

Date: - 12th December, 2022

To,
Listing Deptt. / Deptt. of Corporate Relations,
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai,
Fax- 022-22722037/ 39/41/61/3121/22723719

Listing Deptt.
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra – Kurla Complex, Bandra (E), Mumbai -51
Fax-022-26598237/ 38 - 022-26598347/ 48 .

Dear Sir/Madam,

Sub: Copies of resignation letters of (i) Smt. Sushama Nath (ii) Shri Jayant Purushottam Gokhale (iii) Shri Subhash S. Mundra and (iv) Smt. Preeti Saran as Independent Directors of PTC India Limited

This is with reference to our earlier communication vide our letters dated 6th and 7th December, 2022 regarding resignation of four independent directors. The copies of respective resignation letters (wherein reasons of their resignations are also mentioned) of following Independent Directors are enclosed.

- (i) Smt. Sushama Nath, Independent Director (DIN : 05152061)- resigned on 5th Dec., 22
- (ii) Shri Jayant Gokhale, Independent Director (DIN : 00190075)- resigned on 5th Dec., 22
- (iii) Shri Subhash S. Mundra, Independent Director (DIN : 00979731)- resigned on 5th Dec., 22
- (iv) Smt. Preeti Saran , Independent Director (08606546) - resigned on 6th Dec., 22

The copies of their respective resignation letters were already enclosed by the Statutory Auditors in their report dated 7th December, 2022, which were available in the web-site of the Exchanges. Further, in this connection a clarification was sent to the Stock Exchanges on 8th December, 2022 (enclosed).

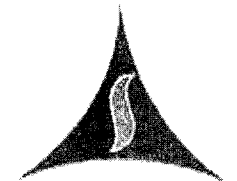
This is for your information and record please.

Thanking You,

For PTC India Limited


(Rajiv Maheshwari)
Company Secretary
FCS- 4998

| S.no. | Name of Independent Director(s) | Directorship in other Listed Companies as on date of resignation | Membership of Committees (Audit and SRC) in other Listed Companies (as per available information) as on date of resignation |
|-------|---------------------------------|---|--|
| 1 | Shri Jayant Purushottam Gokhale | - | - |
| 2 | Ms. Sushama Nath | - | - |
| 3 | Shri Subhash S. Mundra | 1. Havells India Ltd. 2. Indiabulls Housing Finance Ltd. 3. BSE Limited | 1. Havells India Ltd - Stakeholders Committee - Member, 2. BSE Limited (i) Audit Committee - Member (ii) Stakeholders Committee - Member |
| 4 | Smt. Preeti Saran | - | - |
| | | | |



PTC India

8 December, 2022

| | |
|--|---|
| To The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 | To The General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 |
|--|---|

Sub: Clarifications by the company on the issues raised by Four (4) nos. of Independent Directors

PTC India Limited, the leading provider of power trading solutions in India, informed the stock exchanges about resignations of four (4) nos. of Independent Directors from the Board of PTC. The said Directors in their resignations had raised certain issues related to corporate governance practices at PTC. The resignation letters submitted by the four Independent Directors are a part of the Auditors Report of Q1FY23 and Q2 & H1FY23 financial results published on 7 December, 2022 available on the websites of BSE & NSE.

At the outset, PTC would like to acknowledge that all our present and former Board Members are people of distinction and high repute. We maintain and accord highest level of courtesy and regard to all the former and present board members keeping them in highest esteem as due to them. We also acknowledge their contribution towards the growth of the organization.

The management of PTC reviewed all the issues raised by these four (4) nos. of Independent Directors and submitted their replies to the Board of Directors of PTC and the PTC's Board has taken note of the same in its meeting held on 7 December, 2022.

The issues raised related to PTC India Limited and the management replies to the said issues, duly noted by the Board, are as follows:

1. Issue related to RMC Report on PFS

Management Response:

The RMC report was discussed in detail in Board meeting held on 31st May 2022 which lasted for four and a half hours. The decision was by majority in accordance with companies Act and SEBI LODR and the minutes along with RMC report and other documents were submitted to SEBI as decided by Board.

It may be noted that one of the PTC Independent Director has stated in his resignation letter, "We abided by the majority view in accordance with the normal Corporate practice.", which amply proves that the said decision was accepted by all members of Board. No Board member raised any issue for last six months in this regard and this issue has been raised for the first time in their resignation letter after a lapse of more than six months of taking decision by Board.

The corrective actions suggested by RMC in respect of PTC has already been taken and no action is pending as on date. The minutes of relevant RMC meetings are part of RMC report. The meetings of RMC were fixed with due consent of all members and in all these meetings all the independent directors were present. The final minutes of RMC were issued after issuance of draft minutes of each meeting, waiting for sufficient time (a minimum of 7 days in every case) for comments of members.

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659138, Fax: 011-41659142

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



2. Issue related to calling of meetings on Short Notice

Management Response:

No short meetings were called except in emergent circumstances and in those meetings, no Independent Director objected to such convening of said short meeting and in fact they were attended by them. It may be noted that Company Act provides for calling of urgent meetings with presence of minimum one Independent Director. The agenda notes were circulated to members in time and in accordance with the prevailing practice and it was accepted and discussed by Board members.

The meeting dates and factual information regarding compliance of sufficient prior notice are as under:-

| Meeting date | Notice date |
|--|---------------------------|
| 27 th Jan, 22 | 21 st Jan, 22 |
| 14 th Feb., 22 | 7 Feb., 22 |
| 28 th March, 22 | 23 rd March 22 |
| 31 st May 22 | 25 th May 22 |
| 24 th June 22 | 16 th June, 22 |
| 5 th July, 22 | 27 th June, 22 |
| 2 nd Nov., 22 | 28 Oct., 22 |
| 22 nd Nov. 22 (postponed to 24 th nov.) | 16 th Nov. 22 |
| 6 th Dec. 22 | 30 th Nov. 22 |

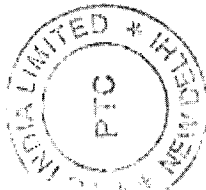
Further, few meetings called for discussions on urgent matters. However, no member of the Board raised objection for shorter notice.

We would like to reassure all our esteemed investors about company's commitment to meet all the statutory and regulatory compliances. Further, we would like to reiterate that the Management of PTC is committed towards the highest standards of transparency and corporate governance.

For PTC India Limited



(Sushant Chaturvedi)
Head (IR & PO)



PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659138, Fax: 011-41659142

Email: board@ptcindia.com Website: www.ptcindia.com

The Board of Directors,
PTC India Limited,
2nd Floor, NBCC Tower,
15, Bhikaji Cama Place, New Delhi-110066

Subject: Resignation as Independent Director from the Board of PTC India Limited

Sirs/Madams,

It has been a privilege to serve on the Board of PTC India Limited for the last 5 years.

However, ever since the issues, in its subsidiary, PTC Financial Services Limited, following the resignation of its Independent Directors, came to the fore in the past 11 months or so, governance norms have also taken a hit in PTC.

Specifically, in relation to the report submitted by Chairman RMC on the matters raised by 3 Independent directors of PFS in their resignation letters in January 2022, the Board of Directors of PTC has by a majority decision chosen to turn a blind eye on the corporate governance lapses in PFS.

The RMC was split down the middle on this issue with the Chairman (an independent director) and one Promoter's nominee director on one side, and two independent directors on the other side. Against all ethical practices, the Chairman only incorporated his version and that of the nominee director as the Report of the RMC and gave the views of the other two Independent Directors, with a rebuttal, in Annexure 26 to the report. Four of the five independent directors present in the Board meeting took strong exception to this action of the Chairman RMC and his report. The sixth Independent Director who was not present in the meeting had already dissented with the Chairman's version. In spite of the strong reservations of the 5 independent directors, the Board by majority (which included only one independent director) adopted the report and sent it to the regulators. This report whitewashed the actions of the PFS management. This was a major corporate governance lapse on the part of PTC Board and management. This was also contrary to the later findings of the forensic report submitted to PFS.

It would have been appropriate to resign at that juncture. However, I thought it was important to expedite the consolidated accounts for the year ending March 2022 of the PTC which were held up due to non finalisation of the accounts of PFS. These in turn awaited the completion of the forensic audit. The consolidated accounts of the PTC Group have now been passed.

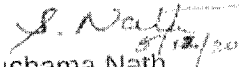
There is no guarantee that the cavalier attitude of the PTC Board towards the views of the Independent Directors will undergo any metamorphosis. In fact this was witnessed several times in the PFS Board where the strong views of the Chairman Audit Committee on regulatory issues and corporate governance lapses were sought to be muffled. The nominee directors of PTC on the Board of PFS acted in concert in these matters.

In view of the reasons adduced above, it would not be proper for me to continue as Independent Director on the Board of PTC. I have also crossed the eligible age to be Director on the PTC Board.

Hence I am resigning with immediate effect. I confirm that there are no other material reasons for my resignation.

The compliance officer is requested to acknowledge and take all necessary steps immediately to complete the relevant legal and procedural formalities under intimation to me.

Regards,


Sushama Nath
Independent Director
5/12/2022

5th December 2022

To,
The Board of Directors
PTC India Limited
2nd Floor, NBCC Tower,
15, Bhikaji Cama Place,
New Delhi - 110 066

Sirs,

**RE: Letter of resignation from my position as Independent Director
on the Board of PTC India Limited ("Company" or "PTC")**

I had the privilege to serve on the PTC Board for more than 4 years, of which for a significant part of the tenure I have also been the Chairman of the Audit Committee (ACB). My experience with the company and its management has for most part been very satisfying and that is why I agreed to continue after my initial three-year term. It is only in the last 12 months that certain issues of governance, compliance and management in PTC India Financial Services Ltd. (PFS) – a material subsidiary of PTC, came to the fore. Since then, for reasons briefly enumerated below, approach of the PTC management and the atmosphere in the board has been significantly vitiated. The company (PTC) has seen a steady downslide in terms of approach towards the independent directors, issues of governance and compliance. I have, therefore taken a call to resign from the Board due to the prevalence of certain factors which I, believe, have in the past year constrained me from contributing meaningfully to the proceedings of the Board. Some of these factors are enumerated below:

1. I have on 2nd Dec 2022, resigned as an Independent Director (ID) from the board of PFS. (referred to as 'PFS Resignation'). In furnishing this resignation, I have expressed strong reservations about the compliance with corporate governance norms by PFS. I have also recorded my detailed reasons why I have been disturbed by an attitude of denial in regard to the forensic audit report furnished by a highly competent professional. Since those reasons for my resignation from PFS would now be part of public record, I am not repeating the same over here¹. The salient point to note is the view I had expressed in the said PFS resignation, that such blatant disregard / non-compliance with regulatory requirements, became possible due to the fact that the PTC Board² did not take a proactive approach to guide its subsidiary

¹ it is assumed, that this resignation letter would be uploaded to the stock-exchanges by PFS as is required by the LODR.

² Where the 5 IDs referred to later were in the minority

PFS to address the shortcomings in governance pointed out by the 3 resigning IDs in January 22 and in dealing with the subsequent forensic audit and its findings etc., In fact SEBI in its e-mail dated 22 Jan 2022 observed *“Since nominee directors of PTC India Ltd occupied important positions on the Board of PFS, it is inferred that PTC India Ltd. had a major say in the functioning of Board of PFS, particularly in ensuring best corporate governance practices.* Thus, considering the approach of the PTC Board in that regard, it is but natural that my confidence in it has been shaken. As Chairman of the ACB of PTC, in considering the quarterly financial results, annual financial statements, matters of IT systems and internal financial controls, I have to rely significantly on the inputs from management of PTC. Since the bond of confidence in their approach and judgement has been greatly impaired; I do not believe that I could deal with the said responsibilities with the necessary sense of assurance. Therefore, it is best that I resign forthwith from the Board and make way for some other Independent Director who could better shoulder this responsibility on the basis of assurances provided to him by the management in whom he may have the necessary faith and confidence. Accordingly, I have decided to resign from the board of PTC with immediate effect.

2. Arising out of the directions of SEBI, the Risk Management Committee (RMC) of PTC was tasked with looking into the issues raised by the resigning IDs. The RMC was inter- alia to look into matters of corporate governance. Sadly, the functioning of the RMC itself revealed non-adherence to the norms of corporate governance, (as was pointed out by me on record on more than one occasion). Meetings were scheduled without regard to convenience of members, citing urgency. However, even after the report was submitted, it took more than 6 weeks for the Chairman to take necessary consequential actions.

- 2.1. The 4 member RMC committee reached diametrically opposite conclusions. Two members concluded that the actions of the management were by and large acceptable; whereas two other members (including myself) concluded, that the managing director (MD) of PFS had acted in defiance of the decision of the board. For this and other reasons, these two members concluded that there was failure to comply with corporate governance norms.

- 2.2. Without getting into details of the unsatisfactory nature of the discussion in the board in this regard; in my view, the proceedings in the RMC & Board in considering this RMC report were not fair and proper. Based on the said discussion, the board accepted the conclusion of the formerly mentioned two members by a majority of 7: 5 votes. It is pertinent to point out that, all five votes in minority were by IDs, while the majority included six votes of management and promoters. This clearly indicates that all but one independent director had a very different perception on these matters from the management’s view.

However, when viewed in conjunction with my decision to resign from the PFS Board, and the matters mentioned in Para 1 above, my decision to resign forthwith from PTC is further justified due to my belief that the entire effort of the management seems to be focused on establishing that "all is well"; notwithstanding the ground realities.

3. It is pertinent to note, that the RMC report adopted by the Board by majority on 31st May 2022 recognised that there was need for certain improvements in the corporate governance processes. In the 6 months that have passed since then, two meetings of the Board of PTC were held on 24th June & 5th July 2022. Thereafter, for a period of 120 days i.e. upto 2nd Nov 2022 no meeting of the board was called. In the 3 Board meetings held since May 22, management did not feel it necessary to even initiate or discuss any such remedial measures (including those suggested by the report approved by majority by the board). This failure on part of the management to initiate even the most fundamental step of discussing proposed improvements despite having had more than 6 months since the adoption of the RMC report, leads me to believe that there is no desire to take corrective measures. This is in fact consistent with the stand taken by the management (even in matters of the subsidiary -PFS), that there was in fact nothing wrong, and therefore there is no need for corrective action. Since this is absolutely contrary to the views expressed by me in the RMC report, it provides a further reason for me not to continue on the board of PTC.
4. As ACB Chairman, I had objected to the approach of adopting standalone results and disclosing the same to the public, which amounted to a non-compliance with Regulation³ 30 (6). This was duly brought out by the IDs in the ACB and in the board meeting. However, the management chose to rely on a legal opinion, which in fact confirmed that standalone accounts being furnished does not amount to Compliance with Regulation 33(3). However, the legal opinion further stated that there was no bar to PTC disclosing its standalone results, even though this did not mitigate the non-compliance with Regulation 30(6) and consequential penalties. The view expressed by me, that such interpretation would never be acceptable to the regulators, since such an approach would open the floodgates to companies disclosing 'selective market sensitive information' to the investors, which could be used in the future for price manipulation. This view however did not find favour with the Board. The above matter is cited only to illustrate the increasingly casual approach to regulatory compliance; which gives me a further reason for me not to continue on the board of PTC.

³ Regulation refers to SEBI LODR Regulations.

5. A trend has now developed in the Company wherein almost all the Board and Committee meetings are called at short notice and agenda papers are circulated with even shorter duration before the meetings. This brings a situation where one finds it difficult to adjust one's calendar and this at times even leads to stain on personal commitments or seeking a Leave of Absence (a situation I would never like to be in) and thus in some way also blemish my records as an Independent Director. This also leads to adequate time not being available to read and internalize the agenda.
6. I have also observed a very high turnover of the fellow directors on this board. Perhaps this may be due to the very composition of the board with a high representation of institutional nominees, who keep on rotating on account of their own organizational movements. This however often brings a situation when continuity in pursuing and logically concluding certain important agenda items is lost and time and efforts get diverted to familiarise the new entrants with the matter. This has also many times, resulted into introduction of new stance thus reversing the positions already discussed and agreed by the previous set of people. To sum it up it leaves one with a feeling of running at the same place without moving any further and a sense of helplessness in augmenting value for various stakeholders.
7. This has also resulted into some of the very important action points getting delayed inordinately having long term adverse implication for the Company. Some instances are –
 - 7.1. Company is now without a regular CMD since _6TH Nov 2021⁴. In the board meeting held in _May 22, it was decided to initiate the process of onboarding new CMD and conclude it in a time-bound manner. The matter is still open with the process just initiated and observations of the IDs on certain modifications in the process itself and in adopting a uniform eligibility criteria not being taken into account.
 - 7.2. The approach of the PFS Management (with the full support of the PTC nominees on the PFS Board), of not fully cooperating with the forensic auditor, delaying / impeding progress of forensic audit inordinately and disputing the findings of the forensic auditor on every matter; has resulted in considerable delay in adoption of the PFS quarterly results and the annual accounts for the year ended March 22. This has led to significant compliance defaults on part of PFS, and its cascading impact and threat of regulatory action even in PTC. Even though now these annual accounts have been adopted, and quarterly review results for Q1 & Q2 of FY 22-23 are about to be pushed through; the statutory

⁴ The current incumbent has been holding charge for more than one year as Interim CMD

auditors observations are extremely adverse. The statutory auditors of PFS had to disclaim the results of Q3 of FY 21-22, leading to adverse opinion of Statutory Auditors of PTC for the same Quarter. The modified opinion (containing numerous qualifications and emphasis of matter in the statutory audit report) for annual accounts for FY 2021- 22, for PFS as well as the consolidated accounts of PTC for FY 2021- 22, are extremely sweeping and adverse. While the limited objective of complying with filing requirements will be achieved; considerable damage has been caused to the image of PTC (which is per the CFO never had a qualified report in the past). The long-term cost of such qualifications / adverse remarks in the audit reports continuing for a full 4 Quarters is incalculable, and in my view was largely avoidable, if the IDs views had been more willingly accepted by the management in PFS & PTC.

8. Considering all of the above factors and those mentioned in my 'PFS Resignation' (to the extent applicable here) I resign from Directorship of PTC India Ltd. with immediate effect.
9. I hereby declare that all material reasons for my resignation as an Independent Director are mentioned above and confirm that there are no other material reasons for my resignation.
10. I request the Company / Compliance Officer to kindly acknowledge receipt of this letter, take my resignation on record and take necessary steps immediately to complete the relevant legal and procedural formalities, including uploading forthwith the intimation to the stock exchanges and to file DIR-12 with the Registrar of Companies. The Company / Compliance Officer may take necessary steps to inform the prescribed authorities / submit necessary forms or returns under intimation to me.

Yours sincerely,

**Jayant
Purushotta
m Gokhale**

Digitally signed by Jayant Purushottam Gokhale
DN: C=IN, O=Personal,
Phone=ab6eca3587fea28a581890c1bd46c3f7
c5c062ad98e5b9407adfd0c5f01b5c5,
PostalCode=400028, S=Maharashtra,
SERIALNUMBER=4ca7be2f921cd0441ca85062
7c48b65facb9e1af37fb5e39ad843753c0e5368
9, CN=Jayant Purushottam Gokhale
Reason: I am the author of this document
Location: your signing location here
Date: 2022.12.05 16:12:12
Foxit Reader Version: 9.7.2

Jayant Gokhale.



S. S. Mundra

former | Deputy Governor, RBI
CMD, Bank of Baroda

December 5, 2022

The Board of Directors,
PTC India Limited.
2nd Floor, NBCC Tower,
15, Bhikaji Cama Place,
New Delhi - 110 066

Dear Sirs,

**Letter of Resignation from my position as
Independent Director on the Board of PTC India Ltd. ("Company" OR "PTC")**

I had the privilege to join the PTC Board with effect from 1st July 2020 as an Independent Director for a term of three years. I have, however, now taken a call to resign from the Board due to the prevalence of certain factors which, I believe, constrain me from contributing meaningfully to the proceedings of the Board. Some of these factors are enumerated below :

1. A trend has now developed in the Company wherein almost all the Board meetings are called at short notice and agenda papers are circulated with even shorter duration before the meetings. This brings a situation where I find it difficult to adjust my calendar and this at times even leads to seeking a Leave of Absence (a situation I would never like to be in) and thus in some way also blemish my records as an Independent Director. This also leads to adequate time not being available to read and internalize the agenda.
2. I have also observed a very high turnover of the fellow directors on this board, may be due to the very composition of the board with a high representation of institutional nominees, who keeps on rotating on account of their own organizational movements. This however often brings a situation when continuity in pursuing and logically concluding certain important agenda items is lost and time and efforts get diverted to familiarise the new entrants with the matter. This has also, many times, resulted into introduction of new stance thus reversing the positions already discussed and agreed by the previous set of people . To sum it up it leaves one with a feeling of running at the same place without moving any further and a sense of helplessness in augmenting value for various stakeholders.

1902-B, Indiabulls Blu, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013
email| mundra.exdg@gmail.com ; contact| +91 9167042271

12 1

3. It may be recalled that post resignation of 3 IDs from the Board of PFS and following the SEBI directions, the RMC of PTC was entrusted with the task of looking into the issues raised by the resigning IDs. The four member committee had reached a split conclusion with two members concluding the actions of the management were by and large acceptable while other two members reached to an opposite conclusion. As a result, report presented to the PTC board was divided into two distinct sections containing these differing views. Board of PTC, while considering this report in its meeting dated 31st May 2022 accepted the conclusion of 2 members (by and large acceptable ones) by a majority of 7 to 5 votes. Majority 7 votes were from the management/promoters and one ID. All 5 minority votes were represented by the remaining IDs. We abided by the majority view in accordance with the normal corporate practice.

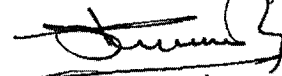
While minority view was not accepted by the board but it was conceded that there was need for certain improvements in the Corporate Governance processes. Thereafter 2 board meetings were held on 24th June 2022 and 5th July 2022 and then no meeting was held almost for 4 months till 2nd November 2022. Leave alone any action on the agreed parts of the report, even no discussion was initiated on this report in this passage of 6 months. It leaves me with an uncomfortable feeling that the presence of the IDs is merely regarded as reluctant acceptance. This approach doesn't bode well for the long term interests of the Company and adds to my feeling of not being able to contribute meaningfully to the board oversight on the affairs of the Company.

4. This has also resulted into some of the very important action points getting delayed inordinately having long term adverse implication for the Company. Some instances are –
 - a. Company is now without a regular CMD since 6th November 2021. In the board meeting held on 31st May 2022, it was decided to initiate the process of onboarding new CMD and conclude it in a time-bound manner. The matter is still open with the process just initiated and observations of the IDs on certain modifications in the process itself in adopting a uniform eligibility criteria are not taken into account.



- b. I am constrained to form a view that an unbiased stance from PTC nominees on PFS board would have prevented the delay in finalising PFS accounts having spillover impact on PTC by way of failure on regulatory compliance of releasing its consolidated accounts. These delays are now remedied but with negative remarks from the Statutory Auditors; something which I believe, never happened in the past. This reputational dent would have been avoidable with a more pragmatic and consultative approach.
5. I , therefore, think it prudent to step down from the board with immediate effect and pave the way for new directors who may deal with these challenges with better acumen than I have been able to do.
6. I hereby declare that all material reasons for my resignation as an Independent Director are mentioned above and confirm that there are no other material reasons for my resignation.
7. I request the Company / Compliance Officer to kindly acknowledge receipt of this letter, take my resignation on record and take necessary steps immediately to complete the relevant legal and procedural formalities, including uploading forthwith the intimation to the stock exchanges and to file DIR-12 with the Registrar of Companies. The Company / Compliance Officer may take necessary steps to inform the prescribed authorities / submit necessary forms or returns under intimation to me.

Yours sincerely,



(S. S. Mundra)

6th December, 2022

The Board of Directors
PTC India Limited
2nd Floor, NBCC Tower,
15, Bhikaji Cama Place,
New Delhi – 110 066

Subject: Resignation as Independent Director from the Boards of PTC India Ltd (PTC) and its subsidiary PTC Energy Ltd (PEL)

Dear Directors of the Board,

I have served on the Board of PTC India Ltd (PTC) as Independent Director from 2nd August 2020, and its subsidiary PTC Energy Ltd (PEL) from 28th January 2021.

Corporate governance norms have been adversely affected in PTC following developments in the last 11 months in its subsidiary PTC Financial Services Ltd (PFS). This is specifically in relation to the Report submitted by Chairman RMC PTC on PFS matters raised by three Independent Directors of PFS in their resignation letters in January 2022. The Board of Directors of PTC in its meeting held on 31st May, 2022, by a majority decision, chose to turn a blind eye to the corporate governance lapses in PFS.

The RMC was divided on this issue with the Chairman RMC and one Promoter's nominee director on one side, and two independent directors, including myself, on the other side. Against all ethical practices, the Chairman RMC incorporated only his version and that of the nominee director in the Report of the RMC. The Chairman RMC relegated my views and the views of the other Independent Director to an Annexure (Annexure 26) to the Report. Four of the five independent directors present in the PTC Board meeting took strong exception to this action of the Chairman RMC. In spite of the strong reservations of the five independent directors, the Board, by majority (which included only one independent director) adopted the Report and sent it to the regulators.

The Report obfuscated the actions of the PFS management. This was a major corporate governance lapse on the part of the PTC Board and management. This was also contrary to the later findings of the forensic report submitted to PFS. While minority view was not accepted by the Board, it was conceded that there was a need for certain improvements in the Corporate Governance processes. Thereafter, two Board meetings were held on 24th June 2022 and 5th July 2022 and then there were no meetings for almost for four months until 2nd November 2022. Leave alone any action on the agreed parts of the Report, not even a discussion was initiated on the Report in this passage of six months.

This has left me with an uncomfortable impression that the presence of the Independent Directors is a mere formality and that our views are either overlooked or ignored. This

approach is not in the long term interests of the Company and confirms my sense of not being able to contribute meaningfully in my oversight role on the affairs of the Company.

There are some additional areas of concern. A trend has now developed in PTC wherein almost all of the Board meetings are called at short notice and agendas are not circulated in a timely manner in advance of the meetings. This has sometimes required me to seek Leave of Absence, blemishing my record as an Independent Director. It also left inadequate time to read the agenda documents and prepare for the meetings.

I have also observed a very high turnover of the fellow directors on the board due to the very composition of the board with a high representation of institutional nominees, who rotate on account of their own organizational movements. This often brings a situation when continuity in pursuing and logically concluding certain important agenda items is lost and time and effort get diverted to familiarise new entrants with the matter.

PTC is now without a regular CMD since 6th November 2021. I had pointed this out in at least two Board meetings, urging that this vacancy and other senior vacant positions be filled. In the Board meeting held on 31st May 2022, it was decided to initiate the process of onboarding the new CMD in a time-bound manner. The matter is still open with the process just initiated and observations of the Independent Directors on certain modifications in the process itself in adopting a uniform eligibility criteria have not been taken into account.

In view of the reasons outlined above, it would not be possible for me to continue as Independent Director on the Board of PTC and its subsidiary PEL, as I find I am not being allowed to contribute meaningfully to the Board proceedings.

I, therefore, resign with immediate effect. I confirm that there are no other material reasons for my resignation.

I request the Company / Compliance Officers of PTC and PEL to kindly acknowledge receipt of this letter, take my resignation on record and take necessary steps immediately to complete the relevant legal and procedural formalities, including uploading the intimation of the stock exchanges and filing DIR-12 with the Registrar of Companies. The Company / Compliance Officers may take necessary steps to inform the prescribed authorities / submit necessary forms or returns under intimation to me.

Yours sincerely,



Preeti Saran

Copy to:
Company Secretary, PEL