

PTC INDIA LIMITED

Registered Office: 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 (CIN : L40105DL1999PLC099328)

Tel: 011- 41659500, 41595100, 46484200, Fax: 011-41659144, E-mail: info@ptcindia.com Website: www.ptcindia.com

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2023

(Figures in ₹ Lakhs, unless otherwise indicated)

S. No.	Particulars	Consolidated					
		Quarter ended			Half year ended		Year ended
		30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023
		(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	Audited
1	Revenue from operations						
a	Revenue from operations (Refer Note No. 4)	5,12,967	4,77,228	4,84,220	9,90,195	8,97,944	15,49,205
b	Other operating revenue (Refer Note No. 5 & 6)	7,343	7,552	5,661	14,895	22,736	47,855
	Total revenue from operations	5,20,310	4,84,780	4,89,881	10,05,090	9,20,680	15,97,060
2	Other Income	2,175	1,566	303	3,741	578	3,191
3	Total Income (1+2)	5,22,485	4,86,346	4,90,184	10,08,831	9,21,258	16,00,251
4	Expenses						
a	Purchases	4,71,109	4,41,202	4,47,390	9,12,311	8,25,011	14,18,920
b	Impairment of financial instruments	275	2,378	719	2,653	1,939	8,069
c	Operating expenses (Refer Note No. 5 & 6)	1,602	2,407	1,864	4,009	13,484	17,799
d	Employee benefit expenses	2,332	2,408	2,051	4,740	3,958	8,441
e	Finance costs	14,009	14,225	14,983	28,234	31,128	59,962
f	Depreciation and amortization expenses	2,543	2,511	2,546	5,054	5,074	10,153
g	Other expenses	3,593	2,195	2,048	5,788	3,812	8,643
	Total expenses	4,95,463	4,67,326	4,71,601	9,62,789	8,84,406	15,31,987
5	Profit Before Share of Profit/(Loss) of Associates and Tax (3-4)	27,022	19,020	18,583	46,042	36,852	68,264
6	Share of Profit / (Loss) of Associates	166	56	(17)	222	(102)	(227)
7	Profit Before Tax (5+6)	27,188	19,076	18,566	46,264	36,750	68,037
8	Tax expenses						
a	Current tax	5,403	4,446	3,805	9,849	9,871	19,345
b	Deferred tax expenditure/ (income)	1,554	360	938	1,914	(454)	(2,023)
9	Net Profit for the period (7-8)	20,231	14,270	13,823	34,501	27,333	50,715
10	Other comprehensive income						
a	Items that will not be reclassified to profit or loss						
	(i) Remeasurements of post-employment benefit obligations	(16)	(55)	(36)	(71)	39	54
	Deferred tax relating to remeasurements of post- employment benefit	4	14	9	18	(10)	(14)
	(ii) Changes in fair value of FVTOCI equity instrument	-	-	-	-	-	1,909
b	Items that will be reclassified to profit or loss						
	Change in cash flow hedge reserve	(22)	(35)	42	(57)	60	39
	Income tax relating to cash flow hedge reserve	5	9	(10)	14	(15)	(10)
	Other comprehensive income, net of tax (a+b)	(29)	(67)	5	(96)	74	1,978
11	Total comprehensive income for the period (9+10)	20,202	14,203	13,828	34,405	27,407	52,693
12	Profit is attributable to:						
	Owners of the parent	18,138	12,983	11,979	31,121	23,719	44,560
	Non-controlling interests	2,093	1,287	1,844	3,380	3,614	6,155
13	Other comprehensive income is attributable to:						
	Owners of the parent	(24)	(60)	2	(84)	56	1,964
	Non-controlling interests	(5)	(7)	3	(12)	18	14
14	Total comprehensive income is attributable to:						
	Owners of the parent	18,114	12,923	11,981	31,037	23,775	46,524
	Non-controlling interests	2,088	1,280	1,847	3,368	3,632	6,169
15	Paid-up equity share capital (Face value of ₹ 10 per share)	29,601	29,601	29,601	29,601	29,601	29,601
16	Other equity (excluding revaluation reserves) (As per audited balance sheet)						4,72,273
17	Earnings per share (Not annualized) (₹)						
a	Basic	6.13	4.39	4.05	10.51	8.01	15.05
b	Diluted	6.13	4.39	4.05	10.51	8.01	15.05
	Million Units of electricity Sold	21,579	20,725	21,212	42,304	39,042	71,120
	See accompanying notes to the financial results						

Consolidated Balance Sheet

(Figures in ₹ Lakhs)

S. No.	Particulars	Consolidated	
		30.09.2023	31.03.2023
		(Un-audited)	Audited
I.	ASSETS		
1	Non-current assets		
	Property, Plant and Equipment	1,54,283	1,58,876
	Goodwill	3	3
	Right-of-use asset	2,492	2,757
	Other intangible assets	54	73
	Intangible assets under development	23	15
	Financial Assets		
	Investments in associates (Refer Note No. 7(iii))	1,163	941
	Other investments (Refer Note No. 11)	30,882	31,238
	Loans	5,27,676	5,69,139
	Other financial assets	991	1,118
	Deferred tax assets (net)	1,240	3,122
	Income tax assets (net)	6,646	6,461
	Other non-current assets	1,110	1,138
	Total non-current assets	7,26,563	7,74,881
2	Current assets		
	Financial Assets		
	Investments	20,450	419
	Trade receivables	6,29,133	5,67,674
	Cash and cash equivalents	1,07,900	97,052
	Bank balances other than Cash and cash equivalents	85,681	97,156
	Loans	24	25
	Other financial assets	1,37,630	1,14,974
	Other current assets	9,191	10,779
	Total current assets	9,90,009	8,88,079
	Total Assets	17,16,572	16,62,960
II.	EQUITY AND LIABILITIES		
1	Equity		
	Equity Share capital	29,601	29,601
	Other Equity	4,80,232	4,72,273
	Total equity attributable to owners of the parent	5,09,833	5,01,874
	Non-controlling interests	86,602	85,477
	Total equity	5,96,435	5,87,351
2	Non-current liabilities		
	Financial Liabilities		
	Borrowings	4,16,253	4,83,313
	Lease Liabilities	1,896	1,951
	Other financial liabilities	780	848
	Provisions	2,959	2,785
	Total non-current liabilities	4,21,888	4,88,897
3	Current liabilities		
	Financial Liabilities		
	Borrowings	2,09,271	1,68,748
	Lease liabilities	432	588
	Trade payables		
	- total outstanding dues of micro enterprises and small enterprises	25	45
	- total outstanding dues of creditors other than micro enterprises and small enterprises	4,49,149	4,01,204
	Other financial liabilities	29,677	9,409
	Other current liabilities	9,557	6,549
	Provisions	138	169
	Total current liabilities	6,98,249	5,86,712
	Total Equity and Liabilities	17,16,572	16,62,960

Consolidated segment wise information

(Figures in ₹ Lakhs)

Sl. No.	Particulars	Quarter ended			Half year ended		Year ended
		30.09.2023	30.06.2023	30.09.2022	30.09.2023	30.09.2022	31.03.2023
		(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	(Un-audited)	Audited
1	Segment Revenue						
	Power	5,01,564	4,66,005	4,70,593	9,67,569	8,80,906	15,19,072
	Financing business	19,903	19,128	19,327	39,031	39,835	78,303
	Unallocated	1,018	1,213	264	2,231	517	2,876
	Total	5,22,485	4,86,346	4,90,184	10,08,831	9,21,258	16,00,251
2	Segment Result						
	Power	18,642	13,402	11,948	32,044	23,645	44,996
	Financing business	7,971	5,063	7,096	13,034	13,896	22,969
	Unallocated	575	611	(478)	1,186	(791)	72
	Profit before tax	27,188	19,076	18,566	46,264	36,750	68,037
3 (a)	Segment Assets						
	Power	8,97,994	9,07,060	10,56,268	8,97,994	10,56,268	8,32,536
	Financing business	7,19,144	7,48,387	7,86,458	7,19,144	7,86,458	7,46,744
	Unallocated	99,434	57,643	75,605	99,434	75,605	83,680
	Total	17,16,572	17,13,090	19,18,331	17,16,572	19,18,331	16,62,960
(b)	Segment Liabilities						
	Power	6,06,593	5,92,728	7,67,403	6,06,593	7,67,403	5,54,625
	Financing business	4,85,307	5,13,605	5,67,397	4,85,307	5,67,397	5,15,754
	Unallocated	28,237	5,194	4,315	28,237	4,315	5,230
	Total	11,20,137	11,11,527	13,39,115	11,20,137	13,39,115	10,75,609

Consolidated Statement of Cash Flow

(Figures in ₹ Lakhs)

Particulars	Half year ended	
	30.09.2023	30.09.2022
	(Un-audited)	(Un-audited)
Cash flows from operative activities		
Net profit before tax	46,264	36,750
Adjustments for:		
Depreciation and amortization expense	5,054	5,074
Bad debts/ advances written off	11	3
Liabilities no longer required written back	(5)	(7)
Share in loss / (profit) of associate	(222)	102
(Profit)/Loss on sale of fixed assets	-	(3)
Impairment on financial instruments	2,653	1,939
Impairment allowance for doubtful debts / advances	1,675	349
Equity investment in an associate company-written off (Refer Note No. 7 (iii))	3,755	-
Impairment provision already held	(3,755)	-
Finance costs	28,234	31,128
Ind AS adjustments	(78)	(1,743)
Interest income	(1,951)	(295)
Rental income	-	(7)
Profit on sale of investment (net)	(280)	(212)
	81,355	73,078
Adjustments for movement in:		
Loan financing	17,144	1,09,801
Trade receivables	(62,965)	(1,35,630)
Provisions, current and non-current financial liabilities and current and non-current liabilities	50,944	98,517
Loans, current and non-current financial assets, non-current and current assets	487	(2,206)
Cash generated from/(used in) operating activities	86,965	1,43,560
Direct taxes paid (net)	(10,033)	(10,923)
Net cash generated from/(used in) operating activities (A)	76,932	1,32,637
Cash flows investing activities		
Interest received	1,870	296
Rent received	-	7
Purchase of property, plant and equipment and intangible assets	(186)	(93)
Sale of property, plant and equipment	6	19
Purchase of intangible assets under development	(8)	-
Sale/(Purchase) of investments (net)	(19,387)	(292)
Decrease/ (Increase) in bank balances other than cash & cash equivalents	31,808	30,247
Net cash generated from/ (used in) investing activities (B)	14,103	30,184
Cash flows from financing activities		
Proceeds / (repayment) from/ of borrowings (Net)	(26,445)	(1,87,399)
Lease liabilities paid	(235)	(293)
Finance cost paid	(28,165)	(30,570)
Proceeds from debt securities (net)	(5)	(3,000)
Dividend paid	(25,337)	-
Net cash generated from/(used in) financing activities (C)	(80,187)	(2,21,262)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	10,848	(58,441)
Cash and cash equivalents (opening balance)	97,052	1,24,672
Cash and cash equivalents (closing balance)	1,07,900	66,231

Notes:

- The consolidated financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (The Regulations).
- The above consolidated financial results were reviewed by the Audit Committee, with the management, in its meeting dated November 09, 2023 before submission to the Board for approval and the Board of Directors has approved the consolidated financial results in its meeting held on November 10, 2023. These consolidated financial results have been limited reviewed by the Statutory Auditors of the Parent Company i.e. PTC India Limited.
- Segments:-The Group is in the business of power and financing business.
- Revenue from operations of the Group includes sale of electricity and interest income from loan financing/debenture.
- 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 exist. Correspondingly, surcharge liabilities on late/ non-payments to the suppliers, in view of the matching concept, is also not being recognized in the books of accounts. However, the estimated liability in this regard is lower than the Group's claims from its customers.
- The Group has recognized surcharge income of ₹ 3,885 Lakhs during the quarter (₹ 1,855 Lakhs for the corresponding quarter ended September 30, 2022,) from customers on amounts overdue against sale of power which has been included in "Other operating revenue". Correspondingly surcharge expense of ₹ 360 Lakhs paid / payable to suppliers during the quarter (₹ 658 Lakhs for the corresponding quarter ended September 30, 2022) has been included in "Operating expenses".

- 7 i) The subsidiary and associate companies considered in the Consolidated Financial Results are as follows

Particulars	Ownership (%)		
	As on 30.09.2023	As on 31.03.2023	As on 30.09.2022
a) Subsidiary Companies			
1. PTC Energy Limited ("PEL")	100.00	100.00	100.00
2. PTC India Financial Services Limited ("PFSL")	64.99	64.99	64.99
b) Associate Companies			
1. Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Ltd)	22.62	22.62	22.62

All the above Companies are incorporated in India.

- ii) The financial statements of three associate companies are not available with the Group viz; R.S. India Wind Energy Private Limited, Varam Bio Energy Private Limited (VBPL) and R.S. India Global Energy Limited. Further, VBPL is presently under liquidation. However, the Group had fully impaired the value of investments in these associates in earlier periods and does not expect further obligation over and above the cost of investments. Hence, there is no impact of the results of these Associates on the consolidated financial results.
- iii) The Parent Company has investment in equity shares of Krishna Godavari Power Utilities Ltd. (KGPUL), an associate company, having gross value of ₹ 3,755 Lakhs against which full impairment provision had been made during FY 2015-16. KGPUL was under NCLT proceedings and as per the Resolution Plan approved by National Company Law Tribunal (NCLT), equity shareholding of all the existing shareholders of KGPUL, including the Parent Company, has been nullified. Accordingly, the Parent Company has written off its investment in KGPUL against the impairment provision already held in the books of accounts.
- 8 (i) (a) On January 19, 2022, three independent directors of PTC India Financial Services Limited (PFSL), a subsidiary of the Parent Company, had resigned mentioning certain lapses in corporate governance and compliances as stated in respective letters of those directors. Accordingly, to address the same, PFSL got forensic audit done from an Independent CA firm in previous year and had also engaged a professional firm to independently review its management's response submitted (including to assess financial implications and any indication towards suspected fraud) in forensic audit report (FAR). The said FAR with the management responses had been presented by PFSL management to its Board and the Board observed that the forensic auditor did not identified any event having material impact on financials of PFSL and has not identify any instance of fraud and/or diversion of funds by PFSL. Further, on December 2, 2022, two independent directors had resigned mentioning certain matters which includes, the issues raised by the erstwhile independent directors of PFSL as stated above, which have been rebutted fully by PFSL and it has submitted its reply with the stock exchanges and Reserve Bank of India. As directed by the Reserve Bank of India (RBI) vide its letter dated January 6, 2023, the PFSL Board has revisited the findings of the FAR and reaffirmed its views, as stated above (took on record in meeting held on February 03, 2023). Further, as directed by the RBI (letter dated June 16, 2023), the Board of PFSL in its meeting held on June 20, 2023, has resolved that till the appointment of new MD&CEO in place of Dr. Pawan Singh (who has been advised to proceed on leave with immediate effect till his superannuation) is made, newly appointed Director (Finance) & CFO of PFSL will take over the functions and responsibilities of the MD&CEO, with immediate effect. The term of Dr. Pawan Singh as MD&CEO of PFSL has completed with the close of business hours on October 2, 2023.
- (b) In the last quarter of FY 2022-23 PFSL and its Key Management Persons (KMPs) had received four show cause notices (SCNs) issued by the Registrar of Companies, NCT of Delhi & Haryana (ROC) for non-compliances of the provisions of section 149(8), 177(4)(v) & (vii) and 178 of the Companies Act, 2013. PFSL has submitted its replies on March 14 & 17, 2023 and April 24, 2023 denying the non-compliances mentioned in the above stated SCNs. Subsequently, ROC vide its three Adjudication Orders dated June 27, 2023, has imposed penalty(s) of ₹ 6.40 lakhs and ₹ 2.40 lakhs on PFSL and its Ex-Managing Director & Chief Executive Officer (Ex-MD & CEO) respectively against which it (PFSL) has filed appeals with the Regional Director, Ministry of Corporate Affairs and for remaining one SCN, PFSL has filed application for compounding, which is pending. PFSL management believes that there will be no material financial impact of the above matters on the state of affairs of PFSL.
- (c) Securities and Exchange Board of India (SEBI) through Show Cause Notice (SCN) dated May 08, 2023 to Ex-MD & CEO and Non-Executive Chairman of PFSL, pointed out certain matters of Corporate Governance issues, as raised by the Ex-Independent Directors (as detailed in (a) above), under Sections 11(1), 11(4), 11(4A), 11B(1) and 11B(2) read with section 15HB of the SEBI, 1992 read with SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995. In this regard, PFSL, Audit Committee and PFSL Board of Directors have noted and taken on record in their respective meetings held on May 18, 2023 that the above stated SCN which is issued by SEBI to the Ex-MD & CEO and Non-Executive Chairman of PFSL, are in their individual name/capacity (addressed to). PFSL believes that issues raised in SCN will be resolved and there will be no material financial implications/ impact on this account on the state of affairs of PFSL.
- (ii) As at September 30, 2023, for loans under stage I and stage II, PFSL 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 PFSL or consortium of lenders. For loan under stage III, PFSL 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, sustainable debt under resolution plan, 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.
- (iii) As on September 30, 2023, PFSL 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 atleast 12 months from the reporting date.
- (iv) As per Regulation 54(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), all secured non-convertible debentures ("NCDs") issued by PFSL are secured by way of an exclusive charge on its identified receivables to the extent of at least 100% of outstanding secured NCDs and pursuant to the terms of respective information memorandum except for Long-Term Infrastructure Non-Convertible Bonds (ISIN: INE560K97102/ INE560K97110) where the Security Coverage is less than 100% i.e., 90.39% (security short by ₹ 201 lakhs), for which PFSL management is in process to modify the charges in favour of the Trustee.

- 9 (i) The Parent Company had received resignation letters from its three independent directors w.e.f. December 05, 2022 and one independent director w.e.f. December 06, 2022 wherein they had raised issues related to corporate governance and compliance, divergent views of Board members and non-implementation of recommendations in respect of Risk Management Committee (RMC) report of the Parent Company, calling meetings at short notice and few other matters as detailed in their respective resignation letters filed by the Parent Company with the stock exchanges.

The Board of the Parent Company has noted these resignation letters and the management's replies thereon in its meetings dated 6th December and 7th December 2022. Further, the Parent Company has rebutted these claims and has submitted the clarifications on the issues raised by these independent directors to the stock exchanges on 8th December 2022.

- (ii) The Parent Company has received email dated 22nd June, 2023 and 10th July, 2023 from SEBI asking data/information from the Parent Company regarding certain matters, mainly related with the process of the appointment of its Chairman & Managing Director (CMD) and matters mentioned in Note 9(i) of the Statement. The Board constituted a Sub-Committee of the directors on June 30, 2023 to look into the matters relating to the communication received from SEBI on June 22, 2023 and related aspects and to suggest further course of action.

In respect of SEBI's email dated June 22, 2023, the Parent Company had submitted an interim reply to SEBI on June 27, 2023. Thereafter, the Board, in its meeting dated August 12, 2023, had approved the final response to be submitted to SEBI which has been submitted by the Parent Company to SEBI on November 9, 2023.

Further, in respect of SEBI's email dated July 10, 2023, the Parent Company has submitted interim reply to SEBI on July 14, 2023 and the Board, in its meeting dated August 12, 2023, has directed the Sub-committee to submit reply/ report of SEBI's email.

- 10 The Parent Company was in the process of divestment of its stake in its wholly owned subsidiary i.e. PTC Energy Limited (PEL). Subsequent to the end of the reporting period, the Board of Directors of the Parent Company, in their meeting held on October 19, 2023 has approved the bid received from M/s ONGC Limited for acquiring the Parent Company's 100% equity stake in PEL at a value of ₹ 92,500 Lakhs (Enterprise Value of ₹ 202,100 Lakhs, i.e. sum of outstanding debt and equity value), subject to adjustments in abovementioned bid value on the date of closure of transaction as per the bid format.

The above transaction is subject to the fulfilment of Conditions Precedent, other terms & conditions as per the Share Purchase Agreement to be executed between the parties and the approval of Parent Company's shareholders and other approvals as may be required under applicable laws/regulations.

- 11 The Parent Company has investment in the equity shares (~5.62 %) of Sikkim Urja Limited (Formerly known as Teesta Urja Limited) (SUL) having carrying value of ₹ 22,110 Lakhs as on September 30, 2023. SUL owns a Hydro Electric Project of 1,200 MW capacity in the state of Sikkim.

On October 4, 2023, flash flood in Sikkim arising out of a cloud burst, which has been declared as a disaster by Government of Sikkim under the Disaster Management Act 2005 vide Notification No. 399/ LR&DMD/Gos dated October 4, 2023, caused extensive damage to the abovementioned project. As informed by the management of SUL, the detailed assessment of damages/ losses to the project will be carried out in due course and remedial measures would be finalized thereafter. Being non adjusting subsequent event and the fact that impact of the damage on Parent Company's investment in the equity shares of SUL cannot be determined at this stage, no adjustment has been done in the books of the Parent Company in this regard during the quarter ended September 30, 2023.

- 12 The figures for the previous periods / year are re-classified / re-grouped, wherever necessary.

Place: New Delhi
Date: November 10, 2023

(Dr. Rajib Kumar Mishra)
Chairman & Managing Director