensee or franchisee model stands out as a distinctive feature. While cheaper prices and better service help consumers, this will also draw new capital, creative ideas, and cutting-edge technology, increasing efficiency and lowering costs.

   Apart from these, there were draft guidelines for setting up over the counter platform, renewable energy certificates. A few of them have been subsequently converted to final and issued guidelines.

Snapshot:

Total installed capacity of power stations in India stood at 399.467 GW as on 30th April 2022. The total energy generation including renewable energy sources stood at 1491.859 BUs. There was a growth in generated energy of 7.96% over the previous year. The energy deficit remained constant at 0.4% compared to the previous year and the peak power deficit increased to 1.2% from 0.4% in FY21.

In the major initiative towards reducing the environmental impacts arising out of utilizing conventional (primarily fossil fuel based) sources as well as the country's transition to a Net Zero Carbon regime, policy frameworks were put in place to enable the growth of renewable energy sources in our overall generation portfolio. With the policy support from the Government and market interventions, the renewable capacity reached 159.949 GW for FY22.

In the overall context of a pandemic affected demand-supply scenario, PTC recorded its highest ever traded volume of 87.5 BUs. Given the shift in buyer demand to short-term procurement, your Company pivoted itself and actively participated in the short-term segment.

Under its role as an aggregator (as in previous years), PTC has signed 820 MW of Medium Term PPAs and PSAs under Pilot Scheme -2 for 3 years. A supply of 270 MW under this scheme from JITPL to KSEB Limited has started on 1st January' 2022. This is the first power supply under the Scheme.

Volumes on the power exchanges (dominated by day ahead markets" DAM" contracts) shot up during the year as the unusual circumstances brought on by the pandemic shifted the procurement strategy of many market participants to the short-term market. PTC continued to contribute significant volumes to this segment. Real time Markets, wherein buyers and sellers have freedom & flexibility to buy and sell power as per changing demand & supply with an hour's notice, have assumed significant proportions of the short-term markets. Similarly, Green Term-Ahead Markets (GTAM) is a new segment launched for trading of renewable energy. PTC is a significant market participant in all these segments.

Opportunities and Threats:

An over the counter (OTC) electricity trader plays a critical role in India's power market by offering bespoke solutions in the context of changing needs of consumers and the need to match demand and supply in different quantum and durations.

Electricity traders have been contributing to the Indian power sector over the last two decades by offering solutions tailored to the need of various market participations. Electricity traders also correct market distortions through market-based interventions. Going forward, the challenge and the opportunity will be to offer innovative solutions in an evolving market design encompassing power generation, transmission, distribution and trading. The market design is slated to undergo transformation with the very short-term (spot) markets assuming prominence for procurement of power by the market participants. Additionally, expectations will emerge for market participants to assume market and price risks. Similarly, multiple contracts for procurement of renewable energy and electricity derivatives are expected to be launched in the Indian power market. Regulations pertaining to Ancillary Services have already been notified. Battery Energy Storage Systems (BESS) with an ability to interact bi-directionally with the grid, Green Hydrogen with issues related to demand aggregation and supply chain of hydrogen and the supply of associated renewable energy, Electric Vehicles and their charging infrastructure and associated requirements are all expected to introduce new elements to the design of the power market. Going forward, technology will become integral to the delivery of solutions for the power market. And aspects like predicting/ forecasting demand and supply scenarios along with price forecasting will become critical for any provider of solutions.

The electricity distribution sector affects the health of the entire electricity value chain and continues to face the most challenges. Given the sensitivity attached with electricity as an essential commodity/service, it becomes imperative for a consensus to emerge under our federal structure to initiate structural reforms. For some time, policy action towards addressing the sectoral headwinds has been visible at all levels. Issues related to enhancing service levels by distribution companies and reducing stress in the generation assets have been in focus. This customer orientation has also been enshrined in the Electricity (Rights of Consumers) Amendment Rules 2021. Promoting a virtuous cycle of investment by providing certainty in the regulatory and policy space has also been a key objective for the policy makers in the sector. However, the cash flow challenge continues for the distribution utilities and which has a cascading effect in the entire electricity value chain. A slew of issued and proposed measures and legislative amendments seek to bring in the necessary reforms for the overall health of the Indian power sector.

Segment wise/ Product wise Performance:

PTC achieved the highest trading volume of 87.5 BUs during FY22 against the previous year's volume of 80.04 BUs with a growth of 9%. PTC achieved short-term trading volume of 51934 MUs (Previous year 40,070 MUs) during FY22 with a growth of 29.6%, long & medium-term trading volumes of 35,569 MUs (Pervious year 39,963 MUs) during FY'22 with a drop of around 10.99% over the previous year volumes. This trend was primarily observed due to the shift in the nature of consumer demand during the pandemic. PTC retained its leadership position in terms of the overall trading volumes in the Indian power trading market.

In the business mix, short-term contributed around 59.34% (previous year around 50.06%) whereas long and medium-term contributed around 40.66% (49.93% in FY21) in the total traded volume. PTC's volume traded on power exchanges during FY22 reached 44,633.7 MUs against the previous year figure of 34,536 MUs which is an increase of around 29.24%.

Transaction margin on a volume weighted basis was 2.82 paise/unit as compared to 3.28 paise /unit for the last FY (without the exceptional transaction). This is primarily due to two fundamental reasons. Because short-term volumes (exchange and bilateral) which used to be 50% of the overall annual volumes has increased to 59% of the overall annual traded volumes. And despite the transaction margin increasing in this segment to 0.80 paise/unit as compared to 0.68 paise/unit last year, the portfolio mix drives the weighted average portfolio margin.

Cross-border trades are of a strategic importance to your Company. Cross-border trade with Bhutan were to the extent of 7,676 MUs for FY22 (previous year 8,754 MUs) primarily due to lower supply. In a first, PTC facilitated Bhutan Druk Green Power for procurement of power on the power exchanges and supplied 240.1 MUs to Bhutan in FY 2 during winter months. Also, trade with Nepal for FY22 stood at a volume of 194.90 MUs. Similarly, PTC has supplied a total of 412.55 MUs in FY22 to Bangladesh Power Development Board (BPDB) under the Long-term contract for 200 MW capacity. So, PTC has a trading relationship with three strategic neighbouring countries and we hope to strengthen this relationship going forward.

PTC Retail, set up to facilitate power supply to the industrial and commercial consumers on the power exchanges, has seen considerable growth this year. With the value-added services, fuelled by data analytics, our clientele is growing and has crossed a number of 787 at the end of year. PTC acquired large corporate customers like Hindustan Aeronautics Ltd., LuLu International Shopping Mall Pvt Ltd, Oil & Natural Gas Corp. Ltd., Johnson Controls Hitachi Air Conditioning India Ltd, Military Engineering Services, Larsen & Toubro, DCM Textile, Reliance Jio Infocom, Saint Gobain and Hindustan Unilever. Your Company has maintained its leadership position in the exchange products of RTM, G-DAM and G-TAM.

The state utilities have continued to repose their faith in PTC's service offering of energy portfolio management (EPM). At the end of last year, your Company has been awarded an Energy Portfolio Management (EPM) assignment by the Madhya Pradesh Power Management Company for 3 years. The service offerings from your Company will include Demand Forecasting, Sales Planning and Power Scheduling. Further, your Company has been awarded a contract by Delhi Metro Rail Corporation (DMRC) for facilitating the scheduling and operation for their power portfolio. Also, your Company has been awarded utility contracts for trading of power on Power Exchanges for Mizoram, Chhattisgarh, Haryana, Bihar, Dadra and Nagar Haveli, Jharkhand and Jammu & Kashmir.

On corporate service offerings, your Company has been nominated for facilitating wheeling of power for the ITC group for their facilities in the states like West Bengal, Maharashtra, Bihar etc. Further, your Company continues to support various Zonal Railways (Northern, North Western, Central, Eastern Central, West Central and South Western Railways) for trading of power through PTC on power exchanges. PTC was awarded the contract for providing assistance in meeting renewable compliances by SAIL for its facility in the state of Odisha. Major utilities were added to PTC's growing clientele for sale/ purchase of renewable power to cater the growing market demand for clean energy sources. Your Company has supported various corporates in reducing their carbon footprints. Renewable Energy PPAs / PSAs were executed with clients in states like Gujarat, Delhi, Odisha, etc. helping these clients in their de-carbonization initiatives.

With increased focus on power distribution performance improvement and reforms, your Company is providing a bouquet of services under power distribution management business which includes power portfolio optimization (power trading and scheduling), commercial optimization (metering and billing), network operations and maintenance, and regulatory support. Under this domain, PTC is supporting large government institutions in Madhya Pradesh, Gujarat, Maharashtra and Orissa and is continually trying to replicate the success for other identified customers.

Your Company is also promoting the activities for optimization of cost of energy for the large maritime ports, Special Economic Zones, select Industrial Areas in some of the states under the existing regulatory framework of power distribution. Your Company is actively pursuing various opportunities and is in discussions with diverse institutional stakeholders for facilitating them in implementing suitable models in Smart Cities, Integrated Power Development Schemes (IPDS), Energy Efficiency Programs, Renewable Energy Programs, etc.

Your Company is also actively rendering advisory services for development of transmission and distribution (T&D) infrastructure by supporting key customers in preparation of detailed project reports (DPRs), engineering and estimation, bid process management and project supervision. Your Company has extended its portfolio to industries of Oil & Gas, Heavy Industries, and Special Economic Zones. Further, the consultancy business also continued to receive assignments for supporting clients in regulatory aspects, conducting feasibility studies, open access and support in procurement of renewable energy, etc.

Your Company has continued in positioning itself as a credible service-oriented organization in the energy efficiency business. Among the major orders to note, PTC has received orders from EESL for providing supervision services under the Street Lighting National Program for three more states viz Bihar, Maharashtra and Jammu & Kashmir for a period of 7 years.

Your Company is actively pursuing various opportunities and emerging areas in power sector and is in continuous touch with diverse institutional stakeholders for facilitating them in implementing suitable models in Smart Cities, Energy Efficiency Programs, Green Hydrogen, Renewable Energy Programs, etc.

Subsidiary companies of PTC India Limited:

PTC India Financial Services Limited (PFS), an infrastructure finance company (IFC), recorded total income of INR 968.74 Crores during FY22 which is down by 14.98% as compared to last year's revenue of INR 1,139.45 Crores. Interest income for the FY22 has decreased to INR 924.69 Crores as against previous year's recorded figure of INR 1,105.25 Crores. The profit before tax and profit after tax for FY22 stood at INR 173.91 Crores and INR 129.98 Crores respectively. Earnings per share for FY21 stood at INR. 2.02 per share.

PTC Energy Limited (PEL), a wholly owned subsidiary of your Company, has renewable energy portfolio of 288.8 MW consisting of 50 MW wind power projects in Madhya Pradesh, 50 MW wind power project in Karnataka and 188.8 MW wind power projects in Andhra Pradesh. The projects use leading edge wind turbine technologies from reputed original equipment manufacturers (OEMs). PEL has entered into firm long term power sale agreements for all its projects with respective state utilities (Discoms). PEL has recorded revenue from operations of INR 280.67 Crores during FY22 as compared to previous year's revenue of INR 267.43 Crores. The profit/ (loss) before tax and profit/ (loss) after tax for FY22 stood at INR 0.17 Crores and INR (2.42) Crores respectively.

Outlook:

Going forward, your Company intends to consolidate its core trading business and include newer business models especially in new and renewable energy. The Company is also seeking to expand its value added services as an integrated energy solutions provider. Energy portfolio management services, trading & advisory services related business opportunity towards resolution of stressed assets, services/solutions in renewable energy space and operations and maintenance (O&M) services for SEZs/ Industrial Zones/ distribution utilities continue to remain our thrust areas. The Company is also foraying in the emerging areas of Green Hydrogen, Battery Energy Storage Systems through collaborations with global technology companies. The Company is also looking to expand its technology vertical and develop solutions for the evolving energy market. During FY 22, your Company has received the approval for registration for the third power exchange in the country, Hindustan Power Exchange Limited. PTC holds a 22.6% equity stake in Hindustan Power Exchange which has been set up with the best in class technology and seeks to offer a credible alternative in the power exchange segment. This new exchange has already commenced operations in the FY 23. To cater to the changing dynamics of an evolving sector, expectations of customers and growth aspirations of your Company, we will keep on developing solutions and augmenting offerings in the form of technology based solutions, advisory, energy efficiency and other related services.

Risks and Concerns:

Your Company has been diligently following a structured and disciplined approach to manage risk as outlined in its Risk Management Policy. Risk Reports and Risk Matrices for every business template is used to aid in decision making process. Your Company's overall approach to Risk Management is aligned with the business objectives to ensure sustainable business growth. Your Company is committed to promote a proactive approach in evaluating, resolving and reporting risks associated with its businesses.

Internal Control System and their accuracy:

The Company has instituted robust internal financial controls under a framework adopted by the Board. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy & completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Company has appointed M/s. Ernst & Young for review and validation of the controls under this framework.

Discussion on Financial Performance with respect to Operational Performance

Your Company clocked all time high trading volumes of 87,515 MUs during FY22 against the previous year's volume of 80,042 MUs with a growth of 9.34%. The Profit After Tax at 424.81 INR Crores grew by 3.55% as compared to the previous financial year metric of 410.25 INR Crores. EPS increased to INR 14.35 as compared to INR 13.86 in FY21. On a stand-alone basis, total revenue (including other income) was at 15,637.62 INR Crores in FY22 as against 16,992.03 INR Crores in FY21.

The Return on Net Worth (RoNW) for FY22 was 11.15% (PAT/Average Net Worth) compared to 11.37% for FY21. This was primarily due to the fact that the increase in PAT was off-set by the higher increase in Total Equity.

On a consolidated basis, total revenue shrink by 8% to INR 16,879.77 Crores as against INR 18,373.66 Crores in FY22. Profit After Tax stood at INR 551.67 Crores as against INR 457.62 Crores in FY22 and EPS increased to INR 17.10 as compared to INR 15.16 in FY.

Material developments in Human Resource / Industrial Relations front, including number of people employed

Your Company recognizes that employees are vital stakeholders in the growth of the organization. Given the transformative business environment and an evolving power sector, human resources play a critical role in enabling prompt and effective implementation of key strategic decisions. Your Company prides on a culture that enables continuous learning to meet the changing demands and priorities of the business. Your Company also undertook various initiatives for the health and safety of its employees including organizing vaccination camps, arranging doctors and health professionals on call and enabling work from home (WFH) protocols. Your company has 95 employees with diverse competencies, skill sets who continuously challenge themselves to achieve greater heights in organizational excellence.

For and on behalf of the Board

Sd/-

(Rajib Kumar Mishra)

Chairman & Managing Director (Addl. Charge)

DIN: 06836268

Date: 6th December, 2022

Place: New Delhi.

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF PTC INDIA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **PTC India Limited ('the Company')**, which comprise the Standalone Balance Sheet as at 31st March 2022, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw your attention to Note 50 (k) to the standalone financial statements of the company for the year ended 31st March 2022 regarding resignation of three Independent Directors (ID) of PTC India Financial Services Limited (PFS, Subsidiary of PTC India Limited) on 19th January 2022 mentioning lapses in governance and compliance, SEBI's direction to the Company to examine the allegations and come-up with its conclusion and review of report of Risk Management Committee (RMC) by the Board of Directors.

We also draw your attention to Note 50 (l) to the standalone financial statements of the company for the year ended 31st March 2022 mentioning that Regulation 33(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires that if a listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results to stock exchanges. PTC India Financial Services Limited (PFS) vide its letter dated May 30, 2022 informed the stock exchanges that it shall publish the financial results for the quarter and financial year ended 31 March, 2022 on completion of the forensic audit at the earliest. Therefore, the Company could not prepare the annual consolidated financial results due to non-availability of annual audited financial results of PFS. As the completion of audit of PFS may take time, the Company is publishing and submitting to stock exchanges its annual standalone financial results and to ensure complete compliance of Regulation 33(3) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it would publish and submit to stock exchanges its annual consolidated financial results after the financial results of PFS is received.

Our opinion on standalone financial statements of the company is not modified in respect of abovementioned matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the matter
Reconciliation and Impairment of Trade Receivables and Assessment of reasonable certainty regarding surcharge income/expenses The reconciliation and recoverability of trade receivables, the level of provisions for doubtful trade receivable and the assessment of reasonable certainty regarding surcharge income/expenses involves significant judgements by the management due to customer specific contractual arrangements. The Company determines the reasonable certainty regarding recoverability of surcharge income and corresponding expenses based on historical experience, reconciliation and confirmation of the surcharge income from the parties. Further, the Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions, customer specific contractual arrangements and corresponding amount payable to generator viz a viz amount recoverable from the parties. The Company also considers current and anticipated future economic conditions relating to industry the Company deals with. In calculating expected credit loss, the Company also considers the probability of default in future and estimates of possible effect from the pandemic relating to Covid-19.	**Principal Audit Procedures** In order to assess the recoverability and impairment of trade receivables and testing of management estimates regarding reasonable certainty for surcharge income/expenses, we performed following procedures: • We evaluated the Company's credit control procedures and assessed and validated the ageing profile of trade receivables. • We assessed the pending surcharge income recoverable and corresponding amount payable, ageing and past trend of the recoveries against surcharge by the parties and the status of reconciliation with the parties. • We assessed recoverability on a sample basis by reference to cash received subsequent to year-end, agreement to the terms of the contract in place. • We reviewed the system of reconciliation followed by the management with the State Electricity Utilities. Such reconciliation statements are signed by the company and utilities from time to time during every year. Where there were indicators that trade receivables were unlikely to be collected within contractual payment terms, we assessed the adequacy of the allowance for impairment of trade receivables. To do this: • We assessed the ageing of trade receivables, dispute with customers, the past payment and credit history of the customer. • We evaluated evidence from the legal and external experts' reports on contentious matters.

Key Audit Matter	How our audit addressed the matter
	• We assessed the profile of trade receivables and the economic environment applicable to these customers. • We considered the historical accuracy of forecasting the allowance for impairment of trade receivables.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information as stated above and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to these standalone financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The standalone financial statements of the Company for the year ended 31st March 2021 were audited by another auditor whose report dated 24th June 2021 expressed an unmodified opinion on those standalone financial statements. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying standalone financial statements;

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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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 (as amended), 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 as at 31st March 2022 in Note 12 (b) and Note 36 to the standalone financial statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2022;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The dividend declared or paid by the Company during the year is in accordance with Section 123 of the Companies Act, 2013.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955AMHFWR6130

Place : New Delhi
Date : July 05, 2022

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

"Annexure A" as referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we report that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible Assets

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets covered under Ind AS 116, 'Leases'.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so as to cover all the assets annually, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties are held in the name of the company.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The company does not have any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets of the company. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising book debt statements and other stipulated financial information filed by the Company with such banks or financial institutions till the date of this report are in agreement with the books of account of the Company of the respective quarters and no material discrepancies have been observed.

(iii) The Company has not made investments in, or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has provided guarantee or security to its subsidiary company during the year, details of which are given in sub-clause (a) below.

(a) (A) The Company has provided guarantee and security to one subsidiary company during the year, details of which are given below:

Particulars	Guarantees (₹ In Crores)	Security (₹ In Crores)
Aggregate amount granted / provided during the year	200.00	25.00
Balance outstanding as at balance sheet date in respect of above cases	200.00	-

(B) The Company has not provided any guarantee or any security to parties other than subsidiaries, joint ventures and associates during the year.

(b) The guarantee provided and the terms and conditions of guarantee provided are, prima facie, not prejudicial to the interest of the company.

(c) The Company has not provided any loans or advances in the nature of loans and hence, reporting under clause 3(iii)(c), (d), (e) and (f) of the Order is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of guarantees or security provided. Further, the Company has not provided any loans or advances in the nature of loans to any other entity during the year.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act in respect of Company's products/services. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records. Accordingly, we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, there were no undisputed amounts payable in respect thereof which were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March 2022 on account of any dispute, are given below:

(Amount ₹ In Crores)

Name of the statute	Nature of dues	Amount Involved	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	10.39	-	AY 2011-12	ITAT Delhi
Income Tax Act, 1961	Income Tax	65.12	-	AY 2012-13	ITAT Delhi
Income Tax Act, 1961	Income Tax	99.12	-	AY 2013-14	ITAT Delhi
Income Tax Act, 1961	Income Tax	45.63	-	AY 2014-15	ITAT Delhi
Income Tax Act, 1961	Income Tax	66.84	-	AY 2015-16	ITAT Delhi
Income Tax Act, 1961	Income Tax	77.06	15.41	AY 2017-18	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	99.94	-	AY 2018-19	Commissioner of Income Tax (Appeals)

Name of the statute	Nature of dues	Amount Involved	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Finance Act 1994	Service Tax	52.11	-	FY 2013-14 to 2017-18 (upto Jun e 2017)	High Court
Finance Act 1994	Penalty	52.11	-	FY 2013-14 to 2017-18 (upto June 2017)	High Court
Customs Act, 1962	Custom Duty	17.16	4.29	AY 2012-13	CESTAT, Bengaluru

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, the funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence, reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed, by us or cost accountant or company secretary in practice conducting secretarial audit under Section 204 of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion, the Company has not entered into any non-cash transactions, with the directors or persons connected with them, which are covered under Section 192 of the Act.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.

(b) The Group does not have any CIC (Core Investment Company) as part of the group. Accordingly, reporting under clause 3 (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year. Hence, reporting under clause 3 (xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The company does not have any unspent Corporate Social Responsibility (CSR) amount in respect of other than ongoing projects. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) In respect of ongoing projects, the Company has transferred unspent CSR amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955AMHFWR6130

Place : New Delhi
Date : July 05, 2022

"ANNEXURE B" AS REFERRED TO IN PARAGRAPH 2(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PTC India Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955AMHFWR6130

Place : New Delhi
Date : July 05, 2022

BALANCE SHEET AS AT 31ST MARCH 2022

(₹ in crore)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
ASSETS			
Non-current assets			
Property, plant and equipment	2	16.19	16.36
Right-of-use asset	3	4.44	3.22
Other intangible assets	4	1.31	1.50
Financial assets			
Investments in subsidiaries and associates	5	1,371.39	1,371.39
Other investments	6	202.04	191.78
Loans	7	0.48	0.64
Deferred tax assets (net)	8	20.40	13.87
Income tax assets (net)	9	6.93	30.75
Other non-current assets	10	0.35	5.50
Total non-current assets		**1,623.53**	**1,635.01**
Current assets			
Financial assets			
Investments	11	204.24	394.22
Trade receivables	12	6,739.22	5,836.43
Cash and cash equivalents	13	868.59	416.09
Bank balances other than cash and cash equivalents	14	29.36	2.00
Loans	15	0.30	0.24
Other financial assets	16	26.98	13.29
Other current assets	17	72.13	107.17
Total current assets		**7,940.82**	**6,769.44**
TOTAL ASSETS		**9,564.35**	**8,404.45**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	296.01	296.01
Other equity	19	3,618.90	3,406.13
Total equity		**3,914.91**	**3,702.14**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	20	1.86	0.71
Provisions	21	26.06	7.11
Total non-current liabilities		**27.92**	**7.82**
Current liabilities			
Financial liabilities			
Borrowings	22	1,229.60	956.16
Lease liabilities	23	0.21	-
Trade payables	24		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		4,290.80	3,624.47
Other financial liabilities	25	26.24	24.71
Other current liabilities	26	74.28	88.29
Provisions	27	0.39	0.86
Total current liabilities		**5,621.52**	**4,694.49**
TOTAL EQUITY AND LIABILITIES		**9,564.35**	**8,404.45**

Significant accounting policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

For and on behalf of the Board of Directors

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Whole-time Director
DIN 06836268

Date : July 05, 2022
Place : New Delhi

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in crore)

Particulars	Note No.	For the year ended 31.03.2022	For the year ended 31.03.2021
Revenue			
Revenue from operations	28	15,631.39	16,963.29
Other income	29	6.23	28.74
Total revenue		**15,637.62**	**16,992.03**
Expenses			
Purchases	30	14,784.91	16,052.86
Operating expenses	31	110.37	187.56
Employee benefits expense	32	52.07	45.36
Finance costs	33	37.33	27.81
Depreciation and amortization expense	2, 3, 4	3.74	2.79
Other expenses	34	77.82	49.82
Total expenses		**15,066.24**	**16,366.20**
Profit before exceptional items and tax		**571.38**	**625.83**
Exceptional items - income/(expense)	35	-	(60.26)
Profit before tax		**571.38**	**565.57**
Tax expense			
-Current tax		153.00	157.63
-Deferred tax (net)- (income)/expense		(6.43)	(2.31)
Total tax expense		**146.57**	**155.32**
Profit for the year		**424.81**	**410.25**
Other comprehensive income			
Items that will not be reclassified to profit or loss (net of tax)			
Remeasurements of post-employment benefit obligations- income/(expense)		(0.39)	0.56
Deferred tax on post-employment benefit obligations- Income/(expense)		0.10	(0.14)
Equity instruments through other comprehensive income		10.26	0.29
Other comprehensive income / (loss) for the year (net of tax)		**9.97**	**0.71**
Total comprehensive income / (loss) for the year		**434.78**	**410.96**
Earnings per equity share (face value of equity share of ₹ 10 each)			
(1) Basic (₹)	42	14.35	13.86
(2) Diluted (₹)	42	14.35	13.86

Significant accounting policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

For and on behalf of the Board of Directors

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Whole-time Director
DIN 06836268

Date : July 05, 2022
Place : New Delhi

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Cash flows from operative activities		
Net profit before tax	**571.38**	**565.57**
Adjustments for:		
Depreciation and amortization expense	3.74	2.79
Provision for litigation	17.50	-
(Profit)/ loss on sale of fixed assets (net)	0.02	(0.01)
Bad debts/ advances written off	8.38	2.91
Provision already held against bad debts written off	(7.70)	-
Impairment allowance for doubtful debts / advances etc.	12.81	8.16
Impairment provision on investment in a subsidiary company	-	50.00
Impairment provision on capital advance	-	10.26
Liabilities no longer required written back	(1.30)	(8.88)
Finance costs	37.33	27.81
Dividend income	-	(18.79)
Interest income	(0.52)	(1.44)
Rental income	(0.05)	(0.06)
Profit on sale of investment (net)	(1.94)	(0.31)
Operating profit before working capital changes	**639.65**	**638.01**
Adjustments for:		
(Increase)/ Decrease in trade receivables	(911.23)	941.04
(Increase)/ Decrease in loans and other financial assets	(13.59)	(2.55)
(Increase)/ Decrease in other current assets	35.40	25.33
Increase/ (Decrease) in trade payable	667.64	(703.26)
Increase/ (Decrease) in other current liabilities	(23.25)	5.95
Increase/ (Decrease) in other financial liabilities	1.17	(35.77)
Increase/ (Decrease) in provisions	0.59	0.34
Cash generated from/(used in) operating activities	**396.38**	**869.09**
Direct taxes paid (net)	(129.64)	(163.20)
Net cash generated/(used) from operating activities (A)	**266.74**	**705.89**
Cash flow from investing activities		
Interest received	0.20	1.82
Dividend received	-	18.79
Rent received	0.05	0.06
Purchase of property, plant and equipment and intangible assets	(3.10)	(3.31)
Sale of property, plant and equipment	0.07	0.11
Advance received against investment	4.19	-
Sale/(Purchase) of investments (net)	191.92	(389.72)
Decrease/ (Increase) in bank balances other than cash & cash equivalents	(27.00)	18.75
Capital advance received back	5.00	-
Net cash generated from/ (used in) investing activities (B)	**171.33**	**(353.50)**
Cash flows from financing activities		
Proceeds from short term borrowings (Net)	273.44	124.32
Lease liabilities	(0.13)	-
Finance cost paid	(36.87)	(27.23)
Dividend paid	(222.01)	(222.01)
Net cash generated from/(used in) financing activities (C)	**14.43**	**(124.92)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**452.50**	**227.47**
Cash and cash equivalents (opening balance)	**416.09**	**188.62**
Cash and cash equivalents (closing balance)	**868.59**	**416.09**

	As at 31.03.2022	As at 31.03.2021
		(₹ in crore)
Notes:		
1. **Cash and cash equivalents include**		
Cash on hand- Staff imprest	0.02	0.02
Balance in current accounts	868.57	416.07
Cash and cash equivalents at the year end	**868.59**	**416.09**

2. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS)-7 on Statement of cash flows.

3. Figures in bracket indicate cash outflow.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Date : July 05, 2022
Place : New Delhi

For and on behalf of the Board of Directors

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Whole-time Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

STATEMENT OF CHANGES IN EQUITY

(A) **Equity share capital** (₹ in crore)

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	29,60,08,321	296.01	29,60,08,321	296.01
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	29,60,08,321	296.01	29,60,08,321	296.01

(B) **Other equity**

(₹ in crore)

Particulars	Reserves & Surplus					Items of Other comprehensive income		Total
	Securities premium	Share option outstanding account	General reserve	Retained earnings	Contingency reserve	FVOCI - Equity investment reserve	Re-measurements of the net defined benefit plans	
Balance as at 31 March 2020	**1,590.40**	**0.12**	**759.57**	**979.16**	**1.05**	**(112.01)**	**(1.11)**	**3,217.18**
Profit for the year	-	-	-	410.25	-	-	-	410.25
Other comprehensive income for the year	-	-	-	-	-	0.29	0.42	0.71
Total comprehensive income for the year	**-**	**-**	**-**	**410.25**	**-**	**0.29**	**0.42**	**410.96**
Cash dividends	-	-	-	(222.01)	-	-	-	(222.01)
Transfer to general reserve	-	(0.12)	123.41	(123.29)	-	-	-	-
Balance as at 31 March 2021	**1,590.40**	**-**	**882.98**	**1,044.11**	**1.05**	**(111.72)**	**(0.69)**	**3,406.13**
Profit for the year	-	-	-	424.81	-	-	-	424.81
Other comprehensive income/ (expense) for the year	-	-	-	-	-	10.26	(0.29)	9.97
Other comprehensive income/ (expense) for the year	**-**	**-**	**-**	**424.81**	**-**	**10.26**	**(0.29)**	**434.78**
Cash dividends	-	-	-	(222.01)	-	-	-	(222.01)
Transfer to general reserve	-	-	130.43	(130.43)	-	-	-	-
Balance at 31 March 2022	**1,590.40**	**-**	**1,013.41**	**1,116.48**	**1.05**	**(101.46)**	**(0.98)**	**3,618.90**

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

For and on behalf of the Board of Directors

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Whole-time Director
DIN 06836268

Date : July 05, 2022
Place : New Delhi

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

Note No.1 : Company overview and significant accounting policies

1. Company overview

The financial statements comprise financial statements of PTC India Limited (the company) for the year ended 31 March, 2022. The company is a public company domiciled in India and limited by shares (CIN: L40105DL1999PLC099328). The company is incorporated under the provisions of the Companies Act applicable in India. The shares of the Company are publicly traded on the National Stock Exchange of India Limited and BSE Limited. The registered office of the company is located at 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi-110066, India.

The company is principally engaged in trading of power. PTC holds Category I license from Central Electricity Regulatory Commission (CERC), the highest category with permission to trade unlimited volumes.

The financial statements were authorized for issue in accordance with a resolution of the directors on July 05, 2022.

2.1 Basis of preparation of financial statements

(i) Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), to the extent applicable to these Financial Statements have been prepared and presented on a going concern basis and on the accrual basis of accounting.

(ii) Basis of Measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments). The methods used to measure fair values are discussed further in notes to financial statements.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest crore (upto two decimals), except as stated otherwise.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2 Significant Accounting Polices

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the financial statements.

1. Investment in Subsidiaries and associates

A subsidiary is an entity that is controlled by the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Company's investments in subsidiaries and its associate are accounted for at cost except when investment or a portion thereof is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105.

2. Current versus non-current classification.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

Based on the nature of products / activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. Foreign Currency

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

The rate that approximates the actual rate at the date of the transaction or the monthly average rate is used for all transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of such items (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

4. Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting period date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current income tax and deferred tax are recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

5. Intangible assets

Recognition and Initial Measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The Company amortizes cost of computer software over their estimated useful lives of 3 years using Straight-line method. Amortization on additions to/deductions from Intangible Assets during the period is charged on pro-rata basis from/up to the date on which the asset is available for use/ disposed.

Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

6. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land- 89 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases contracts (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense over the lease term.

Company as a lessor

Accounting for finance lease

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Accounting for operating lease

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

7. Impairment of assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its assets (including investments in subsidiaries and associates) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

8. Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented net of any reimbursement in the statement of profit and loss.

9. Contingent liabilities and contingent assets

Contingent Liability

Contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events but is not recognised because

i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

A contingent liability is not recognized but disclosed as per requirements of Ind (AS) 37. The related asset is recognized when the realisation of income becomes virtually certain.

Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

10. Employee Benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into separate entities and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefits expense in profit or loss in the period during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that are due after more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

The Company pays fixed contribution to Employees' Provident Fund. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss. The Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's liability is towards gratuity and post-retirement medical facility. The gratuity is funded by the Company and is managed by separate trust **PTC INDIA Gratuity Trust**. The Company has Post-Retirement Medical Scheme (PRMS), under which eligible retired employee and the spouse are provided medical facilities and avail treatment as out-patient subject to a ceiling fixed by the Company.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs is recognised and the fair value of any plan assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the Company if it is realizable during the life of the plan, or on settlement of the plan liabilities. Any actuarial gains or losses are recognized in OCI in the period in which they arise.

Other long-term employee benefits

Benefits under the Company's leave encashment constitute other long term employee benefits.

The Company's obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise.

Short-term benefits

Short term employee benefits are that are expected to be settled wholly before twelve months after the end of the reporting periods in which the employee rendered the related services.

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Liability in respect of gratuity, leave encashment and provident fund of employees on deputation with the Company are accounted for on the basis of terms and conditions of deputation of the parent organizations.

11. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except trade receivables and trade payable which are initially measured at transaction price.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as under:

a) Debt instruments at amortized cost

b) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

c) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A debt instrument is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt Instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity Investments at FVTPL or FVTOCI

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of Investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through arrangement; and either (i) the Company has transferred substantially all the. risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash-flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure-

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables, and/*or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115*
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and Credit risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected in a separate line in the P&L as an impairment gain or loss.

The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortised cost, contract assets and lease held receivables

ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial recognition, Interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Reclassification of financial assets

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorised as equity instruments at FVTOCI and financial assets or financial liabilities that are specifically designated at FVTPL. For financial assets, which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

12. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

13. Dividend to equity holders

The company recognises a liability of dividend to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

14. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Cost of inventories is measured on First in and First out (FIFO) basis.

Costs of purchased inventory are determined after deducting rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

15. Property, plant and equipment

Recognition and initial measurement

Property, Plant and equipment (PP&E) are carried in the balance sheet on the basis of at cost of acquisition including incidental costs related to acquisition and installation, net of accumulated depreciation and accumulated impairment losses, if any.

Property, Plant and Equipment is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of each item can be measured reliably. Property, Plant and Equipment are initially stated at cost.

Cost of asset includes

(a) Purchase price, net of any trade discount and rebates.

(b) Borrowing cost if capitalization criteria is met.

(c) Cost directly attributable to the acquisition of the assets which incurred in bringing asset to its working condition for the intended use.

(d) Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent the expenditure is directly related to construction or is incidental thereto.

(e) Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Subsequent Measurement

Subsequent cost relating to Property, plant and equipment shall be recognized as an asset if:

a) it is probable that future economic benefits associated with the item will flow to the entity; and

b) the cost of the item can be measured reliably.

All other repair and maintenance costs are recognized in profit or loss as incurred.

Depreciation and useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using written down method except wind mill and leasehold land. The useful lives are at the rates and in the manner provided in Schedule II of the Companies Act, 2013

Category	Useful life
Building	60 years
Plant & Equipment (Wind-mill)	22 years
Furniture and Fixtures	10 years
Vehicles	08 years
Office Equipment	02-06 years

The depreciation on Wind Mills has been changed on Straight Line Method (SLM) at rates worked out based on the useful life and in the manner prescribed in the Schedule II to the Companies Act, 2013.

Depreciation on additions to/deductions from property, plant & equipment during the year is charged on pro-rata basis from/up to the month in which the asset is available for use/disposed.

Advance paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is shown under the head non-financial assets in the balance sheet.

The cost of assets not available for use is disclosed under Capital Work in Progress till the time they are ready for use.

Where the cost of depreciable assets has undergone a change during the year due to increase/decrease in long term liabilities on account of exchange fluctuation, price adjustment, change in duties or similar factors, the unamortized balance of such asset is charged off prospectively over the remaining useful life determined following the applicable accounting policies relating to depreciation/ amortization.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognized.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end and adjusted prospectively, if appropriate.

The Company follows component approach as envisaged in Schedule II to the Companies Act, 2013. The approach involves identification of components of the asset whose cost is significant to the total cost of the asset and have useful life different from the useful life of the remaining assets and in respect of such identified components, useful life is determined separately from the useful life of the main asset.

Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

Asset costing less than ₹ 5000/- is fully depreciated in the year of capitalization.

Derecognition

An item of Property, Plant and Equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

16. Earnings per equity share

In determining basic earnings per share, the Company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period/year. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period/year are adjusted for the effect of all dilutive potential equity shares.

17. Share based payments

Equity settled transactions

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognize as deferred stock compensation cost and amortized over the vesting period, on a straight line basis. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

18. Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency nature transactions, because it typically controls the goods or services before transferring them to the customer. The specific recognition criteria described below must also be met before revenue is recognised. Revenue from other income comprises interest from banks, employees, etc., dividend from investments in associates and subsidiary companies, dividend from mutual fund investments, surcharge received from customers for delayed payments, other miscellaneous income, etc.

Sale of power

Sale is recognized when the power is delivered by the Company at the delivery point in conformity with the parameters and technical limits and fulfilment of other conditions specified in the Power Sales Agreement. Sale of power is accounted for as per tariff specified in the Power Sales Agreement. The sale of power is accounted for net of all local taxes and duties as may be leviable on sale of electricity for all electricity made available and sold to customers.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of power, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Rendering of services

The company provides consultancy services to its customers. The Company recognises revenue over time, using the output method measuring the completion of different stages of consultancy project relative to the total completion the service, because the customer receives and consumes the benefits provided by the Company over the time.

Revenue from transactions identified as of agency nature

When another party is involved in providing goods or services to the customers, the Company determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The company is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, the company is an agent and records revenue on net basis if it does not control the promised goods or services before transferring them to the customer.

Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Surcharge Income

The surcharge on late payment/ non- payment from customers is recognized when:

i) the amount of surcharge can be measured reliably; and

ii) there is no significant uncertainty that the economic benefits associated with the surcharge transaction will flow to the entity.

Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Dividends

Dividend income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend, provided that it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost. Rental Income is included in revenue in the statement of profit and loss.

19. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'

20. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as a part of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred.

2.3 Use of estimates and management judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is as under:

a) **Useful life of property, plant and equipment**

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

b) **Recoverable amount of property, plant and equipment**

The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

c) **Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

d) **Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

e) **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

f) **Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

g) **Deferred Tax**

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

h) **Provisions and contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which managements have concluded based on all available facts and circumstances are not probable of payment or difficult to quantify reliably and such obligations are treated as contingent liabilities and disclosed in notes

i) **Leases**

Significant judgment is required to apply lease accounting to Ind AS 116 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Group, management has exercised judgment to evaluate the right to use the underlying asset, substance of the transactions including legally enforceable agreements and other significant terms and conditions of the arrangements to conclude whether the arrangement needs the criteria under Appendix C to Ind AS 116.

j) **Assets held for sale**

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

k) **Revenue from contracts with customers**

The Company applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:-

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of electricity give rise to variable consideration. In estimating the variable consideration, the Company is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Company considers whether the amount of variable consideration is constrained and the uncertainty on the variable consideration will be resolved within a short time frame.

Principal versus agent considerations

The company enters into agreements with its customers for sales of power at power exchanges. Under these contracts, the company determines that it does not control the goods before they are transferred on the basic that it does not have inventory risk, therefore the company determines the transactions at exchange are of agency nature.

2.4 Recent accounting pronouncements

Standards issued but not yet effective

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Note No.2 - Property, plant and equipment

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Buildings	7.64	-	-	7.64	1.92	0.26	-	2.18	5.46	5.72
Furniture and fixtures	1.16	0.33	(0.04)	1.45	0.87	0.11	(0.03)	0.95	0.50	0.29
Vehicle	1.76	-	-	1.76	0.63	0.35	-	0.98	0.78	1.13
Plant and equipment	12.69	-	-	12.69	4.91	0.67	-	5.58	7.11	7.78
Office equipment	5.75	2.31	(0.50)	7.56	4.31	1.33	(0.42)	5.22	2.34	1.44
Total	**29.00**	**2.64**	**(0.54)**	**31.10**	**12.64**	**2.72**	**(0.45)**	**14.91**	**16.19**	**16.36**

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Buildings	7.64	-	-	7.64	1.64	0.28	-	1.92	5.72	6.00
Furniture and fixtures	1.17	0.02	(0.03)	1.16	0.82	0.08	(0.03)	0.87	0.29	0.35
Vehicle	1.29	0.88	(0.41)	1.76	0.74	0.25	(0.36)	0.63	1.13	0.55
Plant and equipment	12.69	-	-	12.69	4.24	0.67	-	4.91	7.78	8.45
Office equipment	4.88	1.14	(0.27)	5.75	3.64	0.91	(0.24)	4.31	1.44	1.24
Total	**27.67**	**2.04**	**(0.71)**	**29.00**	**11.08**	**2.19**	**(0.63)**	**12.64**	**16.36**	**16.59**

Refer Note 36 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

Note No.3 - Right-of-use asset

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Leasehold land	3.32	-	-	3.32	0.10	0.05	-	0.15	3.17	3.22
Leased building	-	1.49	-	1.49	-	0.22	-	0.22	1.27	-
Total	**3.32**	**1.49**	**-**	**4.81**	**0.10**	**0.27**	**-**	**0.37**	**4.44**	**3.22**

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Leasehold land	3.32	-	-	3.32	0.05	0.05	-	0.10	3.22	3.27
Total	**3.32**	**-**	**-**	**3.32**	**0.05**	**0.05**	**-**	**0.10**	**3.22**	**3.27**

Note No.4 - Other intangible assets

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer software	4.51	0.57	(0.42)	4.66	3.01	0.75	(0.41)	3.35	1.31	1.50
Total	**4.51**	**0.57**	**(0.42)**	**4.66**	**3.01**	**0.75**	**(0.41)**	**3.35**	**1.31**	**1.50**

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer software	3.38	1.24	(0.11)	4.51	2.56	0.55	(0.10)	3.01	1.50	0.82
Total	**3.38**	**1.24**	**(0.11)**	**4.51**	**2.56**	**0.55**	**(0.10)**	**3.01**	**1.50**	**0.82**

Note No.5 - Non-current investments in subsidiaries and associates

(₹ in crore)

Particulars	Face value ₹	Number of shares as at		Amount as at	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
Carried at cost less impairment provision					
Investment in equity instruments- fully paid up					
Quoted investments					
Subsidiary company					
- PTC India Financial Services Limited	10	41,74,50,001	41,74,50,001	754.77	754.77
Unquoted investments					
Subsidiary company					
- PTC Energy Limited - (Wholly Owned)	10	65,41,17,494	65,41,17,494	654.12	654.12
- impairment provision for investment in PEL (refer note no 43 (i))				(50.00)	(50.00)
Associate companies					
- Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	1	12,50,00,000	12,50,00,000	12.50	12.50
- Krishna Godavari Power Utilities Limited (KGPUL) (refer note below)	10	3,75,48,700	3,75,48,700	37.55	37.55
- Impairment provision for investment in KGPUL (refer note no 43 (ii)				(37.55)	(37.55)
Total				**1,371.39**	**1,371.39**
Aggregate book value of quoted investments				**754.77**	**754.77**
Aggregate market value of quoted investments				**651.22**	**753.50**
Aggregate book value of unquoted investments				**704.17**	**704.17**
Aggregate amount of impairment in the value of investments				**(87.55)**	**(87.55)**

The Company had pledged, in favour of Power Finance Corporation Limited (PFC), 77,77,500 Equity Shares of ₹ 10 each at par held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL. PFC has sought to invoke the said shares and the company consented / given NOC for the same as on June 22, 2018. Debt Recovery Tribunal has issued a notice in February 2022 to KGPUL and others including the Company and PFC. As per the notice, it appears that the Petitioner has filed case for recovery of ₹ 327. 62 Crore. The Company is yet to receive the copy of petition.

Note No.6 - Non-current other investments

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2022	Quantity as at 31.03.2021	Amount as at 31.03.2022	Amount as at 31.03.2021
Investment in equity instruments- fully paid up-unquoted					
Designated at fair value through other comprehensive income					
- Teesta Urja Limited	10	18,00,52,223	18,00,52,223	202.01	191.75
- Athena Energy Ventures Private Limited	10	15,88,11,849	15,88,11,849	0.03	0.03
Total				**202.04**	**191.78**
Aggregate amount of quoted investments and market value thereof				-	-
Aggregate amount of unquoted investments				202.04	191.78

Restrictions for the disposal of investments held by the Company towards certain subsidiary companies and other companies are disclosed in Note 36 Note

No.7 - Non-current loans

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Considered good - unsecured		
Loan to employees (including accrued interest)	0.48	0.64
Total	**0.48**	**0.64**

Loans given to employees are measured at amortised cost.

Note No.8 - Deferred tax assets (net)

(₹ in crore)

	Particulars	As at 31.03.2022	As at 31.03.2021
(a)	**Deferred tax liabilities on account of timing differences in:-**		
	Difference in book depreciation and tax depreciation	1.55	1.82
	Sub-total (a)	**1.55**	**1.82**
(b)	**Deferred tax assets arising on account of timing differences in:-**		
	Provision for employee benefits	1.93	1.70
	Expenses not allowable for income tax in the current year	4.38	4.38
	Lease payable	0.34	-
	Provision for impairment for trade receivables/ advances and litigation	15.30	9.61
	Sub-total (b)	**21.95**	**15.69**
	Net deferred tax (liabilities)/ assets (b-a)	**20.40**	**13.87**

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing laws.

Movement in deferred tax balances

31 March 2022

(₹ in crore)

Particulars	Assets / (Liabilities) 1 April 2021	Recognise in profit and loss Income / (Expenses)	Recognise in OCI Income / (Expenses)	Assets / (Liabilities) 31 March 2022
Difference in book depreciation and tax depreciation	(1.82)	0.27	-	(1.55)
Provision for employee benefits	1.70	0.13	0.10	1.93
Expenses not allowable for income tax in the current year	4.38	-	-	4.38
Lease payable	-	0.34	-	0.34
Impairment loss on trade receivables/ advances	9.61	5.69	-	15.30
Tax assets/(liabilities)	**13.87**	**6.43**	**0.10**	**20.40**

31 March 2021

(₹ in crore)

Particulars	Assets / (Liabilities) 1 April 2020	Recognise in profit and loss Income / (Expenses)	Recognise in OCI Income / (Expenses)	Assets / (Liabilities) 31 March 2021
Difference in book depreciation and tax depreciation	(2.00)	0.18	-	(1.82)
Provision for employee benefits	1.67	0.17	(0.14)	1.70
Expenses not allowable for income tax in the current year	4.38	-	-	4.38
Impairment loss on trade receivables/ advances	7.65	1.96	-	9.61
Tax assets/(liabilities)	**11.70**	**2.31**	**(0.14)**	**13.87**

Note No.9 - Income tax assets (net)

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unsecured, considered good		
Net advance tax (Advance tax less provision for income tax)	6.93	30.75
Total	**6.93**	**30.75**

Note No.10 - Other non-current assets

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unsecured, considered good		
Capital advances		
-Considered good	0.15	5.26
-Considered doubtful	10.26	10.26
Less: Impairment provision on capital advances (refer note no. 50(h))	(10.26)	(10.26)
Total	**0.15**	**5.26**
Advances other than capital advances		
Prepayments	0.04	0.04
Deferred payroll expenditure	0.16	0.20
Total	**0.35**	**5.50**

The deferred payroll expenditure represents benefits accruing to the employees. The same will be amortised on a straight line basis over the remaining period of the loan.

Note No.11 - Current investments

(₹ in crore)

Particulars	Quantity as at		Amount as at	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Investment in mutual funds				
Designated at fair value through profit or loss				
Unquoted investment				
-Nippon India overnight fund-Direct Growth Plan	87,65,325		100.03	
-DSP overnight fund-direct Growth Plan	8,78,647		100.02	
- Axis overnight fund-Growth	-	8,73,339	-	95.01
-Aditya Birla sun life overnight fund- Growth	-	6,28,992	-	70.00
-ICICI prudential overnight fund-Growth	-	58,57,130	-	65.00
-IDFC Overnight fund-Growth	-	5,92,072	-	65.00
-TATA overnight fund-Growth	-	8,74,936	-	95.02
Investment in equity instruments- fully paid up-unquoted				
Designated at fair value through other comprehensive income				
- Chenab Valley Power Projects Private Limited-Face value ₹ 10 (refer note below)	40,80,000	40,80,000	4.19	4.19
Total			**204.24**	**394.22**
Aggregate amount of quoted investments and market value thereof			-	-
Aggregate amount of unquoted investments and market value thereof			**204.24**	**394.22**

The Company offered to sell its all shares of Chenab Valley Power Projects Private Limited to NHPC Limited (NHPC).
NHPC paid the entire consideration of ₹ 4.19 crores on May 25, 2021 and subsequently, the Company has handed over physical share certificates to NHPC for transfer of shareholding in its name. However, the necessary formalities for such transfer are yet to be completed.

Note No.12 - Trade receivables

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Trade receivables		
- Considered good - unsecured	6,739.22	5,836.43
- Receivables credit impaired	31.35	31.29
	6,770.57	**5,867.72**
Less: Impairment allowance for doubtful trade receivables	31.35	31.29
Total	**6,739.22**	**5,836.43**

a) Trade receivables are hypothecated to the banks for availing the fund based and non- fund based working capital facilities.

b) Trade receivables include an amount of ₹ 16.23 Crore due from Tamil Nadu Electricity Board (TNEB), now TANGEDCO, towards compensation claim. Sole arbitrator gave an Award against the company which had been set aside by Single Judge of Madras High Court giving an option to the Company to invoke the Arbitration afresh to recover its dues. Meanwhile, TNEB filed an Appeal in Madras HC against the order of the single judge and the proceedings are going on. The management assessed that the chances of a decision in favor of the company is high as the compensation amount has not been paid by TNEB in terms of the Agreement.

c) Trade receivables include ₹ 222.75 crore (Previous year ₹ 376.16 crore) of bills of exchange drawn on state utilities (customers) and discounted with banks based on arrangements between the Company, banks and state utilities.

d) Refer note no. 44 for ageing of trade receivables as on 31.03.2022 and 31.03.2021.

Note No.13 - Cash and cash equivalents

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Cash on hand- Staff Imprest	0.02	0.02
Balances with banks:-		
- in current accounts	868.57	416.07
Total	**868.59**	**416.09**

Note No.14 - Bank balances other than cash and cash equivalents

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
'Fixed Deposits with original maturity of more than three months*	27.00	-
Earmarked balances with banks for		
-Unpaid dividend account balance	2.36	2.00
Total	**29.36**	**2.00**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

*Fixed Deposits earmarked against amount received from a supplier as performance bank guarantee.

Note No.15 - Current loans

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Considered good - unsecured		
Loans to employees (including accrued interest)	0.30	0.24
Total	**0.30**	**0.24**

Loans and advances due from directors, related parties, KMPs and promoters - NIL.

Note No.16 - Other current financial assets

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unsecured, considered good		
Receivable from related party (PTC Energy Limited-subsidiary company)*	3.15	-
Security deposits-Unsecured		
-Considered good	23.83	13.29
-Considered doubtful	2.12	2.12
Gross total	**29.10**	**15.41**
Less: Provision for impairment	**2.12**	**2.12**
Total	**26.98**	**13.29**

* The Company had executed Corporate Guarantees for ₹ 200 Crore in favour of working capital lenders of its subsidiary company for the purpose of meeting additional working capital requirements of the subsidiary company. For executing corporate guarantee, the Company has charged consideration determined at arm length basis from the subsidiary company. (also refer note no. 40)

Note No.17 - Other current assets

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unsecured, considered good		
Open access advances	16.30	55.87
Prepayments	7.21	9.95
Advance to suppliers	21.08	14.13
Other advances*	27.19	27.19
Deferred payroll expenditure	0.03	0.03
Interest accrued but not due on fixed deposit	0.32	-
Unsecured, considered doubtful		
Advance to suppliers	3.72	3.98
Open access advances	5.31	-
Gross total	**81.16**	**111.15**
Less: Impairment allowance for current assets considered doubtful	**9.03**	**3.98**
Total	**72.13**	**107.17**

* includes ₹ 20.48 crore (March 2021, ₹ 20.48 crore) deposited with a supplier and ₹ 6.45 crore (March 2021, ₹ 6.45 crore) deposited with Commissioner of customs. (refer note no 36).

Note No.18 - Share capital

a) **Equity share capital**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Authorised		
750,000,000 (previous year 750,000,000) equity shares of ₹10/- each	750.00	750.00
Issued, subscribed and fully paid up		
296,008,321 (previous year 296,008,321) equity shares of ₹10/- each	296.01	296.01

b) **Reconciliation of shares outstanding at the beginning and at end of the year**

Particulars	Shares (Nos.)	
	For the year ended	
	31.03.2022	31.03.2021
Outstanding at the beginning of the year	29,60,08,321	29,60,08,321
Issued during the year	-	-
Outstanding at the end of the year	29,60,08,321	29,60,08,321

c) **Terms and rights attached to each share.**

The Company has only one class of equity shares having a par value ₹ 10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

d) **Dividend**

(₹ in crore)

Particulars	Paid during the year	
	31.03.2022	31.03.2021
(i) **Dividend paid and recognized during the year**		
Final dividend for the year ended March 31, 2021 of ₹ 5.50 (March 31, 2020: ₹ 5.50) per fully paid share	162.81	162.81
Interim dividend for the year ended March 31, 2022 of ₹ 2.00 (March 31, 2021: 2.00) per fully paid share.	59.20	59.20
(ii) **Dividends not recognised at the end of the reporting period**		
The Board of Directors had declared first interim dividend @ 20% of the face value of ₹ 10 per share (₹ 2 per equity share) for the FY 2021-22 in November, 2021. The proposal for payment of second interim dividend for FY 21-22 was deferred by the Board of Directors in their meeting dated 5th July, 2022. The payment of further dividend for FY 2021-22 is now proposed to be considered in the Board meeting wherein consolidated accounts of FY 21-22 will be adopted. Hence, there is no unrecognized dividend as on 31.03.2022.		

e) **Details of shareholders holding more than 5% shares in the Company***

Name of the shareholders	As at 31.03.2022		As at 31.03.2021	
	No. of shares	% holding	No. of shares	% holding
Life Insurance Corporation of India Limited*	1,76,54,072	5.96%	1,76,54,072	5.96%
Fidelity Group*	2,83,05,265	9.56%	2,76,14,670	9.33%

* inclusive of shares held by shareholders through various schemes/its various folios

f) **Shareholding of Promoter**

Shares held by promoters at the end of the Year

Promoter's Name	As at 31.03.2022		As at 31.03.2021		% Change during the Year
	No. of shares	% holding	No. of shares	% holding	
NTPC Limited	12000000	4.0539%	12000000	4.0539%	NIL
Power Grid Corporation of India Limited	12000000	4.0539%	12000000	4.0539%	NIL
Power Finance Corporation Limited	12000000	4.0539%	12000000	4.0539%	NIL
NHPC Limited	12000000	4.0539%	12000000	4.0539%	NIL
Total	**48000000**	**16.216%**	**48000000**	**16.216%**	

Note No.19 - Other equity

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Securities premium	1,590.40	1,590.40
General reserve	1,013.41	882.98
Contingency reserve	1.05	1.05
Retained earnings	1,116.48	1,044.11
Other comprehensive income/(loss)	(0.98)	(0.69)
FVOCI-Equity investment reserve	(101.46)	(111.72)
Total	**3,618.90**	**3,406.13**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Reserves & surplus		
(i) **Securities premium**		
Opening balance and closing balance	1,590.40	1,590.40
Sub total (i)	**1,590.40**	**1,590.40**
(ii) **Share option outstanding account**		
Opening balance	-	0.12
Deductions during the year	-	(0.12)
Sub total (ii)	-	-
(iii) **General reserve**		
Opening balance	882.98	759.57
Add: Transferred from retained earnings	130.43	123.29
Add: Transferred from share option outstanding account	-	0.12
Sub total (iii)	**1,013.41**	**882.98**
(iv) **Contingency reserve**		
Opening balance and closing balance	1.05	1.05
Sub total (iv)	**1.05**	**1.05**
(v) **Retained earnings**		
Opening balance	1,044.11	979.16
Add: Profit for the year	424.81	410.25
Deductions during the year:		
(a) Dividend paid	(222.01)	(222.01)
(b) Transfer to general reserve	(130.43)	(123.29)
Sub total (v)	**1,116.48**	**1,044.11**
Total Reserves & surplus (i) + (ii) + (iii) + (iv) + (v)	**3,721.34**	**3,518.54**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Other comprehensive income/(loss)		
Opening balance	(0.69)	(1.11)
Additions during the year	(0.29)	0.42
Total Other comprehensive income/(loss)	**(0.98)**	**(0.69)**
FVOCI - Equity investment reserve		
Opening balance	(111.72)	(112.01)
Fair value gain/(loss) on equity investments for the year	10.26	0.29
Total FVOCI - Equity investment reserve	**(101.46)**	**(111.72)**
Grand Total	**3,618.90**	**3,406.13**

Nature and purpose of reserves:

Securities premium

Securities premium account is used to record the premium on issue of shares/ securities. This amount is utilised in accordance with the provisions of the Companies Act, 2013.

Share option outstanding account

The share option outstanding account is used to record the value of equity settled share based payment transactions with employees. The amounts recorded in this account are transferred to share premium upon exercise of stock options by employees.

General reserve

General Reserve is a free reserve which is created from retained earnings. The Company may pay dividend and issue fully paid-up bonus shares to its members out of the general reserve account, and company can use this reserve for buy-back of shares.

Contingent reserve

Contingent Reserve is a free reserve which is created from retained earnings. The company may use it to meet any contingency.

Retained earnings

Retained earnings comprise of the Company's undistributed earnings after taxes.

FVOCI-Equity investment reserve

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within FVTOCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Note No.20 - Non-current lease liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unsecured loans		
Lease obligations (Refer note no 38)	1.86	0.71
Total	**1.86**	**0.71**

Note No.21 - Non-current provisions

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits	7.82	6.37
Provision for litigation	18.24	0.74
Total	**26.06**	**7.11**

Disclosure required by IndAS 19 "Employee Benefits" is made in note no 39

Note No. 22 - Current borrowing

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
From bank:		
Secured		
- Short term loan	950.00	280.00
- Bill discounting	171.89	59.16
- Cash credit	56.85	-
Unsecured		
- Bill discounting	50.86	317.00
- Commercial paper	-	300.00
Total	**1,229.60**	**956.16**

Detail of outstanding borrowings

Name of Bank	Nature of Security	As at 31.03.2022 Interest rate (%)	As at 31.03.2021 Interest rate (%)	As at 31.03.2022 (in Crore)	As at 31.03.2021 (In Crore)
HDFC (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future		4.50%		100.00
HDFC (Bill discounting)	First Pari-Passu charge on book debts / receivables of the company, present and future	5.50%		21.89	
HDFC (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	4.00%		100.00	
HDFC (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	4.10%		200.00	
Indian Bank (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	4.20%		200.00	
Indsind bank (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	4.10%		50.00	
Kotak (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future		4.40%	-	180.00
Canara (Bill discounting)	First Pari-Passu charge on book debts / receivables of the company, present and future		7.30%	-	59.16
Canara Bank (Cash credit)	First Pari-Passu charge on book debts / receivables of the company, present and future	7.35%	-	56.85	-
Federal Bank (Bill discounting)	First Pari-Passu charge on book debts / receivables of the company, present and future	5.85%		150.00	
Federal Bank (Bill discounting)	Unsecured		5.85%		55.45
ICICI (Bill discounting)	Unsecured		5.75%		199.55
			6.60%		62.00
		5.15%		35.06	
		5.65%		15.80	
ICICI (Commercial Paper)	Unsecured		4.40%	-	300.00
Union Bank (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	4.00%	-	400.00	-
	Total			**1,229.60**	**956.16**

(i) There has been no default in repayment of any loan and interest thereon.

(ii) Quarterly returns/statements of current assets filed by the Company during the year FY 2021-22 with banks/financial institutions are in agreement with the books of accounts.

Note No.23 - Lease liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Long term maturities of lease obligations (Refer note no 38)	0.21	-
Total	**0.21**	-

Note No.24 - Trade payables

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Trade payables - micro & small enterprises (Refer note no.o)	-	-
Trade payables - others	4,290.80	3,624.47
Total	**4,290.80**	**3,624.47**

a) Based on the information available with the Company, there are no dues as at March 31, 2022 payable to enterprises covered under "Micro Small and Medium Enterprises Development Act, 2006". As such, no interest is paid/ payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.

b) Refer note no. 44 for ageing of trade receivables as on 31.03.2022 and 31.03.2021.

Note No.25 - Other current financial liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unpaid dividend (Refer note below)	2.36	2.00
Other payables		
-Security deposits received	17.29	17.29
-Payable to employees	5.66	5.42
Financial guarantee obligation	0.93	-
Total	**26.24**	**24.71**

Unpaid dividends are the amounts which have not been claimed by the investors. There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

Note No.26 - Other current liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Contract liabilities (Advance received from customers)	51.22	62.64
Other advances	5.39	5.64
Statutory dues (net)	13.48	20.01
Advance against investment (refer note below)	4.19	-
Total	**74.28**	**88.29**

The Company offered to sell its all shares of Chenab Valley Power Projects Private Limited to NHPC Limited (NHPC).

NHPC paid the entire consideration of ₹ 4.19 crores on May 25, 2021 and subsequently, the Company has handed over physical share certificates to NHPC for transfer of shareholding in its name. However, the necessary formalities for such transfer are yet to be completed.

Note No.27 - Current provisions

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits	0.39	0.86
Total	**0.39**	**0.86**

Disclosures required by Ind AS 19 'Employee Benefits' is made in note no 39.

Note No.28 - Revenue from operations

(₹ in crore)

Particulars	For the year ended			
	31.03.2022		31.03.2021	
Income from Operations				
Sale of electricity		15,114.76		16,469.42
Revenue from power supply of agency nature				
Sale of electricity of agency nature	18,671.02		9,889.70	
Purchase of power of agency nature	(18,646.75)	24.27	(9,874.36)	15.34
Total income from operation		**15,139.03**		**16,484.76**
Other operating income				
Sale of services (consultancy)		39.75		29.39
Surcharge on sale of power (refer note no 50(f)(i) & (ii))		452.61		449.14
Total other operating income		**492.36**		**478.53**
Total		**15,631.39**		**16,963.29**

(refer note no. 49)

Note No.29 - Other income

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Interest from financial assets at amortised cost		
-Deposit with banks	0.42	1.35
-Loan to employees	0.10	0.09
Dividend from		
-Long-term investment in subsidiaries	-	18.79
Other non-operating income		
- Profit on sale/redemption of investments (net)	1.94	0.31
- Financial guarantee fee from subsidiary company	1.86	-
-Liabilities no longer required written back	1.30	8.88
-Rental income	0.05	0.06
-Exchange gain / (loss) (net)	0.01	(1.27)
-Miscellaneous income	0.55	0.53
Total	**6.23**	**28.74**

a) Profit on sale/ redemption of investment includes fair value gain on investments measured at fair value through profit or loss.

b) Miscellaneous income includes mainly the amount of director sitting fee received from subsidiaries and other entities.

Note No.30 - Purchases

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Purchases of electricity	14,784.91	16,052.86
Total	**14,784.91**	**16,052.86**

Note No.31 - Operating expenses

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Surcharge expenses	102.14	182.18
Expenses related to consultancy business		
Advisory / professional expenses	5.44	4.23
Operation & maintenance expenses	2.79	1.15
Total	**110.37**	**187.56**

Note No.32 - Employee benefit expense

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Salaries and wages	46.85	41.61
Contribution to provident fund	1.22	1.19
Gratuity	1.00	0.88
Staff welfare expenses	3.00	1.68
Total	**52.07**	**45.36**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in note no 39.

Note No.33 - Finance costs

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Interest expense on assets under lease (Refer note no. 38)	0.22	0.08
Interest expense on financial liabilities measured at amortised cost (refer note no (a) below)	36.07	27.15
Interest for income tax	1.04	0.58
Total	**37.33**	**27.81**

(a) **Interest expenses on financial liabilities**

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Interest expenses on:		
- Bank loan (refer note no 44)	30.66	20.97
- Commercial papers	4.89	5.82
- Others	0.52	0.36
Total	**36.07**	**27.15**

Note No.34 - Other expenses

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
Rent	0.72	1.64
Repairs & maintenance to building	1.21	1.19
Repairs to machinery - wind mill	1.15	1.18
Insurance	0.27	0.20
Rates and taxes	0.89	0.76
Payment to auditors (refer note no (a) below)	0.17	0.19
Legal & professional charges	4.73	3.82
Consultancy expenses (Advisor/ Consultants)	6.36	5.70
Advertisement	0.17	0.14
Communication	0.72	0.71
Business development	1.41	1.05
Travelling and conveyance expenses	3.57	2.09
Printing & stationery	0.19	0.15
Fees & expenses to directors	1.08	0.71
Repair & maintenance - others	1.26	0.94
Bank charges	5.87	6.66
EDP expenses	0.64	0.61
Books & periodicals	0.10	0.08
Water & electricity expenses	0.75	0.66
Bad debts/ advances written off	8.38	2.91
Less: Provision already held	(7.70)	-
Impairment allowance for doubtful debts / advances etc.	12.81	8.16
Security expenses	0.45	0.51
Property tax	0.09	0.10
Donation	-	0.03
(Profit)/ loss on sale/disposal of fixed assets (net)	0.02	(0.01)
Provision for litigation	17.50	-
Corporate social responsibilities expenses (CSR) (refer note no 48)	9.40	7.99
Application fee / tender fee	4.54	1.11
Miscellaneous expenses*	1.07	0.54
Total	**77.82**	**49.82**

* Miscellaneous expenses include AGM expenses, annual day expenses etc.

a) **Details in respect of payment to auditors**

(₹ in crore)

Particulars	For the year ended	
	31.03.2022	31.03.2021
As auditor		
Audit fee	0.14	0.14
Tax audit fees	0.01	0.01
GST audit fee	-	0.01
In other capacity		
Other services (including certification)	0.01	0.02
Reimbursement of expenses	0.01	0.01
Total*	**0.17**	**0.19**

* The remuneration is inclusive of GST. Further, it includes the remuneration paid to the previous auditors also.

Note No.35 - Exceptional items Income/(Expense)

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Impairment provision on capital advance (refer note no 50(h))	-	(10.26)
Impairment provision on investment in subsidiary company (refer note no 43(i))	-	(50.00)
Total	**-**	**(60.26)**

Note No.36 - Contingent liabilities and commitments

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
1. **Contingent liabilities** (to the extent not provided for)		
A) Claims against the Company not acknowledged as debt: (Refer Note (i) below)	414.88	393.73
B) Income tax liability that may arise in respect of matters in appeal preferred by the department/ company (excluding interest and penalty) (Refer Note (ii))	464.10	464.10
C) Customs duty liability that may arise in respect of matters in appeal (excluding interest and penalty) (Refer Note (ii))	17.16	17.16
D) Service tax liability that may arise in respect of matters in appeal (excluding interest) (Refer Note (ii))	104.22	104.22
2. **Commitments**		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	0.13	0.39

Notes

i) Claims against the Company not acknowledged as debt include:

a) The company had an arrangement with a supplier for purchase of power. The supplier claimed that the company did not off take the contracted power and claimed a compensation of ₹ 84.95 Crore (31 March 2021: ₹ 84.95 crore). The arbitrator concluded the arbitration in favour of the company, however, the supplier has contested the award at High Court.

b) The company had an arrangement with a supplier for purchase of power. However, due to the prevalent market situation, the company was unable to find a buyer for power from the supplier for most of the contracted period. The supplier raised a compensation bill of ₹ 43.28 Crore (31 March 2021: ₹ 43.28 crore) for non-supply of power. The matter is pending at Supreme Court. The company has paid an amount of ₹ 20.48 crore as deposit, and the same is subject to the outcome of the appeal pending before Supreme Court.

c) Pursuant to dispute with one of the suppliers, the supplier agreed to pay the LTA charges but subsequently refuted its liability to pay the LTA charges. The Central Transmission Utility (CTU) has raised a claim of ₹ 31.68 Crore (31 March 2021: ₹ 31.68 crore) on the company towards the outstanding LTA charges. However subsequently company surrendered the long term open access (LTA). The claim of CTU is being contested before Appellate Tribunal of Electricity, which has granted a stay on the order of CERC.

d) CERC has allowed the petition filed by one of the Company's suppliers and inter alia passed certain orders/ directions against the Company for paying 100% of the Long Term Open Access charges even though only 95% of the quantum of power is being supplied by its supplier under an interim directions of Hon'ble Supreme Court of India and directing the Company to refund the transmission charges of ₹ 21.77 Crore (31 March 2021: ₹ 21.77 crore) collected from the supplier which is corresponding to 5% of LTA. The Company has filed appeal against the CERC order in Appellate Tribunal for Electricity and APTEL had granted stay of the order of CERC.

e) The Company had a PPA of 1200 MW of power with one of its suppliers, out of which 840 MW was to be sold on long term basis, 216 MW on Merchant trade basis and balance 144 MW was the free power of the home state. For sale of 840 MW on long term basis,- PTC had PSAs with four DISCOMS. However there was considerable delay on account of certain Force Majeure events and two DISCOMs illegally terminated the said PSAs and refused to off-take power under the PSAs. The Company had relinquished LTA in respect of these two DISCOMS.

Though the Company had taken the LTA but it was agreed that it was being taken on behalf of DISCOMS which were liable to pay the transmission charges. However, PGCIL claimed charges of ₹ 209.51 Crore (31 March 2021: ₹ 209.51 crore) from the Company against relinquishment of LTA along with relinquishment charges for Merchant Power and Free Power computed as per formula approved by CERC. The formula approved by CERC is under challenge in APTEL. As per PSAs the liability for payment of transmission charges was of DISCOMs. The liability towards relinquishment charges on the Company are being contested in CERC/ APTEL (for merchant power).

f) One to the suppliers provided power to the Company from another source. The customer did not pay to the Company for power supplied from the another source. Further, the customer also deducted compensation from the Company for short supply of power by not considering power supplied from the another source. Consequently the Company also deducted the corresponding amounts from the supplier. This deduction was challenged by the supplier before TNERC which directed the Company to pay the principal amount including interest which computed to ₹ 19.87 Crore. The Company has filed Appeal in APTEL along with an Application for Interim Stay of the order of TNERC.

g) In two cases, the suppliers have raised various issues concerning interpretation of various clauses of PPAs. The suppliers have filed the Petition before CERC. As the issues are at initial stage and still pending before CERC, the measurement of financial effects of the same is impracticable as on date. Further, in the opinion of the Company, it had fulfilled all its obligations under the agreement and regulations.

h) Other claims against the Company not acknowledged as debts ₹ 3.82 crore (31 March 2021: ₹ 2.54 crore)

ii) Disputed income tax/ custom duty/service tax pending before various forums/ authorities amount to ₹ 585.48 crore (31 March 2021: ₹ 585.48 crore). Many of income tax matters were adjudicated in favour of the Company but are disputed before higher forums/ authorities by the concerned departments.

In respect of service tax, the dispute pertains to applicability of service tax on compensation received by the Company which is passed by it to generators/discoms. Further, PTC is only acting as an intermediary in the transactions and generators/discoms are the ultimate beneficiary of the compensation received. The Company has filed a writ against the Order of the Commissioner, CGST in Delhi High Court. The company believes that it has good grounds on merits to defend itself and the chances of a decision in its favor is high.

Commissioner of Customs, Guntur passed an order confirming duty demand stating that coal imported by PTC had CV (Or m, mmf basis) and VM (on dry, mmf basis) more than 5833 kcal/kg and 14% respectively with reference to the certain vessels and fell under the category of bituminous instead of steam coal. The appeal was filed before CESTAT, Bangalore including stay application for deposit of duty. CESTAT has granted the stay and directed to deposit 50% of the differential duty, along with interest The company has paid a deposit amounting to ₹ 6.45 crore against custom duty/interest in July, 2015 which is subject to the outcome of the appeal.

iii) Pending resolution of the respective proceedings, it is not practicable for the company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

Commitments

a) Estimated amount of contracts remaining to be executed on capital account (property, plant & equipment and intangible assets) and not provided for as at 31 March 2022 is ₹ 0.13 crore (31 March 2021: ₹ 0.39 crore). The details is as under:-

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Intangible assets	0.13	0.39

b) (i) In respect of investments of ₹ 1371.39 crore (31 March 2021: ₹ 1371.39 crore) in subsidiary Companies and association companies, the company has restrictions for their disposal as at year end as under:

(₹ in crore)

Name of the Subsidiary	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		31 March 2022	31 March 2021
PTC India Financial Services Limited- A Subsidiary Company	The company holds 41,74,50,001 equity shares of PTC India Financial Services Limited as on 31.03.2022. Out of the above, 8,02,00,000 shares were Lock in period which stood released on 28.02.2020.	754.77	754.77
PTC Energy Limited- A Subsidiary Company	The company has to own not less than 51% of the equity share capital during the tenure of the loans taken by PTC Energy Limited.	604.12	604.12
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)- An Associate Company	Except as otherwise to maintain compliance with the applicable laws, the Company is not entitled to transfer any and all the Shares held by it to any Person for a period of 2 (two) years from 5th July, 2019. However, the Company may transfer any and all legal and beneficial interest in the Shares during the Lock in Period to its Affiliates, upon such Affiliate transferee executing the Deed of Adherence. In case shareholder is required to make transfer pursuant to applicable law Tag Along Right shall not be applicable	12.50	12.50
Total		**1,371.39**	**1,371.39**

ii) **Corporate Guarantee**

During FY 2021-22, the Board approved the issuance of corporate guarantee of ₹ 225 Crore in favour of working capital lenders of PTC Energy Limited (PEL), a subsidiary of the Company. Out of the approved limit of ₹ 225 Crore, the Company executed corporate guarantee for ₹ 200 Crore in favour of working capital lenders of PEL for the purpose of meeting additional working capital requirements of PEL in FY 2021-22.

Further, the Board in its meeting dated 31.05.2022 has approved additional issuance of corporate guarantee of ₹ 50 Crore (in addition of ₹ 225 Crore approved already). Subsequently, the Company has also executed additional corporate guarantee for ₹ 75 Crore (in addition of ₹ 200 Crore executed already) in favour of working capital lenders of PEL for the purpose of meeting additional working capital requirements of PEL.

c). In respect of investments of ₹ 202.01 crore (31 March 2021: ₹ 191.75 crore) in other Companies, the Company has restrictions for their disposal as at year end as under:

(₹ in crore)

Name of the Company	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		As at 31.03.2022	As at 31.03.2021
Teesta Urja Limited	GOS shall consider the proposal of any shareholder to divest its equity share after the completion of two years from the Commercial Operation date of the project or earlier on mutual beneficial terms.	202.01	191.75
Total		**202.01**	**191.75**

Note No.37 - Disclosure as per Ind AS 12 'Income taxes'

(a) **Income tax expense**

i) **Income tax recognised in Statement of Profit and Loss**

(₹ in crore)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Current tax expense		
Current tax	153.00	157.63
Deferred tax expense		
Origination and reversal of temporary differences	(6.43)	(2.31)
Total income tax expense	**146.57**	**155.32**

ii) **Income tax recognised in other comprehensive income**

(₹ in crore)

Particulars	For the year ended 31 March 2022			For the year ended 31 March 2021		
	Before tax	Tax benefit / (Expenses)	Net of tax	Before tax	Tax benefit / (Expenses)	Net of tax
Remeasurements of post-employment benefit obligations	(0.39)	0.10	**(0.29)**	0.56	(0.14)	**0.42**
Equity instruments through other comprehensive income	10.26	-	**10.26**	0.29	-	**0.29**
Total	**9.87**	**0.10**	**9.97**	**0.85**	**(0.14)**	**0.71**

iii) **Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate**

(₹ in crore)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit before tax	571.38	565.57
Tax using the Company's domestic tax rate of 25.168% (31 March 2021 - 25.168%)	143.80	142.34
Tax effect of:		
Provision already held against credit impaired trade receivable/advance	(1.94)	-
Non-deductible tax expenses	11.14	20.03
Tax-exempt income	-	**(4.74)**
Current tax provision (a)	**153.00**	**157.63**
Deferred Tax income/(expense) on account of impairment provision, employee benefits, lease	(6.16)	(2.13)
Deferred Tax income/(expense) on account of difference in book depreciation and tax depreciation	(0.27)	(0.18)
Deferred tax provision (b)	**(6.43)**	**(2.31)**
Tax Expenses recognised in Statement of Profit and Loss (a+b)	**146.57**	**155.32**
Effective Tax Rate	**25.65%**	**27.46%**

(b) **Tax losses carried forward**

(₹ in crore)

Particulars	As at 31.03.2022	Expiry date	As at 31.03.2021	Expiry date
Unused tax losses for which no deferred tax asset has been recognised				
Long Term Capital Losses	48.96	31.03.2024	48.96	31.03.2024
Total	**48.96**		**48.96**	
Potential tax benefit at the tax rate of 22.88% (31 March 2021, 22.88%)	**11.20**		**11.20**	

Deferred tax assets have not been recognised in respect of the above tax losses incurred by the Company that is not likely to generate long term capital taxable income in the foreseeable future.

(c) **Unrecognised deferred tax assets and liabilities**

(i) **Unrecognized deferred tax liabilities**

There is no unrecognised deferred tax liabilities

(ii) **Unrecognised deferred tax assets**

Deferred tax assets have not been recognized on provision for impairment in value of investment, long term capital losses and decrease in fair value of investments through FVOCI as there is no certainty of its realisation.

Note No.38 - Disclosure as per Ind AS 116 'Leases'

Company as a lessee

The Company as a lessee has entered into lease contracts, which includes lease of land, office space and office equipments.

The Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Set out below are the carrying amounts of lease liabilities and movement during the period.

(₹ in crore)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance	0.71	0.71
New leases during the year	1.49	-
Finance cost during the year	0.22	0.08
Payment made during the year	(0.35)	(0.08)
Closing balance	**2.07**	**0.71**

The following are the amounts recognised in profit or loss:

(₹ in crore)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation expense of right-of-use assets	0.27	0.05
Interest expense on lease liabilities	0.22	0.08
Expense relating to short-term leases (included in rent expense)	0.72	1.64
Expense relating to leases of low-value assets (included in printing & stationary)	0.05	0.04
Total amount recognised in profit or loss for the year	**1.26**	**1.81**

Maturity analysis of Lease payable in respect of lease obligation is as under:-

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Less than one year	0.21	-
Between one and five years	1.15	-
More than five years	0.71	0.71
Total	**2.07**	**0.71**

Note No.39 - Disclosure as per Ind AS 19 'Employee benefits'

(i) Defined contribution plans:

A. Provident fund

The Company pays fixed contribution to provident fund to the appropriate authorities. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss. An amount of ₹ 1.22 crore (31 March 2021: ₹ 1.19 crore) for the year is recognised as expense on this account and charged to the Statement of Profit and Loss.

B. National Pension System (NPS)

The Company pays fixed contribution to NPS to the appropriate authorities. The contributions to the NPS for the year are recognized as expense and are charged to the profit or loss. An amount of ₹ 0.59 crore (31 March 2021: ₹ 0.58 crore) for the year is recognised as expense on this account and charged to the Statement of Profit and Loss.

(ii) Defined benefit plans:

A. Gratuity-Funded

a) The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary) for each completed year of service subject to a maximum of ₹ 0.20 crore on superannuation, resignation, termination, disablement or on death.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and the amounts recognised in the Company's financial statements as at balance sheet date:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Non-current -liability/(fund)	0.44	(0.09)
Total	**0.44**	**(0.09)**

Movement in net defined benefit (asset)/liability for the year

(₹ in crore)

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit (Asset) liability	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Opening balance	**6.15**	**5.67**	**6.24**	**5.34**	**(0.09)**	**0.33**
Included in profit or loss:						
Current service cost	1.01	0.87	-	-	1.01	0.87
Past service cost	-	-	-	-	-	-
Interest cost (income)	0.42	0.38	(0.43)	(0.37)	(0.01)	0.01
Total amount recognised in profit or loss	**1.43**	**1.25**	**(0.43)**	**(0.37)**	**1.00**	**0.88**
Included in OCI:						(₹ in crore)
Remeasurement loss (gain):	-	-			-	-
Actuarial loss (gain) arising from:						
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	0.22	(0.20)	0.23	0.11	0.45	(0.09)
Experience adjustment	(0.22)	(0.48)	-	-	(0.22)	(0.48)
Total amount recognised in other comprehensive income	-	**(0.68)**	**0.23**	**0.11**	**0.23**	**(0.57)**
Other						(₹ in crore)
Expenses for employee on deputation	0.02	0.05	-	-	0.02	0.05
Contributions paid by the employer	-	-	0.72	0.78	(0.72)	(0.78)
Benefits paid	(0.72)	(0.14)	(0.72)	(0.14)	-	-
Closing balance	**6.88**	**6.15**	**6.44**	**6.24**	**0.44**	**(0.09)**

B. Post-Retirement Medical Benefits (PRMB)- Non-funded

The Company has Post-Retirement Medical Facility Benefits (PRMB), under which the eligible retired employees and their spouses are provided medical facilities and an out-patient actual medical reimbursement subject to a ceiling fixed by the Company. The liability for the same is recognised annually on the basis of actuarial valuation.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the PRMF and the amounts recognised in the Company's financial statements as at balance sheet date:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Net defined benefit (asset)/liability :		
Non-current	1.05	0.92
Current	0.05	0.03
Total	**1.10**	**0.95**

Movement in net defined benefit (asset)/liability for the year

(₹ in crore)

Particulars	Defined benefit obligation	
	31 March 2022	31 March 2021
Opening balance	**0.95**	**0.87**
Included in profit or loss:		
Current service cost	0.03	0.05
Interest cost	0.06	0.06
Total amount recognised in profit or loss	**0.09**	**0.11**
Included in OCI:		(₹ in crore)
Actuarial loss (gain) arising from:		
Financial assumptions	0.07	0.04
Experience adjustment	0.09	(0.03)
Total amount recognised in other comprehensive income	**0.16**	**0.01**
Contributions paid by the employer		(₹ in crore)
Benefits paid	(0.10)	(0.04)
Closing balance	**1.10**	**0.95**

C. **Plan assets**

Plan assets comprise the following:

(₹ in crore)

Particulars	As at 31 March 2022	As at 31 March 2021
Net defined benefit (asset)/liability :		
Insurer Managed Funds	99.53%	99.53%
Current Bank Account	0.47%	0.47%
Total	**100%**	**100%**

Actual return on plan assets is ₹ 0.20 crore (31 March 2021: ₹ 0.25 crore).

D. **Defined benefit obligations**

i. **Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date:

(₹ in crore)

Particulars	31.03.2022	31.03.2021
Discount rate	7.26%	6.79%
Retirement Age	60/62	60/62
Expected return on plan assets-Gratuity	7.26%	6.79%
Withdrawal rate	1-3%	1-3%
In service mortality	IALM (2012-14)	IALM (2012-14)
Salary escalation rate	9.00%	4.00% for Current year thereafter 8.50%

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Further, the expected return on plan assets is determined considering several applicable factors mainly the composition of plan assets held, assessed risk of asset management and historical returns from plan assets.

ii. **Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

(₹ in crore)

Particulars	31.03.2022		31.03.2021	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(0.51)	0.55	(0.43)	0.46
Salary escalation rate (0.50% movement)	0.45	(0.43)	0.40	(0.37)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

E. **Risk exposure**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

a) **Asset volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

b) **Changes in discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets holdings.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods.

F. Expected maturity analysis of the defined benefit plans in future years

(₹ in crore)

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2022					
Gratuity	0.09	0.32	1.03	5.44	**6.88**
Post-retirement medical facility (PRMF)	0.04	0.06	0.19	0.81	**1.10**
Total	**0.13**	**0.38**	**1.22**	**6.25**	**7.98**

(₹ in crore)

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2021					
Gratuity	0.27	0.48	0.70	4.70	**6.15**
Post-retirement medical facility (PRMF)	0.03	0.04	0.16	0.72	**0.95**
Total	**0.30**	**0.52**	**0.86**	**5.42**	**7.10**

Expected contributions to defined benefit plans (Gratuity and PRMF) for the year ending 31 March 2023 are ₹ 1.29 crore.

The weighted average duration (in years) of the defined benefit plan obligation at the end of the reporting period is as under:-

Particulars	31.03.2022	31.03.2021
Gratuity	20.84	21.21
Post-retirement medical facility (PRMF)	4.86	4.08

(iii) Other long term employee benefit plans

Leave

The Company provides for earned leave benefit (including compensated absences), non-encashable leave (NEL) and half-pay leave (not applicable for new employee joining after November, 2008 and accumulated balance of the same was freezed for the employees existing at that time) to the employees of the Company which accrue annually at 34 days (included compensated absences), 6 days and 20 days respectively. Earned leave (EL) is encashable while in service whereas NEL is non-encashable while in service. Total number of leave (i.e. EL & NEL combined) that can be encashed on superannuation shall be restricted to 300 days and in addition to this half-pay leave is encashable upto 150 days. The scheme is unfunded and liability for the same is recognised on the basis of actuarial valuation. A provision of ₹ 1.43 crore (31 March 2021: ₹ 0.86 crore) for the year have been made on the basis of actuarial valuation at the year end and debited to the Statement of Profit and Loss.

Note No.40 - Disclosure as per Ind AS 24 'Related Party Disclosures'

A) List of Related parties:

i) Subsidiaries:

1. PTC India Financial Services Limited
2. PTC Energy Limited

ii) Associates:

1. Krishna Godavari Power Utilities Limited
2. Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)

iii) Key Managerial Personnel (KMP):

a) Whole time directors

1.	Shri Deepak Amitabh	Chairman and Managing Director (ceased w.e.f. 5th November, 2021)
2.	Shri Ajit Kumar	Director (Commercial & Operations)-(ceased w.e.f. 8th April, 2021)
3.	Dr. Rajib Kumar Mishra	Whole-time Director (w.e.f 24th February, 2015)

b) Non-whole time directors

1.	Ms. Sushama Nath	(w.e.f. 20th December 2017)
2.	Ms. Bharti Prasad	(ceased w.e.f. 20th December 2020)
3.	Shri Rakesh Kacker	(Ceased w.e.f. 21st January 2022)
4.	Shri Jayant Purushottam Gokhale	(w.e.f. 16th March 2017)
5.	Shri Devendra Swaroop Saksena	(w.e.f. 30th July 2018)
6.	Dr. Atmanand	(ceased w.e.f. 1st July 2020)
7.	Shri Ramesh Narain Misra	(w.e.f. 7th December 2018)
8.	Shri Subhash S Mundra	(w.e.f. 1st July 2020)
9.	Ms. Preeti Saran	(w.e.f. 2nd August 2020)

c) Chief financial officer and Company secretary

1.	Shri Pankaj Goel	Chief Financial Officer
2.	Shri Rajiv Maheshwari	Company Secretary

iv) Entities having significance influence on the company

1. NTPC Limited.
2. Power Grid Corporation of India Limited.
3. Power Finance Corporation Limited
4. NHPC Limited

v) Other Related Parties:

1. PTC Foundation
2. PTC India Gratuity Trust

B) **Transactions with the related parties are as follows:**

(₹ in crore)

Name of Related Party	Influence	Nature of Transaction	Year ending 31.03.2022	Year ending 31.03.2021
NTPC Limited	Entities having significance influence on the company	Director sitting fees for its nominee directors	0.06	0.05
NTPC Limited	Entities having significance influence on the company	Dividend paid by the Company	9.00	9.00
Power Grid Corporation of India Limited	Entities having significance influence on the company	Director sitting fees for its nominee directors	0.07	0.05
Power Grid Corporation of India Limited	Entities having significance influence on the company	Dividend paid by the Company	9.00	9.00
Power Grid Corporation of India Limited	Entities having significance influence on the company	Services received (wheeling charges)	0.05	0.09
Power Finance Corporation Limited	Entities having significance influence on the company	Director sitting fees for its nominee directors	0.10	0.03
Power Finance Corporation Limited	Entities having significance influence on the company	Dividend paid by the Company	9.00	9.00
NHPC Limited	Entities having significance influence on the company	Director sitting fees for its nominee directors	0.06	0.02
NHPC Limited	Entities having significance influence on the company	Advance received against disinvestment in equity	4.19	-
NHPC Limited	Entities having significance influence on the company	Dividend paid	9.00	9.00
Shri Subhash S Mundra	Non-whole time directors	Director sitting fee (including GST)	0.07	0.07
Ms. Preeti Saran	Non-whole time directors	Director sitting fee (including GST)	0.13	0.04
Shri Jayant Purushottam Gokhale	Non-whole time directors	Director sitting fee (including GST)	0.15	0.07
Shri Rakesh Kacker	Non-whole time directors	Director sitting fee (including GST)	0.08	0.10
Ms. Sushama Nath	Non-whole time directors	Director sitting fee (including GST)	0.12	0.12
Shri Devendra Swaroop Saksena	Non-whole time directors	Director sitting fee (including GST)	0.11	0.06
Dr. Atmanand	Non-whole time directors	Director sitting fee (including GST)	-	0.01
Shri Ramesh Narain Misra	Non-whole time directors	Director sitting fee (including GST)	0.14	0.05
Ms. Bharti Prasad	Non-whole time directors	Director sitting fee (including GST)	-	0.04
PTC India Financial Services Limited	Subsidiaries	Director sitting fees received	0.18	0.22
PTC India Financial Services Limited	Subsidiaries	Dividend received from subsidiary	-	18.79
PTC India Financial Services Limited	Subsidiaries	Recovery of expenses on behalf of subsidiary	0.32	0.20
PTC Energy Limited	Subsidiaries	Director sitting fees received	0.13	0.08
PTC Energy Limited	Subsidiaries	Recovery of expenses incurred on behalf of subsidiary	0.38	0.84
PTC Energy Limited	Subsidiaries	Recovery of cost of employees on deputation in subsidiary	0.20	0.20
PTC Energy Limited	Subsidiaries	Financial guarantee executed for subsidiary	200.00	-
PTC Energy Limited	Subsidiaries	Financial guarantee fee-Income (including GST)	2.19	-
PTC Energy Limited	Subsidiaries	Lien of FDR against loan take by PEL	25.00	-
PTC Energy Limited	Subsidiaries	Rental income (including GST)	0.03	0.03
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	Associates	Equity investment made in the associate	-	0.0001
PTC Foundation	Controlled Trust	Contribution for CSR (refer note no 48)	5.00	7.99
PTC Foundation	Controlled Trust	Recovery of cost of employees on deputation in Controlled trust	0.66	0.57
PTC Foundation	Controlled Trust	Payment of expenses on behalf of Controlled trust	0.01	0.02
PTC Foundation	Controlled Trust	Rental income (including GST)	0.03	0.04

(₹ in crore)

Compensation to Key management personnel	Influence	Year ending 31.03.2022	Year ending 31.03.2021
Shri Deepak Amitabh	Whole time director		
- Short term employee benefits		1.33	1.61
- Defined benefit plans		-	0.03
- Other long term benefits		(0.06)	0.04
Total Compensation paid		**1.27**	**1.68**
- Dividend paid		0.05	0.06
Dr. Rajib Kumar Mishra			
- Short term employee benefits		1.47	1.26
- Defined benefit plans		0.02	0.06
- Other long term benefits		0.05	0.04
Total Compensation paid		**1.54**	**1.36**
- Dividend paid		0.001	0.001
Shri Ajit Kumar			
- Short term employee benefits		0.41	1.28
- Defined benefit plans		0.01	0.09
- Other long term benefits		-	0.04
Total Compensation paid		**0.42**	**1.41**
- Dividend paid		-	0.001
Shri Pankaj Goel	Chief Financial Officer		
- Short term employee benefits		0.95	0.82
- Defined benefit plans		0.04	0.03
- Other long term benefits		0.05	0.02
Total Compensation paid		**1.04**	**0.87**
- Dividend paid		0.002	0.002
Shri Rajiv Maheshwari	Company Secretary		
- Short term employee benefits		0.88	0.56
- Defined benefit plans		-	-
- Other long term benefits		0.04	(0.01)
Total Compensation paid		**0.92**	**0.55**

Investment Outstanding without provision of impairment for long term investment

(₹ in crore)

Name of the company	Relationship	As at 31.03.2022	As at 31.03.2021
PTC Energy Limited	Subsidiary	654.12	654.12
PTC India Financial Services Limited	Subsidiary	754.77	754.77
Hindustan Power Exchange Limited (Formely known as Pranurja Solutions Limited)	Associate	12.50	12.50
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55

Provision for impairment loss

(₹ in crore)

Name of the company	Relationship	As at 31.03.2022	As at 31.03.2021
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55
PTC Energy Limited	Subsidiary	50.00	50.00

Balance Outstanding

(₹ in crore)

Name of the company	Relationship	Nature	As at 31.03.2022	As at 31.03.2021
PTC Energy Limited	Subsidiary	Balance recoverable	3.15	-
NHPC Limited	Significance influence	Advance received against disinvestment in equity	4.19	-

Terms and conditions of transactions with the related parties

(a) Transactions with the related parties are made on normal commercial terms and conditions and at market rates.

(b) The Company is deputing its employees to Subsidiaries as per the terms and conditions agreed between the companies, which are similar to those applicable for deputation of employees to other companies and institutions. The cost incurred by the company towards superannuation and employee benefits are recovered from these companies.

(c) Outstanding balances of Susbsidiaries and other related parties, if any, at the year-end, are unsecured and interest free and settlement occurs through banking transaction. For the year ended 31 March

2022, the company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2021: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note No.41 - Disclosure as per Ind AS 27 'Separate financial statements'

a) **Investment in Subsidiaries:***

(₹ in crore)

Company Name	**Country of incorporation**	**Proportion of ownership interest (%)**	
		As at 31.03.2022	**As at 31.03.2021**
PTC India Financial Services Limited	India	64.99	64.99
PTC Energy Limited	India	100.00	100.00

b) **Investment in an Associates:***

(₹ in crore)

Company Name	**Country of incorporation**	**Proportion of ownership interest (%)**	
		As at 31.03.2022	**As at 31.03.2021**
Krishna Godavari Power Utilities Limited	India	49.00	49.00
Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Limited)	India	22.62	22.62

* Equity investments in subsidiaries and associate are measured at cost less impairment provision as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

Note No.42 - Earning per equity share

Particulars	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
Opening equity shares	29,60,08,321	29,60,08,321
Equity shares issued during the year	-	-
Closing equity shares	29,60,08,321	29,60,08,321
Weighted average number of equity shares used as denominator for basic / diluted earnings	29,60,08,321	29,60,08,321
Net profit after tax used as numerator (amount in ₹ crore)	424.81	410.25
Basic earnings per share (amount in ₹)	14.35	13.86
Diluted earnings per share (amount in ₹)	14.35	13.86
Face value per share (amount in ₹)	10.00	10.00

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these Financial Statements.

Note No.43 - Disclosure as per Ind AS 36 'Impairment of Assets'

i) The Company had created an impairment provision of ₹ 50.00 Crore against the carrying value of its investment in M/s PTC Energy Limited (PEL) in FY 2020-21 considering the prevailing market conditions. The impairment provision against the carrying value of the investment continues to exist as there is no significant change in the prevailing market conditions considered at the time of creating of the impairment provision last year.

ii) The Company has invested ₹ 37.55 crore as 49% of equity in its associate "Krishna Godavari Power Utilities Limited (KGPUL)" for 60 MW Thermal imported coal based project. The project was 90% completed and further progress on the project was stopped due to paucity of funds. One of the lenders has carried out the valuation of assets of the project and based on the valuation report, the company had recognized an impairment loss of ₹ 37.55 crore in respect of such investment in FY 2015-16. The Company has pledged, in favour of Power Finance Corporation Limited (PFC), 77,77,500 Equity Shares of ₹ 10 each at par out of total shares of 3,75,48,700 held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL. PFC has sought to invoke the said shares and the company consented / given NOC for the same as on June 22, 2018. Debt Recovery Tribunal has issued a notice in February 2022 to KGPUL and others including the Company and PFC. As per the notice, it appears that the Petitioner has filed case for recovery of ₹ 327. 62 Crore. The Company is yet to receive the copy of petition.

Also, refer Note No. 44 for "Reconciliation of impairment loss provisions".

Note No.44 . Financial Risk Management

The Company's principal financial liabilities comprise trade payables, borrowings and other payables including financial obligations. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets are trade & other receivables, current investments and cash and short-term deposits that derive directly from its operations. The Company also holds equity investments in subsidiaries, associate companies and other companies.

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

Risk	**Exposure arising from**	**Measurement**	**Management**
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis Credit ratings	Investment policy for bank deposits, credit limits and letters of credit/ bank guarantee.
Liquidity risk	Other liabilities	Rolling cash flow forecasts	Availability of committed credit lines. Monitoring of receivables and exposure limit
Market risk – foreign currency risk	- Future commercial transactions - Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	Foreign currency risk management policy. Hedging mechanism
Market risk – Equity price risk	Investments in equity securities	Sensitivity analysis. IRR expectation	invested as per strategic decisions made by the Board. Nominee in the board of investee company
Market risk – net asset value	Investments in mutual funds	Sensitivity analysis	Investment limits, performance ratings etc.

Risk management framework

The Company's activities make risk an integral and unavoidable component of business. The company manages risks in a proactive and effective manner and has taken adequate measures to address such concerns by developing adequate systems and practices.

In order to institutionalize the risk management process in the Company, there is a Risk Management Group (RMG) and an elaborate Risk Management Policy (RMP) has been formulated.

Governance Framework

The Governance framework of the Risk Management process is constituted by three layers of authority:

i) Board of Directors, Risk Management Committee and Audit Committee

ii) Executive Management Team

iii) Functional Head(s)

The process of escalation to and monitoring of risks by the three layers in the Governance framework is built around the following key facilitating roles. A cross functional team approach has been followed to establish a workable and business focused risk management process in the PTC Group.

i) Chief Risk Officer (reporting to Risk Management Committee)

ii) Risk Owners (typically Vice President level functionaries reporting to Functional Heads)

iii) Risk Monitors

Roles and Responsibilities

Board, Risk Management Committee and Audit Committee: Terms of reference of Risk Management Committee shall, inter-alia, include the following:

(i) To formulate, review and monitor risk management policy;

(ii) To implement, monitor and review the risk management framework, the risk management plan and related matters; and

(iii) Any other matter as the Audit Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Chief Risk Officer (CRO): The CRO provides inputs and insights in the establishment, monitoring and structuring risk management process and further monitor its compliance in accordance with relevant provisions of the policy. CRO coordinates between the Risk Management Committee and Executive Management Team to establish an advance / proactive risk reporting system, based on ethical principles, so that risks are understood in a simple and transparent manner.

Executive Management Team: The CEO, Whole Time Directors and other Functional heads of respective Business Units / Functions constitute the Executive Management Team. By virtue of their roles, they are the best equipped to have knowledge and understanding of their respective business functions. Hence, they constitute the first layer of risk review and escalation by risk owners.

Risk Owners: Risk Owners have been delegated the ownership of risks. The Risk Owner is typically an officer of a sufficiently experienced level like Vice President / Sr. Vice President. The risk owner's responsibilities are guided in accordance with the relevant sections of the Risk Management Policy.

Risk Management Group: Members of the Risk Management Group, supporting the CRO, monitor effective implementation and compliance of the risk management policy. They coordinate among various managerial levels of PTC and the Group Companies to establish processes and ensure smooth and timely flow of information.

Risk Monitors: Risk monitors in each Business Unit constitute a cross functional team that works closely to engage in the deployment of an active risk management process that permeates the group. A Risk Monitor a) takes up new risks for discussion b) helps evolve risk responses and c) works as an extended arm of Risk Management Group in the unit / function in managing and reporting risks.

The RMG meets every quarter or as needed. Risks are regularly monitored through reporting of key performance indicators and tools like Risk Matrix at transaction level. Outcomes/exceptions and aggregate level reports are submitted for information of the Board of Directors.

Group Exposures on Common customers: Constituted for consultation of senior management of PTC and group companies on exposures to common customers.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, investment in debt securities, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

The company has Risk Governance System. To determine whether operations are within the risk appetite of the organisation at any given time, the following parameters are reported to the appropriate layer of the Risk Governance system, and in particular to the Board of Directors and Audit Committee periodically:-

For Marketing – a) Short Term: List of all open positions and periods involved in each such position; this is reported on a periodic basis to ensure timely corrective action in case of exigency.

b) Long-Term: List of all agreements where take-or-pay liability was taken by PTC and periods involved in each such position; this is reported on atleast a periodic basis to ensure timely corrective action in case of exigency.

Trade receivables

The company primarily sells electricity to bulk customers comprising mainly state power utilities owned by State Governments generally with security mechanism in the form of Letters of Credit. The company has no experience of significant impairment losses in respect of trade receivables in the past years.

For purchase of power through Power Exchange(s), for clients other than state owned power utilities, the company either takes payments from the parties on advance basis or ensures security mechanism in the form of Bank Guarantee/ Letter of Credits. Transactions with state owned power utilities are generally made without security mechanism, however transactions being with state owned power utilities, the risk is insignificant.

Investments in marketable securities

The company invests in marketable securities to churn its short term working capital funds.

The Board of directors has established an investment policy by taking into account liquidity risk as well as credit risk. The investment policy prescribes guidelines for investible funds on fulfillment of certain conditions i.e. investment in AMC who invest as per SEBI Guidelines, limit of investment in single AMC, performance rating etc. The Company's treasury department operates in line with such policy. The treasury department actively monitors the return rate and maturity period of the investments. The Company has not experienced any significant impairment losses in respect of any of the investments.

Loans & advances

The Company has given open access advances and security deposits. There is insignificant risk in case of open access advances paid on account of state owned power utilities. In case of open access advances are paid on account of generators, the Company generally takes irrevocable undertaking from the generators to adjust the amounts against their running accounts in case of default. The company has no experience of significant impairment losses in respect of open access advances in the past years.

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 868.59 crore (31 March 2021: ₹ 416.09 crore). The cash and cash equivalents are held with banks with high credit ratings.

Deposits with banks and financial institutions

The Company held deposits with banks and financial institutions of ₹ 27.00 Crore (31 March 2021: ₹ NIL crore). In order to manage the risk, the Company makes these deposit with high credit rating as per investment policy of the company.

(i) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
Non-current investments	1,573.43	1,563.17
Non-current loans	0.48	0.64
Current investments	204.24	394.22
Cash and cash equivalents	868.59	416.09
Other bank balances	29.36	2.00
Current loans	0.30	0.24
Other current financial assets	26.98	13.29
	2,703.38	**2,389.65**
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
Trade receivables	6,739.22	5,836.43
Total	**6,739.22**	**5,836.43**

(ii) Provision for expected credit losses

(a) Financial assets for which loss allowance is measured using 12 month expected credit losses

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, loss allowance for impairment has been recognised as disclosed later in this note under "Reconciliation of impairment loss provisions".

(b) Financial assets for which loss allowance is measured using life time expected credit losses

The company has customers (State government utilities) with sufficient capacity to meet the obligations and therefore the risk of default is negligible or low. Further, management believes that the unimpaired overdue amounts are still collectible in full, based on historical payment behavior. However, the management has made provision for expected impairment loss for the parties identified on case to case basis.

(iii) Trade receivables ageing schedule

March 2022

(₹ in crore)

Particulars	Outstanding for following periods					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4,209.25	991.06	476.88	106.10	233.50	6,016.79
Undisputed Trade Receivables – credit impaired	-	-	-	-	4.77	4.77
Disputed Trade Receivables– considered good	9.05	90.73	87.55	111.97	423.13	722.43
Disputed Trade Receivables – credit impaired	-	-	0.04	0.39	26.15	26.58
Total	**4,218.30**	**1,081.79**	**564.47**	**218.46**	**687.55**	**6,770.57**
Impairment allowance for doubtful trade receivables						31.35
Total trade receivables						**6,739.22**

March 2021

(₹ in crore)

Particulars	Outstanding for following periods					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4,001.42	760.61	194.97	115.77	182.05	5,254.82
Undisputed Trade Receivables – credit impaired	-	-	-	-	4.69	4.69
Disputed Trade Receivables– considered good	22.63	23.78	118.71	75.16	341.33	581.61
Disputed Trade Receivables – credit impaired	-	-	-	0.63	25.97	26.60
Total	**4,024.05**	**784.39**	**313.68**	**191.56**	**554.04**	**5,867.72**
Impairment allowance for doubtful trade receivables						31.29
Total trade receivables						**5,836.43**

Trade receivables include ₹ 222.75 Crore (Previous year ₹ 376.16 crore) of bill of exchange drawn on state utilities (customers) and discounted with banks based on arrangements between Company, banks and state utilities. Further, the interest amounting to ₹ 10.67 Crore (Previous year ₹ 17.88 Crore) paid to bank under bill of exchange arrangements has been reimbursed by utilities.

(iv) Reconciliation of impairment loss provisions

The movement in the allowance for impairment in respect of financial assets during the year was as follows:

(₹ in crore)

Particulars	Investments	Trade receivables	Advances	Total
Balance as at 31 March 2020	**37.55**	**26.30**	**2.93**	**66.78**
Impairment loss recognised	50.00	4.99	13.43	68.42
Balance as at 31 March, 2021	**87.55**	**31.29**	**16.36**	**135.20**
Impairment loss recognised	-	7.50	5.31	12.81
Amounts utilized	-	7.44	0.26	7.70
Balance as at 31 March, 2022	**87.55**	**31.35**	**21.41**	**140.31**

The Company believes that, apart from the above, no impairment allowance is necessary in respect of any other assets.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has an appropriate liquidity risk management framework for the management of short, medium and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate cash reserves/banking facilities/ reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company's treasury department is responsible for managing the short term and long term liquidity requirements of the Company. Short term liquidity situation is reviewed daily by Treasury. The Board of directors has established an investment policy by taking into account liquidity risk as well as credit risk. The Company's treasury department operates in line with such policy. Long term liquidity position is reviewed by the Board of Directors and appropriate decisions are taken according to the situation.

Commercial department monitors the company's net liquidity position by monitoring the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables.

Typically the Company ensures that it has sufficient cash on demand to meet expected operational expenses and payments to trade payables including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Cash credit	393.15	390.84
Short term loans	277.25	653.00
Total	**670.40**	**1,043.84**

Total fund based borrowing facilities approved by Board is up to ₹ 2000 crore (Previous year ₹ 2000 crore).

(ii) Maturities of financial liabilities

The following are the contractual maturities of financial liabilities, based on contractual cash flows:

March 31, 2022

(₹ in crore)

Contractual maturities of financial liabilities	Contractual cash flows					
	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	Total
Financial liabilities						
Finance lease obligations (Refer Note No. 38)	0.05	0.16	0.25	0.90	0.71	**2.07**
Rupee loans from banks (including commercial papers)	705.20	524.40	-	-	-	**1,229.60**
Trade and other payables	4,317.04		-	-	-	**4,317.04**

March 31, 2021

(₹ in crore)

Contractual maturities of financial liabilities	Contractual cash flows					
	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	Total
Financial liabilities						
Finance lease obligations (Refer Note No. 38)	-	-	-	-	0.71	**0.71**
Rupee loans from banks (including commercial papers)	788.94	167.22	-	-	-	**956.16**
Trade and other payables	3,649.18		-	-	-	**3,649.18**

(iii) Trade payable ageing schedule

March 2022

(₹ in crore)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	2,682.57	428.67	117.39	370.24	**3,598.87**
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	85.71	80.30	112.22	413.70	**691.93**
Total	**2,768.28**	**508.97**	**229.61**	**783.94**	**4,290.80**

March 2021

(₹ in crore)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	2,171.44	471.06	239.29	169.58	**3,051.37**
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	46.90	123.63	68.52	334.05	**573.10**
Total	**2,218.34**	**594.69**	**307.81**	**503.63**	**3,624.47**

Market risk

Market risk is the risk that changes in market prices that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of directors is responsible for setting up of policies and procedures to manage market risks of the Company.

Currency risk

The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates.

At present, the company has a Forex Risk Management Policy for hedging of foreign currency risk.

The currency profile of financial assets/liabilities in USD as at the reporting date are as below:

Particulars	AS at 31.03.2022	As at 31.03.2021
	(₹ in crore)	
Financial assets		
Trade and other receivables	12.72	41.80
Trade and other payable (₹ in crore)	**12.44**	**41.34**

Sensitivity analysis

A strengthening of the Indian Rupee, as indicated below, against the USD at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the company considered to be reasonably possible at the end of the reporting period. The analysis is performed on the same basis for previous year as indicated below:

(₹ in crore)

Effect in ₹ in crore	Profit or loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement in USD - receivables				
March 31, 2022	0.63	(0.63)	0.47	(0.47)
March 31, 2021	2.09	(2.09)	1.56	(1.56)
5% movement in USD - payable				
March 31, 2022	(0.62)	0.62	(0.46)	0.46
March 31, 2021	(2.09)	2.09	(1.56)	1.56

The company has certain transactions in foreign currency where exposure is mainly passed on the counter parties.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in net asset value (NAV) of the financial instruments held.

The Company's price risk is mainly generated with fair value in respect of the investments held in mutual funds. Investments primarily include investment in liquid debt based mutual fund units with high credit-ratings assigned by credit-rating agencies and are managed by asset management companies.

The carrying amount of the Company's investments in mutual funds designated as at fair value through profit or loss at the end of the reporting period are as follows:

(₹ in crore)

Particulars	AS at 31.03.2022	As at 31.03.2021
Investments in mutual funds	200.05	390.03

Price risk sensitivity analysis

The following table details the Company's sensitivity to a 1% increase and decrease in the NAV of investments held. The sensitivity analysis includes only outstanding investments and adjusts their position at the period end for a 1% change in NAV. A positive number below indicates an increase in profit or equity where NAV increases by 1%. For a 1% weakening in NAV, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Every 1% increase / decrease in the NAV of investments, will affect the Company's profit before tax as given in below table:

(₹ in crore)

Effect in ₹ in crore	Profit or loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
1% movement in NAV - Mutual Funds				
March 31, 2022	2.00	(2.00)	1.50	(1.50)
March 31, 2021	3.90	(3.90)	2.92	(2.92)

In Company's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk and price risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest rate risk

The company's fixed rate instruments are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ in crore)

Particulars	31.3.2022	31.03.2021
Financial Liabilities:		
Rupee loans from banks (including commercial papers)	1,229.60	956.16
Finance lease obligations	2.07	0.71
Total	**1,231.67**	**956.87**

Note No 45. Fair Value Measurements

(a) Financial instruments by category

(₹ in crore)

Particulars	As at 31 March 2022			As at 31 March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
- Equity instruments	-	206.23	1,371.39	-	195.97	1,371.39
- Mutual funds	200.05	-	-	390.03	-	-
Trade Receivables	-	-	6,739.22	-	-	5,836.43
Cash and cash equivalents	-	-	868.59	-	-	416.09
Other bank balances	-	-	29.36	-	-	2.00
Loans	-	-	0.78	-	-	0.88
Other financial assets	-	-	26.98	-	-	13.29
Total	200.05	206.23	9,036.32	390.03	195.97	7,640.08

(₹ in crore)

Particulars	As at 31 March 2022			As at 31 March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial liabilities						
Rupee loans from banks (including commercial paper)	-	-	1,229.60	-	-	956.16
Finance lease obligations	-	-	2.07	-	-	0.71
Trade payables	-	-	4,290.80	-	-	3,624.47
Other financial liabilities	-	-	26.03	-	-	24.71
	-	-	**5,548.50**	-	-	**4,606.05**

(b) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(₹ in crore)

Financial assets and liabilities measured at fair value- recurring fair value measurement As at 31.03.2022	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	206.23	206.23
Investments in mutual funds	-	200.05	-	200.05
Total	-	**200.05**	**206.23**	**406.28**

(₹ in crore)

Financial assets and liabilities measured at fair value- recurring fair value measurement As at 31.03.2021	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	195.97	195.97
Investments in mutual funds	-	390.03	-	390.03
Total	-	**390.03**	**195.97**	**586.00**

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes investments in quoted equity instruments. Quoted equity instruments are valued using quoted prices at stock exchanges.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. This level includes mutual funds which are valued using the closing NAV.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unquoted equity instruments included in level 3.

There have been no transfers in either direction for the years ended 31 March 2022 and 31 March 2021.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices

- the fair value of the remaining financial instruments is determined using discounted cash flow/net adjusted asset value/ book value analysis/ NAV.

C) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, loans, other bank balances, Investment (other than investment in subsidiaries, associates and joint ventures accounted at the cost in accordance with Ind AS 27 'Separate Financial Statements'), other financial assets, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

The carrying values for finance lease receivables, if any, approximates the fair value as these are periodically evaluated based on credit worthiness of customer and allowance for estimated losses is recorded based on this evaluation.

The fair values for lease obligation were calculated based on cash flows discounted using a discount rate. The carrying amount of finance lease obligations approximate its fair value.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note No.46 - Capital Management & Gearing Ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, raise debts or issue new shares.

The Company's capital management is intended to create value for shareholders by facilitating the meeting of its long-term and short-term goals. Its Capital structure consists of net debt and total equity. The Company monitors Gearing Ratio, which is total net debt divided by total equity. The objective for managing capital are being achieved by the way of maintaining an optimal gearing ratio as given in the below table.

(₹ in crore)

Particulars	As at	
	31.3.2022	**31.03.2021**
Debt	1,229.60	956.16
Cash and bank balance	897.95	418.09
Net debt	**331.65**	**538.07**
Total equity	3,914.91	3,702.14
Net debt to equity ratio	8%	15%

Note No. 47 Disclosure as required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A. Loans and advances in the nature of loans:

1. To Subsidiary Companies & Associates : NIL
2. To Firms/companies in which directors are interested : NIL

B. Investment by the loanee (as detailed above) in the shares of PTC : NIL

Note No. 48 Corporate social responsibilities expenses (CSR)

i) As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The CSR funds are utilized during the year on the activities which are specified in Schedule VII of the Companies Act, 2013 as per CSR policy of the Company:

ii) Details of CSR expenditure

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
A. Amount required to be spent during the year	**9.40**	**7.99**
B. Amount of expenditure incurred-		
- (a) Construction/ acquisition of any asset	-	-
- (b) On purposes other than (i) above	4.55	7.99
C. Unspent CSR balance to be used for approved ongoing projects. (refer note no. viii)	**4.85**	-

iii)	Reason for shortfall,	Pertains to ongoing projects	NA
iv)	Nature of CSR activities	Promoting education, Empowering girls through education, healthcare including preventing health care, sanitation, environment sustainability and rural development projects	Promoting education, Empowering girls through education, healthcare including preventing health care, sanitation, environment sustainability and rural development projects
v)	Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure. (refer note no. viii below)	5.00	7.99
vi)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	NA	NA

vii) **Amount spent during the year ended 31 March 2022:**

(₹ in crore)

Particulars	In cash	Yet to be paid in cash	Total
- (i) Construction/ acquisition of any asset	-	-	-
- (ii) On purposes other than (i) above	**4.55**	-	**4.55**

Amount spent during the year ended 31 March 2021:

(₹ in crore)

Particulars	In cash	Yet to be paid in cash	Total
- (i) Construction/ acquisition of any asset	-	-	-
- (ii) On purposes other than (i) above	**7.99**	-	**7.99**

viii) Unspent CSR amount at the year end pursuant to the ongoing projects has been transferred within 30 days from the end of FY 2021-22 to the Unspent Corporate Social Responsibility Account in a Scheduled Bank and such amount shall be spent by the Company in pursuance of its obligations as per the Corporate Social Responsibility Policy. The details of unspent amount transferred to Separate A/c is as under:-

Amount transferred by the Company	₹ 4.40 Crore
Amount transferred by controlled trust	₹ 0.45 Crore
Total	**₹ 4.85 Crore**

Note No. 49: Ind AS 115 Revenue from Contracts with Customers

Disaggregation of revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Type of goods or service		
Sale of electricity	15,114.76	16,469.42
Revenue from power supply of agency nature	24.27	15.34
Consultancy Services	39.75	29.39
Surcharge on sale of power	452.61	449.14
Total Revenue from contracts with customers	**15,631.39**	**16,963.29**
Geographical markets		
India	15,334.38	16,318.53
Outside India	297.01	644.76
Total Revenue from contracts with customers	**15,631.39**	**16,963.29**
Timing of revenue recognition		
Power transferred at a point in time	15,139.03	16,484.76
Services transferred/ surcharge over time	**492.36**	**478.53**
Total Revenue from contracts with customers	**15,631.39**	**16,963.29**

Contract Balances

(₹ in crore)

Particulars	As at 31.3.2022	As at 31.03.2021
Trade receivables	6,739.22	5,836.43
Contract Liabilities (Advance received from customers)	51.22	62.64

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Revenue as per contracted price	15,709.46	17,021.02
Adjustments		
Rebate availed by customers	78.07	57.73
Revenue from contracts with customers	**15,631.39**	**16,963.29**

Performance obligation

Information about the Company's performance obligations are summarised below:

i) **Sale of Power**

The performance obligation is satisfied upon delivery of power and payment is generally due within 30 to 60 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

ii) **Rendering of Service**

The performance obligation is satisfied over-time and payment is generally due upon completion of stage of service and acceptance of the customer. In some contracts, short-term advances are required before the consultancy is provided.

iii) **Transactions identified as of agency nature**

There are contracts with customers where the company acts in accordance with timely instruction of the customer and bids at Exchange platform in accordance with the procedures laid down by the Exchange. The performance obligation is satisfied and payment is due upon delivery of power to the customer.

Note No. 50 - Other information

a) The company is engaged in the business of power which in context of Ind AS 108- "Operating Segments", is considered as the operating segment of the company.

b) Expenditure in foreign currency (on accrual basis)

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Travelling	0.02	-
Consultancy	0.88	1.92
Training & development	0.10	-
Total	**1.00**	**1.92**

c) Income earned in foreign exchange

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Sale	218.00	577.74
Consultancy	0.48	-
Total	**218.48**	**577.74**

d) Some of the balances of trade payables, trade receivables and advances are subject to confirmation/ reconciliation. Adjustment, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.

e) Dividend paid to non- resident shareholders:

Number of shareholders	2,226	2,210	2,275	2,267
Number of shares held	74,13,122	75,35,890	79,24,070	53,18,025
Dividend remitted (₹ in crore)	1.48	4.14	1.58	2.92
Nature of Share	Interim	Final	Interim	Final
Year to which it relates	2021-22	2020-21	2020-21	2019-20

f) (i) In accordance with the accounting policy, the surcharge recoverable on late/ non-payment of dues by customers is recognized when no significant uncertainty as to measurability or collectability exists. Correspondingly surcharge liabilities on late/ non-payments to the suppliers, in view of the matching concept, is not being recognized in the accounts. The estimated liability in this regard, however is lower than the company's claims from its customers.

(ii) During the year, the company has recognized surcharge of ₹ 452.61 crore (previous year, ₹ 449.14 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 102.14 crore (previous year, ₹ 182.18 crore) paid/payable to suppliers has been included in "Operating expenses".

g) Amount in the financial statements are presented in ₹ crore (upto two decimals) except for per share data and as other-wise stated.

h) The Company and its subsidiary (PTC India Financial Services Limited) had signed an agreement in March, 2017 for acquisition of land (share of 50% each) situated at Greater Noida Expressway, Noida, Uttar Pradesh to be used for construction of office building of PTC Group. Accordingly, the Company deposited its share (50%) of the transfer charges of ₹ 10.26 Crores with Yamuna Expressway Industrial Development Authority (YEIDA) for transfer of the land. Subsequently, YEIDA cancelled the approval for transfer and forfeited the transfer charges deposited, citing the reason as delay in registration, however, the delay was not attributable to the Company. The Company has filed an appeal before Principal Secretary, Urban Development, Government of UP as per directions of Allahabad High Court for retrieving the forfeited amount.

Presently, the matter is pending before Principal Secretary, Government of UP. As the Company had cancelled the land deal, as a matter of abundant caution, a provision against the amount deposited with YEIDA was created in the last year i.e. FY 2020-21.

i **Movements in provision for litigation**

(₹ in crore)

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Carrying amount at the beginning of the year	0.74	1.12
Additions during the year	17.50	-
Amounts used during the year	-	0.38
Carrying amount at the end of the year	**18.24**	**0.74**

j) The Company is engaged principally in the business of trading of electricity, which is an essential service as emphasized by the Ministry of Power, Government of India.

The Company has considered all possible factors of the Covid-19 pandemic (including its ongoing wave) and their impact relating to its business environment. Based on current estimates, the Company expects that the carrying amount of its assets will not deteriorate and will be recoverable in full. However, the assessment of the pandemic's impact is a continuing process, given the uncertainties associated with its nature, occurrences and duration.

The longer term outcomes and impact of the Covid-19 pandemic on the Company's business in subsequent periods is also dependent on overall economic conditions as they evolve. The Management will continue to monitor any material changes to future economic conditions and the impacts thereof on the Company, if any.

k) On January 19, 2022, three independent directors of PTC India Financial Services Ltd (PFS), a subsidiary of the Company, resigned mentioning lapses in governance and compliance. Since then RBI, SEBI and ROC have reached out to PFS with their queries regarding the allegations made by the then its independent directors and directed it to submit its response against such allegations. SEBI also directed PFS to submit its Action Taken Report (ATR), together with its response against such allegations.

On January 24, 2022, SEBI also directed the Company to examine the allegations and come-up with its conclusion. On January 27, 2022, the Company informed SEBI that its Board of Directors has re-constituted a Risk Management Committee (RMC) to examine the allegations and submit its report to the Company's Board. RMC of the Company submitted its report to the Company's Board and the Company's Board reviewed the same in its meeting dated May 31, 2022.

l) Regulation 33(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires that if a listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results to stock exchanges. PFS vide its letter dated May 30, 2022 informed the stock exchanges that it shall publish the financial results for the quarter and financial year ended 31st March, 2022 on completion of the forensic audit at the earliest. Therefore, the Company could not prepare the annual consolidated financial results due to non-availability of annual audited financial results of PFS.

As the completion of audit of PFS may take time, the Company is publishing and submitting to stock exchanges its annual standalone financial results. To ensure complete compliance of Regulation 33(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it would publish and submit to stock exchanges its annual consolidated financial results after the financial results of PFS is received.

m) **Additional Information**

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

The Company has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961.

The Company has not done any transaction with Struck off Companies during the year ended 31st March 2022.

The title deed of immovable prosperities of the Company are held in the name of the Company.

The Company is not declared wilful defaulter by any bank or financial institution of any other lenders.

n). **Ratios**

The following are the analytical ratios for the year ended 31.03.2022 and 31.03.2021.

S. No.	Ratios	Numerator	Denominator	AS on		Change
				31.03.2022	31.03.2021	%
1	Current Ratio	Current assets	Current liabilities	1.41	1.44	(2.04%)
2	Return on equity	Profit after tax	Average shareholders' equity	11.15%	11.37%	(1.91%)
3	Debt Equity Ratio	Total Debt (including lease liabilities)	Shareholders' equity	0.31	0.26	21.72%
4	Debt Service coverage ratio*	Earnings available for debt service #	Debt service (including lease liabilities) to be served in a year	0.40	0.53	(23.44%)
5	Trade receivables turnover ratio**	Sales of electricity (including sale of electricity of agency nature and other operating income)	Average trade receivable	5.46	4.25	28.24%
6	Trade payable turnover ratio***	Purchase of electricity (including purchase of electricity of agency nature and expenses excluding non-cash expenses)	Average trade payable	8.49	6.57	29.24%
7	Net capital turnover ratio	Sales of electricity (including sale of electricity of agency nature)	Working Capital	14.79	12.94	14.28%

S. No.	Ratios	Numerator	Denominator	AS on		Change
				31.03.2022	31.03.2021	%
8	Net profit ratio	Profit after tax	Sales of electricity (including sale of electricity of agency nature)	0.0124	0.0153	(18.94%)
9	Return on capital employed	Earning before Interest and Tax	Capital Employed##	12%	13%	(7.01%)
10	Return on investment-equity quoted****	Net Return of Investment	Cost of investment	0.00%	2.49%	(100.00%)
10A	Return on investment-equity unquoted	Net Return of Investment	Cost of investment	0.00%	0.00%	-
10B	Return on investment-FDR & Mutual Fund	Net Return of Investment	Cost of investment	3.09%	3.34%	(7.55%)

Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax

* decease in Debt Service coverage ratio is on account of using more fund based limits from banks for working capital requirements to cater revenue growth.

** increase is total receivable turnover ratio is on account of revenue growth and improved liquidation position of the Discoms

*** increase is total payable turnover ratio is on account of higher purchases in accordance with revenue growth and is in line with total receivable turnover ratio.

**** decrease in return on investment-equity quoted is on account of not receiving any dividend from subsidiary company.

o). Disclosure required under Section 22 of Micro, Small and Medium Enterprise Development Act, 2006:-

(₹ in crore)

	Particulars	As at 31.03.2022	As at 31.03.2021
i.	Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act.	-	-
	- Principal	-	-
	- Interest	-	-
ii.	Amount of interest paid by the Parent Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
iv.	The amount of interest accrued and remaining unpaid	-	-
v.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006	-	-

p). The figures for the corresponding previous years have been re-grouped/ reclassified, wherever necessary, to make them comparable.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Date : July 05, 2022
Place : New Delhi

For and on behalf of the Board of Directors

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Whole-time Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PTC INDIA LIMITED

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying Consolidated Financial Statements of **PTC INDIA LIMITED** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the Consolidated Balance Sheet as at **March 31, 2022,** the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

2. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2022, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

3. The accompanying Consolidated Financial Statements include the financial statements of PTC India Financial Services Limited ("PFS"), whose separate financial statements reflect total assets of ₹ 9,516.33 Crores as on March 31, 2022, total revenue of ₹ 924.69 Crores, total net profit/ (loss) after tax of ₹ 129.98 Crores, total comprehensive income/ (loss) of ₹ 139.31 Crores and net cash inflows/ (outflows) of ₹ (–) 151.40 Crores for the year ended March 31, 2022.

   The Independent Auditors of PFS have given a Qualified Opinion on the separate financial statements of PFS for the year ended March 31, 2022 vide their report dated November 16, 2022. The basis for Qualified Opinion described by the Independent Auditors of PFS is as under:

   "On January 19, 2022, three independent directors of the Company resigned mentioning lapses in governance and compliance. The Company, basis directions of the Audit Committee in its meeting held on April 26, 2022, appointed an independent firm (the "Forensic Auditor"), vide engagement letter dated July 19, 2022, to undertake a forensic audit in relation to the allegations raised by the former independent directors.

   On November 4, 2022, the Forensic auditor submitted its final report to the Company which included, in addition to other observations, instances of modification of critical sanction terms post sanction approval from the Board, non–compliance with pre–disbursement conditions, disbursements made for clearing overdues (evergreening), disproportionate disbursement of funds and delayed presentation of critical information to the Board. The Company's management has appointed a professional services firm (the "External Consultant") to assist the management in responding to such observations and subsequently, also obtained a legal opinion contesting certain matters with respect to the contents, including matters highlighted as evergreening in the Forensic audit report, and approach adopted by the Forensic Auditor. Accordingly, the management, has rebutted the observations made by the Forensic auditor and has confirmed that, in their view, there is no additional impact on the Company's financial statements for the year ended March 31, 2022 and that there are no indications of any fraud or suspected fraud. The Company has uploaded the Forensic audit report, management's responses, report from external consultant and legal opinion, on the website of stock exchanges.

   In the adjourned audit committee meeting held on November 13, 2022, the committee considered the Forensic audit report and management's responses thereon and accepted the findings in the report, by majority but with dissent of two directors out of five directors. We have been informed about the discussions held in the meeting and reasons for dissent expressed by two directors as set out in the Company' communication to us dated November 15, 2022, as attached in Annexure–A accompanying our report.

   In the board meeting held on November 13, 2022, the board of directors of the Company (with the absence of Chairperson of the Audit Committee in the meeting, who recorded a dissent on the matters being discussed in his absence) considered the forensic audit report, management's responses, report of external consultant and legal opinions. We have been informed about the observations and views expressed in the meeting as set out in the Company's communication to us dated November 16, 2022, as attached in Annexure–B accompanying our report.

   Due to resignation of the former independent directors, the Company has not complied with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub–committees of the Board, timely conduct of their meetings and filing of annual and quarterly results with respective authorities. The Company intends to file for condonation of delay for non–compliance of such provisions with respective authorities. The Company has also not finalized the minutes of audit committee meetings held since November 9, 2021, which results in non–compliance with applicable provisions. (Refer Note 57 (l) (iii) of the Consolidated Financial Statements)

   In light of the constraints and limitations highlighted by the Forensic auditor while preparing the Forensic audit report and as also noted by the Audit Committee, several concerns raised therein as described in the second paragraph above (including observations around evergreening) and lack of specific procedures and conclusions thereon, divergent views among directors regarding forensic audit report (as further detailed in Annexure A and B, accompanying our report), we are unable to satisfy ourselves in relation to the extent of forensic audit procedures and conclusion thereon, including remediation of the additional concerns raised therein.

   Considering the above and indeterminate impact of potential fines and/ or penalties due to non–compliance of various provisions as mentioned above, we are unable to obtain sufficient and appropriate audit evidence to determine the extent of adjustments, if any, that may be required to the Consolidated Financial Statements for the year ended March 31, 2022."

   Considering the above, we are unable to determine and comment on the extent of adjustments, if any, that may be required to these Consolidated Financial Statements for the year ended March 31, 2022 on account of, inter alia, the constraints and limitations highlighted by the Forensic Auditor, read with the lack of specific procedures and conclusions in the forensic audit report as reported by the Independent auditor of PFS and other observations in the forensic audit report including evergreening and disproportionate disbursement of funds etc., divergent views among directors regarding the forensic audit report, and non–compliances with various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act 2013 as amended ("the Act"). Our responsibilities under those Standards are further described in "Auditor's Responsibilities for the Audit of Consolidated Financial Statements" section of our report below. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical

requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on these Consolidated Financial Statements.

Emphasis of Matter

5. We draw your attention to the notes to the Consolidated Financial Statements with regards to the following matters:

    a) The SEBI vide its email dated March 2, 2022, did not accede the PFS' request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Holding Company, PFS appointed four independent directors through circular resolution who have been also the independent directors on the Board of the Holding Company. PFS, basis email from SEBI acknowledging PFS' email which summarized the mode of appointment of these directors through circular resolution and opinion received from external legal firm, believes that there is no non-compliance with SEBI's directions vide its email dated March 2, 2022. (Refer *Note 57 (l) (ii)* of the Consolidated Financial Statements).

    b) PFS had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the PFS' operations. PFS had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. On September 24, 2021, PFS received another notice from ROC u/s 206(4) of the Companies Act, 2013, pursuant to its previous communication in 2017-18 and reference to complaints received by them in 2017-18, seeking further information on certain matters including details about erosion of investments made in associate companies and actions taken by the PFS' management including other details and details about NPA accounts. While PFS responded to this notice on October 22, 2021 and no further intimation from ROC has been received till date, PFS does not expect any action by ROC on this matter. (Refer *Note 57 (o)* of the Consolidated Financial Statements).

    c) In assessing the recoverability of loans and advances, PFS has considered internal and external sources of information (i.e. valuation report from Resolution Professional for loan assets under IBC proceedings or otherwise, one time settlement (OTS) proposal, asset value as per latest available financials of the borrowers with appropriate haircut as per ECL policy). PFS expects to recover the net carrying value of these assets, basis assessment of current facts and ECL methodology which factors in future economic conditions as well. However, the eventual recovery from these loans may be different from those estimated as on the date of approval of these consolidated financial statements. (Refer *Note 57 (m)* of the Consolidated Financial Statements).

    d) As at March 31, 2022, PFS has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High- Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in at least 12 months from the reporting date. (Refer *Note 57 (n)* of the Consolidated Financial Statements).

    e) RBI's officials visited the premises of PFS in February 2022 and reviewed few documents, in context of allegations made by the former independent directors of PFS. The management of PFS has represented that while PFS has satisfactorily responded to queries of officials, no further communication has come from RBI, so far, in this regard. (Refer *Note 57 (l) (i)* of the consolidated financial statements).

Our opinion on these Consolidated Financial Statements is not modified in respect of abovementioned matters.

Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended March 31, 2022. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

7. The below mentioned key audit matters have been reported taking into account such matters, to the extent considered material and relevant for the purpose of Consolidated Financial Statements of the Group and its associates, in respect of one subsidiary where Key Audit Matters have been reported by the statutory auditors in their report on the separate financial statements of that subsidiary. The statutory auditors of other components have not reported any Key Audit Matters in their reports on the separate financial statements of the respective component.

Key Audit Matter	How our audit addressed the matter
Reconciliation and Impairment of Trade Receivables and Assessment of reasonable certainty regarding surcharge income/expenses. The reconciliation and recoverability of trade receivables, the level of provisions for doubtful trade receivable and the assessment of reasonable certainty regarding surcharge income/ expenses involves significant judgements by the management due to customer specific contractual arrangements. The Holding Company determines the reasonable certainty regarding recoverability of surcharge income and corresponding expenses based on historical experience, reconciliation and confirmation of the surcharge income from the parties. Further, the Holding Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions, customer specific contractual arrangements and corresponding amount payable to generator viz a viz amount recoverable from the parties. The Company also considers current and anticipated future economic conditions relating to industry the Company deals with. In calculating expected credit loss, the Company also considers the probability of default in future and estimates of possible effect from the pandemic relating to Covid-19.	**Principal Audit Procedures** In order to assess the recoverability and impairment of trade receivables and testing of management estimates regarding reasonable certainty for surcharge income/expenses, we performed following procedures: • We evaluated the Holding Company's credit control procedures and assessed and validated the ageing profile of trade receivables. • We assessed the pending surcharge income recoverable and corresponding amount payable, ageing and past trend of the recoveries against surcharge by the parties and the status of reconciliation with the parties. • We assessed recoverability on a sample basis by reference to cash received subsequent to year-end, agreement to the terms of the contract in place. • We reviewed the system of reconciliation followed by the management with the State Electricity Utilities. Such reconciliation statements are signed by the holding company and utilities from time to time during every year.

Key Audit Matter	How our audit addressed the matter
	Where there were indicators that trade receivables were unlikely to be collected within contractual payment terms, we assessed the adequacy of the allowance for impairment of trade receivables. To do this: • We assessed the ageing of trade receivables, dispute with customers, the past payment and credit history of the customer. • We evaluated evidence from the legal and external experts' reports on contentious matters. • We assessed the profile of trade receivables and the economic environment applicable to these customers. • We considered the historical accuracy of forecasting the allowance for impairment of trade receivables.
Expected Credit Losses (ECL) model The impairment losses have been determined in accordance with Ind AS 109 Financial Instruments requiring considerable judgement and interpretation in the implementation, which also involved significant judgement by management in measuring the expected credit losses. Key areas of judgment included: a. Determining the criteria for a significant increase in credit risk (‘SICR’) b. Techniques used to determine the Probability of Default (PD) and Loss Given Default (‘LGD’) c. Assumptions used in the expected credit loss model such as the financial condition of the counterparty, expected future cash flows etc.	**Principal Audit Procedures** We assessed the appropriateness of the Company's policy on Expected Credit Loss recognition on financial instruments with reference to the applicable accounting standards and prudential norms laid down by RBI. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing: • We evaluated and tested the design and tested the operating effectiveness of Company's controls over the data used to determine the impairment reserve, internal credit quality assessments, external credit ratings and methodology followed for computation of ECL. • For Expected Credit Losses computed by the management, we performed the following procedures: a. Assessed the reasonableness of assumptions and judgement made by management on model adoption and parameters selection; b. Examined the key data inputs (valuation of collateral, the timing of cash flows and realizations) to the ECL model on a sample basis to assess their accuracy and completeness; c. Evaluated and tested on sample basis the appropriateness of staging including determination of significant increase in credit risk; d. Assessed the Company's methodology for ECL provisioning, Classification and Measurement with the assistance of our internal experts; e. Assessed accuracy and completeness of disclosures made as required by relevant accounting standards.
Impairment of loans to customers Allowance for impairment losses on loans to customers involves significant judgement by management to determine the timing and amount of the asset to be impaired.	**Principal Audit Procedures** We assessed the appropriateness of the Company's impairment review and provisioning policy by comparing with the RBI prudential norms and applicable accounting standards. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing: • We evaluated and tested the design and operating effectiveness of the relevant controls over the impairment assessments and impairment allowance computations for loans and advances to customers. • We tested the management assumptions, estimates and judgements, which could give rise to material misstatement: a. The completeness and timing of recognition of loss events; b. The measurement of provisions for individual instances of loans which is dependent on the valuation of security provided and the collaterals against each loan, the timing of cash flows and realizations; c. We discussed with management and scrutinized the appropriateness of those key assumptions applied in management's impairment assessment and compared them with available external evidence where necessary.

Key Audit Matter	How our audit addressed the matter
	d. The measurement of modelled provisions, which is dependent upon key assumptions relating to probability of default, loss given default and expected future recoveries. e. Performed procedures to obtain comfort on the accuracy of the impairment calculation process through recalculation of the provision charge based on inputs; f. Assessed accuracy and completeness of disclosures made as required by relevant accounting standards
Evaluation of uncertain tax positions for Income taxes The Company has material uncertain tax positions relating to matters under litigation for Income taxes. These matters involve significant management judgement to determine the possible outcome of disputes.	**Principal Audit Procedures** We obtained details of completed income tax assessments during the year ended March 31, 2022 from the management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provisions and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions relating to Income taxes. Additionally, we considered the effect of new information in respect of uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

8. The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

9. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

10. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available, and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

11. When we read the other information as stated above and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

12. The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated change in equity and consolidated cash flows of the Group and its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with companies (Indian Accounting Standard) Rules, 2015, as amended, from time to time.

13. The respective Board of Directors of the companies included in the Group and of its associates are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

14. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

15. The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

16. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

17. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its associate companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

18. Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

19. We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

20. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

21. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

22. We did not audit the financial statements of two subsidiaries included in the Consolidated Financial Statements, whose separate financial statements reflect total assets of ₹ 11,682.17 Crores as at March 31, 2022, total revenue of ₹ 1,225.01 Crores, total net profit/(loss) after tax of ₹ 129.76 Crores, total comprehensive income/(loss) of ₹ 139.07 Crores and the net cash inflows/ (outflows) of ₹ (-) 144.87 Crores for the year ended March 31, 2022 as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include group's share of net profit/ (loss) after tax of ₹ (-) 0.70 Crores and total comprehensive income/ (loss) of ₹ (-) 0.70 Crores for the year ended March 31, 2022, as considered in Consolidated Financial Statements in respect of one associate company, whose separate financial statements have not been audited by us. These separate financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph above.

23. We draw your attention to Note 53 of the Consolidated Financial Statements, which sets out the position regarding four associates (R.S. India Wind Energy Private Limited, Varam Bio Energy Private Limited, Krishna Godavari Power Utilities Limited and R.S. India Global Energy Limited) of the Group for which neither audited nor management accounts for the year ended March 31, 2022 were available with the Group for consolidation purposes. However, since the Group had already fully provided for diminution in investments held in these associates in prior years and the Group does not have any further obligation over and above the cost of investments, in view of the management there is no impact thereof on these Consolidated Financial Statements.

24. Our opinion on Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

25. As required by the Companies (Auditor's Report) Order,2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-C, a statement on the matter specified in paragraph 3(xxi) of CARO 2020.

26. As required by Section 143(3) of the Act, based on our audit of the Holding Company and on the consideration of report of other auditors on separate financial statements and on the other financial information of subsidiaries and associate, as noted in Para 22 of 'Other Matters' section above, (in the absence of availability of audit reports of the four associates referred to in Para 23 of 'Other Matters' section above), we report, to the extent applicable, that:

    (a) We/ the other auditors whose report we have relied upon have sought and, except for the matters described in 'Basis for Qualified Opinion' section of our report, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the Consolidated Financial Statements.

    (b) Except for the possible effects of the matters described in 'Basis for Qualified Opinion' section of our report, in our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books and report of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

(d) Except for the possible effects of matters described in 'Basis for Qualified Opinion' section of our report, in our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) Except for the possible impact of the matters described in 'Basis for Qualified Opinion" section of our report, we did not come across any matters that may have an adverse effect on the functioning of the Holding Company and its subsidiaries and associates.

(f) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory Auditors of its subsidiary and associate companies incorporated in India, none of the directors of the companies included in the Group and incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

(g) The qualifications relating to maintenance of accounts and other matters connected therewith are as stated in the "Basis of Qualified Opinion" section of our report.

(h) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the companies included in the Group and its associates, incorporated in India, refer to our separate report in **Annexure-D**.

(i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and based on the consideration of reports of other auditors of the subsidiaries and associates, the managerial remuneration paid/ provided by the Holding Company, its subsidiaries and associates, incorporated in India, to their directors during the year is in accordance with the provisions of section 197 of the Act.

(j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates. Refer Note No. 13 (c) and Note 40 to the Consolidated Financial Statements.

ii) Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies, incorporated in India during the year ended March 31, 2022.

iv) a) The respective managements of the Holding Company, subsidiaries and associates, which are companies incorporated in India and whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any such subsidiary and associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any such subsidiary and associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective Managements of the Company and its subsidiaries and associate companies which are companies incorporated in India and whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries and associate companies respectively that, to the best of their knowledge and belief, no funds have been received by the Company or any of such subsidiaries and associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries and associate companies shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries and associates which are companies incorporated in India and whose financial statements have been audited under the Act, except for the matters described in the Basis of Qualified Opinion section above, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.

v) The dividend declared or paid by the Holding Company during the year is in accordance with Section 123 of the Companies Act, 2013.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Sd/-
Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955BDZWDQ1846

Place: Noida
Date: November 24, 2022

Annexure A

1. **Resolution as agreed by (adjourned) Audit Committee in meeting dated: 13th November, 2022 and confirmed by all members.**

"It is noted that the Forensic Auditor has given his findings in the Final Forensic Audit Report submitted by him on 4th November 2022. It is also noted that the forensic auditor has concluded that the findings as given by him in the draft report are not significantly altered by the explanations given by the management. The Audit Committee discussed these findings in reasonable detail and noted that the audit committee can go into even further detail in giving its observations on the forensic audit report. However as emphasized repeatedly by the management, considering the urgency of adoption of the annual accounts for the year ended March 22, it is felt that the significant and salient aspects of the forensic audit report have been brought out in the discussion and also the statutory auditor, who was present as an invitee during this discussion has taken note of these observations and examined the report of the forensic auditor in complete detail. Therefore, at this stage, the audit committee decides not to go into a further detailed discussion of the contents of the forensic audit report, its findings and conclusions in light of the priorities mentioned by the management. Accordingly, the audit committee takes on record Final Forensic Audit Report submitted by CNK & Associates LLP and thanks them for their services. After this discussion it was resolved that:-

The audit committee accepts findings of the forensic auditor as given in the Final Forensic Audit Report. The committee recommends them to the Board for appropriate follow up action. The Committee notes the constraints and scope limitations operating on the forensic auditor, which find mention in the Forensic Audit Report and that but for such limitations the forensic auditor would probably have been able to give even more specific findings. The Committee has also taken note of the responses given by the management. The Committee also notes that an external agency was appointed by the management to act as advisors to the management in responding to the findings given by the forensic auditor. It is noted that the views expressed by the said advisors contain many reservations, disclaimers and limitations. Some of the salient disclaimers are mentioned in the email dt 8th Oct 22 sent by the Chairman of the Committee to the board members. It is seen that the advisors state that they have relied on the justification provided by the management; and it is possible that there are factual inaccuracies where we have not been provided with the complete picture/information/documentation on a particular matter by the process owners. In turn the management states that it has relied upon the consultant's findings to prepare their response to the forensic audit report. The audit committee therefore has given limited weightage to the recommendations of the consultant. The committee also notes that the statutory auditor assures that all significant aspects of the forensic audit report have been taken into consideration by them and further, that these aspects have been taken into consideration in auditing the financial results for the year ended March 22, and that appropriate modifications based on these findings have been suitably incorporated in their reports.

The above resolution was proposed by the Chairman (D1) and approved of by D4 & D5.

D2 expressed his dissent stating that in addition to the other points as mentioned by him during the course of discussions, he did not agree with the concept of evergreening as interpreted / applied by the forensic auditor. He also felt that the forensic auditor had been selective in the presentation of certain facts and also, he was not in agreement with the findings given by the forensic auditor in regard to Shri Ratnesh and related matters. He was not in agreement with scope limitation or constraints mentioned by Forensic Auditor. The Forensic Auditor has not done weekly discussions with the management as stipulated in the engagement letter, which is legally binding on him. He also pointed out that the limitations mentioned in the Advisor's Report should be read in full, not selectively and the limitations as expressed are as per generally accepted norms.

D3 recorded his dissent on the basis of numerous issues mentioned by him in the course of earlier discussion including all the points specifically stated by D2. Further, Advisors has clarified that the facts mentioned in their note were based on independent review of supporting documents in relation to reply submitted by PFS. Thus, it was their independent assessment.

Basis the above, the Resolution was adopted and passed with a majority of 3 against 2 dissents."

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

Sd/-
(Dr. Pawan Singh)
MD&CEO
PTC India Financial Services Ltd.

Sd/-
(Mohit Seth)
Acting CS
PTC India Financial Services Ltd.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Sd/-
Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955BDZWDQ1846

Place: Noida
Date: November 24, 2022

Annexure B

2. **Resolution as agreed by Board Meeting dated: 13th November, 2022 and confirmed by all members present in the meeting (except one Director –Audit committee chairman who was not present in the meeting)**

   The Board considered the forensic audit report of CNK along with management replies, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and Former Director (Finance) of PFC. The Board noted that the Audit Committee considered the forensic audit report of CNK on 11, 12 and 13th Nov and accepted the report by majority (3:2). The Board deliberated the report and observed that;

   i. CNK report is that CNK has not identified any event having material impact on the financials of the Company. Hence not quantified.

   ii. CNK has not identified any instance of fraud and diversion of funds by the company.

   iii. Procedural / operational issues identified by CNK needs to dealt with expeditiously.

   iv. The Issue related to Mr. Ratnesh has already been examined by RMC committee of PTC (Holding Company) and approved by Board of PTC India. The report is already submitted to the regulators.

   The Company has already complied by SEBI (LODR) by submitting the same to Stock Exchanges along with management comments and E&Y remarks. The management is directed to submit the report of Forensic Audit with management comments, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and former Director (Finance) of PFC and this Board resolution to SEBI.

   The Board is of the view that recommendation of E&Y may be obtained by management to strengthen the business processes & operational issues and submit to the Board at the earliest.

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

Sd/-
(Mohit Seth)
Acting CS
PTC India Financial Services Ltd.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Sd/-
Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955BDZWDQ1846

Place: Noida
Date: November 24, 2022

Annexure C as referred to in paragraph 25 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the Consolidated Financial Statements of PTC India Limited

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

Name of Company	Relationship	Date of auditor's report	Para number in the CARO report
PTC India Financial Services Limited	Subsidiary	November 16, 2022	(iii)(b), (iii)(c), (iii)(d), (vii)(b), (xi)(a), (xi)(b), (xi)(c), (xiii), (xviii), (xix)

"Annexure D" as referred to in paragraph 26(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the Consolidated Financial Statements of PTC India Limited

Report on the Internal Financial Controls under Clause (i) of Sub–section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Consolidated Financial Statements of PTC India Limited ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, as of March 31, 2022 in conjunction with our audit of the Consolidated Financial Statements of the Group and its associates for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company's and its subsidiaries and associates which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on, "the internal control over financial reporting criteria established by the holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our report under Section 143(3)(i) of the Act include the information of the Holding Company and its two subsidiary companies and one associate in respect of the adequacy and operating effectiveness of the internal financial controls over financial reporting. It did not contain such information in respect of the four associate companies for which no corresponding reports of the auditors have been obtained. However, for the purpose of Consolidated financial statements, the group has fully provided for diminution in value of net investment in these associates. The group does not have any further obligation over and above the cost of investments, in view of the management there is no impact thereof on these Consolidated Financial Statements.

Our opinion is not modified in respect of the above matter.

Basis for Qualified Opinion

The Independent Auditors of PFS have given a Qualified Opinion on the separate financial statements of PFS for the year ended March 31, 2022 vide their report dated November 16, 2022. The basis for Qualified Opinion described by the Independent Auditors of PFS is as under:

"According to the information and explanations given to us and based on our audit, we draw your attention to the following:

1. *Matters described in the Basis of Qualified Opinion section of our main report including matters relating to divergent views among directors regarding forensic audit report, constraints and limitations highlighted by the forensic auditor while preparing the forensic audit report as also noted by the Audit Committee, several concerns raised therein (including the observations around evergreening) and lack of specific procedures and conclusions thereon, and*

2. *The Board, at its meeting held on November 13, 2022, gave certain directions to expeditiously address the operational issues identified by the forensic auditor, including on obtaining recommendations from the External Consultant for strengthening the business processes and operational issues (as fully detailed in Annexure B). We understand that these steps are yet to be taken by the management.*

   Pending conclusion of these matters, we are unable to determine their impact on the design and operating effectiveness of internal financial controls over financial reporting, including entity level controls, as at March 31, 2022."

Considering the above, we are unable to determine if the Group and its associate has established adequate internal financial controls over financial reporting and whether such controls were operating effectively as at March 31, 2022 on account of, inter alia, the constraints and limitations highlighted by the Forensic Auditor, lack of specific procedures and conclusions in the forensic audit report as reported by the independent auditor of PFS, observations in the forensic audit report including evergreening and disproportionate disbursement of funds etc., divergent views among directors regarding the forensic audit report, non–compliances with various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to Consolidated Financial Statements, such that there is a reasonable possibility that a material misstatement of the group's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified Opinion

In our opinion, except for the possible effects of the matters described in the Basis for qualified opinion above on the achievement of the objectives of the control criteria, the group and its associates, has maintained, in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as of March 31, 2022, based on the internal control with reference to Consolidated Financial Statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

We have considered the above in determining the nature, timing, and extent of audit tests applied in our audit of the Consolidated Financial Statements of the Group and its associates for the year ended March 31, 2022, and it affects our opinion on the Consolidated Financial Statements of the Group and its associates for the year ended on that date and we have issued a qualified opinion on the Consolidated Financial Statements.

For T R Chadha & Co LLP
Chartered Accountants
Firm's Registration No. 006711N/N500028

Sd/–
Hitesh Garg
Partner
Membership No. 502955
UDIN: 22502955BDZWDQ1846

Place: Noida
Date: November 24, 2022

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022

(₹ in crore)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
ASSETS			
Non–current assets			
Property, plant and equipment	2	1,683.35	1,775.07
Right–of–use asset	3	8.18	10.58
Other intangible assets	4	1.44	1.64
Financial assets			
Investments in associates	5	11.68	12.38
Other investments	6	552.07	565.08
Loans	7	5,920.26	7,386.63
Other financial assets	8	6.75	12.28
Deferred tax assets (net)	9	11.23	52.81
Income tax assets (net)	10	104.61	262.04
Other non–current assets	11	11.84	22.51
Total non–current assets		8,311.41	10,101.02
Current assets			
Financial assets			
Investments	12	204.24	394.22
Trade receivables	13	7,185.51	6,189.69
Cash and cash equivalents	14	1,246.72	939.09
Bank balances other than cash and cash equivalents	15	712.55	441.63
Loans	16	0.30	0.24
Other financial assets	17	2,143.81	2,489.83
Other current assets	18	77.41	112.18
Total current assets		11,570.54	10,566.88
TOTAL ASSETS		19,881.95	20,667.90
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	296.01	296.01
Other equity	20	4,427.46	4,124.00
Total equity attributable to owners of the parent		**4,723.47**	**4,420.01**
Non–controlling interests		792.16	741.61
Total equity		5,515.63	5,161.62
Liabilities			
Non–current liabilities			
Financial liabilities			
Borrowings	21	6,061.08	7,699.67
Lease Liabilities	22	2.21	4.59
Other financial liabilities	23	9.55	27.19
Provisions	24	29.27	12.24
Total non–current liabilities		6,102.11	7,743.69
Current liabilities			
Financial liabilities			
Borrowings	25	3,703.37	3,770.10
Lease liabilities	26	4.34	4.54
Trade payables	27		
– total outstanding dues of micro enterprises and small enterprises		0.02	0.14
– total outstanding dues of creditors other than micro enterprises and small enterprises		4,327.07	3,652.03
Other financial liabilities	28	153.55	243.31
Other current liabilities	29	75.31	91.42
Provisions	30	0.55	1.05
Total current liabilities		8,264.21	7,762.59
TOTAL EQUITY AND LIABILITIES		19,881.95	20,667.90

Significant accounting policies 1

The accompanying notes form an integral part of these Consolidated financial statements.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

For and on behalf of the Board of Directors of PTC India Limited

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

Date : November 24, 2022
Place : Noida

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in crore)

Particulars	Note No.	For the year ended 31.03.2022	For the year ended 31.03.2021
Revenue			
Revenue from operations	31	16,856.39	18,345.50
Other income	32	23.38	28.16
Total revenue		**16,879.77**	**18,373.66**
Expenses			
Purchases	33	14,784.91	16,052.86
Operating expenses	34	153.02	222.50
Employee benefit expenses	35	74.71	65.40
Finance costs	36	751.47	918.98
Impairment on financial instruments	37	167.86	231.84
Depreciation and amortization expense	2, 3 & 4	101.32	100.01
Other expenses	38	101.02	82.78
Total expenses		**16,134.31**	**17,674.37**
Profit before exceptional items, Share of Profit/(Loss) of Associates and Tax		**745.46**	**699.29**
Exceptional items	39	-	(20.65)
Profit Before Share of Profit/(Loss) of Associates and Tax		**745.46**	**678.64**
Share of Profit!(Loss) of Associates		(0.70)	(0.08)
Profit Before Tax		**744.76**	**678.56**
Tax expense			
-Current tax		153.04	176.16
-Deferred tax (net)		40.05	44.78
Total tax expense		**193.09**	**220.94**
Profit for the year		**551.67**	**457.62**
Other comprehensive income			
Items that will not be reclassified to profit or loss (net of tax)			
Remeasurements of post-employment benefit obligations		0.14	0.73
Deferred tax on post-employment benefit obligations		(0.03)	(0.18)
Equity instruments remeaured through other comprehensive income		22.47	(6.46)
Deferred tax charge/ (benefit) relating to FVTOCI to equity investment		(1.18)	1.18
Current tax charge/ (benefit) relating to FVTOCI to equity investment		(3.07)	
Items that will be reclassified to profit or loss			
Change in cash flow hedge reserve		1.29	(0.75)
Deferred tax relating to cash flow hedge reserve		(0.32)	(0.37)
Other comprehensive income / (loss) for the year (net of tax)		**19.30**	**(5.85)**
Total comprehensive income / (loss) for the year		**570.97**	**451.77**
Profit is attributable to:			
Owners of the parent		506.16	448.66
Non-controlling interests		45.51	8.96
Other comprehensive income is attributable to:			
Owners of the parent		16.03	(3.55)
Non-controlling interests		3.27	(2.30)
Total comprehensive income is attributable to:			
Owners of the parent		522.19	445.11
Non-controlling interests		48.78	6.66
Earnings per equity share (face value of equity share of ₹ 10 each)	41		
(1) Basic (₹)		17.10	15.16
(2) Diluted (₹)		17.10	15.16

Significant accounting policies 1

The accompanying notes form an integral part of these Consolidated financial statements.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Date : November 24, 2022
Place : Noida

For and on behalf of the Board of Directors of PTC India Limited

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

STATEMENT OF CHANGES IN EQUITY

(A) Equity share capital

(₹ in crore)

Particulars	As at 31 March 2022		As at 31 March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	29,60,08,321	296.01	29,60,08,321	296.01
Changes in equity share capital during the year	–	–	–	–
Balance at the end of the reporting period	29,60,08,321	296.01	29,60,08,321	296.01

(B) Other equity

(₹ in crore)

Particulars	Attributable to the equity holders of the parent													Non-controlling interests	Total
	Reserves & Surplus									Items of Other comprehensive income			Total equity attributable to owners of the parent		
	Securities premium account	Share option outstanding account	General reserve	Retained earnings	Impairment reserve	Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)	Special reserve (in terms of Section 36(1)(viii) of the Income tax Act, 1961)	Foreign currency monetary items translation difference account	Contingency reserve	FVOCI – Equity investment reserve	Cash Flow Hedge Reserve	Re-measurements of the net defined benefit plans			
Balance as at 31 March 2020	**1,649.47**	**0.12**	**759.57**	**1,270.73**	**37.49**	**227.87**	**193.02**	**(14.76)**	**1.05**	**(229.55)**	**(2.43)**	**(1.14)**	**3,891.44**	**739.97**	**4,631.41**
Profit for the year	–	–	–	448.66	–	–	–	–	–	–	–	–	448.66	8.96	457.62
Other comprehensive income/(loss) for the year	–	–	–						–	(3.33)	(0.73)	0.51	(3.55)	(2.30)	(5.85)
Total comprehensive income for the year	–	–	–	**448.66**	–	–	–	–	–	**(3.33)**	**(0.73)**	**0.51**	**445.11**	**6.66**	**451.77**
Transactions with owners in their capacity as owners:															
Add: Remeasurement of post-employment benefit obligation, net of tax	–	–	–	0.08	–	–	–	–	–	–	–	(0.08)	–	–	–
Cash dividends	–	–	–	(222.01)	–	–	–	–	–	–	–	–	(222.01)	(10.12)	(232.13)
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	–	–	–	(3.33)	–	3.33	–	–	–	–	–	–	–	–	–
Less: Transferred to special reserve u/s 36(1)(vii) of the Income tax Act, 1961	–	–	–	(30.87)	–	–	30.87	–	–	–	–	–	–	–	–
Transfer to impairment reserve	–	–	–	(45.03)	45.03	–	–	–	–	–	–	–	–	–	–
Add/(less): Effect of foreign exchange rate variations during the year (net)	–	–	–	–	–	–	–	**2.66**	–	–	–	–	**2.66**	**1.43**	**4.09**
Add/less: Amortisation for the year		–	–	–	–	–	–	6.80		–	–	–	6.80	3.67	10.47
Transfer to general reserve	–	(0.12)	123.41	(123.29)	–	–	–		–	–	–	–	–	–	–
Balance as at 31 March 2021	**1,649.47**	–	**882.98**	**1,294.94**	**82.52**	**231.20**	**223.89**	**(5.30)**	**1.05**	**(232.88)**	**(3.16)**	**(0.71)**	**4,124.00**	**741.61**	**4,865.61**
Profit for the year	–	–	–	506.16	–	–	–	–	–	–	–	–	506.16	45.51	551.67
Other comprehensive income/(loss) for the year	–	–	–						–	**15.43**	**0.64**	**(0.04)**	**16.03**	**3.27**	**19.30**
Total comprehensive income for the year	–	–	–	**506.16**	–	–	–	–	–	**15.43**	**0.64**	**(0.04)**	**522.19**	**48.78**	**570.97**
Transactions with owners in their capacity as owners:															
Add: Remeasurement of post-employment benefit obligation, net of tax	–	–	–	0.27	–	–	–	–	–	–	–	(0.27)	–	–	–
Cash dividends	–	–	–	(222.01)	–	–	–	–	–	–	–	–	(222.01)	–	(222.01)
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	–	–	–	(16.90)	–	16.90	–	–	–	–	–	–	–	–	–
Transfer to impairment reserve	–	–	–	(95.37)	95.37	–	–	–	–	–	–	–	–	–	–
Add/(less): Effect of foreign exchange rate variations during the year (net)	–	–	–	–	–	–	–	(0.78)	–	–	–	–	(0.78)	(0.42)	(1.20)
Add/less: Amortisation for the year		–	–	–	–	–	–	4.06		–	–	–	4.06	2.19	6.25
Transfer to general reserve	–	–	130.43	(130.43)	–	–	–		–	–	–	–	–	–	–
Balance as at 31 March 2022	**1,649.47**	–	**1,013.41**	**1,336.66**	**177.89**	**248.10**	**223.89**	**(2.02)**	**1.05**	**(217.45)**	**(2.52)**	**(1.02)**	**4,427.46**	**792.16**	**5,219.62**

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Date : November 24, 2022
Place : Noida

For and on behalf of the Board of Directors of PTC India Limited

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Cash flows from operative activities		
Net profit before tax	**744.76**	**678.56**
Adjustments for:		
Depreciation and amortization expense	101.32	100.01
Bad debts/ advances written off	8.38	2.91
Provision already held	(7.70)	-
Liabilities no longer required written back	(1.32)	(8.88)
Share in loss / (profit) of associate	0.70	0.08
Impairment provision on capital advance	-	20.65
(Profit)/Loss on sale of fixed assets	0.02	-
Provision for litigation	17.50	-
Impairment on financial instruments	167.86	231.84
Impairment allowance for doubtful debts / advances	12.81	8.16
Finance costs	751.47	918.98
Interest income	(19.15)	(13.77)
Rental income	(0.13)	(0.04)
Profit on sale of investment (net)	(1.94)	(0.31)
Operating profit before working capital changes	**1,774.58**	**1,938.19**
Adjustments for:		
Loan financing	1,679.56	127.48
(Increase)/ Decrease in trade receivables	(1,004.25)	810.39
Provisions, other current and non-current financial liabilities and other current and non-current liabilities	594.23	(725.78)
Loans, other current and non-current financial assets, other non-current and current assets	4.23	66.75
Cash generated from/(used in) operating activities	**3,048.35**	**2,217.03**
Direct taxes paid (net)	0.86	(108.91)
Net cash generated/(used) from operating activities (A)	**3,049.21**	**2,108.12**
Cash flows investing activities		
Interest received	18.67	14.11
Rent received	0.13	0.04
Purchase of property, plant and equipment and intangible assets	(9.89)	(3.67)
Sale of property, plant and equipment	0.22	0.12
Proceeds from sale of investments/ redemption of security receipts (Net)	-	(161.72)
Capital advance received back	10.00	-
Advance received against investment	4.19	-
Sale/(Purchase) of investments (net)	227.49	(389.72)
Decrease/ (Increase) in bank balances other than cash & cash equivalents	(204.69)	35.98
Net cash generated from/ (used in) investing activities (B)	**46.12**	**(504.86)**
Cash flows from financing activities		
Proceeds from borrowings (Net)	(1,216.20)	(141.46)
Finance lease obligations	(4.89)	(3.87)
Finance costs	(834.43)	(930.31)
Proceeds from debt securities (net)	(510.17)	222.57
Dividend paid	(222.01)	(232.12)
Net cash generated from/(used in) financing activities (C)	**(2,787.70)**	**(1,085.19)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**307.63**	**518.07**
Cash and cash equivalents (opening balance)	**939.09**	**421.02**
Cash and cash equivalents (closing balance)	**1,246.72**	**939.09**

Notes:

1. Cash and cash equivalents include

(₹ in crore)

	As on 31.03.2022	As on 31.03.2021
Cash on hand– Staff Imprest	0.02	0.02
Balance in current accounts	1,246.70	616.92
Deposits (original maturity period upto 3 months)	–	322.15
Cash and cash equivalents at the year end	**1,246.72**	**939.09**

2. The above consolidated cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS)–7 on Statement of cash flows.

3. Figures in bracket indicate cash outflow.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/–
(Hitesh Garg)
Partner
M.No. 502955

Date : November 24, 2022
Place : Noida

For and on behalf of the Board of Directors of PTC India Limited

Sd/–
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/–
(Dr. Rajib Kumar Mishra)
Director
DIN 06836268

Sd/–
(Pankaj Goel)
Chief Financial Officer

Sd/–
(Rajiv Maheshwari)
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (FOR THE YEAR ENDED 31ST MARCH 2022)

Note No. 1:– Group overview and significant accounting policies

1. Group overview

PTC India Limited (the "Company") is a public company domiciled in India and limited by shares (CIN: L40105DL1999PLC099328). The company is incorporated under the provisions of the Companies Act applicable in India. The shares of the Company are publicly traded on the National Stock Exchange of India Limited and BSE Limited. The registered office of the company is located at 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi–110066, India. These consolidated financial statements comprise the Company and its subsidiaries and associates (referred to collectively as the 'Group') for the year ended March 31, 2022.

The subsidiaries and associates considered in the consolidated financial statements are as under:

Sr. No.	Particulars	Relationship	Percentage of ownership interest		Share of Associates Profit / (Loss) included in Consolidated Statement of Profit and Loss Account (₹ in crore)	
			As on 31.03.2022	As on 31.03.2021	As on 31.03.2022	As on 31.03.2022
1	PTC India Financial Services Limited (PFSL)	Subsidiary	64.99%	64.99%	NA	NA
2	PTC Energy Ltd (PEL)	Subsidiary	100%	100%	NA	NA
3	Pranurja Solutions Limited	Associate	22.62%	49.02%	(0.70)	(0.08)
4	Krishna Godavari Power Utilities Limited*	Associate	49%	49%	-	-
5	RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited)*	Associate	37%	37%	-	-
6	Varam Bio Energy Private Limited*	Associate	26%	26%	-	-
7	RS India Global Energy Limited*	Associate	48%	48%	-	-

* Financial statements for the year 2021–22 of these associates were not made available for consolidation.

The Group is principally engaged in trading/ generation of power and providing total financing solutions to the energy value chain which includes investing in equity or extending debt to power projects in generation, transmission, distribution, fuel resources and fuel related infrastructure.

PTC India Limited holds Category I license from Central Electricity Regulatory Commission (CERC), the highest category with permission to trade unlimited volumes and its subsidiary

Its subsidiary PTC India Financial Services Limited ("PFSL") is a registered Non–banking finance company (NBFC) with Reserve Bank of India (RBI) and has been awarded the Infrastructure Finance Company (IFC) status by RBI. PFSL is set up with an objective to provide total financing solutions to the energy value chain which includes investing in equity or extending debt to power projects in generation, transmission, distribution, fuel resources and fuel related infrastructure.

Its subsidiary PTC Energy Limited (PEL)is set up with an objective to develop asset base taking into its sphere the business of generation, supply, distribution, transmission and dealing in all forms of energy including import and export of coal, conversion of coal/ fuels in to electricity, fuel linkages and provide advisory services in energy sector and energy efficiency.

The consolidated financial statements were authorized for issue in accordance with a resolution of the directors on 22 November, 2022.

2.1 Basis of preparation of consolidated financial statements

(i) Statement of Compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), to the extent applicable to these Financial Statements have been prepared and presented on a going concern basis and on the accrual basis of accounting.

(ii) Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer accounting policy regarding financial instruments). The methods used to measure fair values are discussed further in notes to financial statements.

Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is the Group's functional currency. All financial information presented in INR has been rounded to the nearest crore (upto two decimals), except as stated otherwise.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.2 Significant Accounting Polices

A summary of the significant accounting policies applied in the preparation of the consolidated financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the consolidated financial statements.

1. Basis of Consolidation

The financial statements of Subsidiary Companies and Associates are drawn up to the same reporting date as of the Company for the purpose of consolidation.

Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated.

Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests (NCI) in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see below), after initially being recognised at cost.

Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments is tested for impairment in accordance with the policy of impairment.

When the group ceases to equity account for an investment because of a loss of significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2. **Current versus non-current classification.**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. **Foreign Currency**

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition.

The rate that approximates the actual rate at the date of the transaction or the monthly average rate is used for all transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of long term foreign currency monetary items (except derivative financial instruments) existing on 1 April 2015, the Group has carried forward its policy under Previous GAAP to amortize the exchange differences arising on settlement/ restatement on settlement/over the maturity period thereof.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of such items (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

4. **Taxes**

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting period date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current income tax and deferred tax are recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in associates where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in associates where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

5. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be measured reliably.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The Group amortizes cost of computer software over their estimated useful lives of 3 to 5 years using Straight-line method.

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognized.

6. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Group borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Group determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Group which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Group capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

7. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land- 89 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases contracts (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense over the lease term.

8. Impairment of assets other than goodwill

Loan assets

The Group follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarized below:

- Stage 1 includes loan assets that have not had a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date.
- Stage 2 includes loan assets that have had a significant increase in credit risk since initial recognition but that does not have objective evidence of impairment.
- Stage 3 includes loan assets that have objective evidence of impairment at the reporting date.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) – The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Group's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Group expects to be owed at the time of default. For a revolving commitment, the Group includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

The Group considers various factors while considering the recoverability of credit impaired advances. These include nature and value of assets, different resolution channels, interest of potential buyers etc. Considering the typical nature of advances given by the Group, there is significant uncertainty and variability in timing of resolution of these advances. In reference to RBI's prudential norms, the Group does not recognize interest income on these advances on a conservative basis, and the provisioning is considered using current estimate of realization.

Other than loan assets

At the end of each reporting period, the Group reviews the carrying amounts of its assets (including investments in subsidiaries and associates) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

9. Equity investment in associates

Investments representing equity interest in associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

10. Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented net of any reimbursement in the statement of profit and loss.

11. Contingent liabilities and contingent assets

Contingent Liability

Contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events but is not recognised because

i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

A contingent liability is not recognized but disclosed as per requirements of Ind (AS) 37. The related asset is recognized when the realization of income becomes virtually certain.

Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

12. Employee Benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into separate entities and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefits expense in profit or loss in the period during which services are rendered by employees. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. Contributions to a defined contribution plan that are due after more than 12 months after the end of the period in which the employees render the service are discounted to their present value.

The Group pays fixed contribution to Employees' Provident Fund. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss. The Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's liability towards gratuity and post-retirement medical facility. The gratuity is funded by the Group and is managed by separate trust PTC India Gratuity Trust. The Group has Post-Retirement Medical Scheme (PRMS), under which eligible retired employee and the spouse are provided medical facilities and avail treatment as out-patient subject to a ceiling fixed by the Group.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs is recognised and the fair value of any plan assets is deducted. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Group, the recognized asset is limited to the total of any unrecognized past service costs and the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available to the Group if it is realizable during the life of the plan, or on settlement of the plan liabilities. Any actuarial gains or losses are recognized in OCI in the period in which they arise.

Other long-term employee benefits

Benefits under the Group's leave encashment constitute other long term employee benefits.

The Group's obligation in respect of leave encashment is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Group's obligations. The calculation is performed using the projected unit credit method. Any actuarial gains or losses are recognized in profit or loss in the period in which they arise.

Short-term benefits

Short term employee benefits are that are expected to be settled wholly before twelve months after the end of the reporting periods in which the employee rendered the related services.

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Liability in respect of gratuity, leave encashment and provident fund of employees on deputation with the Group are accounted for on the basis of terms and conditions of deputation of the parent organisations.

13. Financial Instruments

Financial assets and financial liabilities are recognized when a Group entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except trade receivables and trade payable which are initially measured at transaction price.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified asunder:-

a) Debt instruments at amortized cost

b) Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

c) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortized cost

A debt instrument is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Debt Instruments at FVTOCI

- Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

    o the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

    o the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  Interest income is recognised in profit or loss for FVTOCI debt instruments.

Debt Instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity Investments at FVTPL or FVTOCI

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of Investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

a) The rights to receive cash flows from the asset have expired, or

b) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through arrangement; and either (i) the Group has transferred substantially all the. risks and rewards of the asset, or (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash-flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure-

- Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables, and/or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and Credit risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss (P&L). This amount is reflected in a separate line in the P&L as an impairment gain or loss.

Provision created as per RBI Prudential Norms is higher than the provision as per expected credit loss model and as per the requirement of the prudential norms the same has been accounted for and disclosed in the notes to the consolidated financial statements.

The balance sheet presentation for various financial instruments is described below:

Financial assets measured as at amortized cost, contract assets and lease held receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortized cost

After initial recognition, Interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Derivative contracts

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit and loss using mark to market information.

Reclassification of financial assets

The Group determines the classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or financial liabilities that are specifically designated at FVTPL. For financial assets, which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

14. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

15. Cash dividend to equity holders

The Group recognizes a liability of dividend to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

16. Hedge Accounting

The Group uses derivative financial instruments to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss. For the purpose of hedge accounting, hedges are classified as cash flow hedges where Group hedges its exposure to variability in cash flows that is attributable to foreign currency risk and interest rate risk associated with recognised liabilities in the financial statements.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they continue to be highly effective throughout the financial reporting periods for which they are designated.

17. Cash Flow Hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Group uses swaps as to hedge its exposure to foreign currency risk and interest rate risk in respect of certain financial liabilities. The ineffective portion relating to such hedging instruments is recognised in other income or expenses. Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised. If the hedging instrument expires or is sold, terminated or exercised, or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the expected future cash flows occur.

18. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. The grant is recognised as "other operating income" under the head revenue from operations in statement of profit and loss as and when the aforesaid conditions are complied.

The Group received government grant in form of Generation Based Incentive i.e. GBI from Indian Renewable Energy Development Authority (IREDA) at the rate of Rs. 0.5 per unit of electricity fed into the grid for a period not less than 4 years and a maximum period of 10 years with a cap of Rs. 100 Lakhs per MW. And the total disbursement in a year shall not exceed Rs. 25 Lakhs per year per MW for the first 4 years.

19. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Cost of inventories is measured on First in and First out (FIFO) basis.

Costs of purchased inventory are determined after deducting rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

20. Property, plant and equipment

Property, plant and equipment (PP&E) are carried in the balance sheet on the basis of at cost of acquisition including incidental costs related to acquisition and installation, net of accumulated depreciation and accumulated impairment losses, if any.

Cost of self constructed asset include the cost of material, direct labour and any other costs directly attributable to bringing the asset to its working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment.

The cost of property, plant and equipment not available for use are disclosed under capital work- in-progress.

Cost of asset includes

(a) Purchase price, net of any trade discount and rebates.

(b) Borrowing cost if capitalization criteria is met.

(c) Cost directly attributable to the acquisition of the assets which incurred in bringing asset to its working condition for the intended use.

(d) Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent the expenditure is directly related to construction or is incidental thereto.

(e) Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Subsequent cost relating to Property, plant and equipment shall be recognised as an asset if:

a) it is probable that future economic benefits associated with the item will flow to the Group; and

b) the cost of the item can be measured reliably.

All other repair and maintenance costs are recognized in profit or loss as incurred.

The Group depreciates property, plant and equipment over their estimated useful lives using written down method except wind mill, leasehold land and lease improvements. The useful lives are at the rates and in the manner provided in Schedule II of the Companies Act, 2013

Category	Useful life
Building	60 years
Plant & Equipment (Wind-mill)	22 years
Furniture and Fixtures	10 years
Vehicles	08 years
Office Equipment	03-06 years
Hand held devices	02 years

The depreciation on Wind Mills has been on Straight Line Method (SLM) at rates worked out based on the useful life and in the manner prescribed in the Schedule II to the Companies Act, 2013.

The Group follows component approach as envisaged in Schedule II to the Companies Act, 2013. The approach involves identification of components of the asset whose cost is significant to the total cost of the asset and have useful life different from the useful life of the remaining assets and in respect of such identified components, useful life is determined separately from the useful life of the main asset.

Depreciation on additions to/deductions from property, plant & equipment during the year is charged on pro-rata basis from/up to the date in which the asset is available for use/disposed.

Advance paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is shown under the head non-financial assets in the balance sheet.

The cost of assets not available for use is disclosed under Capital Work in Progress till the time they are ready for use.

Where the cost of depreciable assets has undergone a change during the year due to increase/decrease in long term liabilities on account of exchange fluctuation, price adjustment, change in duties or similar factors, the unamortized balance of such asset is charged off prospectively over the remaining useful life determined following the applicable accounting policies relating to depreciation/ amortization.

Where it is probable that future economic benefits deriving from the cost incurred will flow to the Group and the cost of the item can be measured reliably, subsequent expenditure on a PPE along-with its unamortized depreciable amount is charged off prospectively over the revised useful life determined by technical assessment.

In circumstance, where a property is abandoned, the cumulative capitalized costs relating to the property are written off in the same period.

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognized.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end and adjusted prospectively, if appropriate.

The Group follows component approach as envisaged in Schedule II to the Companies Act, 2013. The approach involves identification of components of the asset whose cost is significant to the total cost of the asset and have useful life different from the useful life of the remaining assets and in respect of such identified components, useful life is determined separately from the useful life of the main asset.

Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

Asset costing less than Rs. 5000/- is fully depreciated in the year of capitalization.

Derecognition

An item of Property, Plant and Equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

21. Earnings per equity share

In determining basic earnings per share, the Group considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period/year. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period/year are adjusted for the effect of all dilutive potential equity shares.

22. Share based payments

Equity settled transactions

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognize as deferred stock compensation cost and amortized over the vesting period, on a straight line basis. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

23. Revenue Recognition

Group's revenues arise from sale of power, consultancy and other income. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency nature transactions, because it typically controls the goods or services before transferring them to the customer. The specific recognition criteria described below must also be met before revenue is recognised. Revenue from other income comprises interest from banks, employees, etc., dividend from investments in associates and subsidiary companies, dividend from mutual fund investments, surcharge received from customers for delayed payments, other miscellaneous income, etc.

Sale of power

Sale is recognized when the power is delivered by the Group at the delivery point in conformity with the parameters and technical limits and fulfilment of other conditions specified in the Power Sales Agreement. Sale of power is accounted for as per tariff specified in the Power Sales Agreement. The sale of power is accounted for net of all local taxes and duties as may be leviable on sale of electricity for all electricity made available and sold to customers.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of power, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

Rendering of services

The Group provides consultancy services to its customers. The Group recognizes revenue over time, using the output method measuring the completion of different stages of consultancy project relative to the total completion the service, because the customer receives and consumes the benefits provided by the Group over the time.

Revenue from transactions identified as of agency nature

When another party is involved in providing goods or services to the customers, the Group determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. The Group is a principal and records revenue on a gross basis if it controls the promised goods or services before transferring them to the customer. However, the Group is an agent and records revenue on net basis if it does not control the promised goods or services before transferring them to the customer.

Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Fee based income

Fee based incomes are recognised when reasonable right of recovery is established and the revenue can be reliably measured.

The Generation Based Incentive / Subsidy

Generation Based Incentive / Subsidy, from the Indian Renewable Energy Development Agency (IREDA), is recognised on the transfer of power at the rates as notified by the Government.

Surcharge Income

The surcharge on late payment/ non-payment from customers is recognized when:

i) the amount of surcharge can be measured reliably; and

ii) there is no significant uncertainty that the economic benefits associated with the surcharge transaction will flow to the entity.

Interest and processing fee income on loans

Interest and processing fee income is recorded on accrual basis using the effective interest rate (EIR) method in accordance with Ind AS 109. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Fee & Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

Dividends

Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend, provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably.

Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost. Rental Income is included in revenue in the statement of profit and loss.

24. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

25. Operating segments

In accordance with Ind AS 108, the operating segments used to present segment information are identified on the basis of internal reports used by the Group's Management to allocate resources to the segments and assess their performance. The Board of Directors is collectively the Group's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate expenses and income tax expenses.

Revenue directly attributable to the segments is considered as segment revenue. Expenses directly attributable to the segments and common expenses allocated on a reasonable basis are considered as segment expenses.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

Segment assets comprise property, plant and equipment, intangible assets, trade and other receivables, inventories and other assets that can be directly or reasonably allocated to segments.

Segment liabilities include all operating liabilities in respect of a segment and consist principally of trade and other payables, employee benefits and provisions. Segment liabilities do not include equity, income tax liabilities, loans and borrowings and other liabilities and provisions that cannot reasonably be allocated to segments.

2.3 Use of estimates and management judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that may impact the application of accounting policies and the reported value of assets, liabilities, income, expenses and related disclosures concerning the items involved as well as contingent assets and liabilities at the balance sheet date. The estimates and management's judgments are based on previous experience and other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In order to enhance understanding of the financial statements, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is as under:

a) Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

b) Leasehold land in respect of windmills

In respect of Wind Mill Projects involving the leasehold lands, the composite cost of the project is bifurcated between the advance lease rentals for the leasehold lands and the cost of wind mills. Further, in order to classify and account for the cost of lease of land and cost of wind mills, the composite project cost is allocated between the advance lease rentals and the wind mill on the basis of fair values of the leasehold rentals over the project life and the balance amount is taken to be the cost of wind mills.

c) Recoverable amount of property, plant and equipment

The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

d) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

e) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

f) Fair value measurement or financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

g) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

h) Evaluation of indicators for impairment of loans –

The evaluation of applicability of indicators of impairment of loans requires management assessment of several external and internal factors which could result in deterioration of recoverable amount of the loans.

i) Deferred Tax

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

j) Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

k) Leases

Significant judgment is required to apply lease accounting to Ind AS 116 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Group, management has exercised judgment to evaluate the right to use the underlying asset, substance of the transactions including legally enforceable agreements and other significant terms and conditions of the arrangements to conclude whether the arrangement needs the criteria under Appendix C to Ind AS 116.

l) **Assets held for sale**

Significant judgment is required to apply the accounting of non-current assets held for sale under Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. In assessing the applicability, management has exercised judgment to evaluate the availability of the asset for immediate sale, management's commitment for the sale and probability of sale within one year to conclude if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

m) **Business model**

The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortized cost that are derecognized prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

n) **Revenue from contracts with customers**

Interest income on stressed loans involves management estimates and assumptions in determining both timing and expected realization from them.

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:-

Determining method to estimate variable consideration and assessing the constraint

Certain contracts for the sale of electricity give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled. The most likely amount method is used for those contracts with a single volume threshold, while the expected value method is used for contracts with more than one volume threshold.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained and the uncertainty on the variable consideration will be resolved within a short time frame.

Principal versus agent considerations

The Group enters into agreements with its customers for sales of power at power exchanges. Under these contracts, the Group determines that it does not control the goods before they are transferred on the basic that it does not have inventory risk, therefore the Group determines the transactions at exchange are of agency nature.

o) **Fair value measurements**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

p) **Expected credit loss ('ECL')**

The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). PFS makes significant judgements with regard to the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

2.4 Recent accounting pronouncements

Standards issued but not yet effective

Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 01 April 2022.

Note No.2 – Property, plant and equipment

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Land										
–Leasehold improvement	3.46	–	–	3.46	2.82	0.24	–	3.06	0.40	0.64
–Freehold land	18.61	–	–	18.61	–	–	–	–	18.61	18.61
Buildings										
–Buildings	7.73	–	–	7.73	1.91	0.26	–	2.17	5.56	5.82
–Leasehold improvement	0.18	0.06	(0.18)	0.06	0.18	0.02	(0.18)	0.02	0.04	–
Furniture and fixtures	1.89	0.51	(0.05)	2.35	1.42	0.23	(0.03)	1.62	0.73	0.47
Vehicle	1.90	–	–	1.90	0.52	0.42	–	0.94	0.96	1.38
Plant and equipment	2,142.12	–	–	2,142.12	395.85	92.82	–	488.67	1,653.45	1,746.27
Office equipments	7.76	3.81	(0.89)	10.68	5.88	1.87	(0.67)	7.08	3.60	1.88
Total	**2,183.65**	**4.38**	**(1.12)**	**2,186.91**	**408.58**	**95.86**	**(0.88)**	**503.56**	**1,683.35**	**1,775.07**

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Land										
–Leasehold improvement	3.46	–	–	3.46	2.58	0.24	–	2.82	0.64	0.88
–Freehold land	18.61	–	–	18.61	–	–	–	–	18.61	18.61
Buildings										
–Buildings	7.73	–	–	7.73	1.63	0.28	–	1.91	5.82	6.10
–Leasehold improvement	0.18	–	–	0.18	0.18	–	–	0.18	–	–
Furniture and fixtures	1.90	0.02	(0.03)	1.89	1.31	0.14	(0.03)	1.42	0.47	0.59
Vehicle	1.43	0.88	(0.41)	1.90	0.52	0.36	(0.36)	0.52	1.38	0.91
Plant and equipment	2,142.12	–	–	2,142.12	302.90	92.95	–	395.85	1,746.27	1,839.22
Office equipments	6.86	1.33	(0.43)	7.76	5.05	1.21	(0.38)	5.88	1.88	1.81
Total	**2,182.29**	**2.23**	**(0.87)**	**2,183.65**	**314.17**	**95.18**	**(0.77)**	**408.58**	**1,775.07**	**1,868.12**

a) Refer Note No. 40 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

b) Refer note 47 for information on property, plant and equipment pledged as security by the Group.

Note No.3 – Right–of–use asset

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Leasehold land	3.32	–	–	3.32	0.10	0.05	–	0.15	3.17	3.22
Leasehold Building	15.75	2.25	–	18.00	8.39	4.60	–	12.99	5.01	7.36
Total	**19.07**	**2.25**	–	**21.32**	**8.49**	**4.65**	–	**13.14**	**8.18**	**10.58**

Lease of office buildings and land is recognised as right–of–use assets in accordance with Ind AS 116 (Refer Note No. 43)

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Leasehold land	3.32	–	–	3.32	0.05	0.05	–	0.10	3.22	3.27
Building	15.75	–	–	15.75	4.20	4.19	–	8.39	7.36	11.55
Total	**19.07**	–	–	**19.07**	**4.25**	**4.24**	–	**8.49**	**10.58**	**14.82**

Note No.4 – Other intangible assets

As at 31 March 2022

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2021	Additions	Disposals/ adjustments	As at 31.03.2022	As at 01.04.2021	For the year	Disposals/ adjustments	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
Computer software	6.95	0.62	(0.42)	7.15	5.31	0.81	(0.41)	5.71	1.44	1.64
Total	**6.95**	**0.62**	(0.42)	**7.15**	**5.31**	**0.81**	(0.41)	**5.71**	**1.44**	**1.64**

As at 31 March 2021

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2020	Additions	Disposals/ adjustments	As at 31.03.2021	As at 01.04.2020	For the year	Disposals/ adjustments	As at 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer software	5.65	1.41	(0.11)	6.95	4.82	0.59	(0.10)	5.31	1.64	0.83
Total	**5.65**	**1.41**	(0.11)	**6.95**	**4.82**	**0.59**	(0.10)	**5.31**	**1.64**	**0.83**

Note No.5 – Non-current investments in associates

(₹ in crore)

Particulars	Face value ₹	Number of shares/ debentures as at		(₹ in crore) as at	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
Carried at cost less impairment provision					
i) Investment in equity instruments of associates (net of losses)-fully paid up					
Unquoted investments					
– Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Ltd)	1	125,000,000	125,000,000	11.68	12.38
– Krishna Godavari Power Utilities Limited (refer note below)	10	37,548,700	37,548,700	37.55	37.55
Less: Impairment allowance (refer note no. 46)				(37.55)	(37.55)
– R.S. India Wind Energy Private Limited	10	61,121,415	61,121,415	47.37	47.37
Less: Impairment allowance (refer note no. 46)				(47.37)	(47.37)
– RS India Global Energy Limited	10	2,34,02,542	2,34,02,542	22.89	22.89
Less: Impairment allowance (refer note no. 46)				(22.89)	(22.89)
– Varam Bio Energy Private Limited	10	4,390,000	4,390,000	4.39	4.39
Less: Impairment allowance				(4.39)	(4.39)
ii) Investment in fully paid up optionally convertible debentures of associates (OCD) (at cost)					
Unquoted investments					
–Varam Bio Energy Private Limited	50,000	90	90	4.29	4.29
Less: Impairment allowance				(4.29)	(4.29)
Total				**11.68**	**12.38**
Aggregate amount of unquoted investments				**128.17**	**128.87**
Aggregate amount of impairment in the value of investments				**(116.49)**	**(116.49)**

The Parent Company had pledged, in favour of Power Finance Corporation Limited (PFC), 77,77,500 Equity Shares of ₹ 10 each at par held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL. PFC has sought to invoke the said shares and the Parent Company consented / given NOC for the same as on June 22, 2018. Debt Recovery Tribunal has issued a notice in February 2022 to KGPUL and others including the Parent Company and PFC. As per the notice, it appears that the Petitioner has filed case for recovery of ₹ 327. 62 Crore. The Parent Company is yet to receive the copy of petition.

Note No.6 –Financial assets– Other non-current investments

(₹ in crore)

Particulars	Face value ₹	Quantity as at		Amount as at	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
i) Investment in equity instruments– fully paid up–unquoted					
Designated at fair value through other comprehensive income					
– Teesta Urja Limited	10	180,052,223	180,052,223	202.01	191.75
– Athena Energy Ventures Private Limited	10	158,811,849	158,811,849	0.03	0.03
– Patel Engineering Limited	1	–	21,904,762	–	25.63
– East Coast Energy Private Limited	10	133,385,343	133,385,343	–	–
– Athena Chhattisgarh Power Limited	10	39,831,212	39,831,212	–	–
– Prayagraj Power Generation Company Limited	10	12,132,677	12,132,677	–	–
– Adhunik Power and Natural Resources Limited	10	8,180,000	8,180,000	–	–
ii) Investment carried at fair value through profit & loss					
–Investment in security receipts–unquoted					
– Edelweiss Asset Reconstruction Co Ltd–Adhunik Power and Natural Resources Limited.	1000	307,470	307,470	25.72	30.20
– Phoenix ARC Pvt Ltd–Sispara Renewable Pvt Ltd	1000	552,500	552,500	19.72	22.04
– Phoenix ARC Pvt Ltd–RKM Powergen Pvt Ltd	1000	799,000	799,000	72.87	78.62
iii) Investment in optionally convertible debentures (OCD) (at cost)–unquoted					
–Ostro Energy Private Limited	10000000	200	200	233.00	218.24
Less: Allowance for Impairment Loss				(1.28)	(1.43)
Total				**552.07**	**565.08**
Aggregate amount of unquoted investments				**552.07**	**565.08**

Restrictions for disposal of investments held by the Group towards above companies are disclosed in Note 40.

Fair value at initial recognition of investment in other companies is as follows

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
East Coast Energy Private Limited	133.39	133.39
Adhunik Power and Natural Resources Limited	8.19	8.19
Athena Chhattisgarh Power Limited	39.83	39.83
Athena Energy Ventures Private Limited	150.00	150.00
Teesta Urja Limited	180.30	180.30
Patel Engineering Limited *	-	32.38
Total	**511.71**	**544.09**

Investment acquired through invocation of pledge shares(collaterals) has not been recognised as an investment

* 21,904,762 nos. of equity shares of M/s Patel Engineering Limite have been sold during the year.

Category wise investments as per Ind AS 109 Classification

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Financial assets carried at fair value through other comprehensive income	202.04	217.41
Financial assets carried at amortised cost	231.72	216.81
Financial assets carried at fair value through profit & loss	118.31	130.86

Note No.7 - Non-current loans

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured , considered good (carried at amortised cost)		
Loan financing	8,477.13	10,463.69
Less: Impairment on financial instruments	(466.39)	(628.66)
Less: Current maturities transferred to 'other current financial assets' (refer note no. 17)	(2,091.30)	(2,449.42)
Total secured loans	**5,919.44**	**7,385.61**
Unsecured, considered good (carried at amortised cost)		
Loan to employees (including accrued interest)	0.82	1.02
Total unsecured loans	**0.82**	**1.02**
Total loans	**5,920.26**	**7,386.63**

Loans given to employees are measured at amortised cost.

The net carrying amount of loans is considered a reasonable approximation of their fair value.

Refer Note No. 47 and 49 for details

Note No.8 - Non-current assets - Other financial assets

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Security deposit	0.01	0.62
Derivatives assets carried at fair value	6.36	11.28
Entry tax recoverable	0.38	0.38
Total	**6.75**	**12.28**

Note No.9 - Deferred tax assets/ (liabilities)-net

(₹ in crore)

Particulars		As at March 31, 2022	As at March 31, 2021
(a)	**Deferred tax liability on account of timing differences in:-**		
	Difference in book depreciation and tax depreciation	113.63	96.01
	Foreign currency monetary items translation difference account	0.08	1.17
	Special reserve under section 36(1)(viii) of Income-tax Act, 1961	86.71	86.71
	Financial liabilities measured at amortised cost	2.93	8.23
	Sub-total (a)	**203.35**	**192.12**
(b)	**Deferred tax asset arising on account of timing differences in:-**		
	Employee benefits	3.41	3.06
	Impairment on financial instruments	117.47	158.34
	Accrued interest deductible on payment	0.06	0.13
	Provision for diminution in value of unquoted non-current trade investments	1.29	2.51
	Financial assets measured at amortised cost	0.55	10.20
	Unabsorbed depreciation and business losses carried forward	70.28	54.78
	Cash flow hedge reserve	1.31	1.63
	Expenses not allowable for income tax in the current year	4.38	4.38
	Lease liability	0.53	0.29
	Impairment loss on trade receivables/ advances	15.30	9.61
	Sub-total (b)	**214.58**	**244.93**
Net deferred tax (liabilities)/assets (b-a)		**11.23**	**52.81**

a) One of the subsidiary companies i.e. PTC India Financial Services Limited had exercised the option permitted under Section 115BAA of the

Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 in the last FY 2020-21 and accordingly, had recognised current tax for the year ended March 31, 2021. Also, deferred tax assets/liabilities had been remeasured on the basis of the rate prescribed under Section 115BAA and recognised the effect in FY 2020-21.

b) Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing laws.

Movement in deferred tax balances -asset/(liability)

31 March 2022

(₹ in crore)

Particulars	Assets / (Liabilities) 1 April 2021	Recognised in profit or loss Income / (Expenses)	Recognised in OCI Income / (Expenses)	Assets / (Liabilities) 31 March 2022
Difference in book depreciation and tax depreciation	(96.01)	(17.62)	-	**(113.63)**
Foreign currency monetary items translation difference account	(1.17)	1.09	-	**(0.08)**
Special reserve under section 36(1) (viii) of Income-tax Act, 1961	(86.71)	-	-	**(86.71)**
Financial liabilities measured at amortised cost	(8.23)	5.30	-	**(2.93)**
Employee benefits	3.06	0.38	(0.03)	**3.41**
Expenses not allowable for income tax in the current year	4.38	-	-	**4.38**
Lease liability	0.29	0.24	-	**0.53**
Impairment on financial instruments	158.34	(40.87)	-	**117.47**
Accrued interest deductible on payment	0.13	(0.07)	-	**0.06**
Provision for diminution in value of unquoted non-current trade investments	2.51	(0.04)	(1.18)	**1.29**
Unabsorbed depreciation and business losses carried forward	54.78	15.50	-	**70.28**
Cash flow hedge reserve	1.63	-	(0.32)	**1.31**
Financial assets measured at amortised cost	10.20	(9.65)	-	**0.55**
Impairment loss on trade receivables / advances	9.61	5.69	-	**15.30**
Deferred tax asset/(liability)	**52.81**	**(40.05)**	**(1.53)**	**11.23**

31 March 2021

(₹ in crore)

Particulars	Assets / (Liabilities) 1 April 2020	Recognised in profit or loss Income / (Expenses)	Recognised in OCI Income / (Expenses)	Assets / (Liabilities) 31 March 2021
Difference in book depreciation and tax depreciation	(77.64)	(18.37)	-	**(96.01)**
Foreign currency monetary items translation difference account	(6.46)	5.29	-	**(1.17)**
Special reserve under section 36(1) (viii) of Income-tax Act, 1961	(103.79)	17.08	-	**(86.71)**
Financial liabilities measured at amortised cost	(6.63)	(1.60)	-	**(8.23)**
Employee benefits	3.47	(0.23)	(0.18)	**3.06**
Expenses not allowable for income tax in the current year	4.38	-	-	**4.38**
Impairment on financial instruments	171.06	(12.72)	-	**158.34**
Accrued interest deductible on payment	0.29	(0.16)	-	**0.13**
Provision for diminution in value of unquoted non-current trade investments	1.27	0.06	1.18	**2.51**
Lease liability	0.31	(0.02)	-	**0.29**
Unabsorbed depreciation and business losses carried forward	86.81	(32.03)	-	**54.78**
Cash flow hedge reserve	2.00	-	(0.37)	**1.63**
Financial assets measured at amortised cost	14.24	(4.04)	-	**10.20**
Impairment loss on trade receivables / advances	7.65	1.96	-	**9.61**
Deferred tax asset/(liability)	**96.96**	**(44.78)**	**0.63**	**52.81**

Note No.10 - Income tax assets (net)

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Net advance tax (Advance tax less provision for income tax)	78.02	236.63
Taxes paid under protest	26.59	25.41
Total	**104.61**	**262.04**

Note No.11 – Other non–current assets

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advance		
–Unsecured, considered good	0.15	10.26
–Unsecured, considered doubtful	20.65	20.65
Less: Impairment provision on capital advances (refer note no. 57(f))	(20.65)	(20.65)
Total	**0.15**	**10.26**
Advances other than capital advances		
Prepayments	11.53	12.05
Deferred payroll expenditure	0.16	0.20
Total	**11.84**	**22.51**

The deferred payroll expenditure represents benefits accruing to the employees. The same will be amortised on a straight line basis over the remaining period of the loan.

Note No.12 – Current investments

(₹ in crore)

Particulars	Quantity as at		Amount as at	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Investment in mutual funds				
Designated at fair value through profit or loss				
Unquoted investment				
–Nippon India overnight fund–Direct Growth Plan	8,765,325	–	100.03	–
–DSP overnight fund–direct Growth Plan	878,647	–	100.02	–
– Axis overnight fund–Growth	–	873,339	–	95.01
–Aditya Birla sun life overnight fund– Growth	–	628,992	–	70.00
–ICICI prudential overnight fund–Growth	–	5,857,130	–	65.00
–IDFC Overnight fund–Growth	–	592,072	–	65.00
–TATA overnight fund–Growth	–	874,936	–	95.02
Investment in equity instruments– fully paid up–unquoted				
Designated at fair value through other comprehensive income				
– Chenab Valley Power Projects Private Limited–Face value ₹ 10 (refer note below)	4,080,000	4,080,000	4.19	4.19
Total			**204.24**	**394.22**
Aggregate amount of unquoted investments and market value thereof			204.24	394.22

The Parent Company offered to sell its all shares of Chenab Valley Power Projects Private Limited to NHPC Limited (NHPC).

NHPC paid the entire consideration of ₹ 4.19 crores on May 25, 2021 and subsequently, the Parent Company has handed over physical share certificates to NHPC for transfer of shareholding in its name. However, the necessary formalities for such transfer are yet to be completed.

Note No.13 – Trade receivables

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables–unsecured		
– Considered good	7,179.07	6,182.92
– Receivables against Generation based incentive	6.44	6.77
– Receivables credit impaired	31.72	31.66
	7,217.23	**6,221.35**
Less: Impairment allowance for doubtful debts	31.72	31.66
Total trade receivables	**7,185.51**	**6,189.69**

a) All amounts are short term. The net carrying amount of trade receivables is considered a reasonable approximation of their fair value.

b) Trade receivables are hypothecated to the banks for availing the fund based and non– fund based working capital facilities.

c) Trade receivables include an amount of ₹ 16.23 Crore due from Tamil Nadu Electricity Board (TNEB), now TANGEDCO, towards compensation claim. Sole arbitrator gave an Award against the parent company which had been set aside by Single Judge of Madras High Court giving an option to the parent company to invoke the Arbitration afresh to recover its dues. Meanwhile, TNEB filed an Appeal in Madras HC against the order of the single judge and the proceedings are going on. The management assessed that the chances of a decision in favor of the parent company is high as the compensation amount has not been paid by TNEB in terms of the Agreement.

d) Trade receivables include ₹ 222.75 crore (Previous year ₹ 376.16 crore) of bills of exchange drawn on state utilities (customers) and discounted with banks based on arrangements between the Company, banks and state utilities.

e) Also refer note No.55 in respect of the receivables from certain parties

f) Refer note no. 49 for ageing of trade receivables as on 31.03.2022 and 31.03.2021.

g) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note No.14 – Cash and cash equivalents

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Cash on hand– Staff Imprest	0.02	0.02
Balances with banks:–		
– in current accounts (Refer Note (a) below)	1,246.70	616.92
– Deposits with original maturity upto three months (Refer Note (b) below)	–	322.15
Total	**1,246.72**	**939.09**

(a) includes ₹ 35.26 Crore (Previous Year ₹ 24.04 Crore) as hypothecated against the borrowings from respective banks

(b) includes NIL (Previous year ₹ 1.91 Crore) as hypothecated against the borrowings from respective banks

Note No.15 – Other bank balances

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Deposits with original maturity of more than three months (refer note a below)	558.84	346.06
In current account held under Debt Service Reserve Account (DSRA)	–	9.24
Deposits held as margin money (Refer note b and c below)	64.16	63.01
Earmarked balances with banks for		
Unclaimed interest on debentures (refer note d below)	86.60	20.66
Unpaid dividend account balance (refer note d below)	2.95	2.66
Total	**712.55**	**441.63**

(a) includes ₹ 27.00 Crore (Previous Year Nil) earmarked against amount received from a supplier as performance bank guarantee

(b) includes ₹ 1.34 Crore (Previous Year ₹ 3.35 Crore) held under lien.

(c) includes ₹ 62.82 Crore (Previous year ₹ 59.66 Crore) held under Debt Service Reserve Account (DSRA).

(d) There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

Note No.16 – Current loans

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Loans to employees	0.30	0.24
Total loans	**0.30**	**0.24**

Loans and advances due from directors, related parties, KMPs and promoters – NIL.

Note No.17 – Other current financial assets

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Secured, considered good (carried at amortised cost)		
Current maturities of long term loan financing (refer note no. 7)	2,091.30	2,449.42
Unsecured, considered good (carried at amortised cost)		
Security deposits	24.15	13.29
Accrued unbilled revenue for sale of electricity	12.80	16.14
Dividend receivables from subsidiary company		
Accrued unbilled revenue for GBI	1.28	1.61
Derivatives assets carried at fair value through profit and loss	3.72	–
Insurance claim receivable	3.13	7.36
Other receivables	6.74	1.86
Unsecured, considered doubtful		
Security deposits	2.81	2.27
Total	**2,145.93**	**2,491.95**
Less: Provision for impairment	2.12	2.12
Total	**2,143.81**	**2,489.83**

Note No.18 – Other current assets

(₹ in crore)

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Open access advances	16.30	55.87
Prepayments	12.08	14.80
Balances with government authorities	0.41	0.16
Advance to suppliers	21.08	14.13
Other advances *	27.19	27.19
Deferred payroll expenditure	0.03	0.03
Interest accrued but not due on fixed deposit	0.32	-
Unsecured, considered doubtful		
Advance to suppliers	3.72	3.98
Open access advances	5.31	
Gross total	**86.44**	**116.16**
Less: Impairment allowance for doubtful advances to suppliers	9.03	3.98
Total	**77.41**	**112.18**

* includes ₹ 20.48 crore (March 2021, ₹ 20.48 crore) deposited by the parent company with a supplier and ₹ 6.45 crore (March 2021, ₹ 6.45 crore) deposited with Commissioner of customs by the parent company. (refer note no 40)

Note No.19 – Share capital

a) Equity share capital

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Authorised 75,00,00,000 equity shares of ₹10/- each (Previous year 75,00,00,000 equity shares of ₹10/- each)	750.00	750.00
Issued, subscribed and fully paid up 29,60,08,321 equity shares of ₹10/- each (Previous year 29,60,08,321 equity shares of ₹10/- each)	296.01	296.01

b) Reconciliation of shares outstanding at the beginning and at end of the year

Particulars	Shares (Nos.)	
	For the year ended 31.03.2022	For the year ended 31.03.2021
Outstanding at the beginning of the year	296,008,321	296,008,321
Issued during the year	-	-
Outstanding at the end of the year	296,008,321	296,008,321

c) Terms and rights attached to each share.

The Company has only one class of equity shares having a par value ₹10/- per share. The holders of the equity shares are entitled to receive dividends as declared from time to time and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

d) Dividend

(₹ in crore)

Particulars	Paid during the year ended	
	31.03.2022	31.03.2021
(i) Dividend paid and recognized during the year		
Final dividend for the year ended March 31, 2021 of ₹ 5.50 (March 31, 2020: ₹ 5.50) per fully paid share	162.81	162.81
Interim dividend for the year ended March 31, 2022 of ₹ 2.00 (March 31, 2021: ₹ 2.00) per fully paid share	59.20	59.20
(ii) Dividends not recognised at the end of the reporting period		
The Board of Directors has recommended final dividend @ 58% of the face value of ₹ 10 per share (₹ 5.80 per equity share) for the FY 2021-22. Total dividend (including interim dividend) is @ 78 % of the face value of ₹ 10 per share i.e. ₹ 7.80 per equity share.		

e) Details of shareholders holding more than 5% shares in the Company*

Name of the shareholders	As at 31.03.2022		As at 31.03.2021	
	No. of shares	% holding	No. of shares	% holding
Life Insurance Corporation of India Limited*	17,654,072	5.96%	17,654,072	5.96%
Fidelity Group*	28,305,265	9.56%	27,614,670	9.33%

* inclusive of shares held by shareholders through various schemes/its various folios

f) Shareholding of Promoter

Shares held by promoters at the end of the Year

Promoter's Name	As at 31.03.2022		As at 31.03.2021		% Change during the Year
	No. of shares	% holding	No. of shares	% holding	
NTPC Limited	12000000	4.0539%	12000000	4.0539%	NIL
Power Grid Corporation of India Limited	12000000	4.0539%	12000000	4.0539%	NIL
Power Finance Corporation Limited	12000000	4.0539%	12000000	4.0539%	NIL
NHPC Limited	12000000	4.0539%	12000000	4.0539%	NIL
Total	**48000000**	**16.216%**	**48000000**	**16.216%**	

Note No.20 – Other equity

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Securities premium account	1,649.47	1,649.47
General reserve	1,013.41	882.98
Contingency reserve	1.05	1.05
Retained earnings	1,336.66	1,294.94
Impairment Reserve	177.89	82.52
Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)	248.10	231.20
Special reserve (in terms of Section 36(1)(viii) of the Income tax Act, 1961)	223.89	223.89
Foreign currency monetary items translation difference account	(2.02)	(5.30)
Reserve for equity instruments through other comprehensive income-(FVOCI-Equity Investment Reserve)	(217.45)	(232.88)
Cash Flow Hedge Reserve	(2.52)	(3.16)
Other comprehensive income/(loss)	(1.02)	(0.71)
Total	**4,427.46**	**4,124.00**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Reserves & surplus		
(i) **Securities premium account**		
Opening balance and closing balance	1,649.47	1,649.47
Sub total (i)	**1,649.47**	**1,649.47**
(ii) **Share option outstanding account**		
Opening balance and closing balance	-	0.12
Deductions during the year	-	(0.12)
Sub total (ii)	**-**	**-**
(iii) **General reserve**		
Opening balance	882.98	759.57
Add: Transferred from retained earnings	130.43	123.29
Add: Transferred from share option outstanding account	-	0.12
Sub total (iii)	**1,013.41**	**882.98**
(iv) **Contingency reserve**		
Opening balance and closing balance	1.05	1.05
Sub total (iv)	**1.05**	**1.05**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
(v) **Retained earnings**		
Opening balance	1,294.94	1,270.73
Add: Remeasurement of post-employment benefit obligation, net of tax	0.27	0.08
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(16.90)	(3.33)
Less: Transferred to special reserve u/s 36(1)(vii) of the Income tax Act, 1961	-	(30.87)
Less: Transfer to Impairment reserve	(95.37)	(45.03)
Add: Profit for the year	506.16	448.66
Less: Dividend paid	(222.01)	(222.01)
Less: Transfer to general reserve	(130.43)	(123.29)
Sub total (v)	**1,336.66**	**1,294.94**
(vi) **Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)**		
Opening balance	231.20	227.87
Add/(Less): Transferred from Retained Earnings	16.90	3.33
Sub total (vi)	**248.10**	**231.20**
(vii) Special reserve (in terms of Section 36(1)(viii) of the Income tax Act, 1961)		
Opening balance	223.89	193.02
Add/(Less): Transferred from Retained Earnings	-	30.87
Sub total (vii)	**223.89**	**223.89**
(viii) **Foreign currency monetary items translation difference account**		
Opening balance	(5.30)	(14.76)
Add/(Less): Effect of foreign exchange rate variations during the year (net)	(0.78)	2.66
Add/(Less): Amortisation for the year	4.06	6.80
Sub total (viii)	**(2.02)**	**(5.30)**
(ix) **Reserve for equity instruments through other comprehensive income (FVOCI-Equity Investment Reserve)**		
Opening balance	(232.88)	(229.55)
Fair value gain/(loss) on equity investments for the year	18.19	(4.10)
Add/(Less): Tax impact	(2.76)	0.77
Sub total (ix)	**(217.45)**	**(232.88)**

(₹ in crore)

Particulars		As at 31.03.2022	As at 31.03.2021
(x)	**Impairment Reserve**		
	Opening balance	82.52	37.49
	Add: Transferred from Retained Earnings	95.37	45.03
	Sub total (x)	**177.89**	**82.52**
(xi)	**Cash flow hedge reserve**		
	Opening balance	(3.16)	(2.43)
	Add/(Less): MTM of derivatives instruments	0.38	(5.79)
	Add/ (Less): Amount reclassified to profit or loss	0.47	5.30
	Add/(less): Tax impact	(0.21)	(0.24)
	Sub total (xi)	**(2.52)**	**(3.16)**
	Total Reserves & surplus (i) to (xi)	**4,428.48**	**4,124.71**
	Other comprehensive income/(loss)		
	Opening balance	(0.71)	(1.14)
	Add/(Less): during the year	(0.31)	0.43
Total other comprehensive income/(loss)		**(1.02)**	**(0.71)**
Grand Total		**4,427.46**	**4,124.00**

Nature and purpose of reserves:

Securities premium

Securities premium is used to record the premium on issue of shares/securities. This amount is utilised in accordance with the provisions of the relevant statutes

Share option outstanding account

The share option outstanding account is used to record the value of equity settled share based payment transactions with employees. The amounts recorded in this account are transferred to securities premium upon exercise of stock options by employees.

General Reserve

General Reserve is a free reserve which is created from retained earnings. The Company may pay dividend and issue fully paid-up bonus shares to its members out of the general reserve account, and company can use this reserve for buy-back of shares.

Contingency Reserve

General Reserve is a free reserve which is created from retained earnings. The Group may use it to meet any contingency.

Retained Earnings

Retained earnings comprise of the Group's undistributed earnings after taxes.

FVOCI-Equity Investment Reserve

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within FVTOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)

This reserve is maintained in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1961. The reserve is utilised in accordance with the provisions of the relevant statute.

Special reserve (in terms of Section 36(1)(viii) of the Income tax Act, 1961)

This reserve is maintained in accordance with the provisions of Section 36(1)(viii) of the Income tax Act, 1961. The reserve is utilised in accordance with the provisions of the relevant statute.

Foreign currency monetary items translation difference account

Foreign currency monetary items translation difference account comprises of the unamortised loss/gain on long term foreign currency monetary items (expect derivative financial instruments), for which the Previous GAAP policy is carried forward.

Cash flow hedge reserve

The Group uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated with its foreign currency borrowings. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amounts recognised in the cash flow hedge reserve is reclassified to profit or loss when hedged item affects profit or loss.

Currency and interest rate swap contract meets the hedge accounting criteria as per Ind AS 109 and has been accounted as cash flow hedge. The Group has designated this contract in cash flow hedge relationship from January 1, 2019.

Impairment Reserve

This reserve is maintained in accordance with the RBI Circular on Implementation of Ind AS dated March 13, 2020. The reserve is utilised in accordance with the provisions of the relevant statute. (Refer Note No. 49)

Note No.21 - Non-current borrowings

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Secured		
Debentures	72.00	116.69
External commercial borrowings from financial institutions	56.07	138.67
Term Loans		
From banks	5,610.84	7,095.00
From other parties/ financial institution	322.17	349.31
Total	**6,061.08**	**7,699.67**

i) These borrowings are carried at amortised cost.

ii) For additional information on borrowings refer Note No.-21A

Note No. 21 A– Additional information on borrowings

A Loans taken by subsidiary company – PTC Financial Services Limited (PFS)

Non–current borrowings

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Secured		
Debentures (ii)	72.00	116.69
External commercial borrowings from financial institutions (iii)	56.07	138.67
Term Loans		
From banks (iv)	4,884.92	6,291.72
Total	**5,012.99**	**6,547.08**

Current borrowings / current maturity of long term borrowings

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
From banks		
Secured (iv)	2,050.30	1,799.29
From financial institution		
Secured (v)	–	300.00
Debt security		
Infrastructure bonds (i)	9.23	109.20
Debentures (ii)	45.00	115.46
Commercial Paper–Unsecured (vi)	–	294.75
Total current borrowings	**2,104.53**	**2,618.70**

(i) Infrastructure bonds

18,450 (March 31, 2021: 218,391) privately placed 8.93%/9.15% secured redeemable non–convertible long–term infrastructure bonds of ₹ 5,000 each (Infra Series 2) amounting to ₹ 9.23 Crore (March 31, 2021: ₹ 109.20 Crore) allotted on March 30, 2012 redeemable at par in 5 to 15 years commencing from March 30, 2017 are secured by way of first charge on the receivables of the assets created from the proceeds of infrastructure bonds and other unencumbered receivables of PFS to provide the 100% security coverage. During the year, PFS has repaid ₹ 99.97 Crore (March 31, 2021: ₹ 1.54 Crore) under maturity of Options I and II and buyback scheme exercised by eligible holders of infrastructure bonds of Options III and IV in FY2021–22 as per terms of Infra Series 2.

(ii) Debentures

900 (March 31, 2021: 900) privately placed 10.50% secured redeemable non–convertible debentures of ₹ 166,667 each (March 31, 2021: ₹ 333,333 each) (Series 3) amounting to ₹ 15.00 Crore (March 31, 2021: ₹ 30.00 Crore) were allotted on January 27, 2011 redeemable at par in six equal annual instalments commencing from January 26, 2018.

Series 3 debentures are secured by way of mortgage of immovable building and first charge by way of hypothecation of the receivables of the loan assets created from the proceeds of respective debentures. Further, the same have also been secured by pari–passu charge by way of hypothecation of the receivables of loan assets created by PFS out of its own sources which are not charged to any other lender of PFS to the extent of 125% of debentures.

2,135 (March 31, 2021: 2,135) privately placed 9.62% secured redeemable non–convertible debentures of ₹ 340,000 each (March 31, 2021 : ₹ 670,000 each) (Series 4) amounting to ₹ 72.59 Crore (March 31, 2021 : ₹ 143.05 Crore) were allotted on June 03, 2015 redeemable at par in 3 tranches divided in 33% of face value on May 28, 2019, 33% of face value on May 28, 2021 and balance 34% of face value on May 28, 2025.

Series 4 debentures are secured by way of first charge by way of hypothecation of the specified receivables of the Company comprising asset cover of at least 110% of the amount of the Debentures.

(iii) External commercial borrowings

External Commercial Borrowings ("ECB") carry interest ranging from 3 months LIBOR+1.90% to LIBOR+3.10% p.a. The loans are repayable in 32/36 equal quarterly instalments as per the due dates specified in the respective loan agreements. The borrowings are secured by way of first ranking exclusive charge on all present and future receivables of the eligible loan assets created by the proceeds of ECB. During the year ended March 31, 2022, four quarterly repayments of ECB loans have been made amounting to USD 11,638,888 (₹ 85.04 Crore).

(iv) Term loan from bank

Term loans from banks carry interest ranging from 6.95% to 8.55% p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 12 to 48 quarterly instalments. The loans are secured by first pari–passu charge on receivables of loan assets by way of hypothecation (other than assets created/ to be created in favour of specific lenders) so that lenders should have at least 100%/ 111% security coverage on its outstanding loan at all times during the currency of the loan.

(v) Term loan from financial institution

Loan from financial institution NIL (March 31, 2021: ₹ 300.00 Crore) carries interest of 6.75% p.a. The loan is repayable in a bullet payment at the end of 12 months from date of disbursement. The loan is secured by first pari–passu charge over entire receivables (excluding receivables specifically charged to other lenders)/ book debts of PFScovering 100% of the principal outstanding loan at any point of time.

(vi) Commercial paper

Commercial paper NIL (March 31, 2021 : ₹ 294.75 Crore) are unsecured and privately placed and carries interest of 7.60% p.a. Repayable in a bullet payment at the end of 12 months from date of disbursement i.e. June 29, 2020.

B Loans taken by subsidiary company – PTC Energy Limited (PEL)

(i) Term loans from Banks Comprises of:

(₹ in crore)

S No	Particulars	As at 31st March, 2022		As at 31st March, 2021	
		Non Current	Current	Non Current	Current
a.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**				
	– ICICI Bank Limited	40.95	5.16	46.05	5.16
	– State Bank of India	16.64	1.94	18.58	1.94
b.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**				
	– Bank of India	47.85	6.04	53.91	6.04
	– ICICI Bank Limited	66.76	8.12	74.84	8.12
	– Oriental Bank of Commerce	42.29	5.66	47.97	5.66
c.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**				
	– Bank of India	28.02	3.77	31.81	3.77
	– ICICI Bank Limited	49.67	6.05	55.68	6.05
	– South Indian Bank Limited	64.10	7.80	71.85	7.80
d.	**49.5 MW ReGen Project at Devenkonda, Andhra Pradesh**				
	– State Bank of India	191.42	16.61	208.06	14.02
e.	**50 MW Gamesa Project at Bableshwar, Karnataka**				
	– Canara Bank	38.30	3.78	42.13	3.36
	– Central Bank of India	38.94	3.78	42.74	3.36
	– IndusInd Bank Limited	38.98	3.74	42.65	3.33
f.	**40 MW Inox Project at Payalakuntla, Andhra Pradesh**				
	– South Indian Bank Limited	34.97	2.95	37.89	2.80
	– IndusInd Bank Limited	27.02	2.13	29.12	2.02
	Total	**725.92**	**77.52**	**803.28**	**73.43**

(ii) Terms of Repayment:

S No	Particulars	Effective interest rate per annum	Repayable (Total No. of Quarterly instalments)	Amount of Installment (in ₹ Crore) facility denotes the number of installments from time to time)	Installments due as at 31st March, 2022	Last installment due on
a.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**					
	– ICICI Bank Limited	8.50%	56	1.29	36	March, 2031
	– State Bank of India	10.20%	56	0.48	37	June, 2031

b.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**					
	– Bank of India	8.85%	53	1.51	37	June, 2031
	– ICICI Bank Limited	8.85%	53	2.03	37	June, 2031
	– Punjab National Bank (earlier Oriental Bank of Commerce)	8.85%	53	1.42	37	June, 2031

c.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**					
	– Bank of India	8.85%	53	0.94	37	June, 2031
	– ICICI Bank Limited	8.85%	53	1.51	37	June, 2031
	– South Indian Bank Limited	8.85%	53	1.95	37	June, 2031

S No	Particulars	Effective interest rate per annum	Repayable (Total No. of Quarterly instalments)	Amount of Installment (in ₹ Crore) facility denotes the number of installments from time to time)	Installments due as at 31st March, 2022	Last installment due on
d.	**49.5 MW ReGen Project at Devenkonda, Andhra Pradesh**					
	– State Bank of India	8.65%	59	Structured Installments	44	March, 2033

e.	50 MW Gamesa Project at Bableshwar, Karnataka					
	Canara Bank	8.80%	2 Quarterly	1.25% of the facility	38	September, 2031
			16 Quarterly	1.50% of the facility		
			16 Quarterly	1.75% of the facility		
			8 Quarterly	2.00% of the facility		
			8 Quarterly	2.25% of the facility		
			5 Quarterly	2.30% of the facility		
	Central Bank	9.10%	2 Quarterly	1.25% of the facility	38	September, 2031
			16 Quarterly	1.50% of the facility		
			16 Quarterly	1.75% of the facility		
			8 Quarterly	2.00% of the facility		
			8 Quarterly	2.25% of the facility		
			5 Quarterly	2.30% of the facility		
	IndusInd Bank Limited	8.80%	2 Quarterly	1.25% of the facility	38	September, 2031
			16 Quarterly	1.50% of the facility		
			16 Quarterly	1.75% of the facility		
			8 Quarterly	2.00% of the facility		
			8 Quarterly	2.25% of the facility		
			5 Quarterly	2.30% of the facility		

f.	40 MW Inox Project at Payalakuntla, Andhra Pradesh					
	South Indian Bank Limited	9.55%	12 Quarterly	1.40% of the facility	40	March, 2032
			4 Quarterly	1.50% of the facility		
			4 Quarterly	1.60% of the facility		
			4 Quarterly	1.70% of the facility		
			4 Quarterly	1.80% of the facility		
			12 Quarterly	2.00%of the facility		
			8 Quarterly	2.10% of the facility		
			1 Quarterly	2.26% of the facility		
			2 Quarterly	2.27% of the facility		
			4 Quarterly	2.30% of the facility		

S No	Particulars	Effective interest rate per annum	Repayable (Total No. of Quarterly instalments)	Amount of Installment (in ₹ Crore) facility denotes the number of installments from time to time)	Installments due as at 31st March, 2022	Last installment due on
	IndusInd Bank Limited	9.55%	12 Quarterly	1.40% of the facility	40	March, 2032
			4 Quarterly	1.50% of the facility		
			4 Quarterly	1.60% of the facility		
			4 Quarterly	1.70% of the facility		
			4 Quarterly	1.80% of the facility		
			12 Quarterly	2.00%of the facility		
			8 Quarterly	2.10% of the facility		
			1 Quarterly	2.26% of the facility		
			2 Quarterly	2.27% of the facility		
			4 Quarterly	2.30% of the facility		

(iii) Term loans from Others Comprises of:

(₹ in crore)

S No	Particulars	As at 31st March, 2022		As at 31st March, 2021	
		Non Current	Current	Non Current	Current
a.	**20 MW Inox Project at Nipaniya, Madhya Pradesh**				
	– Rural Electrification Corporation Limited	49.98	5.88	55.85	5.88
b.	**40 MW Inox Project at Payalakuntla, Madhya Pradesh**				
	– Tata Cleantech Capital Limited	73.20	5.73	78.97	5.44
c.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**				
	– India Infrastructure Finance Company Limited	56.78	2.75	59.51	2.75
d.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**				
	– India Infrastructure Finance Company Limited	27.36	1.94	29.28	1.94
e.	**50 MW Gamesa Project at Bableshwar, Karnataka**				
	– Aditya Birla Finance Limited	114.84	11.02	125.70	9.80
	Total	**322.17**	**27.33**	**349.31**	**25.81**

(iv) Terms of Repayment:

S No	Particulars	Effective interest rate per annum	Repayable (Total No. of instalments)	Amount of Installment (in ₹ Crore) (facility denotes the disbursement amount from time to time)	Installments due as at 31st March, 2022	Last installment due on
a.	**20 MW Inox Project at Nipaniya, Madhya Pradesh**					
	Rural Electrification Corporation Limited (20 MW Project at Nipaniya, Madhya Pradesh)	9.32%	57 (Quarterly)	146.95	38	September, 2031

S No	Particulars	Effective interest rate per annum	Repayable (Total No. of instalments)	Amount of Installment (in ₹ Crore) (facility denotes the disbursement amount from time to time)	Installments due as at 31st March, 2022	Last installment due on
b.	**40 MW Inox Project at Payalakuntla, Madhya Pradesh**					
	Tata Cleantech Capital Limited	11.35%	12 Quarterly	1.40% of the facility	40	March, 2032
			4 Quarterly	1.50% of the facility		
			4 Quarterly	1.60% of the facility		
			4 Quarterly	1.70% of the facility		
			4 Quarterly	1.80% of the facility		
			12 Quarterly	2.00% of the facility		
			8 Quarterly	2.10% of the facility		
			1 Quarterly	2.26% of the facility		
			2 Quarterly	2.27% of the facility		
			4 Quarterly	2.30% of the facility		
c,	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**					
	India Infrastructure Finance Company Limited	9.80%	30 Quarterly	0.89% of the facility	45	June, 2033
			6 Quarterly	1.00% of the facility		
			1 Quarterly	1.87% of the facility		
			11 Quarterly	1.89% of the facility		
			1 Quarterly	2.00% of the facility		
			4 Quarterly	2.89% of the facility		
			8 Quarterly	3.89% of the facility		
d,	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**					
	India Infrastructure Finance Company Limited	8.85%	30 Quarterly	0.89% of the facility	45	June, 2033
			6 Quarterly	1.00% of the facility		
			1 Quarterly	1.87% of the facility		
			11 Quarterly	1.89% of the facility		
			1 Quarterly	2.00% of the facility		
			4 Quarterly	2.89% of the facility		
			8 Quarterly	3.89% of the facility		
e.	**50 MW Gamesa Project at Bableshwar, Karnataka**					
	Aditya Birla Finance Limited	8.80%	2 Quarterly	1.25% of the facility	38	September, 2031
			16 Quarterly	1.50% of the facility		
			16 Quarterly	1.75% of the facility		
			8 Quarterly	2.00% of the facility		
			8 Quarterly	2.25% of the facility		
			5 Quarterly	2.30% of the facility		

(v) **Current borrowings**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Secured		
Line of Credit/Short Term Loan*	188.40	16.00
Unsecured		
Working capital demand loan **	30.00	30.00
Line of credit / short term loan***	46.00	50.00
Total	**264.40**	**96.00**

*Loan from ICICI Bank of ₹ 16.00 Crore (Previous year: ₹ 16.00 Crore) is secured by Second Charge over all the movable assets including but not limited to plant and machinery, machinery spares, tools, spares and accessories by way of hypothecation of their respective projects. Loans from ICICI Bank of ₹ 172.40 Crore (Previous year: Nil) is backed by Corporate Guarantee of parent company (PTC India Limited).

**Unsecured Loan from Federal Bank.

***Unsecured Loan from Bank of Baroda.

C **Loans taken by Parent company – PTC India Limited**

(i) **Current borrowing**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
From bank:		
Secured		
– Short term loan	950.00	280.00
– bill discounting	171.89	59.16
– Cash credit	56.85	-
Unsecured		
– Short term loan	50.86	317.00
– Commercial paper	–	300.00
Total	**1,229.60**	**956.16**

(ii) **Detail of borrowings**

Name of Bank	Nature of Security	As at 31.03.2021 Interest rate (%)	As at 31.03.2021 Interest rate (%)	As at 31.03.2022 (in Crore)	As at 31.03.2021 (in Crore)
HDFC (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future		4.50%		100.00
HDFC (Bill discounting)	First Pari–Passu charge on book debts / receivables of the company, present and future	5.50%		21.89	
HDFC (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future	4.00%		100.00	
HDFC (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future	4.10%		200.00	
Indian Bank (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future	4.20%		200.00	
Indsind bank (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future	4.10%		50.00	
Kotak (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future		4.40%	–	180.00
Canara (Bill discounting)	First Pari–Passu charge on book debts / receivables of the company, present and future		7.30%	–	59.16
Canara Bank (Cash credit)	First Pari–Passu charge on book debts / receivables of the company, present and future	7.35%	-	56.85	-
Federal Bank (Bill discounting)	First Pari–Passu charge on book debts / receivables of the company, present and future		5.85%		150.00
Federal Bank (Bill discounting)	Unsecured		5.85%		55.45
ICICI (Bill discounting)	Unsecured		5.75%		199.55
		6.60%		62.00	
		5.15%		35.06	
		5.65%		15.80	
ICICI (Commercial Paper)	Unsecured	4.40%	-	300.00	
Union Bank (Short term loan)	First Pari–Passu charge on book debts / receivables of the company, present and future	4.00%	-	400.00	-
Total				**1,229.60**	**956.16**

(i) There has been no default in repayment of any loan and interest thereon.

(ii) Quarterly returns/statements of current assets filed by the Company during the year FY 2021-22 with banks/financial institutions are in agreement with the books of accounts

Securities of the term loans are given as below:

A ICICI Bank Limited (30 MW in Jaora, Ratlam District, Madhya Pradesh)

The Facilities, interest thereon and all other amounts outstanding in respect thereof are secured interalia by a first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon:

a) First charge over the entire immovable properties of the Borrower in relation to the project, by way of mortgage;

b) First Charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) First Charge by way of hypothecation on all current assets of project (present and future) including but not limited to book debt, operating cash-flows, receivables, commissions, revenues of whatsoever nature and wherever arising;

e) In relation to The Project all bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention Accounts.

Above mentioned security to be shared on pari-passu basis with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower to the extent approved by lenders.

B State Bank of India (30 MW in Jaora, Ratlam District, Madhya Pradesh)

Primary Security: The TL Facility, together with interest, liquidated damages, costs and whatsoever payable to the Lenders and their trustees shall be secured inter alia by:

a) First charge over the entire immovable properties of the Borrower in relation to the project, by way of mortgage;

b) First Charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) First Charge by way of hypothecation on all current assets of project(present and future) including but not limited to book debt, operating cash-flows, receivables, commissions, revenues of whatsoever nature and wherever arising;

e) In relation to the Project all bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention Accounts.

The above mentioned security shall rank pari-passu basis with the Lenders of the RTL facility.

C Bank of India (50 MW, Molagavalli)

The Facilities, interest thereon and all other amounts outstanding in respect thereof are secured in favour of the Lender/security trustee inter alia by a first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon:

a) First charge over the entire immovable properties of the Borrower located in Kurnool, Andhra Pradesh in relation to the Project;

b) First charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) First charge by way of hypothecation on operating cash-flows and receivables of the Project (present and future);

e) Negative lien on all other current assets of the Borrower (present and future) excluding operating cash-flows and receivables;

f) In relation to the Project, all the bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention accounts.

Above mentioned Security except (d) to be shared on pari passu basis with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower for the Project to the extent approved by lenders.

D ICICI Bank Limited (50 MW, Molagavalli)

The Facilities, interest thereon and all other amounts outstanding in respect thereof are secured in favour of the Lender/security trustee inter alia by a first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon:

a) First charge over the entire immovable properties of the Borrower located in Kurnool, Andhra Pradesh in relation to the Project;

b) First charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) First charge by way of hypothecation on operating cash-flows and receivables of the Project (present and future);

e) Negative lien on all other current assets of the Borrower (present and future) excluding operating cash-flows and receivables;

f) In relation to the Project, all the bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention accounts.

Above mentioned Security except (e) to be shared on pari passu basis with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower for the Project to the extent approved by lenders.

E Punjab National Bank (earlier Oriental Bank of Commerce) (50 MW, Molagavalli)

The Facilities, interest thereon and all other amounts outstanding in respect thereof are secured in favour of the Lender/security trustee inter alia by a first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon:

a) First charge over the entire immovable properties of the Borrower located in Kurnool, Andhra Pradesh in relation to the Project;

b) First charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) First charge by way of hypothecation on operating cash–flows and receivables of the Project (present and future);

e) Negative lien on all other current assets of the Borrower (present and future) excluding operating cash–flows and receivables;

f) In relation to the Project, all the bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention accounts.

Above mentioned Security except (e) to be shared on pari passu basis with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower for the Project to the extent approved by lenders.

F Bank of India (49.3 MW, Kandimallayapalli)

1.) The Facility together with all interest, liquidated damages, processing fee, premia on prepayment, costs, charges, expenses and other monies whatsoever stipulated in or payable under the Facility Agreement are secured in favour of the Lender/Security Trustee ranking on first charge basis by way of :

a) Mortgage over the entire immovable properties of the Borrower in relation to the Project;

b) Hypothecation over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) Hypothecation on operating cash– flows and receivables of the Project (present and future);

e) Negative lien on all current assets of the Borrower (present and future) excluding operating cash– flows and receivables;

f) Hypothecation of Project accounts including but not limited to Trust and Retention account and Debt Service Reserve Account (DSRA).

2.) The Security to be created shall rank pari passu by way of first charge with senior debt/LC/LUT and BG facility availed/to be availed by the Borrower to the extent approved by the lenders.

G ICICI Bank Limited (49.3 MW, Kandimallayapalli)

1.) The Facility together with all interest, liquidated damages, processing fee, premia on prepayment, costs, charges, expenses and other monies whatsoever stipulated in or payable under the Facility Agreement are secured in favour of the Lender/Security Trustee ranking on first charge basis by way of :

a) Mortgage over the entire immovable properties of the Borrower in relation to the Project;

b) Hypothecation over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) Hypothecation on operating cash– flows and receivables of the Project (present and future);

e) Negative lien on all current assets of the Borrower (present and future) excluding operating cash– flows and receivables;

f) Hypothecation of Project accounts including but not limited to Trust and Retention account and Debt Service Reserve Account (DSRA).

2.) The Security to be created shall rank pari passu by way of first charge with senior debt/LC/LUT and BG facility availed/to be availed by the Borrower to the extent approved by the lenders.

H South Indian Bank Limited (49.3 MW, Kandimallayapalli)

1.) The Facility together with all interest, liquidated damages, processing fee, premia on prepayment, costs, charges, expenses and other monies whatsoever stipulated in or payable under the Facility Agreement are secured in favour of the Lender/Security Trustee ranking on first charge basis by way of :

a) Mortgage over the entire immovable properties of the Borrower in relation to the Project;

b) Hypothecation over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) Hypothecation on operating cash– flows and receivables of the Project (present and future);

e) Negative lien on all current assets of the Borrower (present and future) excluding operating cash– flows and receivables;

f) Hypothecation of Project accounts including but not limited to Trust and Retention account and Debt Service Reserve Account (DSRA).

2.) The Security to be created shall rank pari passu by way of first charge with senior debt/LC/LUT and BG facility availed/to be availed by the Borrower to the extent approved by the lenders.

I State Bank of India (49.5 MW, Devenkonda)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future, except common facilities;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of security interest of all the Borrower's project rights and rights pertaining to the common facilities (including Right of Way, if any, for transmission line up to the delivery point for electricity, access roads, evacuation rights), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee (including advance bank guarantees received from EPC Contractor to the extent permissible by law) and insurance policies issued in favour of the Borrower, specific to the Project.

J Canara Bank (50 MW, Bableshwar)

The Security for the lending shall inter-alia, include:

a) First charge overall immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

K Central Bank of India (50 MW in Bableshwar)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

L Indusind Bank Limited (50 MW in Bableshwar)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

M South Indian Bank Limited (40MW in Payalakuntla)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

N South Indian Bank Limited (40MW in Payalakuntla)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

O Rural Electrification Corporation Limited (20 MW in Nipaniya, Mandsaur District, Madhya Pradesh)

The entire Rupee Term Loan together with interest, costs, expenses and all other monies whatsoever accruing out of the Loan Agreement are secured in the form and manner as under REC.

a) By Mortgage: Exclusive first charge by way of mortgage of all immovable assets pertaining to the project (20MW wind in Nipaniya).

AND

b) By Hypothecation: First Charge by way of hypothecation of all the Borrower's movable properties, including plant and machinery spare, equipment, tools and accessories, furniture, fixtures, vehicles, stocks and all other movable assets, created/ to be created in the project (20 MW Wind in Nipaniya) (and also first charge by way of hypothecation/assignment of all the book debts, bills, receivables, monies including bank accounts, claims of all kinds and stocks including consumables and other general stores, arising out of the project. Only book debts, bills, receivables and stocks excluding stores relating to plant and machinery shall be subject to the first charge in favour of Working Capital Lenders and second charge in favour of REC.

AND

c) By Assignment: A first charge by way of assignment or creation of security interest including all rights, title, interest, benefits, claims and demands whatsoever of the project-

i) in the Project documents/Contracts, as amended, varied or supplemented from time to time;

ii) in the Clearances relating to the project (investor approval etc) and

iii) all insurance Contracts/Insurance Proceeds;

P TATA Cleantech (40 MW Payalakuntla)

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

Q India Infrastructure Finance Company Limited (49.3 MW Kandimallayapalli)

1.) The Facility together with all interest, liquidated damages, processing fee, premia on prepayment, costs, charges, expenses and other monies whatsoever stipulated in or payable under the Facility Agreement are secured in favour of the Lender/Security Trustee ranking on first charge basis by way of :

a) Mortgage over the entire immovable properties of the Borrower in relation to the Project;

b) Hypothecation over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

d) Hypothecation on operating cash- flows and receivables of the Project (present and future);

e) Negative lien on all current assets of the Borrower (present and future) excluding operating cash- flows and receivables;

f) Hypothecation of Project accounts including but not limited to Trust and Retention account and Debt Service Reserve Account (DSRA).

2.) The Security to be created shall rank pari passu by way of first charge with senior debt/LC/LUT and BG facility availed/to be availed by the Borrower to the extent approved by the lenders.

R **India Infrastructure Finance Company Limited (50 MW Molagavalli)**

The Facilities, interest thereon and all other amounts outstanding in respect thereof are secured in favour of the Lender/security trustee inter alia by a first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon:

a) First charge over the entire immovable properties of the Borrower located in Kurnool, Andhra Pradesh in relation to the Project;

b) First charge over all the movable property, plant and equipment including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation;

c) Assignment overall or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law;

e) First charge by way of hypothecation on operating cash-flows and receivables of the Project (present and future);

f) Negative lien on all other current assets of the Borrower (present and future) excluding operating cash-flows and receivables;

g) In relation to the Project, all the bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention accounts.

Above mentioned Security except (e) to be shared on pari passu basis with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower for the Project to the extent approved by lenders.

S **Aditya Birla Finance Limited (50 MW, Bableshwar)**

The Security for the lending shall inter-alia, include:

a) First charge over all immovable properties/ assets of Project, both present and future;

b) First charge by way of hypothecation of all present and future movable assets of the Project including but not limited to plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, etc;

c) First charge on the borrower's book debts, operating cash flows, receivables, commissions, revenue of whatsoever nature and wherever arising, present and future specific to the Project;

d) First charge on all intangibles including but not limited to goodwill, uncalled capital, present and future of the borrower specific to the Project;

e) First charge on all accounts of the borrower including but not limited to Escrow Account/ Trust & Retention account (TRA) and Debt Service Reserve Account (DSRA), specific to the Project;

f) Hypothecation charge/assignment of interest of all the Borrower's project rights (including Right of Way, if any, for transmission line up to the delivery point for electricity), titles, interest, benefits in the existing and future Project documents, letter of credit, guarantee and insurance policies issued in favour of the Borrower, specific to the Project.

Note No.22 - Non-current lease liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Lease obligations		
-Secured	-	3.88
-Unsecured	2.21	0.71
Total	**2.21**	**4.59**

(Refer note no 43)

Note No.23 - Other financial liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Deferred processing/upfront fees	9.55	12.49
Security deposit from borrowers	-	14.70
Total	**9.55**	**27.19**

The carrying values of the financial liabilities disclosed above are considered to be a reasonable approx. of their fair values.

Note No.24 - Non-current provisions

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits	11.03	11.50
Provision for litigation	18.24	0.74
Total	**29.27**	**12.24**

Disclosures required by Ind AS 19 'Employee Benefits' is made in Note No. 44

Note No.25 – Current borrowings

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
From banks		
Secured		
– Short term loan	1,488.40	730.96
– Bill discounting	171.89	59.16
– Cash credit	56.85	–
From financial institution		
Secured	–	300.00
Unsecured		
– Short term loan	46.00	50.00
– Working Capital Demand Loan	30.00	30.00
– Commercial paper	–	594.75
– Bill discounting	50.86	317.00
Current maturities of long–term borrowings	1,859.37	1,688.23
Total	**3,703.37**	**3,770.10**

For additional information on borrowings refer Note No. 21A

These borrowings are carried at amortised cost

Note No.26 – Lease liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Lease obligations		
–Secured	3.88	4.54
–Unsecured	0.46	–
Total	**4.34**	**4.54**

Note No.27– Trade payables

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Trade payables – micro & small enterprises (Refer note No. 57 (e))	0.02	0.14
Trade payables – Others than micro and small enterprises	4,327.07	3,652.03
Total	**4,327.09**	**3,652.17**

The carrying values of trade payables disclosed above are considered to be a reasonable approximation of their fair values.

Note No.28 – Other current financial liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Unpaid dividend (Refer note a below)	2.95	2.66
Unclaimed interest on debentures	86.60	20.66
Interest accrued but not due on borrowings	16.82	105.64
Capital creditors	10.40	16.86
Income received in advance	8.58	6.72
Other payables		
–Security deposits received	17.29	82.69
–Payable to employees	10.91	8.08
Total	**153.55**	**243.31**

(a) Unpaid dividends are the amounts which have not been claimed by the investors. There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

(b) The carrying values of financial liabilities disclosed above are considered to be a reasonable approximation of their fair values.

Note No.29 – Other current liabilities

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Contract liabilities (Advance received from customers)	51.22	62.64
Other advances	5.39	5.64
Statutory dues	14.51	23.14
Advance against investment (refer nore below)	4.19	–
Total	**75.31**	**91.42**

The Parent Company offered to sell its all shares of Chenab Valley Power Projects Private Limited to NHPC Limited (NHPC).

NHPC paid the entire consideration of ₹ 4.19 crores on May 25, 2021 and subsequently, the Parent Company has handed over physical share certificates to NHPC for transfer of shareholding in its name. However, the necessary formalities for such transfer are yet to be completed.

Note No.30 – Current provisions

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Provision for employee benefits	0.55	1.05
Total	**0.55**	**1.05**

Disclosures required by Ind AS 19 'Employee Benefits' is made in Note No. 44

Note No.31 – Revenue from operations

(₹ in crore)

Particulars	For the year ended 31.03.2022		For the year ended 31.03.2021	
Income from Operations				
Sale of electricity		15,363.37		16,710.57
Revenue from power supply of agency nature				
Sale of electricity of agency nature	18,671.02		9,889.70	
Purchase of power of agency nature	(18,646.75)	24.27	(9,874.36)	15.34
Interest income from				
–Long financing		866.69		1,044.46
–Debentures		24.92		25.72
Total income from operation – A		**16,279.25**		**17,796.09**
Other operating income				
Interest on fixed deposits		24.46		19.21
Fee based income		24.69		21.84
Sale of services (consultancy)		39.75		29.39
Recoveries of revenue loss from wind mill contractors		10.71		5.62
Generation based incentive on wind energy*		24.85		24.14
Interest income on other financial assets		0.08		0.07
Surcharge on sale of power (Refer Note No. 57 (b) (i) & (ii)		452.61		449.14
Total other operating income – B		**577.14**		**549.41**
Total (A+B)		**16,856.39**		**18,345.50**

*Receivable from Indian Renewable Energy Development Agency (IREDA), on sale of power.

Note No.32 – Other income

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Interest from financial assets at amortised cost		
–Deposit with banks	3.78	5.60
–Interest income on other financial assets at amortised cost	0.10	0.09
–Interest on Income tax refund	15.27	8.08
Other non–operating income		
– Profit on sale/redemption of unquoted investments in mutual funds (net) (refer note a below)	1.94	0.31
– Liabilities no longer required written back	1.32	8.88
– Rental income	0.13	0.04
– Foreign exchange gain (net)	0.01	(1.27)
– Consultancy & advisory charges	–	0.90
–Insurance claim (refer note below)	–	4.92
– Miscellaneous income	0.83	0.61
Total	**23.38**	**28.16**

a) Profit on sale/ redemption of investment includes fair value gain on investments measured at fair value through profit or loss.

b) An Insurance claim was lodged in the year 2019–20 towards business interruption, but was not recognised in the said year as the Group was not reasonably certain of its ultimate recovery. During the earlier year 2020–21, as the recovery of the said claim of ₹ 4.92 Crore became reasonably certain, the said claim had been recognised accordingly. The said claim had since been recovered in April, 2021.

Note No.33 – Purchases

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Purchases of electricity	14,784.91	16,052.86
Total	**14,784.91**	**16,052.86**

Note No.34 – Operating expenses

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Electricity charges	2.38	2.95
Inspection charges – CEIG	0.11	0.10
Surcharge expenses (Refer note 57 (b) (i) & (ii))	102.14	182.18
Rent on projects lands	0.47	0.47
Advisory / professional expenses	5.44	4.23
Operation & maintenance expenses	42.48	32.57
Total	**153.02**	**222.50**

*Net of insurance claim receivable of ₹ 1.64 Crore (Previous year ₹ 0.53 Crore)

Note No.35– Employee benefit expense

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Salaries and wages	66.93	59.43
Contribution to provident and other funds	1.98	1.99
Gratuity	1.41	1.36
Staff welfare expenses	4.39	2.62
Total	**74.71**	**65.40**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note No. 44.

Note No.36 – Finance costs

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Interest expenses on:		
– On Infra bonds	18.10	20.87
– On Debentures	14.73	25.15
– On Loans from banks/ financial institutions (refer note no 49)	684.28	817.07
– On External commercial borrowings	9.95	16.09
– On Commercial paper	10.14	21.70
– lease liabilities (Refer Note No.43)	0.89	1.13
– Interest expense on financial liabilities measured at amortised cost	0.52	0.40
– Security deposits	0.75	6.96
– Interest on payment of income tax	1.04	0.58
Other borrowing costs:		
– Other charges on term loans and other borrowings	5.03	2.79
– Loss/amortisation of foreign currency transactions/ translation	2.54	2.65
–Loss on MTM derivative	3.50	3.59
Total	**751.47**	**918.98**

Note No 37–Impairment on financial instruments

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Impairment loss on loans	168.01	231.21
Impairment loss on others	(0.15)	0.63
Total	**167.86**	**231.84**

(Refer note 49)

Note No.38 – Other expenses

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Rent	1.42	2.75
Repairs & maintenance to building	2.28	2.26
Repairs to machinery – wind mill	2.30	2.28
Insurance	3.82	4.50
Rates and taxes	1.38	1.28
Payment to auditors (refer note (a) below)	0.62	0.56
Legal & professional charges	10.04	11.74
Consultancy expenses	11.92	14.87
Advertisement	0.30	0.25
Communication	1.29	1.11
Business development	1.64	1.17
Travelling and conveyance expenses	4.03	2.36
Printing & stationery	0.30	0.27
Fees & expenses to directors	1.80	1.43
Repair & maintenance – others	1.80	1.64
Bank charges	5.95	6.72
EDP expenses	0.93	0.86
Books & periodicals	0.10	0.09
Water & electricity expenses	1.13	0.92
Bad debts / advances written off	8.38	2.91
Less: Provision already held	(7.70)	-
Impairment allowance for doubtful debts / advances	12.81	8.16
Security expenses	0.83	0.74
Property tax	0.09	0.10
Donation	-	0.03
Loss/ (Profit) on sale of fixed assets (net)	0.02	-
Corporate social responsibilities expenses (CSR)	10.11	11.80
Provision for litigation	17.50	-
Application fee / tender fee	4.54	1.11
Miscellaneous expenses	1.39	0.87
Total	**101.02**	**82.78**

a) **Details in respect of payment to auditors**

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
As auditor		
Statutory Audit fee	0.45	0.43
Tax audit fees	0.04	0.05
GST audit fee	-	0.01
In other capacity		
Other services (certification)	0.11	0.06
Reimbursement of expenses	0.02	0.01
Total*	0.62	0.56

* The remuneration is inclusive of GST. Further, it includes the remuneration paid to the previous auditors also

Note No.39 – Exceptional items

(₹ in crore)

Particulars	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
Impairment provision on capital advance (refer note 57 (f))	-	(20.65)
Total	**-**	**(20.65)**

Note No.40 – Contingent liabilities and commitments

(₹ in crore)

Particulars	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
1. Contingent liabilities (to the extent not provided for)		
a) Claims against the Group not acknowledged as debt: (Refer Note (i) below)	414.88	393.73
b) Income tax liability that may arise in respect of matters in appeal preferred by the department/ Group (Refer Note (ii))	501.56	501.37
c) Customs duty liability that may arise in respect of matters in appeal (Refer Note (ii))	17.16	17.16
d) Service tax liability that may arise in respect of matters in appeal (Refer Note (ii))	104.22	104.22
e) Sales tax liability that may arise in respect of matters in appeal (Refer Note (ii))	-	40.07
f) Entry tax liability that may arise in respect of matters in appeal (Refer Note (ii))	24.75	24.75

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
2. Commitments		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	0.13	0.39
b) Loan financing	35.60	342.60

Notes

i) Claims against the Group not acknowledged as debt include:

a) The Group had an arrangement with a supplier for purchase of power. The supplier claimed that the Group did not off take the contracted power and claimed a compensation of ₹ 84.95 Crore (31 March 2021: ₹ 84.95 crore). The arbitrator concluded the arbitration in favour of the Group, however, the supplier has contested the award at High Court.

b) The Group had an arrangement with a supplier for purchase of power. However, due to the prevalent market situation, the Group was unable to find a buyer for power from the supplier for most of the contracted period. The supplier raised a compensation bill of ₹ 43.28 Crore (31 March 2021: ₹ 43.28 crore) for non-supply of power. The matter is pending at Supreme Court. The Group has paid an amount of ₹ 20.48 crore as deposit, and the same is subject to the outcome of the appeal pending before Supreme Court.

c) Pursuant to dispute with one of the suppliers, the supplier agreed to pay the LTA charges but subsequently refuted its liability to pay the LTA charges.. The Central Transmission Utility (CTU) has raised a claim of ₹ 31.68 Crore on the Group towards the outstanding LTA charges. However subsequently the Group has surrendered the long term open access (LTA). The claim of CTU is being contested before Appellate Tribunal of Electricity, which has granted a stay on the order of CERC.

d) CERC has allowed the petition filed by one of the Group's suppliers and inter alia passed certain orders/ directions against the Group for paying 100% of the Long Term Open Access charges even though only 95% of the quantum of power is being supplied by its supplier under an interim directions of Hon'ble Supreme Court of India and directing the Group to refund the transmission charges of ₹ 21.77 Crore (31 March 2021: ₹ 21.77 crore) collected from the supplier which is corresponding to 5% of LTA. The Group has filed appeal against the CERC order in Appellate Tribunal for Electricity and APTEL had granted stay of the order of CERC.

e) The Group had a PPA of 1200 MW of power with one of its suppliers, out of which 840 MW was to be sold on long term basis, 216 MW on Merchant trade basis and balance 144 MW was the free power of the home state. For sale of 840 MW on long term basis,- PTC had PSAs with four DISCOMS. However there was considerable delay on account of certain Force Majeure events and two DISCOMs illegally terminated the said PSAs and refused to off-take power under the PSAs. The Group had relinquished LTA in respect of these two DISCOMS.

Though the Group had taken the LTA but it was agreed that it was being taken on behalf of DISCOMS which were liable to pay the transmission charges. However, PGCIL claimed charges of ₹ 209.51 Crore (31 March 2021: ₹ 209.51 crore) from the Group against relinquishment of LTA along with relinquishment charges for

Merchant Power and Free Power computed as per formula approved by CERC. The formula approved by CERC is under challenge in APTEL. As per PSAs the liability for payment of transmission charges was of DISCOMs. The liability towards relinquishment charges on the Group are being contested in CERC/ APTEL (for merchant power).

f) One to the suppliers provided power to the Group from another source. The customer did not pay to the Group for power supplied from the another source. Further, the customer also deducted compensation from the Group for short supply of power by not considering power supplied from the another source. Consequently the Group also deducted the corresponding amounts from the supplier. This deduction was challenged by the supplier before TNERC which directed the Group to pay the principal amount including interest which computed to ₹ 19.87 Crore. The Group has filed Appeal in APTEL along with an Application for Interim Stay of the order of TNERC.

g) In two cases, the suppliers have raised various issues concerning interpretation of various clauses of PPAs. The suppliers have filed the Petition before CERC. As the issues are at initial stage and still pending before CERC, the measurement of financial effects of the same is impracticable as on date. Further, in the opinion of the Group, it had fulfilled all its obligations under the agreement and regulations.

h) Other claims against the Group not acknowledged as debts ₹ 3.82 crore (31 March 2021: ₹ 2.54 crore)

ii) Disputed income tax/ custom duty/service tax/sales tax/ entry tax pending before various forums/ authorities amount to ₹ 647.69 crore (31 March 2021: ₹ 687.57 crore). Many of income tax matters were adjudicated in favour of the Group but are disputed before higher forums/ authorities by the concerned departments.

In respect of service tax, the dispute pertains to applicability of service tax on compensation received by PTC India Limited (“”the Company””) which is passed by it to generators/discoms. Further, PTC is only acting as an intermediary in the transactions and generators/discoms are the ultimate beneficiary of the compensation received. The Company has filed a writ against the Order of the Commissioner, CGST in Delhi High Court. Further, the Ministry of Finance has issued Circular No. 178/10/2022-GST dated August 03, 2022 clarifying that Service tax/ GST is not applicable on compensation since the compensation is not by way of consideration for any other independent activity; it is just an event in the course of performance of that contract. Therfore, the company believes that it has good grounds on merits to defend itself.

Commissioner of Customs, Guntur passed an order confirming duty demand stating that coal imported by PTC had CV (Or m, mmf basis) and VM (on dry, mmf basis) more than 5833 kcal/kg and 14% respectively with reference to the certain vessels and fell under the category of bituminous instead of steam coal. The appeal was filed before CESTAT, Bangalore including stay application for deposit of duty. CESTAT has granted the stay and directed to deposit 50% of the differential duty, along with interest The Group has paid a deposit amounting to ₹ 6.45 crore against custom duty/interest in July, 2015 which is subject to the outcome of the appeal.

iii) Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

iv) Amount above does not include the contingencies the likelihood of which is remote.

Commitments

a) Estimated amount of contracts remaining to be executed on capital account (property, plant & equipment and intangible assets) and not provided for is as under:-

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Intangible assets	0.13	0.39
Total	**0.13**	**0.39**

b). In respect of investment in associate companies, the Group has restrictions for their disposal as at 31 March 2022 as under:

(₹ in crore)

Name of the Company	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		As at 31.03.2022	As at 31.03.2021
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)- An Associate Company	“Except as otherwise to maintain compliance with the applicable laws, the parent company is not entitled to transfer any and all the Shares held by it to any Person for a period of 2 (two) years from 5th July'2019. However, the parent company may transfer any and all legal and beneficial interest in the Shares during the Lock in Period to its Affiliates, upon such Affiliate transferee executing the Deed of Adherence. In case shareholder is required to make transfer pursuant to applicable law Tag Along Right shall not be applicable”	11.68	12.38
Total		**11.68**	**12.38**

c). In respect of investments in other Companies, the Group has restrictions for their disposal as at 31 March 2022 as under:

(₹ in crore)

Name of the Company	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		As at 31.03.2022	As at 31.03.2021
Teesta Urja Limited	GOS shall consider the proposal of any shareholder to divest its equity share after the completion of two years from the Commercial Operation date of the project or earlier on mutual beneficial terms.	202.01	191.75
Total		**202.01**	**191.75**

Note No.41 – Earning per equity share

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Opening equity shares (in number)	296,008,321	296,008,321
Equity shares issued during the year (in number)	-	-
Closing equity shares (in number)	296,008,321	296,008,321
Weighted average number of equity shares used as denominator for basic earnings	296,008,321	296,008,321
Net profit after tax used as numerator (amount in ₹ crore)	551.67	457.62
Less: Non controlling interest	45.51	8.96
Net profit attributable to the owners of the parent company	506.16	448.66
Basic earnings per share (amount in ₹)	17.10	15.16
Diluted earnings per share (amount in ₹)	17.10	15.16
Face value per share (amount in ₹)	10.00	10.00

There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these Consolidated Financial Statements.

Note No.42 – Disclosure as per Ind AS 12 'Income taxes'

(a) **Income tax expense**

i) **Income tax recognised in Statement of Profit and Loss**

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Current tax expense		
Current tax	153.04	176.16
Deferred tax expense		
Origination and reversal of temporary differences	40.05	44.78
Total income tax expense	**193.09**	**220.94**

ii) **Income tax recognised in other comprehensive income:- Income/ (Expense)**

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Remeasurement on defined benefit plans	(0.03)	(0.18)
FVOCI to equity investments	(1.18)	1.18
Current tax charge/ (benefit) relating to FVTOCI to equity investment	(3.07)	-
Cash flow hedge reserve	(0.32)	(0.37)
Total income tax expense	**(4.60)**	**0.63**

iii) **Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate**

(₹ in crore)

Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
Profit Before Share of Profit/(Loss) of Associates and Tax	745.46	678.64
Tax using the Group's domestic tax rate of 25.168% (31 March 2021 - 25.168%)	187.62	170.80
Tax effect of:		
Non-deductible tax expenses/Tax-exempt income adjustments	(8.09)	13.82
Reversal during tax holiday period/ carried forward losses/Change in rates	-	36.32
Provision already held against credit impaired trade receivable/advance	13.56	-
Tax Expenses recognised in Statement of Profit and Loss	**193.09**	**220.94**
Effective Tax Rate	**25.90%**	**32.56%**

(b) **Tax losses carried forward**

The tax benefit of unutilised long term capital losses is available for use till 2023-24 for ₹ 11.20 crore (PY ₹ 11.20 crore).

(c) **Unrecognised deferred tax assets and liabilities**

(i) Unrecognized deferred tax liabilities

There is no unrecognised deferred tax liabilities

(ii) Unrecognised deferred tax assets

i) Deferred tax assets have not been recognized on provision for impairment in value of investment and decrease in fair value of investments through FVOCI to the extent there is no reasonable certainty of its realisation on balance sheet date.

ii) Deferred tax assets have not been recognised in respect of the tax losses incurred that is not likely to generate taxable income in the foreseeable future.

d) Pursuant to the Taxation Laws (Amendment) Ordinance, 2019 on September 20, 2019, the parent Company and its subsidiary company i.e. PTC Energy Limited have availed the lower tax rate of 25.168% in FY 2019-20 and computed the provision for income tax accordingly whereas the other subsidiary company i.e. PTC India Financial Services Limited has adopted the new tax regime during the current year i.e FY 2020-21 and computed the provision for income tax at the rate of 25.168%.

Note No.43 – Disclosure as per Ind AS 116 'Leases'

Group as a lessee

The Group as a lessee has entered into lease contracts, which includes lease of land, office space and office equipments.

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets.

Set out below are the carrying amounts of lease liabilities (included under interest bearing loans and borrowings) and movement during the year.

(₹ in crore)

Particulars	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
Opening balance	9.13	13.00
New leases during the year	2.26	-
Finance cost during the year	0.89	1.13
Payment made during the year	(5.73)	(5.00)
Closing balance	6.55	9.13

The following are the amounts recognised in profit or loss:

(₹ in crore)

Particulars	**For the year ended 31.03.2022**	**For the year ended 31.03.2021**
Depreciation expense of right-of-use assets	4.65	4.24
Interest expense on lease liabilities	0.89	1.13
Expense relating to short-term leases (included in rent expense)	1.42	2.75
Expense relating to leases of low-value assets (included in printing & stationary) / (cost of sale)	0.53	0.53
Total amount recognised in profit or loss for the year	**7.49**	**8.65**

Maturity analysis of Right-of-use assets is under:-

(₹ in crore)

Particulars	**As at 31.03.2022**	**As at 31.03.2021**
Less than one year	4.34	4.54
Between one and five years	1.50	3.88
More than five years	0.71	0.71
Total	**6.55**	**9.13**

Note No.44 – Disclosure as per Ind AS 19 'Employee benefits'

(i) Defined contribution plans:

A. Provident fund

The Group pays fixed contribution to appropriate authorities. The contributions to the fund for the year are recognized as expense and are charged to the profit or loss. An amount of ₹ 1.98 crore (31 March 2021: ₹ 1.99 crore) for the year is recognised as expense on this account and charged to the Statement of Profit and Loss.

B. National Pension System (NPS)

The Group pays fixed contribution to NPS to the appropriate authorities. The contributions to the NPS for the year are recognized as expense and are charged to the profit or loss. An amount of ₹ 0.98 crore (31 March 2021: ₹ 0.94 crore) for the year is recognised as expense on this account and charged to the Statement of Profit and Loss.

(ii) Defined benefit plans:

A. Gratuity-Funded

The Group has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary) for each completed year of service subject to a maximum of ₹ 0.20 crore on superannuation, resignation, termination, disablement or on death.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity and the amounts recognised in the Group's financial statements as at balance sheet date:

(₹ in crore)

Particulars	**As at 31.03.2022**	**As at 31.03.2021**
Net defined benefit (asset)/liability :		
Non-current	0.96	2.44
Total	**0.96**	**2.44**

Movement in net defined benefit (asset)/liability

(₹ in crore)

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) / liability	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Opening balance	8.68	7.89	6.24	5.35	2.44	2.54
Included in profit or loss:						
Current service cost	1.33	1.20	-	-	1.33	1.20
Interest cost (income)	0.51	0.53	(0.43)	(0.37)	0.08	0.16
Total amount recognised in profit or loss	1.84	1.73	(0.43)	(0.37)	1.41	1.36
						(₹ in crore)
Included in OCI:						
Financial assumptions	0.18	(0.38)	0.23	0.12	0.41	(0.26)
Experience adjustment	(0.21)	(0.47)	-	-	(0.21)	(0.47)
Total amount recognised in other comprehensive income	**(0.03)**	**(0.85)**	**0.23**	**0.12**	**0.20**	**(0.73)**
Other						
Expenses for employee on deputation	0.02	0.05	-	-	0.02	0.05
Contributions paid by the employer	-	-	3.10	0.78	(3.10)	(0.78)
Benefits paid	(0.73)	(0.14)	(0.72)	(0.14)	(0.01)	-
Closing balance	**9.78**	**8.68**	**8.82**	**6.24**	**0.96**	**2.44**

B. Post-Retirement Medical Benefits (PRMB)-Non-funded

The Group has Post-Retirement Medical Facility Benefits (PRMB), under which the eligible retired employees and their spouses are provided medical facilities and an out-patient subject to a ceiling fixed by the Group. The liability for the same is recognised annually on the basis of actuarial valuation.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the PRMF and the amounts recognised in the Group's financial statements as at balance sheet date:

(₹ in crore)

Particulars	31-Mar-22	31-Mar-21
Net defined benefit (asset)/liability :		
Non-current	3.19	1.61
Current	0.38	0.03
Total	**3.57**	**1.64**

Movement in net defined benefit (asset)/liability

(₹ in crore)

Particulars	Defined benefit obligation	
	31-Mar-22	31-Mar-21
Opening balance	**1.64**	**1.46**
Included in profit or loss:		
Current service cost	0.05	0.12
Interest cost	0.11	0.10
Total amount recognised in profit or loss	**0.16**	**0.22**
Included in OCI:		
Financial assumptions	(0.43)	0.03
Experience adjustment	0.09	(0.03)
Total amount recognised in other comprehensive income	**(0.34)**	-
Contributions paid by the employer		
Benefits paid	(0.10)	(0.04)
Closing balance	**1.36**	**1.64**

C. **Plan assets**

Plan assets comprise the following

Particulars	As at 31 March 2022	As at 31 March 2021
Net defined benefit (asset)/liability :		
Insurer Managed Funds	98.04%	99.53%
Current Bank Account	1.96%	0.47%
Total	**100%**	**100%**

Actual return on plan assets is ₹ 0.25 crore (31 March 2020: ₹ 0.28 crore).

D. **Defined benefit obligations**

i. **Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date:

Particulars	31-Mar-22	31-Mar-21
Discount rate	7.26%	6.79%
Expected return on plan assets-Gratuity	7.26%	6.79%
Salary escalation rate	9.00%	4.00% for Current year thereafter 8.50%
Retirement age	60/62	60/62
Withdrawal rate	1-3%	1-3%
In service mortality	IALM (2012-14)	IALM (2012-14)

The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Further, the expected return on plan assets is determined considering several applicable factors mainly the composition of plan assets held, assessed risk of asset management and historical returns from plan assets.

ii. **Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:-

(₹ in crore)

Particulars	31-Mar-22		31-Mar-21	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement) (₹ in crore)	(0.70)	0.72	(0.70)	0.75
Salary escalation rate (0.50% movement) (₹ in crore)	0.62	(0.58)	0.52	(0.48)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

E. **Risk exposure**

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

a) **Asset volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimize risk to an acceptable. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. Any deviations from the range are corrected by rebalancing the portfolio. The Group intends to maintain the above investment mix in the continuing years.

b) **Changes in discount rate**

A decrease in discount rate will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets holdings.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods.

F. **Expected maturity analysis of the defined benefit plans in future years**

(₹ in crore)

Particulars	Less than 1 year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31 March 2022					
Gratuity	0.43	0.68	1.26	7.41	9.78
Post-retirement medical facility (PRMF)	0.05	0.07	0.22	1.03	1.36
31 March 2021					
Gratuity	0.32	0.57	1.32	6.47	8.68
Post-retirement medical facility (PRMF)	0.03	0.04	0.18	1.39	1.64

G. Expected contributions to post-employment benefit plans for the year ending March 31, 2022 are ₹ 1.71 crore.

H. The weighted average duration of the defined benefit plan obligation at the end of the reporting period is as under:-

Particulars	31-Mar-22	31-Mar-21
Gratuity (in years)	13.84 to 20.80	13.84 to 20.80
Post-retirement medical facility (PRMF)-(in years)	2.89 to 14.73	2.89 to 14.73

Note No.45 - Disclosure as per Ind AS 24 'Related Party Disclosures'

a) List of Related parties:

i) Associates:

1 Krishna Godavari Power Utilities Limited

2 R.S. India wind energy Private Limited

3 Varam Bio Energy Private Limited

4 R.S. India Global Energy Limited

5 Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)

ii) Key Managerial Personnel (KMP):

A) Whole time directors

1	Shri Deepak Amitabh	Chairman and Managing Director (ceased w.e.f. 5th November, 2021)
2	Shri Ajit Kumar	Director (Commercial & Operations)-(ceased w.e.f. 8th April, 2021)
3	Dr. Rajib Kumar Mishra	Whole-time Director (w.e.f 24th February, 2015)
4	Dr. Pawan Singh	Managing Director & CEO (PFS)
5	Shri Naveen Kumar	Whole Time Director (w.e.f. 09th July, 2021 due to his superannuation) (PFS)

B) Non-whole time directors

Shri Dhirendra Swarup	(upto 31st December, 2020)
Dr. Nagesh Singh	(ceased w.e.f. 02nd July, 2020)
Shri Thomas Mathew T.	Independent Director (ceased w.e.f. 19th January 2022)
Ms. Sushama Nath	(w.e.f. 20th December 2017)
Ms. Bharti Prasad	(ceased w.e.f. 20th December 2020)
Shri Rakesh Kacker	(Ceased w.e.f. 21st January 2022)
Shri Jayant Purushottam Gokhale	(w.e.f. 16th March 2017)
Ms. Preeti Saran	(w.e.f. 2nd August 2020)
Shri R N Nayak	(upto 31st December, 2020)
Shri K V Eapen	(ceased w.e.f. 4th May 2020)
Smt. Pravin Tripathi	Independent Director (ceased w.e.f. 14th October, 2021)
Shri Subhash S Mundra	(w.e.f. 1st July 2020)
Shri Kamlesh S. Vikamsey	Independent Director (ceased w.e.f. 19th January 2022)
Shri Santosh B Nayar	Independent Director (ceased w.e.f. 19th January 2022)
Shri Devendra Swaroop Saksena	(w.e.f. 30th July 2018)
Dr. Atmanand	(ceased w.e.f. 1st July 2020)
Shri Ramesh Narain Misra	(w.e.f. 7th December 2018)
Ms. Renu Narang	Nominee Director (w.e.f. 21st June, 2021 and ceased w.e.f 10th December, 2021)

C) Chief financial officer & Company Secretary

Shri Pankaj Goel	Chief financial officer (PTC)
Shir Rajiv Maheshwari	Company Secretary (PTC)
Shri Sanjay Rustagi	Chief financial officer (w.e.f. 3rd October 2018) (PFS)
Shir Vishal Goyal	Company Secretary (PFS)

iii) Entities having significance influence

NTPC Limited.

Power Grid Corporation of India Limited.

Power Finance Corporation Limited

NHPC Limited

iv) Others:

PTC Foundation

PTC India Gratuity Trust

b) i) **Transactions with the related parties are as follows:**

(₹ in crore)

Name of Related Party	Influence	Nature of Transaction	Year ending March 31, 2022	Year ending March 31, 2021
NTPC Limited.	Entities having significance influence on the company	Director sitting fees to nominee directors	0.06	0.05
		Dividend paid by the Company	9.00	9.00
Power Grid Corporation of India Limited.		Director sitting fees to nominee directors	0.07	0.05
		Dividend paid by the Company	9.00	9.00
		Services received (wheeling charges)	0.05	0.09
Power Finance Corporation Limited		Director sitting fees to nominee directors	0.10	0.03
		Dividend paid by the Company	9.00	9.00
NHPC Limited		Director sitting fees to nominee directors	0.06	0.02
		Advance received against disinvestment in equity	4.19	-
		Dividend paid by the Company	9.00	9.00
Shri Dhirendra Swarup	Non-executive independent director	Director sitting fee	-	0.04
Dr. Nagesh Singh			-	0.03
Shri Thomas Mathew T.			0.10	0.07
Ms. Preeti Saran			0.21	0.06
Shri Jayant Purushottam Gokhale			0.15	0.07
Shri Rakesh Kacker			0.19	0.19
Ms. Sushama Nath			0.12	0.12
Ms. Bharti Prasad			-	0.08
Shri Subhash S Mundra			0.07	0.07
Smt. Pravin Tripathi			0.13	0.13
Shri Kamlesh S. Vikamsey			0.12	0.12
Shri Ramesh Narain Misra			0.14	0.05
Shri Santosh B Nayar			0.11	0.08
Ms Renu Narang			0.06	-
Shri Devendra Swaroop Saksena			0.11	0.06
Dr. Atmanand			-	0.005
Shri R N Nayak			-	0.04
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	Associate	Rental income (including GST)	0.21	-
		Equity investment made in the associate	-	0.0001
PTC Foundation	Controlled Trust	Contribution for CSR	5.50	11.49
		Recovery of cost of employees on deputation in Controlled trust	0.66	0.57
		Payment of expenses on behalf of Controlled trust	0.01	0.0238
		Rental income (including GST)	0.05	0.04

(₹ in crore)

Compensation to Key management personnel	Influence	Year ending March 31, 2022	Year ending March 31, 2021
Shri Deepak Amitabh	Whole time director		
– Short term employee benefits		1.33	1.61
– Post employment benefits		–	0.03
– Other long term benefits		(0.06)	0.04
Total Compensation paid		**1.27**	**1.68**
– Dividend paid		0.05	0.06
Dr. Rajib Kumar Mishra			
– Short term employee benefits		1.47	1.26
– Post employment benefits		0.02	0.06
– Other long term benefits		0.05	0.04
Total Compensation paid		**1.54**	**1.36**
– Dividend paid		0.001	0.001
Shri Ajit Kumar			
– Short term employee benefits		0.41	1.28
– Post employment benefits		0.01	0.09
– Other long term benefits		–	0.04
Total Compensation paid		**0.42**	**1.41**
– Dividend paid		–	0.00100
Dr. Pawan Singh			
– Short term employee benefits		0.92	1.13
– Defined benefits plans		0.03	0.03
– Other long term benefits		0.04	–
Total Compensation paid		**0.99**	**1.16**
Mr. Naveen Kumar			
– Short term employee benefits		0.22	0.90
– Defined benefits plans		–	0.01
– Other long term benefits		0.08	0.02
Total Compensation paid		**0.30**	**0.93**
Shri Pankaj Goel	Chief Financial Officer		
– Short term employee benefits		0.95	0.82
– Defined benefits plans		0.04	0.03
– Other long term benefits		0.05	0.02
Total Compensation paid		**1.04**	**0.87**
– Dividend paid		0.002	0.002
Shri Rajiv Maheshwari	Company Secretary		
– Short term employee benefits		0.88	0.56
– Other long term benefits		0.04	(0.01)
Total Compensation paid		**0.92**	**0.55**

(₹ in crore)

Compensation to Key management personnel	Influence	Year ending March 31, 2022	Year ending March 31, 2021
Shri Sanjay Rustagi	Chief Financial Officer		
– Short term employee benefits		0.44	0.55
– Defined benefits plans		0.01	0.01
– Other long term benefits		0.02	0.01
Total Compensation paid		**0.47**	**0.57**
Shri Vishal Goyal	Company Secretary		
– Short term employee benefits		0.45	0.55
– Defined benefits plans		0.02	0.01
– Other long term benefits		0.03	0.01
Total Compensation paid		**0.50**	**0.57**

ii) **Equity investment (net of loss) as at the balance sheet date without provision for impairment loss**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2022	As at 31.03.2021
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55
R.S. India Wind Energy Private Limited	Associate	47.37	47.37
Varam Bio Energy Private Limited	Associate	4.39	4.39
RS India Global Energy Limited	Associate	22.89	22.89
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	Associate	11.68	12.38

iii) **Investment in debentures at the balance sheet date without considering provision for impairment loss**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2022	As at 31.03.2021
Varam Bio Energy Private Limited	Associate	4.29	4.29

iv) **Provision for impairment loss**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2022	As at 31.03.2021
Krishna Godavari Power Utilities Limited (equity shares)	Associate	37.55	37.55
R.S. India Wind Energy Private Limited (equity shares)	Associate	47.37	47.37
Varam Bio Energy Private Limited (equity shares)	Associate	4.39	4.39
RS India Global Energy Limited (equity shares)	Associate	22.89	22.89
Varam Bio Energy Private Limited (debentures)	Associate	4.29	4.29

Balance Outstanding

(₹ in crore)

Name of the company	Relationship	Nature	As at 31.03.2022	As at 31.03.2021
NHPC Limited	Significance influence	Advance received against disinvestment in equity	4.19	-
PTC Foundation	Controlled Trust	Balance receivable	0.02	-
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	Associate	Balance receivable	0.04	-

v) **Terms and conditions of transactions with the related parties**

(a) Transactions with the related parties are made on normal commercial terms and conditions and at market rates.

(b) Outstanding balances of related parties at the year–end, are unsecured and interest free and settlement occurs through banking transaction. For the year ended 31 March 2022, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2021: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note No.46 – Disclosure as per Ind AS 36 'Impairment of Assets'

As required by Ind AS 36, an assessment of impairment of assets was carried out and based on such assessment, the Group has accounted impairment losses as below:

The Group has invested ₹ 37.55 crore as 49% of equity in its associate " Krishna Godavari Power Utilities Limited (KGPUL)"" for 60 MW Thermal imported coal based project. The project was 90% completed and further progress on the project was stopped due to paucity of funds. One of the lenders has carried out the valuation of assets of the project and based on the valuation report, the Group had recognized an impairment loss of ₹ 37.55 crore in respect of such investment in FY 2015–16. The Group has pledged, in favour of Power Finance Corporation Limited (PFC), 77,77,500 Equity Shares of ₹ 10 each at par out of total shares of 3,75,48,700 held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL. PFC has sought to invoke the said shares and the Group consented / given NOC for the same as on June 22, 2018. Debt Recovery Tribunal has issued a notice in February 2022 to KGPUL and others including the Parent Company and PFC. As per the notice, it appears that the Petitioner has filed case for recovery of ₹ 327. 62 Crore. The Group is yet to receive the copy of petition.

The Group in the year 2008–09 and 2009–10, had made an investment of ₹ 23.40 Crore equivalent to 48% in the total equity of the Company namely 'R.S. India Global Energy Limited' (RSIGEL), and therefore, the said Company is an associate company. Based on an independent investigation into the affair of RSIGEL, the Group concluded that the said associate and its promoters had misrepresented various facts to induce it to make such investments, therefore the Group has fully provided for the diminution in value of investment held in the said associate in FY 2014–15.

In the year 2014–15, based on an independent investigation into the affairs of R. S. India Wind Energy Private Limited (Associate), the Group had concluded that in earlier years, the Associate and its promoters had misrepresented various facts to it and induced it to make investments aggregating ₹ 61.12 crore in the Associate. The Group had filed a criminal complaint against the Associate and its promoters and is taking suitable steps both under civil and criminal law to safeguard its investments and to recover the same. Pending outcome thereof, the Group has fully provided for the diminution in value of investment held in this Associate.

Note No 47 – Fair Value Measurements

(a) **Financial instruments by category**

(₹ in crore)

Particulars	As at 31 March 2022			As at 31 March 2021		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
– Equity instruments/ security receipts	118.31	206.23	231.72	130.86	221.60	216.81
– Mutual Funds	200.05	–	–	390.03	–	–
Derivative assets	3.72	6.36	–	7.89	3.39	–
Trade Receivables	–	–	7,185.51	–	–	6,189.69
Cash and bank balances	–	–	1,959.27	–	–	1,380.72
Loans	–	–	5,920.56	–	–	7,387.64
Other financial assets	–	–	2,140.48	–	–	2,490.06
Total	**322.08**	**212.59**	**17,437.54**	**528.78**	**224.99**	**17,664.92**
Financial liabilities						
Borrowings	–	–	9,764.45	–	–	11,469.77
Trade payables	–	–	4,327.09	–	–	3,652.17
Lease liabilities	–	–	6.55	–	–	9.13
Other financial liabilities	–	–	163.10	–	–	270.50
Total	–	–	**14,261.19**	–	–	**15,401.57**

Details of assets pledged as collateral/security

The carrying amount of financial assets and property, plant and equipment that the company has provided as collateral for obtaining borrowings and other facilities from the bankers as follows:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial Assets		
Trade receivable	7,217.23	6,221.35
Cash and Cash Equivalents	35.26	25.95
Other bank balances under Debt Service Reserve Account (DSRA)	–	9.24
Fixed deposits with banks	62.82	59.66
Loans	8,477.45	10,464.03
Property, Plant and Equipments (Gross Carrying value)	2,133.04	2,133.10

(b) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(₹ in crore)

Financial assets and liabilities measured at fair value– recurring fair value measurement As at 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	–		324.54	324.54
Derivative instruments	–	10.08	–	10.08
Investments in mutual funds	–	200.05	–	200.05
Total	–	**210.13**	**324.54**	**534.67**

(₹ in crore)

Financial assets and liabilities measured at fair value– recurring fair value measurement As at 31 March 2021	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	25.63	–	326.83	352.46
Derivative instruments	–	11.28	–	11.28
Investments in mutual funds	–	390.03	–	390.03
Total	**25.63**	**401.31**	**326.83**	**753.77**

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the periods ended March 31, 2022 and March 31, 2021 :

(₹ in crore)

Particulars	Equity Investments	
	Year ending March 31, 2022	Year ending March 31, 2021
Opening balance	**326.83**	**347.39**
Gains/(losses) recognized in profit or loss	(0.06)	2.37
Gains/(losses) recognized in other comprehensive income	10.26	0.28
Disposal/acquisition	(12.49)	(23.21)
Closing balance	**324.54**	**326.83**

There are no financial liabilities measured at fair value on recurring basis. There were no transfers between the 3 levels in the reporting periods

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes investments in quoted equity instruments. Quoted equity instruments are valued using quoted prices at stock exchanges.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. This level includes mutual funds which are valued using the closing NAV and derivative instruments.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unquoted equity instruments included in level 3.

There have been no transfers in either direction for the years ended 31 March 2022 and 31 March 2021.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

– the use of quoted market prices

– the fair value of the remaining financial instruments is determined using discounted cash flow/net adjusted asset value/book value analysis/sale price observable in the market.

–The Group's foreign currency and interest rate derivative contracts are not traded in active markets. Fair valuation of such instruments are provided by the dealer who are recognised banks and use widely acceptable techniques. The effects of non–observable inputs are not significant for foreign currency forward contracts.

–The Group performs valuations in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market–based information.

– Security receipts are valued with Reference to sale price observable in the market on the basis of external rating provided by credit rating agencies.

–Trade receivables, Cash and Cash equivalents, other bank balances, other current financial Assets, current borrowings, trade payables and other current financial liabilities: approximate their carrying amounts largely due to the short–Term maturities of these instruments.

–Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Group could have realized or paid in sale transactions as of respective dates. as such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each Year end.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Except as detailed out in the following table, the management considers that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

(₹ in crore)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Liabilities				
Commercial paper	–	–	594.75	594.75
Infrastructure Bonds	9.23	9.23	109.20	109.20
Debentures	117.00	117.14	232.15	232.15

(₹ in crore)

Particulars	Fair value hierarchy			
	As at March 31, 2022			
	Level 1	Level 2	Level 3	Total
Financial Liabilities at amortised cost				
Infrastructure Bonds	–	–	9.23	9.23
Debentures	–	–	117.14	117.14

(₹ in crore)

Particulars	Fair value hierarchy			
	As at March 31, 2021			
	Level 1	Level 2	Level 3	Total
Financial Liabilities at amortised cost				
Commercial paper	–	–	594.75	594.75
Infrastructure Bonds	–	–	109.20	109.20
Debentures	–	–	235.12	235.12

c) **Fair value of financial assets and liabilities measured at amortised cost**

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:–

–Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments, as described below:

a) Security receipts are valued with reference to sale price observable in the market.

b) The Group's foreign currency and interest rate derivative contracts are not traded in active markets. Fair valuation of such instruments are provided by the dealer who are recognised banks and use widely acceptable techniques. The effects of non–observable inputs are not significant for foreign currency forward contracts.

The Group performs valuations in consultation with third party valuation specialists for complex valuations. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market–based information.

–Trade receivables, cash and cash equivalents, other bank balances, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to the short–term maturities of these instruments.

–Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Group could have realized or paid in sale transactions as of respective dates. as such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

Note No.48 . Comparison between ECL as per Ind AS 109 and provision as per RBI norms as at March 31, 2022

(₹ in crore)

Asset classification as per RBI norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowance (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	6,736.04	45.51	6,690.53	27.14	18.37
	Stage 2	689.15	47.27	641.88	9.89	37.38
	Stage 3	332.13	40.63	291.50	108.52	(67.89)
Subtotal		**7,757.32**	**133.41**	**7,623.91**	**145.55**	**(12.14)**
Non-Performing Assets (NPA)						
Substandard	Stage 3	3.13	0.03	3.10	0.31	(0.28)
Doubtful - upto 1 year	Stage 3	127.67	2.07	125.60	25.53	(23.46)
1 to 3 years	Stage 3	380.69	181.27	199.42	336.79	(155.52)
More than 3 years	Stage 3	83.32	24.61	58.71	51.17	(26.56)
Subtotal for doubtful		**591.68**	**207.95**	**383.73**	**413.49**	**(205.54)**
Loss	Stage 3	125.00	125.00	-	125.00	-
Subtotal for NPA		**719.81**	**332.98**	**386.83**	**538.80**	**(205.82)**
Total	**Stage 1**	**6,736.04**	**45.51**	**6,690.53**	**27.14**	**18.37**
	Stage 2	**689.15**	**47.27**	**641.88**	**9.89**	**37.38**
	Stage 3	**1,051.94**	**373.61**	**678.33**	**647.32**	**(273.71)**

Note: ₹ 273.71 Crore (Previous year ₹ 126.98 Crore) (being the excess of provision required as per IRACP norms and ECL Provision required under INDAS 109) has been recognised as "Impairment Reserve" in the Balance Sheet. Out of total provision, Group's share of ₹ 177.89 Crore (Previous year ₹ 82.52 Crore) has been shown as impairment Reserve and remaining balance is included in Non-controlling Interests.

Note No.48 . Comparison between ECL as per Ind AS 109 and provision as per RBI norms as at March 31, 2021

(₹ in crore)

Asset classification as per RBI norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowance (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage 1	8,203.82	32.39	8,171.43	33.32	(0.93)
	Stage 2	913.49	23.17	890.32	11.06	12.11
Subtotal		**9,117.31**	**55.56**	**9,061.75**	**44.38**	**11.18**
Non-Performing Assets (NPA)						
Substandard	Stage 3	511.22	54.50	456.72	101.47	(46.97)
Doubtful - upto 1 year	Stage 3	149.60	68.69	80.91	83.75	(15.06)
1 to 3 years	Stage 3	457.91	248.15	209.76	287.22	(39.07)
More than 3 years	Stage 3	227.65	201.76	25.89	226.71	(24.95)
Subtotal for doubtful		**835.16**	**518.60**	**316.56**	**597.68**	**(79.08)**
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		**1,346.38**	**573.10**	**773.28**	**699.15**	**(126.05)**
Total	**Stage 1**	**8,203.82**	**32.39**	**8,171.43**	**33.32**	**(0.93)**
	Stage 2	**913.49**	**23.17**	**890.32**	**11.06**	**12.11**
	Stage 3	**1,346.38**	**573.10**	**773.28**	**699.15**	**(126.05)**

Note: ₹ 126.98 Crore (Previous year ₹ 57.69 Crore) (being the excess of provision required as per IRACP norms and ECL Provision required under INDAS 109) has been recognised as "Impairment Reserve" in the Balance Sheet. Out of total provision, Group's share of ₹ 82.52 Crore (Previous year ₹ 37.49 Crore) has been shown as impairment Reserve and remaining balance is included in Non-controlling Interests.

Note No.49 . Financial Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Loan receivables, Cash and bank balances, trade receivables, derivative financial instruments, financial assets measured at amortized cost	Ageing analysis Credit ratings Expected credit loss analysis	Investment policy for bank deposits, credit limits and letters of credit/ bank guarantee. Credit risk analysis, diversification of customers/asset base, credit limits and collateral.
Liquidity risk	Borrowings & Other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities. Monitoring of receivables and exposure limit
Market risk – foreign currency risk	– Future commercial transactions – Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting Sensitivity analysis	Foreign currency risk management policy. Hedging mechanism/derivative contracts.
Market risk – interest rate	Non-current borrowings at variable rates	Sensitivity analysis	Interest rate swaps
Market risk – Security price risk	Investments in equity securities	Sensitivity analysis. IRR expectation	Invested as per strategic decisions made by the Board. Nominee in the board of investee company. Portfolio diversification, exposure limits.
Market risk – net asset value	Investments in mutual funds	Sensitivity analysis	Investment limits, performance ratings etc.

Risk management framework

The Group's activities make risk an integral and unavoidable component of business. The Group manages risks in a proactive and effective manner and has taken adequate measures to address such concerns by developing adequate systems and practices.

In order to institutionalize the risk management process in the Group, there is a Risk Management Group (RMG) and an elaborate Risk Management Policy (RMP) has been formulated.

Governance Framework

The Governance framework of the Risk Management process is constituted by three layers of authority:

i) Board of Directors, Risk Management Committee and Audit Committee

ii) Executive Management Team

iii) Functional Head(s)

The process of escalation to and monitoring of risks by the three layers in the Governance framework is built around the following key facilitating roles. A cross functional team approach has been followed to establish a workable and business focused risk management process in the PTC Group.

i) Chief Risk Officer (reporting to Risk Management Committee)

ii) Risk Owners (typically Vice President level functionaries reporting to Functional Heads)

iii) Risk Monitors

Roles and Responsibilities

Board, Risk Management Committee and Audit Committee: Terms of reference of Risk Management Committee shall, inter-alia, include the following:

(i) To formulate, review and monitor risk management policy;

(ii) To implement, monitor and review the risk management framework, the risk management plan and related matters; and

(iii) Any other matter as the Audit Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Chief Risk Officer (CRO): The CRO provides inputs and insights in the establishment, monitoring and structuring risk management process and further monitor its compliance in accordance with relevant provisions of the policy. CRO coordinates between the Risk Management Committee and Executive Management Team to establish an advance / proactive risk reporting system, based on ethical principles, so that risks are understood in a simple and transparent manner.

Executive Management Team: The CEO, Whole Time Directors and other Functional heads of respective Business Units / Functions constitute the Executive Management Team. By virtue of their roles, they are the best equipped to have knowledge and understanding of their respective business functions. Hence, they constitute the first layer of risk review and escalation by risk owners.

Risk Owners: Risk Owners have been delegated the ownership of risks. The Risk Owner is typically an officer of a sufficiently experienced level like Vice President / Sr. Vice President. The risk owner's responsibilities are guided in accordance with the relevant sections of the Risk Management Policy.

Risk Management Group: Members of the Risk Management Group, supporting the CRO, monitor effective implementation and compliance of the risk management policy. They coordinate among various managerial levels of PTC and the Group Companies to establish processes and ensure smooth and timely flow of information.

Risk Monitors: Risk monitors in each Business Unit constitute a cross functional team that works closely to engage in the deployment of an active risk management process that permeates the group. A Risk Monitor a) takes up new risks for discussion b) helps evolve risk responses and c) works as an extended arm of Risk Management Group in the unit / function in managing and reporting risks.

The RMG meets every quarter or as needed. Risks are regularly monitored through reporting of key performance indicators and tools like Risk Matrix at transaction level. Outcomes/exceptions and aggregate level reports are submitted for information of the Board of Directors.

Group on Common Exposures: Constituted for consultation of senior management of PTC and group companies on exposures to common customers.

Note No.49 . Financial Risk Management

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has an appropriate liquidity risk management framework for the management of short, medium and long term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash reserves/ marketable securities/banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The treasury department is responsible for managing the short term and long term liquidity requirements. Short term liquidity situation is reviewed daily by Treasury. The Board of directors has established an investment policy by taking into account liquidity risk as well as credit risk. The treasury department operates in line with such policy. Long term liquidity position is reviewed by the Board of Directors and appropriate decisions are taken according to the situation.

Commercial department monitor the Group's net liquidity position by monitoring the level of expected cash inflows on trade and other receivables together with expected cash outflows on trade and other payables.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses and payments to trade payables including the servicing of financial obligations, this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

(i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Cash credit	424.75	1,030.85
Short term loans	1,127.25	1,128.03
Short term loans interchangeable with non-fund based limits	0.12	-
Long term loans	815.82	130.82
Total	**2,367.94**	**2,289.70**

(ii) Maturities of financial liabilities

The following are the contractual maturities of financial liabilities, based on contractual cash flows:

31-Mar-22

(₹ in crore)

Contractual maturities of financial liabilities	Contractual cash flows				
	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Financial liabilities					
Borrowings	3,703.37	2,383.27	2,114.08	1,563.72	9,764.44
Finance lease obligations	4.34	0.35	0.57	1.29	6.55
Trade and other payables	4,490.19	-	-	-	4,490.19

31-Mar-21

(₹ in crore)

Contractual maturities of financial liabilities	Contractual cash flows				
	Less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Financial liabilities					
Borrowings	3,770.09	2,997.08	2,359.88	2,342.72	11,469.77
Finance lease obligations	4.54	3.88	-	0.71	9.13
Trade and other payables	3,895.50	12.48	14.69	-	3,922.67

(iii) Trade payable ageing schedule

(₹ in crore)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	0.02	-	-	-	0.02
Others	2,718.62	428.67	117.43	370.43	3,635.15
Disputed dues- Others	85.71	80.30	112.22	413.69	691.92
Total	**2,804.35**	**508.97**	**229.65**	**784.12**	**4,327.09**

March 31, 2021

(₹ in crore)

Particulars	Outstanding for following periods				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	0.14	0.14
Others	2,198.60	471.11	239.35	169.87	3,078.94
Disputed dues- Others	46.90	123.63	68.52	334.05	573.10
Total	**2,245.50**	**594.74**	**307.87**	**504.06**	**3,652.17**

Note No.49 . Financial Risk Management

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Group. Credit risk arises principally from trade receivables, investment in debt securities, loans & advances (including loan financing), cash & cash equivalents and deposits with banks and financial institutions.

Credit risk management policy provides for identification and assessment of credit risk, assessment and management of portfolio credit risk, and risk monitoring and control. The issues relating to the establishment of exposure limits for various categories, for example, based on geographical regions, fuel specific, industry and rating are also covered. The policy also deals with rating models aiming at high quality, consistency and uniformity in the appraisal of proposals. The group has established for its NBFC subsidiary various internal risk management process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions. Counterparty limits are established by the use of a credit risk classification system, which assigns each counterparty a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

The Group has Risk Governance System. To determine whether operations are within the risk appetite of the organization at any given time, the following parameters are reported to the appropriate layer of the Risk Governance system, and in particular to the Board of Directors and Audit Committee periodically:-

For Marketing - a) Short Term: List of all open positions and periods involved in each such position; this is reported on a periodic basis to ensure timely corrective action in case of exigency.

b) Long-Term: List of all agreements where take-or-pay liability was taken by PTC and periods involved in each such position; this is reported on at least a periodic basis to ensure timely corrective action in case of exigency.

Trade receivables

PTC primarily sells electricity to bulk customers comprising mainly state power utilities owned by State Governments generally with security mechanism in the form of Letters of Credit. PTC has no experience of significant impairment losses in respect of trade receivables in the past years.

For purchase of power through Power Exchange(s), for clients other than state owned power utilities, PTC either takes payments from the parties on advance basis or ensures security mechanism in the form of Bank Guarantee/ Letter of Credits. Transactions with state owned power utilities are generally made without security mechanism, however transactions being with state owned power utilities, the risk is insignificant

Investments in marketable securities

The Group invests in marketable securities to churn its short term working capital funds.

The Board of directors has established an investment policy by taking into account liquidity risk as well as credit risk. The investment policy prescribes guidelines for investible funds on fulfillment of certain conditions i.e investment in AMC who invest as per SEBI Guidelines, limit of investment in single AMC, performance rating etc. The Group's treasury department operates in line with such policy. The treasury department actively monitors the return rate and maturity period of the investments. The Group has not experienced any significant impairment losses in respect of any of the investments.

Loans & advances

The Group has given open access advances and security deposits. There is insignificant risk in case of open access advances paid on account of state owned power utilities. In case of open access advances are paid on account of generators, the Group generally takes irrevocable undertaking from the generators to adjust the amounts against their running accounts in case of default. The Group has no experience of significant impairment losses in respect of open access advances in the past years.

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 1246.72 crore (31 March 2021: ₹ 939.09 crore). The cash and cash equivalents are held with banks with high credit ratings.

Deposits with banks and financial institutions

The Group held deposits with banks and financial institutions of ₹ 623.00 crore (31 March 2021: ₹ 409.07 Crore). In order to manage the risk, the Group makes these deposit with high credit rating as per investment policy of the Group.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
Non-current investments	552.07	565.08
Non-current loans	5,920.26	7,386.63
Current investments	204.24	394.22
Cash and cash equivalents	1,246.72	939.09
Other bank balances	712.55	441.63
Current loans	0.30	0.24
Other current financial assets	2,143.81	2,489.83
Other non-current financial assets	6.75	12.28
Total	**10,786.70**	**12,229.00**

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
Trade receivables	7,185.51	6,189.69
Total	**7,185.51**	**6,189.69**

Expected credit loss for loans

Significant increase in credit risk and credit impaired financial assets

The Group considers a financial instrument to have experienced a significant increase based on the staging criteria, which is aligned with EWS framework. As per EWS framework, loan accounts with rating OR1-OR6 may be classified as stage 1 and assets with rating OR7-OR10 may be classified as stage 2 accounts. However, if the loan account was rated OR7-OR10 during the sanction process then the loan account may be classified as stage 1 account as the risk prescription/ credit quality has not changed since initial risk assessment.

Definition of default

The Group defines a financial instrument as in default, any borrower whose contractual payments are due for more than 90 days is termed as default, which is in line with RBI guidelines

Explanation of inputs, assumptions and estimation techniques

Probability of default (PD) computation model

Probability of Default is the likelihood that the borrower will not be able to meets its obligations as and when it falls due.

Transition Matrix Approach was used for estimation of PD. ICRA's one-year transition matrix was used as the base probability of default matrix.

Stage 1: 12-month PDs were taken directly from one-year transition matrix and so, Point in Time (PIT) conversion was not done, as it is already giving PIT PDs.

Stage 2: PD for second year onwards was estimated using Matrix Multiplication Approach. As a matter of following a best practice, it was decided to keep the PDs constant after 5th year.

Stage 3: As the accounts classified into stage 3 are non-performing assets so probability of default was assumed to be 100%.

Loss given default (LGD) computation model

Loss Given Default is the percentage of total exposure which the borrower would not be able to recover in case of default.

Workout LGD approach has been used for LGD estimation.

LGD= (Economic loss + Cost of Recovery)/EAD

'As at March 31, 2021, the Group has classified its few loans (financial assets) under stage III criteria, as enumerated in Ind AS 109, and the projects/ assets, underlying such loans are either pending for resolution under Insolvency and Bankruptcy Code (IBC) or under litigation. For measuring expected credit loss (ECL) allowance for loans wherein underlying projects/ assets have been under IBC proceedings, wherever available, the fair value attributable to the secured portion of such loans has been measured based on external evidence i.e. valuation of such projects/ assets as shared by the Resolution Professional (RP), appointed by NCLT under resolution proceedings, with the consortium of creditors, including the Group. The actual outcome in these cases is dependent upon the final settlement by the RP in accordance with IBC framework. For other loans under stage III, the fair value attributable to the secured portion of such loans has been measured based on other evidences, including one time settlement offer from the customer, valuation exercise done either by the consortium of lenders or by the Group, settlement proposals under discussions between the borrowers and the consortium of lenders/ Group.

'For loans under stage I and stage II, the management has determined the value of secured portion, on the basis of best information available with the Group, including value of assets/ projects in the available balance sheets of the borrowers, technical and cost certificates provided by the experts and valuation exercise performed by external professionals either appointed by the Group or consortium of lenders, including the Group.

'The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/ assets of borrowers under IBC. Refer Note 55.

"Basis of calculating loss rates

First step involved in ECL computation is staging of the assets into three categories. Staging of the financial assets depend on the deterioration of the credit quality of the assets over its lifetime. Performing assets fall under Stage I, Underperforming assets fall under Stage II and Impaired assets(non-performing) fall under Stage III.

The following points were considered for stage wise classification of credit exposures:

1. Stage III exposures were exposures where actual default events have occurred i.e. all credit exposures classified as Doubtful or Sub-Standard, or where significant deterioration in credit quality was envisaged.
2. Stage II exposure were exposures which were not considered impaired asset but were classified as 'Stressed Accounts' or were flagged as High-Risk Category.
3. All other accounts not meeting the first two criteria were classified as Stage 1 accounts.

Quantitative and qualitative factors considered along with quantification i.r.t loss rates

Impact of specific risk factors was taken into account while staging of accounts and computation of PD. External credit rating was also used for staging criteria. The industry of the borrower was also considered for classification of the borrower. If a borrower belonged to an industry under stress, then the borrower was classified as stage 2 or 3 account.

For computation of loss given default, haircuts on collateral, based on subjective parameters were used.

- Sector/Sub-sector

- Source of Power Generation

- PPA Status

- COD Status

Forward looking information incorporated in ECL models

The PDs are derived using the relationship of historic default rates of the portfolio and respective macroeconomic variable (GDP growth rate). Worst, Mild and Best scenarios are created for all the macroeconomic variable and default rates are estimated for all the four scenarios. The scenarios are arrived at by creating bins based on mean, minimum, maximum and standard deviation of the macro variable for the observed range of data. The differential default rates between the base scenario and the best, Worst and Mild scenarios are created/ built to compute the shock factors.

These shock factors were then added to the base PD term structure, which is arrived using the matrix multiplication technique, thereby creating four different PD term structures for the four

Scenarios. These shocked PDs are used to compute lifetime ECL for stage 1 and stage 2 accounts.

Credit risk exposure and impairment loss allowance

(₹ in crore)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Exposure	Impairment allowance	Exposure	Impairment allowance
Credit impaired loan assets (Default event triggered) (Stage III)	1,051.94	373.61	1,346.38	573.10
Loan assets having significant increase in credit risk (Stage II)	689.15	47.27	913.49	23.17
Other loan assets (Stage I)*	6,736.37	45.51	8,204.20	32.39
Total	**8,477.46**	**466.39**	**10,464.07**	**628.66**

*Includes loans amounting to ₹ 0.33 cr (Previous year ₹ 0.38 cr) given to employees.

Collateral and other credit enhancements

Loans are secured by :

i. Hypothecation of assets and/or

ii. Mortgage of property and /or

iii. Trust and retention account and /or

iv. Bank guarantee, Company guarantee or personal guarantee and / or

v. Assignment of receivables or rights and / or

vi. Pledge of shares and / or

vii. Undertaking to create a security

Loss allowance for loans

The loss allowance recognized in the period is impacted by a variety of factors, as described below:

- Transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" (or "step down") between 12-month and Lifetime ECL.

- Additional allowances for new financial instruments recognised during the period, as well as releases for financial instruments de-recognised in the period

- Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models

- Financial assets derecognized during the period and write-offs of allowances related to assets that were written off during the period

The following tables explain the changes in the loss allowance between the beginning and the end of the annual period due to these factors:

Loss allowance	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	(₹ in crore) Total
Loans and advances to customers at amortized Cost				
Balance as at March 31, 2020	**46.89**	**23.78**	**408.25**	**478.92**
Transfer to 12 months ECL	0.01	(0.01)	–	–
Transfer to life time ECL not credit impaired	(3.95)	3.95	–	–
Transfer to Lifetime ECL credit impaired	–	(54.50)	54.50	–
Movement of loss allowance during the year	(10.57)	49.93	191.85	231.21
Write offs	–	–	(81.47)	(81.47)
Balance as at March 31, 2021	**32.38**	**23.15**	**573.13**	**628.66**
Loans and advances to customers at amortized Cost				
Balance as at April 1, 2021	**32.38**	**23.15**	**573.13**	**628.66**
Transfer to 12 months ECL	5.82	(5.82)	–	–
Transfer to life time ECL not credit impaired	(15.22)	15.22	–	–
Transfer to Lifetime ECL credit impaired	–	(0.03)	0.03	–
Net remeasurement of loss allowance	22.52	14.73	130.76	168.01
Write offs	–	–	(330.28)	(330.28)
Balance as at March 31, 2022	**45.50**	**47.25**	**373.64**	**466.39**

The following table further explains changes in the gross carrying amount of the Loan portfolio to help explain their significance to the changes in the loss allowance for the same portfolio as discussed above:

Gross Exposure	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	(₹ in crore) Total
Loans and advances to customers at amortized Cost				
Balance as at March 31, 2020	8,718.26	1,045.53	953.25	10,717.04
Transfer to/from 12 months ECL	19.26	(19.26)	–	–
Transfer to/from life time ECL not credit impaired	(319.01)	319.01	–	–
Transfer to/from Lifetime ECL credit impaired	–	(511.22)	511.22	–
New Financial assets originated or purchased	1,526.91	102.67	–	1,629.58
Financial Assets that have been derecognized	(1,741.61)	(23.23)	(36.62)	(1,801.46)
Write offs	–	–	(81.47)	(81.47)
Balance as at March 31, 2021	**8,203.81**	**913.50**	**1,346.38**	**10,463.69**
Loans and advances to customers at amortized Cost				
Balance as at 1 April, 2021	8,203.81	913.50	1,346.38	10,463.69
Transfer to/from 12 months ECL	58.20	(58.20)	–	–
Transfer to/from life time ECL not credit impaired	(152.22)	152.22	–	–
Transfer to/from Lifetime ECL credit impaired	–	(3.14)	3.14	–
New Financial assets originated or purchased	3,887.82	0.01	36.71	3,924.54
Financial Assets that have been derecognized	(5,261.58)	(315.24)	(4.00)	(5,580.82)
Write offs	–	–	(330.28)	(330.28)
Balance as at March 31, 2022	**6,736.03**	**689.15**	**1,051.95**	**8,477.13**

Concentration of credit risk

The Group monitors concentration of credit risk by type of industry in which the borrower operates, further bifurcated into type of borrower, whether state or private.

(₹ in crore)

Industry	As at March 31, 2022	As at March 31, 2021
Gross carrying amount of loans		
Concentration by industry		
Thermal	792.84	1,206.54
Renewable energy	2,284.89	4,429.03
Hydro	154.60	164.60
Distribution	1,806.67	1,691.21
Others*	3,438.46	2,972.69
	8,477.46	**10,464.07**

*Includes loans amounting to ₹ 0.33 Crore (March 31, 2021 ₹ 0.38 Crore) given to employees.

(ii) Ageing analysis of trade receivables

The ageing analysis of the trade receivables is as below:

March 2022

(₹ in crore)

Particulars	Outstanding for following periods					
	Less than 6 months	6 months– 1 year	1–2 years	2–3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4,328.44	1,086.13	552.04	194.38	302.09	6,463.08
Undisputed Trade Receivables – credit impaired	–	–	0.08	0.20	4.87	5.14
Disputed Trade Receivables– considered good	9.05	90.73	87.55	111.97	423.13	722.43
Disputed Trade Receivables – credit impaired	–	–	0.04	0.39	26.15	26.58
Total	**4,337.49**	**1,176.86**	**639.71**	**306.94**	**756.24**	**7,217.23**
Impairment allowance for doubtful trade receivables						31.72
Total trade receivables						**7,185.51**

March 2021

(₹ in crore)

Particulars	Outstanding for following periods					
	Less than 6 months	6 months– 1 year	1–2 years	2–3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4,147.73	776.62	194.97	115.84	182.09	5,417.26
Undisputed Trade Receivables – credit impaired	–	–	0.20	0.12	4.75	5.06
Disputed Trade Receivables– considered good	22.63	57.87	206.98	130.81	354.13	772.43
Disputed Trade Receivables – credit impaired	–	–	–	0.63	25.97	26.60
Total	**4,170.36**	**834.50**	**402.16**	**247.40**	**566.93**	**6,221.35**
Impairment allowance for doubtful trade receivables						31.66
Total trade receivables						**6,189.69**

Trade receivables include ₹ 222.75 crore (Previous year ₹ 376.16 Crore) of bill of exchange drawn on state utilities (customers) and discounted with banks based on arrangements between the Company, banks and state utilities. Further, the interest amounting to ₹ 10.67 Crore (Previous year ₹ 17.88 Crore) paid to bank under bill of exchange arrangements has been reimbursed by utilities.

(iii) Reconciliation of impairment loss provisions

The movement in the allowance for impairment in respect of financial assets other than loan during the year was as follows:

(₹ in crore)

Particulars	Investments	Trade receivables	Advances	Total
Balance as at 31 March, 2020	**116.49**	**26.30**	**2.93**	**145.72**
Impairment loss recognised	–	5.36	23.82	29.18
Balance as at 31 March 2021	**116.49**	**31.66**	**26.75**	**174.90**
Balance as at 31 March, 2021	116.49	31.66	26.75	174.90
Impairment loss recognised	–	7.50	5.31	12.81
Amounts utilized	–	7.44	0.26	7.70
Balance as at 31 March 2022	**116.49**	**31.72**	**31.80**	**180.01**

Based on historic default rates, the Group believes that, apart from the above, no impairment allowance is necessary in respect of any other assets.

Note No.49 – Financial Risk Management

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of directors is responsible for setting up of policies and procedures to manage market risks of the Group. At present, the Group has a Forex Risk Management Policy for hedging of foreign currency risk.

Currency risk

The Group is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates.

'The Group is exposed to foreign exchange risk arising from foreign currency transactions. The policy on foreign exchange risk management covers the management of foreign exchange risk related to existing and future foreign currency loans or any other foreign exchange risks derived from borrowing and lending. The objective of the policy is to serve as a guideline for transactions to be undertaken for hedging of foreign exchange related risks. It also provides guiding parameters within which the Asset Liability Management Committee can take decisions for managing the above mentioned risks. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. The Group as per its overall strategy uses derivative contracts to mitigate its risks associated with fluctuations in foreign currency and interest rates on borrowings. The Group does not use derivative contracts for speculative purposes.

The currency profile of financial assets as at March 31, 2022 and March 31, 2021 are as below:

Particulars	As at 31.03.2022	As at 31.03.2021
Financial assets having exposure in USD		
Foreign currency loan (₹ in crore)	141.11	223.43
Trade and other receivables (₹ in crore)	12.72	41.80

Sensitivity analysis

A strengthening of the Indian Rupee, as indicated below, against the USD at 31 March, 2022 would have increased (decreased) profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis is performed on the same basis for previous year as indicated below.

a) **Trade receivables**

The sensitivity to changes in the exchange rates arises on trade receivable.

(₹ in crore)

Effect in ₹ in crore	As at 31.03.2022	As at 31.03.2021
Trade receivables		
5% movement in USD –Increase	0.64	2.09
5% movement in USD–Decrease	(0.64)	(2.09)
Trade payables		
5% movement in USD –Increase	(0.62)	(1.56)
5% movement in USD–Decrease	0.62	1.56

b) **Other–foreign currency denominated financial instruments**

The sensitivity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
USD sensitivity*		
INR/USD– increase by 464 bp (March 31, 2021: 459 bp)	6.55	10.26
INR/USD– decrease by 464 bp (March 31, 2021: 459 bp)	(6.55)	(10.26)

* Holding all other variables constant

c) **Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in net asset value (NAV) of the financial instruments held.

The Group's price risk is mainly generated with fair value in respect of the investments held in mutual funds. Investments primarily include investment in liquid debt based mutual fund units with high credit–ratings assigned by credit–rating agencies and are managed by asset management companies.

The carrying amount of the Group's investments in mutual funds designated as at fair value through profit or loss at the end of the reporting period are as follows:

(₹ in crore)

Particulars	31.03.2022	31.03.2021
Investments in mutual funds	200.05	390.03

Price risk sensitivity analysis

The following table details the Group's sensitivity to a 1% increase and decrease in the NAV of investments held. The sensitivity analysis includes only outstanding investments and adjusts their position at the period end for a 1% change in NAV. A positive number below indicates an increase in profit or equity where NAV increases by 1%. For a 1% weakening in NAV, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Every 1% increase / decrease in the NAV of investments, will affect the Group's profit before tax as given in below table:

(₹ in crore)

Effect in ₹ in crore	Profit or loss	
	31.03.2022	31.03.2021
1% increase in the NAV of mutual funds	2.00	3.90
1% increase in the NAV of mutual funds	(2.00)	(3.90)

In Group's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk and price risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Note No.49 – Financial Risk Management

Liabilities

Interest rate risk

The Group is exposed to interest rate risk arising mainly on long term loans and borrowings, financial lease obligations and financial lease receivables. The Group is exposed to interest rate risk because the cash flows will fluctuate with changes in interest rates. The policy of the Group is to minimize interest rate cash flow risk exposures. As at March 31, 2022, the Group is exposed to changes in market interest rates through loans and bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Variable rate borrowing	7,968.23	9,481.52
Finance lease obligations	6.55	9.13
Fixed rate borrowing	1,796.22	1,988.25
Total	**9,771.00**	**11,478.90**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates:–

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Interest sensitivity*		
Interest rates – increase by 100 basis points	79.68	94.82
Interest rates – decrease by 100 basis points	(79.68)	(94.82)

* Holding all other variables constant

In financial lease obligation, the company's risk is minimal since finance lease transactions are almost on back to back basis.

Assets

The Group's fixed deposits are carried at amortized cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Interest rate risk exposure

Below is the overall exposure of the loans:–

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Variable rate loans	8,237.86	8,908.51
Fixed rate loans	239.60	1,555.18
Total loans	**8,477.46**	**10,463.69**

*Includes loans amounting to Rs 0.33 Crore (March 31, 2021 Rs. 0.38 Crore) given to employees.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates:–

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Interest sensitivity*		
Interest rates – increase by 100 basis points	82.38	89.09
Interest rates – decrease by 100 basis points	(82.38)	(89.09)

* Holding all other variables constant

Note No.50 – (a) Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, raise debts or issue new shares. The Group monitors Gearing ratio, which is total net debt divided by total equity. The objectives for managing capital are being achieved by way of maintaining an optimal gearing ratio as given in below table.

Gearing Ratio

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Debt	9,764.45	11,469.77
Cash and bank balances	(1,959.27)	(1,380.72)
Net debt	**7,805.18**	**10,089.05**
Total equity	4,723.47	4,420.01
Net debt to equity ratio	**1.65**	**2.28**

(b) **Regulatory capital (PFSL)**

As contained in RBI Master Directions – Non–Banking Financial Company – Systemically Important Non–Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (hereinafter referred to as “RBI Master Directions”), the Company is required to maintain a capital ratio consisting of Tier I and Tier II capital not less than 15% of its aggregate risk weighted assets on–balance sheet and of risk adjusted value of off– balance sheet items. Out of this, Tier I capital shall not be less than 10%. The BoDs regularly monitors the maintenance of prescribed levels of Capital Risk Adjusted Ratio (CRAR). Further, the Company also ensures compliance of guidelines on “Capital Restructuring of Central Public Sector Enterprises” issued by Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Department of Public Enterprises in respect of issue of bonus shares, dividend distribution, buy back of equity shares etc.

Capital Adequacy Ratio (CAR) and other key financial parameters of PFSL are as under:

Capital Adequacy ratio – Tier I	26.10%
Capital Adequacy ratio – Tier II	0.61%
	26.71%

Note No.51– Disclosure as per Ind AS 108 ‘Operating segments’

A. **General Information**

The Group has two reportable segments, as described below, which are the Group’s strategic businesses. The strategic businesses offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business, the Chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group’s reportable segments:

Power: it includes trading & generation of power.

Financing business: It includes investing in equity or extending debt to power projects in generation, transmission, distribution, fuel resources and fuel related infrastructure. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

B. **Information about reportable segments and reconciliations to amounts reflected in the financial statements:**

(₹ in crore)

Particulars	Power		Financing business		Total	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Segment revenue						
Revenue from operation	15,915.55	17,234.21	940.84	1,111.29	16,856.39	18,345.50
Other income	1.57	12.89	0.59	1.14	2.16	14.03
	15,917.12	17,247.10	941.43	1,112.43	16,858.55	18,359.53
Unallocated corporate interest and other income	–	–	–	–	21.22	14.13
Total	**15,917.12**	**17,247.10**	**941.43**	**1,112.43**	**16,879.77**	**18,373.66**

Segment result	592.29	622.81	156.32	88.99	748.61	711.80
Unallocated corporate interest and other income	–	–	–	–	21.22	14.13
Unallocated corporate expenses, interest and finance charges	–	–	–	–	25.07	47.37
Profit before tax					**744.76**	**678.56**
Income tax (net)	–	–	–	–	193.09	220.94
Profit after tax	–	–	–	–	**551.67**	**457.62**

(₹ in crore)

Particulars	Power		Financing business		Unallocated		Total	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Depreciation/amortization/impairment	93.22	93.13	–	–	8.10	6.88	101.32	100.01
Non–cash expenses other than depreciation	30.99	11.07	167.86	229.47	0.72	20.73	199.57	261.27
Capital expenditure	–	–	–	–	4.89	3.67	4.89	3.67

(₹ in crore)

Particulars	Power		Financing business		Total	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Segment assets	9,904.26	8,569.85	9,242.86	11,058.11	19,147.12	19,627.96
Unallocated corporate and other assets	–	–	–	–	734.83	1,039.94
Total assets	**9,904.26**	**8,569.85**	**9,242.86**	**11,058.11**	**19,881.95**	**20,667.90**
Segment liabilities	7,107.33	6,091.73	7,165.26	9,391.24	14,272.59	15,482.97
Unallocated corporate and other liabilities	–	–	–	–	93.73	23.31
Total liabilities	**7,107.33**	**6,091.73**	**7,165.26**	**9,391.24**	**14,366.32**	**15,506.28**

C. Information about major customers

Revenue from three major customers under 'Power' segment is ₹ 2572.21 crore, ₹ 2388.80 crore and ₹ 1883.76 crore (March 31, 2021: three major customers under 'Power' segment is 3123.52 crore, ₹ 2450.09 crore and ₹ 2040.52 crore) which is more than 10% of the Group's total revenues.

Note No.52 – Disclosure as per Ind AS 112 'Disclosure of Interest in Other Entities'

(a) Subsidiaries

The group's subsidiaries at 31 March 2022 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non–controlling interests		Principal activities
		31 March 2022	31 March 2021	31 March 2022	31 March 2021	
		%	%	%	%	
PTC India Financial Services Limited (PFS)	India	64.99	64.99	35.01	35.01	Non–banking finance company
PTC Energy Limited (PEL)	India	100.00	100.00	–	–	Generation of energy

(b) **Non-controlling interests (NCI)**

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the group. The amounts disclosed for each subsidiary are before inter-company eliminations and consolidation adjustments.

Summarised balance sheet

(₹ in crore)

Particulars	Particulars PTC India Financial Services Limited (PFS)	
	As at 31 March 2022	As at 31 March 2021
Current assets	3,060.31	3,386.18
Current liabilities	2,227.60	2,830.04
Net current assets	**832.71**	**556.14**
Non-current assets	6,456.02	8,145.89
Non-current liabilities	5,024.87	6,582.53
Net non-current assets	**1,431.15**	**1,563.36**
Net assets	2,263.86	2,119.50
Accumulated NCI	792.59	742.04

Summarised statement of profit and loss

(₹ in crore)

Particulars	Particulars PTC India Financial Services Limited (PFS)	
	For 31 March 2022	For 31 March 2021
Revenue	968.74	1,139.45
Profit for the year	129.98	25.60
Other comprehensive income	9.34	(6.57)
Total comprehensive income	**139.32**	**19.03**
Profit allocated to NCI	48.78	6.66
Dividends paid to NCI	-	17.99

Summarised cash flows

(₹ in crore)

Particulars	Particulars PTC India Financial Services Limited (PFS)	
	For 31 March 2022	For 31 March 2021
Cash flows from operating activities	2,721.40	1,311.04
Cash flows from investing activities	(153.76)	(162.06)
Cash flows from financing activities	(2,719.04)	(882.76)
Net increase/ (decrease) in cash and cash equivalents	**(151.40)**	**266.22**
Net increase/ (decrease) in cash and cash equivalents attributable to NCI	(53.01)	93.20

(c) **Details of significant restrictions**

In respect of investments in subsidiary Companies, the Company has restrictions for their disposal as at 31st March 2022 as under:

(₹ in crore)

Name of Subisiary	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		As at 31 March 2022	As at 31 March 2021
PTC India Financial Services Limited (PFS)	The company holds 41,74,50,001 equity shares of PTC India Financial Services Limited as on 31.03.2022. Out of the above, 8,02,00,000 shares were Lock in period which stood released on 28.02.2020.	754.77	754.77
PTC Energy Limited (PEL)	The company has to own not less than 51% of the equity share capital during the tenure of the loans taken by PTC Energy Limited.	604.12	604.12

(d) **Interests in associates**

Set out below are the associates of the Group as at 31 March 2022. The entities listed below have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

(₹ in crore)

Name of entities	Place of business	% of ownership interest	Relationship	Accounting method	Carrying amount	
					As at 31 March 2022	As at 31 March 2021
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	India	22.62	Associate	Equity method	11.68	12.38
Krishna Godavari Power Utilities Limited *	India	49.00	Associate	Equity method	-	-
RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited) *	India	37.00	Associate	Equity method	-	-
Varam Bio Energy Private Limited *	India	26.00	Associate	Equity method	-	-
RS India Global Energy Limited *	India	48.00	Associate	Equity method	-	-

Group has interest in associates that are unlisted and hence no quoted prices are available.

*The summarised financial information as required by Ind As 112 is not disclosed as the financial statements of the associate company are not available with the parent company

Summarised Financial Information for Associate Company is set out below:

(₹ in crore)

Name of entities	Group share in Profit /(loss)	Group share in other comprehensive income	Group share in total comprehensive income
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)	(0.70)	-	(0.70)

Summarised balance sheet

(₹ in crore)

Particulars	Pranurja Solutions Limited	
	As at 31 March 2022	As at 31 March 2021
Current assets	48.17	49.93
Current liabilities	7.26	0.23
Net current assets	**40.91**	**49.70**

Non-current assets	12.11	5.04
Non-current liabilities	1.36	-
Net non-current assets	**10.75**	**5.04**
Net assets	**51.66**	**54.74**

Summarised statement of profit and loss

(₹ in crore)

Particulars	Pranurja Solutions Limited	
	For 31 March 2021	For 31 March 2021
Revenue	2.33	1.93
Profit for the year	(3.08)	(0.43)
Total comprehensive income	**(3.08)**	**(0.43)**

Reconciliation of carrying amounts

(₹ in crore)

Particulars	Pranurja Solutions Limited
Closing Net Assets (31 March, 2020)	**25.42**
Profit for the year	(0.43)
Capital Addition	29.75
Closing Net Assets (31 March, 2021)	**54.74**
Group Share (%)	22.62%
Carrying Amount	**12.38**
Opening Net Assets (1 April, 2021)	54.74
Profit for the year	(3.08)
Closing Net Assets (31 March, 2022)	**51.66**
Group Share (%)	**22.62%**
Carrying Amount	**11.68**

(e) **Details of significant restrictions**

In respect of investments in Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited), the restriction for their disposal as at 31st March 2022 is disclosed note no.40.

In respect of investments in other four associates, the Group has no restriction for their disposal as at 31st March 2022.

Note No. 53 – Additional information required by Schedule III

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	(₹ in crore)	As % of consolidated profit or loss	(₹ in crore)	As % of consolidated other comprehensive income	(₹ in crore)	As % of total comprehensive income	(₹ in crore)
Parent								
PTC India Limited								
31 March 2022	46%	2,542.77	77%	424.81	52%	9.97	76%	434.78
31 March 2021	45%	2,330.00	96%	441.46	-12%	0.71	98%	442.17
Subsidiaries (Indian)								
PTC India Financial Services Limited (PFS)								
31 March 2022	41%	2,263.87	24%	129.98	48%	9.34	24%	139.32
31 March 2021	41%	2,119.50	6%	25.60	112%	(6.57)	4%	19.03
PTC Energy Limited (PEL)								
31 March 2022	13%	697.31	0%	(2.42)	0%	(0.01)	0%	(2.43)
31 March 2021	14%	699.74	-2%	(9.36)	0%	0.01	-2%	(9.35)
Associates (Investment as per equity method)–Indian								
Hindustan Power Exchange Limited (Formerly known as Pranurja Solutions Limited)*								
31 March 2022	0%	11.68	0%	(0.70)	-	-	0%	(0.70)
31 March 2021	0%	12.38	0%	(0.08)	-	-	0%	(0.08)
Krishna Godavari Power Utilities Limited*								
31 March 2022	-	-	-	-	-	-	-	-
31 March 2021	-	-	-	-	-	-	-	-
RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited)*								
31 March 2022	-	-	-	-	-	-	-	-
31 March 2021	-	-	-	-	-	-	-	-
Varam Bio Energy Private Limited*								
31 March 2022	-	-	-	-	-	-	-	-
31 March 2021	-	-	-	-	-	-	-	-
RS India Global Energy Limited*								
31 March 2022	-	-	-	-	-	-	-	-
31 March 2021	-	-	-	-	-	-	-	-
Total								
31 March 2022	100%	5,515.63	100%	551.67	100%	19.30	100%	570.97
31 March 2021	100%	5,161.62	100%	457.62	100%	(5.85)	100%	451.77

*The Group have five associates viz; Pranurja Solutions Limited, R.S. India Wind Energy Private Limited, Varam Bio Energy Private Limited, Krishna Godavari Power Utilities Limited and R.S. India Global Energy Limited. The financial statements of associate Companies except Pranurja Solutions Limited are not available with the Group. However, for the purpose of consolidated financial statements, the Group had accounted diminution in the value of net investment in these associates in earlier years. The Group does not have any further obligations over and above the cost of the investments.

Note No. 54: Disclosure of Ind AS 115

Disaggregation of revenue

Set out below is the disaggregation of the Group's revenue from contracts with customers:

(₹ in crore)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Type of goods or service		
Sale of electricity	15,363.37	16,710.57
Revenue from power supply of agency nature	24.27	15.34
Consultancy Services	39.75	29.39
Interest Loan Financing	866.69	1,044.46
Interest on debenture	24.92	25.72
Surcharge on sale of power	452.61	449.14
Generation based incentive on wind energy	24.85	24.14
Fee based income	24.69	21.84
Others	35.24	24.90
Total Revenue from contracts with customers	**16,856.39**	**18,345.50**
Geographical markets		
India	16,559.38	17,700.74
Outside India	297.01	644.76
Total Revenue from contracts with customers	**16,856.39**	**18,345.50**
Timing of revenue recognition		
Power transferred at a point in time	15,412.49	16,750.05
Interest on Loan Financing/debenture over the period	891.61	1,070.18
Services transferred/ surcharge over time/0thers	552.29	525.27
Total Revenue from contracts with customers	**16,856.39**	**18,345.50**

Contract Balances

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
Trade receivables	7,185.51	6,189.69
Contract Liabilities (Advance received from customers)	51.22	62.64

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

(₹ in crore)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue as per contracted price	16,934.69	18,403.49
Adjustments		
Rebate availed by customers	78.30	57.99
Revenue from contracts with customers	**16,856.39**	**18,345.50**

Performance obligation

Information about the Group's performance obligations are summarised below:

i) **Sale of Power**

The performance obligation is satisfied upon delivery of power and payment is generally due within 30 to 60 days from delivery. The contract generally provide customers with a right to early payment rebate which give rise to variable consideration subject to constraint.

ii) **Rendering of Service**

The performance obligation is satisfied over-time and payment is generally due upon completion of stage of service and acceptance of the customer. In some contracts, short-term advances are required before the consultancy is provided.

iii) **Transactions identified as of agency nature**

There are contracts with customers where the Group acts in accordance with timely instruction of the customer and bids at Exchange platform in accordance with the procedures laid down by the Exchange. The performance obligation is satisfied and payment is due upon delivery of power to the customer.

iv) **Loan financing/Debenture**

The performance obligation is satisfied over-time and payment.

Note No. 55: Trade receivables

Andhra Pradesh Southern Power Distribution Company Limited (APSPDCL), the state utility to whom the electricity is supplied by PEL in Andhra Pradesh, vide its letter dated 12.07.2019 asked the PEL to either reduce the tariff of electricity supplied to it from ₹ 4.84 per unit (as agreed in the Power Purchase Agreement / PPA) to ₹ 2.43 per unit or face the termination of PPA. The said action of APSPDCL, was challenged by the PEL and other Wind Power Generators in the Hon'ble High Court of Andhra Pradesh, and the Hon'ble High Court vide its interim order, had set aside the action of APSPDCL, and directed for resolution of the said matter by Andhra Pradesh Electricity Regulatory Commission (APERC), and till then the payment to the Wind Power Generators should be made at an interim rate of ₹ 2.43 per unit.

Further, the authority of APERC for re-opening the tariff had also been challenged by Wind Power Generators including PEL in the higher bench of Hon'ble High Court, which has since decided the said matter and vide its order dated 15.03.2022 has set aside the interim order passed by the Single Judge Bench of Hon'ble High Court fixing the interim rate of ₹ 2.43 per unit and referring the matter to APERC, and has directed the DISCOM to make the payment of all the pending and future bills of Wind Power Generators including PEL, at the rate mentioned in the PPAs, and the said payment of arrears/pending bills shall be made within a period of six weeks from the date of order. Further, it has been noted that APDISCOM has submitted an application (IA) in Hon'ble High Court of Andhra Pradesh to enlarge the time frame stipulated in the order by further period of 12 months.

Further, amounts had also been deducted / withheld by APSPDCL, while making payment to PEL on account of Generation Based Incentive (GBI), which is receivable in addition to the PPA tariff. The various Wind Power Generators including PEL has challenged the same by filing a separate petition in the Hon'ble High Court of Andhra Pradesh, for which a stay was granted by the Hon'ble High Court against deduction of GBI amount by APSPDCL. The said matter is pending for final decision. However, the management of PEL including its legal advisers are of the view that the said action of APSPDCL may also not be legally sustainable.

Till date APSPDCL had cleared payments against invoices raised for the power supply upto June, 2021 at the interim rate.

Considering the above, the amounts of ₹ 358.61 Crore due from APSPDCL included under 'Note 13: Trade Receivables' are considered good for recovery.

Note No. 56 Corporate social responsibilities expenses (CSR)

i) The Group incurs CSR expenses in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

(₹ in crore)

Particulars	As at 31.03.2022	As at 31.03.2021
A. Amount required to be spent during the year	**10.72**	**11.02**
B. Amount of expenditure incurred–		
(a) Construction/ acquisition of any asset	–	–
(b) On purposes other than (i) above*	5.26	11.80
C. Unspent CSR balance to be used for approved ongoing projects. (refer note no. viii)	**5.46**	**(0.78)**

* including NIL (Previous year ₹ 0.78 Crore) for earlier years

ii) Reason for shortfall,	Pertains to ongoing projects	NA
iii) Nature of CSR activities	Promoting education, Empowering girls through education, healthcare including preventing health care, sanitation, environment sustainability and rural development projects	Promoting education, Empowering girls through education, healthcare including preventing health care, sanitation, environment sustainability and rural development projects
iv) Details of related party transactions, e.g. contribution to a trust controlled by the Group in relation to CSR expenditure. (refer note no. viii below)	5.50	11.49
v) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	NA	NA

vi) **Amount spent during the year ended 31 March 2022:**

(₹ in crore)

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/ acquisition of any asset	–	–	–
(ii) On purposes other than (i) above	5.26	–	5.26

Amount spent during the year ended 31 March 2021:

(₹ in crore)

Particulars	In cash	Yet to be paid in cash	Total
(i) Construction/ acquisition of any asset	–	–	–
(ii) On purposes other than (i) above	11.80	–	11.80

vii) **The details of unspent amount is as under:–**

Amount transferred by the Group for ongoint projects (refer note a below)	₹ 4.40 Crore
Amount transferred by controlled trust for ongoing projects (refer note a below)	₹ 0.45 Crore
Amount to be transferred to any fund included in Sch. VII of the Act (refer note b below)	₹ 0.61 Crore
Total	**₹ 5.46 Crore**

a) Unspent CSR amount at the year end pursuant to the ongoing projects has been transferred within 30 days from the end of FY 2021–22 to the Unspent Corporate Social Responsibility Account in a Scheduled Bank and such amount shall be spent by the Group in pursuance of its obligations as per the Corporate Social Responsibility Policy.

b) During FY 2021–22, a CSR Committee Meeting of PFS could not be held, due to unforeseen circumstances, which resulted in non-approval of any CSR projects. As per Companies Act, 2013 and its amendments till date, the unspent CSR amount has been transferred to fund included in Sch. VII of the Act, within 6 months from the end of the financial year i.e. by September 2022.

Note No.57 – Other information

a) Dividend paid to non– resident shareholders (in foreign currency):

Number of shareholders	2226	2210	2275	2267
Number of shares held	7413122	7535890	7924070	5318025
Dividend remitted (₹ in crore)	1.48	4.14	1.58	2.92
Nature of dividend paid	Interim	Final	Interim	Final
Year to which it relates	2021–22	2020–21	2020–21	2019–20

b) (i) In accordance with the accounting policy, the surcharge recoverable on late/ non–payment of dues by customers is recognized when no significant uncertainty as to measurability or collectability exists. Correspondingly surcharge liabilities on late/ non–payments to the suppliers, in view of the matching concept, is not being recognized in the accounts. The estimated liability in this regard, however is lower than the Group's claims from its customers.

(ii) During the year, the Group has recognized surcharge of ₹ 452.61 crore (previous year, ₹ 449.14 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 102.14 crore (previous year, ₹ 182.18 crore) paid/payable to suppliers has been included in "Operating expenses".

c) Some of the balances of trade payables, trade receivables and advances are subject to confirmation/ reconciliation. Adjustment, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.

d) Amount in the financial statements are presented in ₹ crore (upto two decimals) except for per share data and as other-wise stated.

e) Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in crore)

Particulars	**As at March 31, 2022**	**As at March 31, 2021**
Principal amount remaining unpaid to any supplier as at the end of the accounting year/period.	0.02	0.14
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year/period.	-	-
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the year/period.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year/period.	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid.	-	-

*no interest is payable on outstanding amount

f) The Group had signed an agreement in March, 2017 for acquisition of land (share of 50% each) situated at Greater Noida Expressway, Noida, Uttar Pradesh to be used for construction of office building of PTC Group. Accordingly, the Group deposited its share of the transfer charges of ₹ 20.52 Crores with Yamuna Expressway Industrial Development Authority (YEIDA) for transfer of the land. Subsequently, YEIDA cancelled the approval for transfer and forfeited the transfer charges deposited, citing the reason as delay in registration, however, the delay was not attributable to the Group. The Group has filed an appeal before Principal Secretary, Urban Development, Government of UP as per directions of Allahabad High Court for retrieving the forfeited amount.

Presently, the matter is pending before Principal Secretary, Government of UP. As the Group had cancelled the land deal, as a matter of abundant caution, a provision against the amount deposited with YEIDA was created in the last year i.e. FY 2020-21. During the current year the Group has received an amount of ₹ 10.00 Crore from ICICI bank which was given as an advance towards purchase of land.

g) Movements in provision for litigation

(₹ in crore)

Particulars	**Year ended 31.03.2022**	**Year ended 31.03.2021**
Carrying amount at the beginning of the year	0.74	1.12
Additions during the year	17.50	-
Amounts used during the year	-	0.38
Carrying amount at the end of the year	**18.24**	**0.74**

h) Regulation 33(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires that if a listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results to stock exchanges. PFS vide its letter dated May 30, 2022 informed the stock exchanges that it shall publish the financial results for the quarter and financial year ended 31st March, 2022 on completion of the forensic audit.

The parent company published and submitted to stock exchanges its standalone financial results for the year ended March 31, 2022 on 5th July, 2022. Now, PFS submitted its financial results for the year ended March 31, 2022 to stock exchanges on November 16, 2022. To ensure complete compliance of Regulation 33(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the parent company published and submitted to stock exchanges its annual consolidated financial results on 22.11.2022 after incorporating the financial results of PFS for the year ended March 31, 2022.

i) Additional Information

The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

The Group has not advanced or loaned or invested funds to any other person(s) or entity, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

The Group has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961

The Group has not done any transaction with Struck off Companies during the year ended 31st March 2022

The title deed of immovable prosperities of the Group are held in the name of the respective group Companies.

The Group is not declared wilful defaulter by any bank or financial institution of any other lenders.

PTC India Financial Services Limited being a systemically important non-banking financial company registered with the Reserve Bank of India as per Reserve Bank of India Act, 1934 (2 of 1934), the provisions prescribed under clause (87) of Section 2 of the companies Act 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable it.

There is no scheme of arrangement which has been approved during the year by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.

The group companies have not granted loans or advances in the nature of loans to promoters, directors, KMPs and the related parties either severally or jointly with any other person, that are: (a)repayable on demand or (b) without specifying any terms or period of repayment.

j) PFS has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

k) The Code on Social Security 2020 ('the Code') relating to employee benefits, during the employment and post employment. has received Presidential assent on September 28, 2020. The Code has been published in the Gazette of India. Further, the Ministry of Labour and Employment has released draft rules for the Code on November 13, 2020. However, the effective date from which the changes are applicable is yet to be notified and rules for quantifying the financial impact are also not yet Issued. The Group will assess the impact of the Code and will give approprjate Impact In the financial statements in the period In which, the Code becomes effective and the related rules to determine the financial impact are published.

l) (i) On January 19, 2022, three independent directors of PFS resigned mentioning lapses in corporate governance and compliance. Since then RBI, SEBI and ROC (the 'Regulators"") have reached out to PFS with their queries regarding the allegations made by the then independent directors and directed PFS to submtt its response against such allegations. SEBI also directed PFS to submit its Action Taken Report (ATR). together with its response against such allegations. Basis the forensic audit report which was received by PFS on 4th Nov, 2022 and other inputs from professional services firm retained by PFS Management, it has been decided that PFS management shall take necessary corrective actions and submit its ATR, if required, to the satisfaction of SEBI.

On February 11, 2022, RBI sent its team at PFS office to conduct scrutiny on the matters alleged in the resignation letters of ex-independent directors. While the RBI's team completed its scrutiny at PFS's office on February 14, 2022 and PFS has satisfactorily responded to all queries and requests for information but has not received any further communication from RBI in this regard.

On November 4, 2022, the Forensic audttor appointed by PFS, submitted its forensic audit report. PFS engaged a reputed professional services firm to independently review PFS management's response and independent review of documents supporting such response and commenting on such observations, including financial implications and any indication towards suspected fraud. PFS management's responses and remarks of professional services firm, together with report of forensic audttor, have been presented by PFS management to its Board in their meeting held on November 7, 2022 and November 13, 2022.

(ii) SEBI vide its email dated March 2, 2022, rejected the ATR submitted by PFS and not acceded its request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Parent Company, PFS appointed four independent directors through circular resolution. These directors are also independent directors on the Board of the Parent Company. Prior to the appointment of the independent directors, Chairman of the Parent Company vide email dated March 25, 2022, informed RBI and SEBI about the proposed nomination of four independent directors of the Parent Company to PFS board, and post appointment, disclosures on such appointments have been made to the stock exchanges. On April 19, 2022, the Chairman of the Parent Company sent another email to SEBI, with specific reference to earlier email dated March 25, 2022, and SEBI in its email dated April 19, 2022 has acknowledged the same. PFS has also made necessary communication to Stock Exchanges regarding appointment of directors and holding of board meetings. PFS, basis its discussions with SEBI and RBI as also summarized in such emails and advise received from external legal firm, believes that there is no non-compliance wtth SEBl's directions vide its email dated March 2, 2022. On June 28, 2022, the SEBI also directed PFS for waiving-off with the requirements of regulation 17 (1C) of SEBI LODR guidelines regarding ratification of directors' appointment in shareholders' meeting within 3 months from the date of their appointment by PFS Board

(iii) Post resignation of ex-independent directors, PFS has not been able to comply with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to non-constitution of committees and sub-committees of its Board, timely conduct of their meetings and non-filing of annual and quarterly results with respective authorities. PFS intends to file for condonation of delay for non compliance of such provisions with respective authorities and does not expect any material financial impact, if any, due to fines/ penalties arising from such process.

m) As at March 31, 2022, for loans under stage I and stage II, PFS management has determined the value of secured portion on the basis of best available information including book value of assets/ projects as per latest available balance sheet of the borrowers, technical and cost certificates provided by the experts and valuation of underlying assets performed by external professionals appointed either by PFS or consortium of lenders. For loan under stage 3, PFS management has determined the value of secured portion on the basis of best available information, including valuation of underlying assets by external consultant/ resolution professional (RP) for loan assets under IBC proceedings, claim amount in case of litigation and proposed resolution for loan under resolution through Insolvency and Bankruptcy Code (IBC) or settlement. The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/ assets of borrowers under IBC.

n) As at March 31, 2022, PFS has assessed its financial position including expected realization of assets and payment of liabilities including borrowings and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in at least 12 months from the reporting date.

o) PFS had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in PFS's operations. PFS had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. PFS received another letter dated September 24, 2021 u/s 206(4) of the Companies Act, 2013 from Office of Registrar of Companies, Ministry of Corporate affairs initiating inquiry and seeking specified Information/ documents, primarily related to the period upto FY 2018-19.

PFS had submitted the reply, with requisite information/ documents. in response to the letter on October 22, 2021. While PFS responded to this notice on October 22, 2021 and no further intimation from ROC has been received till date.

p) Other comprehensive income for the year ended March 31, 2022 includes profit (net of tax) amounting to ₹ 7.96 Crore by selling 21,904,762 nos. of equity shares of M/s Patel Engineering Limited which were acquired by PFS as a part of one time settlement of loan of M/s Dirang Energy Pvt. Ltd.

q) As at March 31, 2022, PFS has assessed its financial position including expected realization of assets and payment of liabilities including borrowings and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in at least 12 months from the reporting date.

r) The figures for the corresponding previous year have been regrouped/ reclassified/ recasted, wherever necessary, to make them comparable.

As per our report of even date attached
For T R Chadha & Co LLP
Chartered Accountants
Firm Regn. No. 006711N/N500028

Sd/-
(Hitesh Garg)
Partner
M.No. 502955

Date : November 24, 2022
Place : Noida

For and on behalf of the Board of Directors of PTC India Limited

Sd/-
(Ramesh Narain Misra)
Director
DIN 3109225

Sd/-
(Dr. Rajib Kumar Mishra)
Director
DIN 06836268

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

NOTES

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PTC India Limited

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