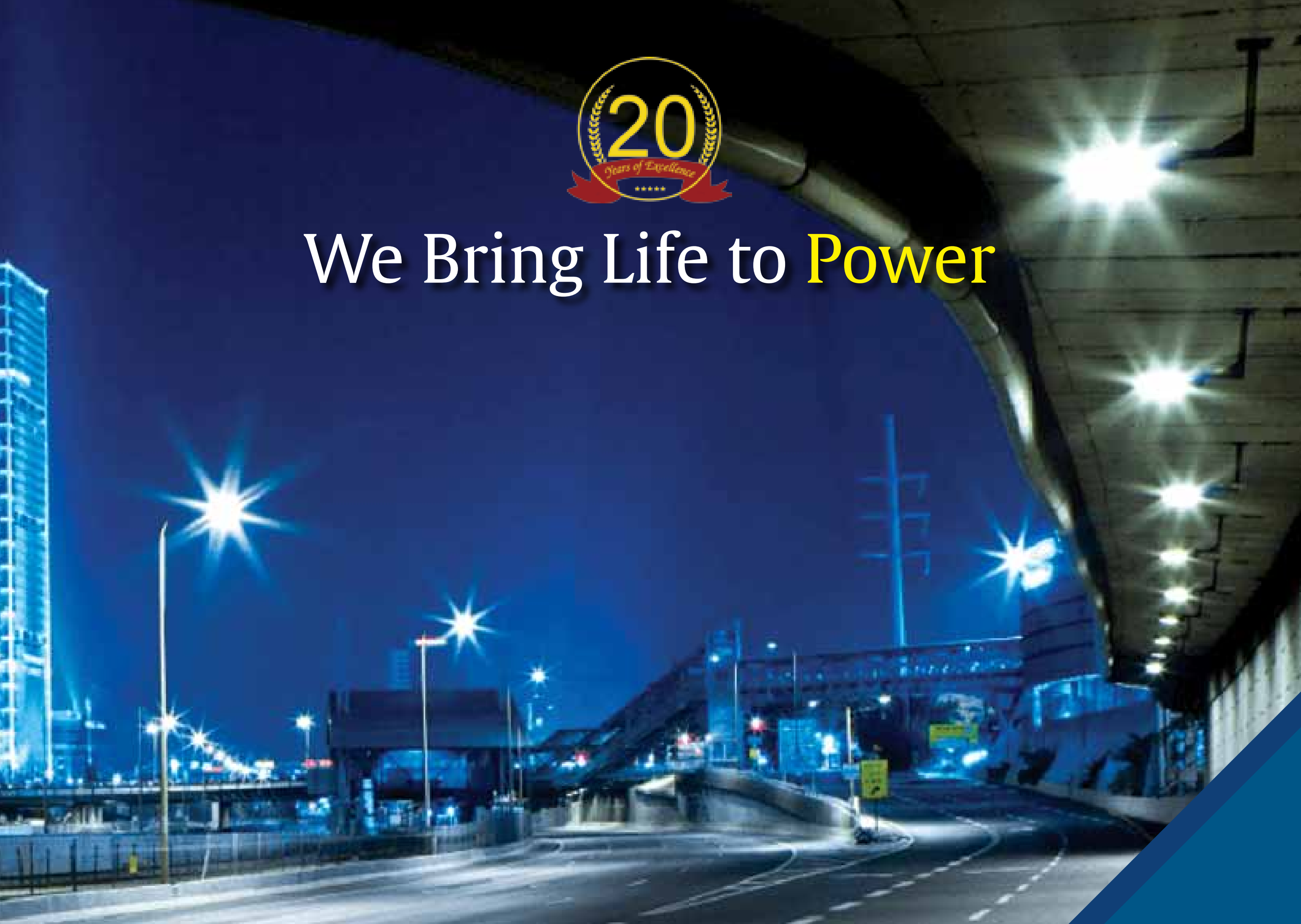


20 Years of Excellence

We Bring Life to Power

PTC India

20th Annual Report 2018-19

Vision

"To be a front runner 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**

20TH ANNUAL GENERAL MEETING

To be held on Monday, the September 30, 2019 at 12:30 P.M. at "Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi - 110010

NOTE:

1. Shareholders are requested to bring their copy of Annual Report with them to the Annual General Meeting.
2. No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.

CONTENTS

BOARD OF DIRECTORS (AS ON 23.08.2019)

1. Shri Deepak Amitabh, CMD, PTC
2. Shri Ajit Kumar, Director (Commercial & Operations)
3. Dr. Rajib Kumar Mishra, Director (Marketing & Business Development)
4. Shri A. K. Gupta, Director - (NTPC - Nominee)
5. Dr. Atmanand, Independent Director
6. Ms. Bharti Prasad, Independent Director
7. Shri D. S. Saksena, Independent Director
8. Shri Jayant Gokhale, Independent Director
9. Shri M. K. Mittal, Director - (NHPC - Nominee)
10. Shri Naveen Bhushan Gupta, Director (PFC - Nominee)
11. Shri Rajeev Kumar Chauhan, Director (PGCIL - Nominee)
12. Shri Rakesh Kacker, Independent Director
13. Shri Ramesh Narain Misra, Independent Director
14. Ms. Sushama Nath, Independent Director

Company Secretary
Shri Rajiv Maheshwari

Statutory Auditors
M/s. K. G. Somani & Co.

Internal Auditors
M/s. Ravi Rajan & 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: 011-4169500, 41595100, 46484200 Fax: 011-41659144
E-mail: info@ptcindia.com Website: www.ptcindia.com

NOTICE is hereby given that the 20th (Twentieth) Annual General Meeting of the Members of PTC India Limited (PTC) will be held on Monday, 30th day of September, 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt., New Delhi- 110010, 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, 2019, 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, 2019 and report of Auditor's thereon.

2. To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2018-19 as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to provisions 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), dividend at the rate of 40% (Rs. 4.00 per equity share of Rs.10/- each) be and is hereby declared for the FY 2018-19, out of the profits of the Company on the 296008321 equity shares of Rs. 10/- each fully paid up to be paid as per the ownership as on 23rd September, 2019 (closing hours)."

3. To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN: 02889021) 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** Shri Mahesh Kumar Mittal (DIN: 02889021) who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Director."

SPECIAL BUSINESSES:

4. **To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director**

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

   "**RESOLVED THAT** pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Rajeev Kumar Chauhan (DIN: 02018931), who was appointed as an additional director in the category of Nominee Director of Power Grid Corporation of India Limited (PGCIL) by the Board of Directors w.e.f. March 22, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Director as Nominee of Power Grid Corporation of India Limited whose office shall be liable to retire by rotation.

   FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director**

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

   "**RESOLVED THAT** pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Naveen Bhushan Gupta (DIN: 00530741), who was appointed as an additional director in the category of Nominee Director of Power Finance Corporation Limited (PFC) by the Board of Directors w.e.f. August 07, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Director as Nominee of Power Finance Corporation Limited whose office shall be liable to retire by rotation.

   FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ramesh Narain Misra (DIN: 03109225), who was appointed as an additional director in the category of Independent Director w.e.f. 7th December, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period upto 30th June, 2020 and shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution."

7. **Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Atmanand (DIN:06398097), who was appointed as an additional director in the category of Independent Director w.e.f. 7th December, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period upto 30th June, 2020 and shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/ or a committee thereof to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution."

8. **Monetization of PTC's investment in PTC Energy Limited (PEL)**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 and rules made thereunder, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), and subject to such other approvals, consents, permission and sanctions of any authority as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") to sell, transfer or otherwise dispose of a) its investments and/or shareholding in PTC Energy Limited (PEL), a wholly owned and material subsidiary of the Company, having 654,117,490 fully paid-up equity Shares of Rs. 10/- each, or b) by undertaking the sale of PEL's assets or business; either in whole or in part or in one or more tranches to any person(s) / investor(s) through any mode as the Board may deem fit and appropriate in the interest of the Company on such consideration as may be determined by the Board.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution."

9. **Monetization of PTC's investment in PTC India Financial Services Limited (PFS)**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on September 28, 2007 and in terms of provisions of Section 180(1)(a) of Companies Act, 2013 and rules made thereunder, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), and subject to such other approvals, consent, permission and sanctions of any authority as may be necessary, consent of the members of the Company be and is hereby accorded to the Board (hereinafter referred to as the "Board") to monetize and / or dilute its stake in PTC India Financial Services Limited (PFS), a material subsidiary of the Company, wholly or partly, in one or more tranches through any mode(s) including sale/ transfer of shares, a scheme of arrangement to any person(s) / investor (s)/ strategic or financial as the Board may deem fit and appropriate in the interest of the Company at such consideration as may be determined by the Board.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company to do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution."

By Order of the Board of Directors

For PTC India Limited

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

Date: 23rd August, 2019
Place: New Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. PROXY FORM(S) DULY STAMPED, COMPLETED AND SIGNED SHOULD BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN (48) FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.

3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.

4. Corporate members intending to send 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 shall also be open for inspection during the meeting.

6. Brief resume of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with the Secretarial Standards 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 24th September, 2019 to 30th September 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.

   The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.

8. 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 23rd September, 2019.

   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 23rd September, 2019.

9. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.

10. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.

11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.

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 dematerilised 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. 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.

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

19. 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.

20. 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.

21. a). This Notice is being sent to all the members whose name appears as on 23rd August, 2019 (closing hours) in the Register of Members or beneficial owners as received from MCS Share Transfer Agent Ltd. (RTA).

    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 September 23, 2019 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.

22. The notice of the AGM along with the Annual Report for the financial year 2018-19 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories unless any member has requested for the physical copy of the same.

23. The Annual Report is also available at the Company's Website www.ptcindia.com.

24. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, attached along with the notice.

25. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

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

A. **Step 1 : Log-in to NSDL e-Voting system at** https://www.evoting.nsdl.com/

B. **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

A. Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

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. 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.

3. A new screen will open. You will have to enter your User ID, your Password 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 holdshares 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. Your password details are given below:

   a. If you are already registered for e-Voting, then you can user 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 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, your 'initial password' is communicated to you on your postal address.

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.

   d) Members can also use 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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.: 1800-222-990 or send a request at evoting@nsdl.co.in.

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September 2019.

VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

X. Mr. Ashish Kapoor, Company Secretary (Fellow Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the stipulated time, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ptcindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.

26. Voting through Ballot Paper

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed, the Chairman will instruct the scrutinizer to initiate the process of voting on the all resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders/Proxy holders/ Authorised Representatives present at the AGM. the shareholder may exercise their right of vote by tick marking as (√) against 'FOR' and 'AGAINST' as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

The results declared, alongwith the report of the Scrutinizer Report shall be placed on the website of the Company www.ptcindia.com under the section 'Investor Service-Corporate Announcement' and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The Results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. September 30, 2019.

27. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed **Form SH-13** (enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form. The Company is not providing Video Conferencing facility for this

meeting.

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. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated with the Depository Participant. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company at Company's e-mail address at cs@ptcindia.comquoting their folio number(s). In case any member desire to get hard copy of Annual Report, they can write to Company at registered office address or email at cs@ptcindia.com OR admin@mcsdel.com.

EXPLANATORYSTATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item No. 4

Appointment of Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-executive Nominee Director

Shri Rajeev Kumar Chauhan (DIN: 02018931), aged about 58 years is holding the position of Director (Projects) of Power Grid Corporation of India Limited (PGCIL). Shri Rajeev Kumar Chauhan was appointed as an Additional Director on the Board of Company w.e.f. March 22, 2019 as Nominee of Power Grid Corporation of India Limited (PGCIL) and holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Rajeev Kumar Chauhan as Non-Executive Director on the Board of PTC.

The above appointment of Shri Rajeev Kumar Chauhan, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the Annual General Meeting.

Shri Rajeev Kumar Chauhan has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Shri Rajeev Kumar Chauhan does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Rajeev Kumar Chauhan is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board recommends the resolution set out at Item no. 4 of the notice for your approval.

Brief resume of Shri Rajeev Kumar Chauhan

Shri Rajeev Kumar Chauhan (DIN: 02018931) (aged about 58 years) is Director (Projects) of Power Grid Corporation of India Limited (POWERGRID). He is graduated from IIT Roorkee in Electrical Engineering and has a diverse experience of more than 34 years in EHV AC&DC transmission system covering almost all areas of the transmission system. He has experience in Project Management, CTU Planning, Design & Engineering (EHV AC & HVDC), Procurement, Site Execution, Operation & Maintenance, Consultancy, DMS and Commercial Functions. He has also served for 10 years in NTPC prior to joining POWERGRID in 1994. He is nominee Director of PGCIL in PTC w.e.f. 22nd March, 2019.

A profile of Shri R.K. Chauhan is also annexed to the Notice in accordance with the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR") and Secretarial Standard.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of him as a nominee Director of PGCIL. Accordingly, the Board recommends the resolution in relation of appointment of Shri Rajeev Kumar Chauhan as Nominee Director, for the approval of members of the Company as an Ordinary Resolution.

Item No. 5

Appointment of Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-executive Nominee Director

Shri Naveen Bhushan Gupta (DIN: 00530741), aged about 59 years is holding the position of Director (Finance) of Power Finance Corporation Limited (PFC). Shri Naveen Bhushan Gupta was appointed as an Additional Director on the Board of Company w.e.f. August 07, 2019 as Nominee of Power Finance Corporation of India Limited (PFC) and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Naveen Bhushan Gupta as Non-Executive Director on the Board of PTC.

The above appointment of Shri Naveen Bhushan Gupta, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the Annual General Meeting.

Shri Naveen Bhushan Gupta has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Shri Naveen Bhushan Gupta does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Naveen Bhushan Gupta is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the resolution set out at Item no. 5 of the notice for your approval.

Brief resume of Shri Naveen Bhushan Gupta.

Shri Naveen Bhushan Gupta (DIN: 00530741) (aged about 59 years) is Director (Finance) of Power Finance Corporation Limited. He is a member of the Institute of Chartered Accountants of India. He has more than 31 years of experience in Power sector and has served in various capacities in organisations like NHPC, Power Grid Corporation of India Ltd and Power Finance Corporation Limited. He carries with him rich experience in the fields of Fund Management, International Finance, Internal Audit, Accounts finalization, Lending Policies, Resource Mobilization etc. He is nominee Director of PFC in PTC w.e.f. 7th August, 2019.

A profile of Shri Naveen Bhushan Gupta is also annexed to the Notice in accordance with the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR") and Secretarial Standard.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of him as a nominee Director of PFC. Accordingly, the Board recommends the resolution in relation of appointment of Shri Naveen Bhushan Gupta as Nominee Director, for the approval of members of the Company as an Ordinary Resolution.

Item No. 6

Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors on 7th December, 2018 has appointed, Shri Ramesh Narain Misra as an additional director in the category of independent director w.e.f. 7th December, 2018.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Ramesh Narain Misra for the office of Director of the Company. Shri Ramesh Narain Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Ramesh Narain Misra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR").

In the opinion of the Board and based upon the declaration of the appointee, Shri Ramesh Narain Misra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR.

Shri Ramesh Narain Misra is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Shri Ramesh Narain Misra.

Shri Ramesh Narain Misra, Ex. CMD, SJVN Ltd, (DIN: 03109225) (aged about 61 years) has rich experience in field of Power Sector. An Engineer from MNRE Allahabad and Masters in Finance from IGNOU, superannuated from post of Chairman & Managing Director (CMD) SJVN Ltd after a career of 38 years. Started his career from NHPC Limited and became Director (Civil) before moving out to become CMD SJVN Ltd. He has been appointed as an Independent Director of PTC w.e.f. 7th December, 2018.

A profile of Shri Ramesh Narain Misra is also annexed to the Notice in accordance with the LODR and Secretarial Standard.

The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Ramesh Narain Misra as an Independent Director. Accordingly, the Board recommends the resolution in relation of appointment of Shri Ramesh Narain Misra as an Independent Director, for the approval of members of the Company as an Ordinary Resolution.

Item No. 7

Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors on 7th December, 2018 has appointed, Dr. Atmanand as an additional director in the category of independent director w.e.f 7th December, 2018.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Atmanand for the office of Director of the Company. Dr. Atmanand is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Dr. Atmanand that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("LODR").

In the opinion of the Board, Dr. Atmanand fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR.

Dr. Atmanand is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Dr. Atmanand.

Dr. Atmanand, Prof., (DIN: 06398097) (aged about 59 years) has rich experience. Prof. Atmanand is PhD in Economics and has been Director of MDI - Murshidabad and holding additional charge of Director (MDI Gurgaon). A broad based teaching experience with management graduates has worked with IMT Ghaziabad, and other management colleges. He is in the Board of Central Bank of India and was in the Board of SAIL (2013 -16) as an Independent Director. Member, Advisory Committee, Government of India, Ministry of Power, from 2009 -2011. He has been appointed as an Independent Director of PTC w.e.f. 7th December, 2018.

A profile of Dr. Atmanand is also annexed to the Notice in accordance with the LODR and Secretarial Standard.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Atmanand as an Independent Director. Accordingly, the Board recommends the resolution in relation of appointment of Dr. Atmanand as an Independent Director, for the approval of members of the Company as an Ordinary Resolution.

The appointment(s) of Shri Ramesh Narain Misra and Dr. Atmanand is proposed as Independent Director(s) which have been duly recommended by the Nomination & Remuneration Committee and Board of the Company. The Copy of the letter for appointment of Shri Ramesh Narain Misra and Dr. Atmanand as Independent Directors are available for inspection on the website of the Company.

Name	Shri Mahesh Kumar Mittal	Shri Rajeev Kumar Chauhan	Shri Naveen Bhushan Gupta	Shri Ramesh Narain Misra	Dr. Atmanand
Date of birth	11/09/1960	25/10/1960	11/06/1960	20/11/1957	30/06/1959
Age	58	58	59	61	61
DIN No.	02889021	02018931	00530741	03109225	06398097
Date of appointment/ re-appointment	15/03/2017	22/03/2019	07/08/2019	20/12/2018	20/12/2018
Qualification	ICWA	Graduated in Electrical Engineering from IIT Roorkee.	CA	PhD in Economics	Engineer and Master in Finance
Details of remuneration sought to be paid	NA	NA	NA	NA	NA
Nationality	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN
Experience	More than 30 years	More than 30 years	More than 30 years	More than 30 years	More than 30 years
Expertise in specific functional areas	Power sector	Power sector	Power & Finance sector	Power sector	Mgt. expert
Date of first appointment on the Board of the Company	15/03/2017	22/03/2019	07/08/2019	07/12/2018	07/12/2018
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Nominee Director	Nominee Director	Nominee Director	Independent Director	Independent Director
Last drawn remuneration, if applicable	NA	NA	NA	NA	NA
Details of remuneration sought to be paid	NA	NA	NA	NA	NA
No. of Board meetings attended during the year 2018-19	Details given in CG report	Details given in CG report	Details given in CG report	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	1. NHPC Limited (NHPC) - MEMBER in CSR & Sustainability, Allotment and Post Allotment Activities of NHPC Securities and Stakeholders Relationship Committee. 2. Chenab Valley Power Projects Private Limited. - MEMBER in CSR Committee.	1. Power Grid Corporation of India Limited 2. RINL POWERGRID TLT Pvt. Ltd. 3. POWERGRID Jawaharpur Firozabad Transmission Ltd. 4. POWERGRID Varanasi Transmission System Limited. 5. POWERGRID Medinipur Jeerat Transmission Ltd. 6. POWERGRID Southern Interconnector Transmission System Limited.	1. PFC Limited - MEMBER in Stakeholders Relationship and Shareholders / Investors Grievance Committee 2. Chhattisgarh Surguja Power Ltd. 3. Coastal Tamil Nadu Power Ltd. 4. Tatiya Andhra Mega Power Ltd. 5. Deoghar Mega Power Limited 6.PFC Consulting Limited 7.Cheyyur Infra Limited 8.Bihar Mega Power Limited	1. Indraprastha Gas Limited	1. Central Bank of India CHAIRMAN - Audit Committee -MEMBER in Management Committee and other sub Committees of the bank
Membership/ Chairmanship of Committees of PTC India Ltd.	-	Member- Group of Directors for BD/ Investment Committee.	-	-MEMBER in Committee of Independent Directors	-MEMBER in Committee of Independent Directors
Number of Shares held in the company	NIL	NIL	NIL	NIL	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	Not related to any Directors and 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

Item No. 8– Monetization of PTC's investment in PTC Energy Limited (PEL)

PEL was formed in August 2008 to develop and manage asset based businesses in the energy sector. PEL decided to exploit opportunities in the emerging renewable energy sector. Since its inception in 2008, PTC has invested around INR 654 Crores into PEL as equity capital. Acting in line with its investment hypothesis, PTC Energy has been able to scale up this business to an operating capacity of 289 MW of wind energy plants, in phases by March, 2017 at a time when the renewable energy sector was undergoing a defining change in its role and presence in India.

In view of renewal projects being awarded on reverse auction basis and individual projects capacities be much higher of 250 to 300 MW, PEL required huge capital allocation. Further, from a pure capital allocation perspective by PTC, the following aspects are material:-

- **No material business diversification:** From a risk management perspective, PEL's cash flows with exposure to state utilities/ Discoms mirror that of PTC's exposure to receivables from these same state utilities/ Discoms.
- **Huge low cost capital requirement for PEL's core business**: The asset backed business of PEL requires continual capital infusion. A grid connected solar photovoltaic (PV) project is currently built at INR 4 crores per MWp while a similar wind project gets built at INR 6.5-7.0 crores per MWp. Even with a standard debt to equity ratio of 70:30, the capital required to scale up PEL's business to 5 GW (Typical market leaders have currently this level of capacity) would be huge. The challenge is that PTC, given the diminished returns from these investments (10-12% equity IRR), would not be able to deploy capital at a return expectation higher than its own cost of capital.
- **Adverse implications of PEL's business to PTC's shareholders:** Since PEL's capital intensive business requires huge amounts of debt, this debt gets consolidated into the books of PTC constraining and reducing the flexibility for PTC to evaluate capital allocation decisions like buyback etc. Additionally, since PEL is a WOS of PTC, every financial investor/lender in PEL will look to PTC as a promoter/sponsor to provide a backstop commitment to PEL's obligations either explicitly or implicitly. Additionally, any adverse development in PEL due to reasons or factors beyond its control (as described above) would have a reputational risk for PTC along with a potential negative implication on PTC's market capitalization. Further, any measures of redressal undertaken by PEL could have potential adverse implications on PTC's relationships with the state utilities/ discoms.

Considering the above, the Board of PTC India Limited in its meeting held on 7th August, 2019, in terms of the provisions of Companies Act, 2013 and SEBI Listing Regulations, have recommended the proposal to the shareholders regarding dilution of its holding in PEL in a form and manner which is determined to be in the interest of the Company and its shareholders. Therefore, in this connection, the Board of Directors have recommended the required resolution(s) to the shareholders to enable the Board of Directors to carry out the exercise connected to the proposals of dilution (including through part/full divestment) and / or by undertaking the sale of PEL's assets or business of PEL as and when the Board of Directors deems fit.

Your Directors request for your approval for the resolution set out at Item no. 8 as Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than to the extent of his/her appointment, are deemed to be, concerned or interested, financially or otherwise, in the Resolution(s) as set out above of the Notice. The Board recommends all the resolutions as set out above in this notice for the approval of the members of the Company.

Item No. 9 – Monetization of PTC's investment in PTC India Financial Services Limited (PFS)

PFS was set up as a Special Purpose Vehicle (SPV) on 8th September 2006. PTC has invested INR 754 Crores (including premium amount) and presently holds 64.99% equity in PFS. However, PFS requires to raise further capital to keep itself adequately capitalised for business growth as well as meeting key statutory &operational parameters. With growth of its own business, PTC's capital requirements would increase in the coming years and the current capital base of PTC may be inadequate to support the enhanced scale of operations. From a purely capital allocation perspective, PTC would need to allocate capital for its core operations and therefore, will not have the capacity to continue and/ or to fund further a NBFC business that will need periodic infusions for its business. As per the past approval of the shareholders of PTC (in the 8th AGM of PTC), PTC can dilute its holding in PFS up to a level of 26%. The resolution in this context as approved by the shareholders in 2008 is given below:-

"Resolved that pursuant to the applicable provisions of Companies Act 1956 and Articles of Association of the Company, the consent be and is hereby granted that shareholding level of PTC in PTC India Financial Services Limited (PFS) be not less than 26%."

When PFS was incorporated, its main business was to invest in the energy value chain and facilitate financing of the power sector projects. But PFS has continued to grow in the credit space with predominantly providing project finance to power projects. PFS is also currently exploring other sectors also which are not related to PTC's business. Even the projects that PFS is currently financing do not have any synergies with PTC's core business operations. Therefore, monetization of PTC's stake has no adverse implications for its core business strategy.

PFS has also requested PTC to consider dilution of stake in PFS so that PFS may have all options for raising capital open to it.

Considering the above, the Board of PTC India Limited (the "Company") at its meeting held on 7th August, 2019, in terms of the provisions of Companies Act, 2013 and SEBI Listing Regulations, have recommended the proposal to the shareholders regarding dilution of its holding in PFS in a form and manner which is determined to be in the interest of the Company and its shareholders. Therefore, in this connection, the Board of Directors have recommended the required resolution(s) to the shareholders to enable the Board of Directors to carry out the exercise connected to the proposals of dilution (including through part/full divestment) of its stake in PFS as and when the Board of Directors deems fit.

Your Directors request for your approval for the resolution set out at Item no. 9 as Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than to the extent of his/her appointment, are deemed to be, concerned or interested, financially or otherwise, in the Resolution(s) as set out above of the Notice. The Board recommends all the resolutions as set out above in this notice for the approval of the members of the Company.

By Order of the Board of Directors

For PTC India Limited

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

Date: 23rd August, 2019
Place: New Delhi

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, 2019.

FINANCIAL PERFORMANCE

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

(₹ in crore)

Particulars	Financial Year Ended			
	Standalone		Consolidated	
	31/03/2019	31/03/2018	31/03/2019	31/03/2018*
Total Income	13627.29	11518.49	15285.25	12913.12
Profit / (Loss) before Interest, Depreciation & Tax (EBITDA) excluding OCI & after minority interest)	543.54	564.90	2081.26	1298.86
Finance Charges	143.03	117.28	1239.95	943.77
Depreciation	3.03	2.85	97.08	97.44
"Provision for Income Tax (including for earlier years)"	135.16	125.57	254.48	92.80
Net Profit / (Loss) after tax (after minority interest)	262.32	319.20	489.75	164.85
Profit / (loss) brought forward from previous year	844.72	691.35	1010.37	1033.66
Amount transferred to General Reserve	74.89	71.70	74.89	71.70
Dividend paid (including dividend tax)	141.02	94.13	142.74	106.88
Transferred to special reserve	-	-	-	41.35
Transferred to Statutory reserve	-	-	23.93	3.21
Re-measurement of post-employment benefit obligation, net of tax	-	-	0.02	0.10
Profit / (loss) carried to Balance Sheet	891.13	844.72	1194.07	1010.37
Other comprehensive income (after minority interest)	(12.67)	(80.21)	(34.53)	(158.65)
Total comprehensive income	249.65	238.99	390.75	41.30

Previous year figures have been regrouped/rearranged wherever necessary.

*Restated (Refer Note No. 55 of Consolidated Financial Statements for the financial year ended on March 31, 2019)

RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The trading volumes were higher by 10% this year at 62,491 MUs as against 57,018 MUs during the previous year. With a turnover of Rs. 13,627.29 Crores (including other income) for the year 2018-19 as against Rs. 11518.49 Crores (including other income) in the Financial Year 2017-18, your Company has earned a Profit After Tax of Rs. 262.32 Crores as against Rs. 319.20 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 of the group is Rs. 15285.25 Crores for the Financial Year 2018-19 as against Rs. 12913.12 Crores for the Financial Year 2017-18. The consolidated Profit after Tax of the Group is Rs. 489.75 Crores for the Financial Year 2018-19 as against Rs. 164.85 Crores for the Financial Year 2017-18.

RESERVES

Out of the profits of the Company, a sum of Rs. 74.89 Crores has been transferred to General Reserves during the Financial Year and total reserves and surplus of the Company are Rs. 3032.36 Crores (including securities premium) as on 31st March 2019.

DIVIDEND

The Board of Directors of your Company are pleased to recommend for your consideration and approval, a dividend @ 40% for the Financial Year 2018-19 i.e. Rs 4 per equity share of Rs. 10 each. The dividend, if approved, at ensuing Annual General Meeting will absorb Rs. 142.74 Crores including Dividend Distribution Tax amounting to Rs. 24.34 Crores.

The dividend will be paid to the members whose names appear in the Register of Members as on a record date and in respect of shares held in dematerialized form whose names are furnished by National Securities Depositories Limited (NSDL) and Central Depository (India) Limited (CDSL) as beneficial owners as on record date.

NET WORTH AND EARNINGS PER SHARE (EPS)

As on 31st March 2019, net worth of your Company aggregates to Rs. 3328.37 Crores as compared to Rs. 3219.74 Crores for the previous Financial Year thereby registering a growth of 3.37 %.

EPS of the Company for the year ended 31st March, 2019 stands at Rs. 8.86 in comparison to Rs. 10.78 for the Financial Year ended 31st March, 2018.

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

There have been no 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, 2019 till the date of this report.

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 2019, PTC has Authorized Share Capital of Rs. 750, 00, 00,000 and paid-up share capital of Rs. 296,00,83,210/- divided into 29,60,08,321 equity shares of Rs.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 Companies Act, 2013 ("the Act"), the statement containing the salient features of the financial statement of a company's subsidiaries, associates and joint ventures given in Form AOC-1 is annexed to this report at **Annexure 1** .

Holding Company

The Company does not have any holding company.

Subsidiary Companies

PTC India Financial Services Limited

PTC India Financial Services Limited (PFS) is a subsidiary of your Company wherein PTC holds 64.99% stake and invested Rs. 754.77 crore. PFS is listed on NSE & BSE and has been classified as Infrastructure Finance Company (IFC) by the Reserve Bank of India. PFS recorded revenue of Rs. 1,336.51 Crores during FY 19 which is up by 12.77% as compared to last year's revenue of Rs 1,185.16 Crores. Interest income for the FY19 has increased to Rs. 1,285.17 Crores as against previous year's Rs. 1,125.45 Crores. The profit before tax and profit after tax for FY19 stood at Rs 281.00 Crores and Rs.184.14 Crores respectively. Earnings per share for FY19 stood at Rs. 2.87 per share.

PTC Energy Limited (PEL)

PEL is a wholly owned subsidiary of your Company wherein PTC holds 100% stake and has invested Rs. 654.11 Crores. PEL has recorded revenue from operations of Rs. 331.47 Crores during FY 19 as compared to last year's revenue of Rs 276.22 Crores. The profit before tax and profit after tax for FY19 stood at Rs 74.08 Crores and Rs. 51.62 Crores respectively.

The Policy for Determining Material Subsidiaries as approved by the Board is available on the company's website at the link: http://ptcindia.com/statutory_information/Policy-on-Determining-Material-Subsidiaries.pdf.

Investment in other companies

- Your Company has invested Rs. 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, PTC has made a reduction of Rs. 149.97 Crores towards the investment (Reduction of Rs. 32.55 Crores, Rs. 98.87 Crores and Rs. 18.55 Crores towards this investment was made during FY 2016-17, FY 2017-18 and FY 2018-19 respectively).
- Your Company had made an investment of Rs. 37.55 Crores in Krishna Godavari Power Utilities Limited. However, due to slow progress and other issues, provision was made for entire amount of Rs. 37.55 Crores during FY 2015-16.
- Teesta Urja Limited (TUL) has been implementing a project of 1200 MW Teesta III Hydro Electric Project and the company invested a sum of Rs. 224.33 Crores in equity of TUL. Majority stake of TUL is held by Govt. of Sikkim (GoS) and the shareholding of PTC in TUL is 6.89%. As on 31/03/2019, the company has carried out fair valuation of investment in TUL and same stood as Rs. 190.85 Crores as against Rs. 184.55 Crores of previous year.
- Your Company has equity in M/s. Chenab Valley Power Projects Private Limited (CVPPPL) with NHPC and JKSPDC and as of now PTC has released approx. Rs. 4 Crores.
- Your Company has made an equity investment of Rs. 12.50 Crores on 03.052019 in a new entity with other equity partners i.e. BSE and ICICI for development of new Power Exchange subject to the regulatory approvals.

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 Companies Act, 2013. 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.

The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions as approved by the Board is available on the Company's website at the link https://www.ptcindia.com/files/statutory_info/Policy-on-materiality-of-Related-Party-Transactions-and-also-on-dealing-with-Related-Party-Transactions.pdf

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of your Company confirms that:

a. In the preparation of the annual accounts for the year ended March 31, 2019, 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, 2019 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 Companies Act, 2013 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.

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 Companies Act, 2013 and the relevant rules issued thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI (LODR) Regulations, 2015') and the other accounting principles generally accepted in India. The Consolidated Financial Statements form part of the Annual Report.

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 has appointed M/s. Grant Thornton for the above purpose.

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

As per the provisions of the Companies Act, Shri M. K. Mittal, 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

The Board met nine (9) times during the financial year ended on March 31, 2019. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations").

For further details of meeting of the Board, please refer to the Corporate Governance Report which is a part of this Report.

COMMITTEES OF THE BOARD

As on March 31, 2019, the Board had all Statutory Committees i.e. the Audit Committee, the Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Stakeholder's Relationship Committee and other Committees or Group of Directors formed from time to time for specific purpose. The details pertaining to all committees are including in Corporate Governance Report, which is a part of this Report.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulation.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Familiarization Programme Module for Independent Directors is put up on the website of the Company at the link: http://ptcindia.com/statutory_information/FAMILIARISATION-PROGRAMME-MODULE.pdf.

Meetings of the Board, plese refer to the Corporate Governance Report, which is a part of this Report.

BOARD EVALUATION

The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on 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.

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 available at the link http://www.ptcindia.com/files/statutory-info/policy-on-Nomination-and-Remunation-&-Board-Diversity-policy.pdf

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 Companies Act, 2013 & 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 http://www.ptcindia.com/common/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.

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

As on March 31, 2019 the composition of the CSR Committee consists of Smt. Bharti Prasad, Independent Director Shri Devendra Swaroop Saksena, Independent Director, Shri Chinmoy Gangopadhyay, Non- Executive Director, and Shri Deepak Amitabh, Executive Director.

The CSR Policy is available at the link: http://www.ptcindia.com/pdf/corporate-social-responsibility-policy.pdf

Further, the report on CSR Activities/ Initiatives 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 Group Chief Risk Officer (CRO).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements (Standalone) provided in this Annual Report.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT-9 is Annexed with this report at **Annexure 3.**

STATUTORY AUDITORS

M/s K.G. Somani & Co., Chartered Accountants, were appointed as Statutory Auditors of your Company in the 17th Annual General Meeting of the Company for a period of five years till conclusion of 22nd Annual General Meeting of the Company subject to the annual ratification in every Annual General Meeting. Now as per the Companies (Amendment) Act, 2017, the provisions of ratification of appointment of Statutory Auditor have been done away with and there is no requirement of ratification till the expiry of the term of the Statutory Auditor.

The Statutory Auditors have audited the Accounts of the Company for the financial year ended 31st March 2019 and the same is being placed before members at the ensuing Annual General Meeting for their approval.

The Auditors' Report for FY 2018-19 does not contain any qualification, reservation or adverse remark. The Auditors' Report is 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 Section143(12) of the Companies Act 2013.

INTERNAL AUDITORS

M/s. GSA Associates & Co., Chartered Accountants, New Delhi were appointed as Internal Auditors of the Company for the Financial Year 2018-19 and their reports for the year were submitted to the Audit Committee & Board.

Further, M/s. Ravi Rajan & Co. has been appointed as Internal Auditor for FY 2019-20.

COST AUDITORS

Cost audit is not applicable to the Company.

SECRETARIAL AUDITORS

As required under Section 204 of the Companies Act, 2013 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 2018-19.

The Secretarial Audit Report for FY 2018-19 does not contain any qualification, reservation or adverse remark except that the composition of Board was not in line with SEBI regulations for part of the year for which required file was deposited with the Stock Exchanges. The Secretarial Audit Report is annexed to the Board's Report at **Annexure 4.**

Further, the Secretarial Audit Report of PTC Energy Limited, material subsidiary, is annexed to Board's report at **Annexure 5.**

Your Board hereby affirms that it gives immense importance to the Corporate Governance norms issued by the SEBI in the Listing Regulations, 2015 and also always endeavor to achieve the highest standard of Governance in the Company. PTC India has complied with all the provisions of Corporate Governance norms except the composition of the Board of Director was not in line with the SEBI regulations for part of the year i.e. number of Independent Directors were less compared to non-Independent Directors. The Company was in process of appointing new IDs who have requisite experience of the business of the Company and same has taken some time, however, the required numbers of IDs were appointed during the FY 2018-19

HUMAN RESOURCES

In any service enterprise, employees form the core of an organization. Your company recognizes the vitality of this stakeholder. A significant portion of management focus is invested in engaging, developing and on retention of employees. Your company also maintained gender diversity in the Organisation. The employee engagement platform is being 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 strength and deliver expertise to achieve the overall objective of the Organisation.

Industrial relations -Your company has always maintained healthy, cordial, and harmonious industrial relations at all levels.

CORPORATE GOVERNANCE

A separate report on corporate governance, along with a certificate from the Practicing Company Secretary in practice regarding the compliance of conditions of corporate governance norms as stipulated under SEBI (LODR) Regulations, 2015, 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 2018-19, PTC as Aggregator has successfully implemented the Pilot Scheme for Medium Term Procurement introduced by Ministry of Power, by signing and operationalizing the PPAs of 1900 MW between the stressed Thermal Power Plants and the Distribution Licensees. Further continuing the past two years growth trend, the annual growth rate in Renewable energy (i.e. Wind, Solar etc.) generation this Financial Year 2018-19 also has been estimated to be 17.26% and 4.85% for conventional energy from last year 2017-18. Growth in total generation has been increased by 5.78%. In this financial year, the company has maintained its leadership position in the industry by registering substantial growth in trading volume w.r.t. previous year despite several changes in the market dynamics. Volumes of the company have grown by maintaining the continuous interaction with customers, providing innovative solutions and managing the key power portfolio of some states. Your Company remains the front runner in the power trading market.

PTC achieved the highest trading volume of 62491 MUs during 2018-19 against the previous year's figure of 57018 MUs with an annualized growth of around

10% over the previous year. PTC achieved Short term trading volume of 13278 MUs (Previous year 10583 MUs) during 2018-19 with a growth of 25% over the previous year. Further, PTC has achieved Long & Medium term trading volume 23743 MUs (Pervious year 21361 MUs) during 2018-19 with a growth of 11% over the previous year. PTC managed to retain its top position with the overall trading volumes considering overall trading business.

PTC's volume on power exchanges during 2018-19 reached 21373 MUs against the previous year figure of 20351 MUs which has seen an increase of 5% over the previous year.

PTC had sustained its presence in the portfolio management of power business for the Utilities segment as it maintained agreement with Government of Himachal Pradesh, New Delhi Municipal Council, Jammu & Kashmir State Power Development Corporation Limited and Punjab State Power Corporation Limited. The arrangements mandate PTC for sale / purchase of power for the respective utilities under bilateral, power exchanges and banking arrangements.

Long Term Agreements for Purchase of power

(A) Commissioned Projects

i. Power Projects commissioned before FY 2018-19: The existing Long-Term arrangements where power supply commenced before FY 2018-19: 3566 MW

ii. Power Projects commissioned during FY 2018-19: The Long-term arrangements where power supply commenced during FY 2018-19: 1135 MW

iii. Power Projects expected to be commissioned in FY 2019-20: Pipeline of projects with long term arrangements which would commence power supply in FY 2019-20: 621 MW.

(B) Power Purchase Agreements

PTC has in its portfolio long term Power Purchase Agreements (PPAs) with the generators for a cumulative capacity of about 9583 MW for further sale of power to Discoms which includes Cross-Border power trade. The projects are based on domestic coal, imported coal, gas, hydro and renewable energy resources.

(C) Agreements for Sale of Power

PTC has been appointed as Aggregator and PFC Consulting has been appointed Nodal Agency under the Guidelines for Procurement for power under Pilot Scheme for medium term issued by Ministry of Power in April, 2018 to facilitate procurement of 2500 MW for 3 years from generating companies having commissioned coal based power plants. The Nodal Agency has conducted the competitive bidding process under the Pilot Scheme and seven generators with total 1900 MW capacity has been declared as successful bidders. PTC as an Aggregator has successfully signed Agreements for Procurement of Power with successful bidders for entire 1900 MW and back to back Power Supply Agreements with the Distribution Licensees. Power supply for 1150 MW capacity under the scheme has also started and remaining power supply is expected to start in FY 19-20.

Earlier, PTC has executed the PPAs with Generators and PSA with seven Distribution Utilities in FY 2017-18 for total quantum of 1049.9 MW under the Ministry of New Renewable Energy scheme for 1000 MW ISTS connected wind power projects. Under the scheme, total 629 MW capacity has been commissioned and supply started in FY 2018-19 and balance 420.9 MW capacity is expected to be commissioned in FY 2019-20.

CROSS BORDER POWER TRADE

Cross-border trade with Bhutan witnessed 4082 MUs for FY 2018-19. Also, Trade with Nepal witnessed 65.17 MUs.

Government of India has designated PTC as the nodal agency for import of power from 720 MW Mangdechhu Hydroelectric Project located in Bhutan. Power from the project has been already allocated to the beneficiaries in Eastern and North-Eastern Region and the Project is expected to be commissioned in FY 2019-20. PPA with Druk Green Power Corporation Ltd. of Bhutan and PSAs with the identified beneficiaries would be signed in FY 2019-20.

PTC has participated in the 500 MW long term and medium terms bids invited by Bangladesh in FY 2017-18, wherein PTC has emerged as successful bidder for 200 MW capacity each in both Long term and medium term bids. Both long term and medium PPAs have been signed with Bangladesh Power Development Board in October, 2018 and the PSAs with the Suppliers were also signed in October, 2018. PTC has supplied total 1592 MUs in FY 2018-19 to BPDB under the existing 250 MW contract as well as the new 200 MW medium term contract. Power supply under 200 MW long term contract is scheduled to start in FY 2019-20.

Cross-border transactions remain a vital part of our portfolio and we continue to see an increase in volumes in the next year also.

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

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the total foreign exchange used was Rs. 1.77 Crores (Exp.) and the total foreign exchange earned was Rs. 871.67 Crores.

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 6**.

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 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 2018-19.

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 Rs.12,34,993/-which were unclaimed for seven years or more and lied in 'unpaid/ unclaimed dividend A/c' for such period to IEPF account. Further, 23,203 equity shares, in respect of which said unclaimed dividend has been transferred to IEPF account, have also been transferred to the IEPF account.

iii) FIXED 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 is generally complying 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.

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 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 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/-
(Deepak Amitabh)
(Chairman & Managing Director)
DIN : 01061535

Place: New Delhi
Date: 7th August 2019

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

Name of the Subsidiary Company (Financial Period ended at March 31, 2019)	PTC India Financial Services Limited	PTC Energy Limited
1. Date since when subsidiary was aquired	08/09/2006	01/08/2008
2. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
3. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
4. Share capital	642.28	654.12
5. Reserves & surplus	1424.27	45.60
6. Total assets	13193.12	2231.41
7. Total Liabilities	13193.12	2231.41
8. Investments (net of provision)	95.87	-
9. Turnover	1334.42	331.47
10. Profit before taxation	281.00	74.09
11. Provision for taxation	96.86	22.47
12. Profit after taxation	184.14	51.62
13. Proposed Dividend	51.38	-
14. % of shareholding	65%	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)

Name of Associates/Joint Ventures	Krishna Godavari Power Utilities Limited	RS India Wind Energy Limited	Varam Bio Energy Pvt. Limited	RS India Global Energy Limited
1. Latest audited Balance Sheet Date	Not Available	Not Available	Not Availab	Not Available
2. Date on which the Associate or Joint Ventures was associated or acquired	2006	2009	2008	2008
3. Shares of Associate/Joint Ventures held by the company on the year end				
No.	3,75,48,700	6,11,21,415	43,90,000	2,34,02,542
Amount of Investment in Associates/Joint Venture (Rs. In crore)	37.55	61.12	4.39	23.40
Extent of Holding %	49%	37%	26%	48%
4. Description of how there is significant influence	Note A	Note A	Note A	Note A
5. Reason why the associate/joint venture is not consolidated	Note B	Note B	Note B	Note B
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	Not Available	Not Available	Not Available	Not Available
7. Profit / Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	Nil	Not Available	Not Available	Not Available

1. Names of associates or joint ventures which are yet to commence operations. NIL.

2. Names of associates or joint ventures which have been liquidated or sold during the year-NIL

Note:- Company has made full provisions for the above associate companies.

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 behalf of the Board
of PTC India Limited

	Sd/-	Sd/-	Sd/-	Sd/-
Place: New Delhi	**(Pankaj Goel)**	**(Rajiv Maheshwari)**	**(Ajit Kumar)**	**(Deepak Amitabh)**
Date: 7th August 2019	**Chief Financial Officer**	**Company Secretary**	**Director**	**Chairman & Managing Director**
			DIN 06518591	**DIN 01061535**

Annexure 2

REPORT ON CSR ACTIVITIES/INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

Corporate Social Responsibility

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the company has established Corporate Social Responsibility (CSR) Committee and thereby, the statutory disclosures with respect to CSR Committee and the Annual Report on CSR Activities, forms the part of this Report:

1. **A brief outline of the Company's CSR policy:-**

   CSR Policy-

   As a corporate citizen, your company, is committed to ensure the social upliftment of the communities in areas where it operates through its Corporate Social Responsibility (CSR) Initiatives. The company has formulated a CSR policy aiming to deliver internal and external positive socio-environmental impact while ensuring focused contribution towards CSR.

   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 Companies Act, 2013, and changes therein from time to time.

   Web-Link to the CSR Policy - http://www.ptcindia.com/pdf/corporate-social-responsibility-policy.pdf

2. **Composition of CSR Committee-**

   Your Company recognizes its responsibility towards the Society, Nation & Environment. To mark this goal, the company has constituted a Corporate Social Responsibility Committee for smooth conduction of various CSR Initiatives.

   As on March 31, 2019 the Members of the Committee are as follows:

   Ms. Bharti Prasad, Chairperson of the Committee

   Mr. Deepak Amitabh, CMD

   Mr. Chinmoy Gangopadhyay, Nominee Director

   Mr. Devendra Swaroop Saksena, Independent Director

3. **Average net profit of the company during last three financial years** : ₹ 362 Crs.

4. **Prescribed CSR Expenditure from the F Y 2018-19**

   (Two percent of the amount as in item 3 above) : **₹ 7.24 Crs.**

   Carried over amount from F Y 2017-18 : **Nil**

   Total CSR Budget : **₹ 7.24 Crs.**

5. **Details of CSR funds spent during the financial year:**

   a. Total amount to be spent during the financial year; : ₹ 7.24 Crs.

   Amount spent during the financial year 2018-19 : ₹ 7.24 Crs.

   b. Amount unspent, if any; : **NIL**

   (The Committee aimed that the CSR endeavored to be carried out meaningfully ensuring active compliance with the letter and spirit of the law and ethical standards, furthering social good in which professional management of CSR functions plays a vital role. The plans to be prepared should be in the best interest of the society on a sustainable basis).

   b. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity identified**	**Sector under which the project is covered**	**Projects or program (1) Local area or other(2) Specify the state and district where projects or programs was undertaken**	**Amount (in Rs.) outlay (budget) project or program wise**	**Amount (in Rs.) spent on the projects or programs Sub-heads: (1).Direct expenditure on projects or programs (2)Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent: Direct or through implementing agency**
1	Sanitation work	Preventive health care & Sanitation	Bhikaji Cama Place, New Delhi	2.6 Crs. (02 years Duration)	(1) 0.88 Crs.	2.84 Crs.	Through PTC Foundation Trust

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity identified**	**Sector under which the project is covered**	**Projects or program (1) Local area or other(2) Specify the state and district where projects or programs was undertaken**	**Amount (in Rs.) outlay (budget) project or program wise**	**Amount (in Rs.) spent on the projects or programs Sub-heads: (1).Direct expenditure on projects or programs (2)Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent: Direct or through implementing agency**
2	Promotion of Education, Gender Equality and Women's Empowerment	Skill Development & Women Empowerment	Gurgaon, Haryana	1.03 Crs. (01 year Duration)	(1) 0.65 Crs.	0.65 Crs.	Through PTC Foundation Trust
3	Initiative to empower school going girls for safe environment	Promoting Education including Special Education to empower Girls	East Delhi	0.30 Crs (one Year Duration)	(1) 0.30 Crs.	0.30 Crs.	Through PTC Foundation Trust
4	Change in Childhood Cancer Scenario of underprivileged and marginalized children through CanKids Hospital Support Unit (CHSU)	Promoting preventive & curative health care	Dr. B R Ambedkar Institute Rotary Cancer Hospital (IRCH), AIIMS, New Delhi	0.99 crs (One year Duration)	(1) 0.99 Crs.	0.99 Crs.	Through PTC Foundation Trust
5	Skill Development Training of unemployed/ underemployed youths with a view to convert them into Field Technicians	Employment Enhancing Vocational Skills	Noida, Uttar Pradesh	0.25 Crs. (01 years Duration)	(1) 0.25 Crs.	0.25 Crs.	Through PTC Foundation Trust
6	Gram Utthaan: Empower Farmers to Develop Villages at Five Villages for three years	Livelihood and Rural Development Projects	Muzaffarpur, Bihar	1.12 Crs. (03 years Duration)	(1) 0.50. Crs.	1.04 Crs.	Through PTC Foundation Trust
7	Project PEHAL-To Implement Digital Education in Army Goodwill Schools	Promoting Education	Bandipora & Hanzik in Jammu & Kashmir	0.46 Crs	(1) 0.46 Crs.	0.46 Crs.	Through PTC Foundation Trust
8	Organize Skill Training for 250 Differently Abled Persons to improve their Livelihood	Promoting Education including special education and employment enhancing vocational skills	Faridabad, Bhadurgarh, GTB Nagar, in NCR	0.67 Crs	(1) 0.67Crs.	0.67 Crs.	Through PTC Foundation Trust
9	Capacitation of Organization for Improved Outreach and Impact	Promoting education	Vasant Kunj, New Delhi	0.34 Crs	(1) 0.34 Crs.	0.34 Crs.	Through PTC Foundation Trust
10	UDAAN for the disabled	Promoting Education including special education	Lajpat Nagar, New Delhi	0.31 Crs	(1) 0.31 Crs.	0.31Crs.	Through PTC Foundation Trust
11	Pragati": Sustainable Rural Development Program at Gram Panchayat Bargarh	Rural Development	Odisha	0.44 Crs	(1) 0.44 Crs.	0.44 Crs.	Through PTC Foundation Trust

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity identified**	**Sector under which the project is covered**	**Projects or program (1) Local area or other(2) Specify the state and district where projects or programs was undertaken**	**Amount (in Rs.) outlay (budget) project or program wise**	**Amount (in Rs.) spent on the projects or programs Sub-heads: (1).Direct expenditure on projects or programs (2)Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent: Direct or through implementing agency**
12	Organize One (1) Day Camp for distribution of Aids & Appliances for Differently Abled Persons	Promoting livelihood	Gautam Budh Nagar	0.50 crs	(1) 0.50 Crs.	0.50 Crs.	Through PTC Foundation Trust
13	Adarsh Panchayat: Empower Farmers to Develop Villages at Five Villages for three years	Livelihood and Rural Development Projects	Sitamarhi, Bihar	0.07 Crs.	(1) 0.07 Crs.	0.07 Crs.	Through PTC Foundation Trust
14	Promoting Education Economically Weaker section	Empowering Women	Delhi	0.05 crs	(1) 0.05 Crs.	0.05 Crs.	Through PTC Foundation Trust
					(2) 0.83 Crs.	0.83 Crs.	Through PTC Foundation Trust
	Total				7.24 Crs.	9.74 Crs.	

6. Reason for not spending the Amount

There is no unspent amount for FY 2018 – 19.

7. Responsibility Statement:

We hereby affirm that the implementation and monitoring of CSR Policy is in compliance with CSR objectives & policy of the Company.

Place : New Delhi
Date: 7th August 2019

Sd/-
Chairman & Managing Director

Sd/-
Chairperson of CSR comittee

Annexure 3

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. Registration and Other details:

1.	CIN	L4015DL1999PLC099328
2.	Registration Date	16/04/1999
3.	Name of the Company	PTC India Ltd.
4.	Category/Sub-category of the Company	Public Company (Limited By shares)
5.	Address of the Registered office & contact details	2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi- 110066
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase – I, New Delhi- 110020

II. Principal Business Activities of the Company:

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading of Electricity	Not Available	100%

III. Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate Company	% of Shares held	Applicable section
1	PTC India Financial Services Ltd., 7th Floor, MTNL Building, 8, Bhikaji Cama Place, New Delhi- 110066	L65999DL2006PLC153373	Subsidiary	65	2(87)
2	PTC Energy Ltd., 2nd Floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi- 110066	U40106DL2008PLC181648	Subsidiary	100	2(87)
3	Krishna Godavari Power Utilities Ltd. Plot No. 265-N, Road No. -10, Hubilee Hills, Hyderabad - Telengana - 500033	U40109TG1995PLC020948	Associate	49	2(6)
4.	RS India Wind Energy Pvt. ltd.,* GL Business Center, Old Gurgaon Road, Dundahera, Gurgaon, Haryana	U40101HR2006PTC049781	Associate	37	2(6)
5.	Varam Bio Energy Pvt. Ltd.* B-32, Steel & Mine Complex, Srinaga Colony, Hyderabad - Telengana - 500073	U40108TG2002PTC038381	Associate	26	2(6)
6	RS India Global Energy Ltd.,** GL Business Center, Old Gurgaon Road, Dundahera, Gurgaon, Haryana.	U40300HR2008PLC049683	Associate	48	2(6)

*Associates of PTC India Financial Services Ltd. (Subsidiary)

** Associates of PTC Energy Ltd. (Subsidiary)

IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

(a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01st April 2018]				No. of Shares held at the end of the year [As on 31st March 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	48000000	0	48000000	16.22	48000000	0	48000000	16.22	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub- Total (A)(1)	48000000	0	48000000	16.22	48000000	0	48000000	16.22	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01st April 2018]				No. of Shares held at the end of the year [As on 31st March 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
b) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c) Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub- Total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	48000000	0	48000000	16.22	48000000	0	48000000	16.22	0.00
(B) Public Shareholding									
(1) Institutions									
a) Mutual Funds	53519349	0	53519349	18.08	37060730	0	37060730	12.52	-5.56
b) Banks / FIs	4331782	0	4331782	1.46	4652738	0	4652738	1.57	0.11
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	25054838	0	25054838	8.46	26242079	0	26242079	8.86	0.40
g) Foreign Portfolio Investors	97863123	0	97863123	33.06	112486726	0	112486726	38.00	4.94
h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
i) Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
j) Any Others (specify)	0	0	0	0.00					
Sub-total (B)(1)	180769092	0	180769092	61.07	180442273	0	180442273	60.96	-0.11
(2) Central Govt/State Govt/POI	37392	0	37392	0.01	60595	0	60595	0.02	0.01
Sub-Total (B)(2)	37392	0	37392	0.01	60595	0	60595	0.02	0.01
(3) Non-Institutions									
a) Bodies Corp.	9106744	10000000	19106744	6.45	7467287	10000000	17467287	5.90	-0.55
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	38481197	25866	38507063	13.00	39593870	6839	39600709	13.38	0.38
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	6104941	0	6104941	2.06	6842179	0	6842179	2.31	0.25
c) Qualified Foreign Investors	0	0	0	0.00	0	0	0	0.00	0.00
d) NBFCs Registered with RBI	2650	0	2650	0.0009	1550	0	1550	0.0005	-0.0004
e) Any others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
i. Trust & Foundation	63891	0	63891	0.02	82891	0	82891	0.02	0.00
ii. Cooperative Societies	0	0	0	0.00	0	0	0	0.00	0.00
iii. Educational Institutions	0	0	0	0.00	0	0	0	0.00	0.00
iv. Non Resident Indians	3416548	0	3416548	1.15	3510837	0	3510837	1.18	0.03
v. Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(3)	57175971	10025866	67201837	22.70	57498614	10006839	67505453	22.80	0.10

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01st April 2018]				No. of Shares held at the end of the year [As on 31st March 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+ (B)(2)+ (B)(3)	237982455	10025866	248008321	83.78	238001482	10006839	248008321	83.78	0.00
TOTAL (A)+(B)	285982455	10025866	296008321	100.00	286001482	10006839	296008321	100.00	0.00
(C) Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A)+(B)+(C)	285982455	10025866	296008321	100.00	286001482	10006839	296008321	100.00	0.00

(b) Shareholding of Promoter & Promoter Group:

S. No.	Shareholder's Name	Shareholding at the beginning of the year (1st April 2018)			Shareholding at the end of the year (31st March 2019)			% change in shareholding during the year*
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	NTPC Ltd.	1.2 Cr.	4.05	NIL	1.2 Cr.	4.05	NIL	NIL
2	Power Finance Corporation Ltd.	1.2 Cr.	4.05	NIL	1.2 Cr.w	4.05	NIL	NIL
3	Power Grid Corporation of India Limited	1.2 Cr.	4.05	NIL	1.2 Cr.	4.05	NIL	NIL
4	NHPC Limited	1.2 Cr.	4.05	NIL	1.2 Cr.	4.05	NIL	NIL
	Total	4.8 Cr.	16.22	NIL	4.8 Cr.	16.22	NIL	NIL

c) Change in Promoters shareholding (please specify, if there is no change)- No change

S. No.	Name of Promoters & person belongs to Promoter Group	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year NTPC Limited Power Finance Corporation Ltd. Powergrid Corporation of India Limited NHPC Limited	 1.2 Cr. 1.2 Cr. 1.2 Cr. 1.2 Cr.	 4.05 4.05 4.05 4.05	4.8 Cr.	16.22%
	Date Wise increase/Decrease in promoter's shareholding during the year specifying the reason for increase/decrease (e.g. Allotment/transfer/bonus/sweat equity etc.)				
	At the end of the year NTPC Limited Power Finance Corporation Ltd. Powergrid Corporation of India Limited NHPC Limited	 1.2 Cr. 1.2 Cr. 1.2 Cr. 1.2 Cr.	 4.05 4.05 4.05 4.05		

(d) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name	Shareholding No. of shares at the beginning (1st April 2018) / end of the year (31stMarch 2019)	% of total shares of the Company	Date of Change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative shareholding during the year (1stApril 2018 to 31st March 2019)	% of total Shares of the Company
1.	LIFE INSURANCE CORPORATION OF INDIA	17599072 / 17599072	5.94 / 5.94		NIL	NIL	17599072	NIL
2.	FIDELITY FUNDS - ASIAN SMALLER COMPANIES POOL	0 / 14852121	0 / 5.01		14852121	Purchase	14852121	5.01
3.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C	2580000 / 10670600	0.87 / 3.60		8090600	Purchase	10670600	2.73
4	GOVERNMENT PENSION FUND GLOBAL	10667487 / 10667487	3.60 / 3.60		NIL	NIL	10667487	NIL
5	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C	0 / 10252615	0/ 3.46		10252615	Purchase	10252615	3.46

6.	ACTIVE EMERGING MARKETS EQUITY FUND	0 / 7469172	0 / 2.52		7469172	Purchase	7469172	2.52
7	FIDELITY FUNDS - PACIFIC FUND	0 / 6864512	0 / 2.31		6864512	Purchase	6864512	2.31
8	DAMODAR VALLY CORPORATION	6000000 / 6000000	2.02 / 2.02		NIL	NIL	6000000	NIL
9	FIDELITY ASIAN VALUES PLC	0 / 5766078	0 / 1.95		5766078	Purchase	5766078	1.95
10	RELIANCE CAPITAL TRUSTEE CO LTD.A/C RELIANCE POWER	0 / 5000000	0 / 1.68		5000000	Purchase	5000000	1.68

(e) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	**Name**	**Shareholding**		**Date**	**Increase/decrease in shareholding**	**Reason**	**Cumulative shareholding during the year (1st April 2018 to 31st March 2019)**	
		No. of shares at the beginning (1st April 2018)/end of the year (31stMarch 2019)	**% of total shares of the company**				**No. of shares**	**% of total Shares of the company**
1.	Shri Deepak Amitabh, CMD	79557	0.03				79557	0.03
2.	Shri Rajib Kumar Mishra, D (M&BD)	1800					1800	

(f) **INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment(Rs. In Crores)**

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0		
ii) Interest due but not paid	0	0		
iii) Interest accrued but not due	0	0		
Total (i+ii+iii)	0	0		
Change in Indebtedness during the financial year				
* Addition	1944,11,84,318	9750,53,73,028		
* Reduction	1790,11,84,318	9591,79,73,028		
Net Change	154,00,00,000	158,74,00,000		
Indebtedness at the end of the financial year				
i) Principal Amount	154,00,00,000	158,74,00,000		
ii) Interest due but not paid	0	0		
iii) Interest accrued but not due	0	0		
Total (i+ii+iii)	154,00,00,000	158,74,00,000		

XI. Remuneration of Directors and Key Managerial Personnel:

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

Sl. No	**Particulars of Remuneration**	**Name of the MD/WTD/Manager**			**Total**
1	**Gross salary**	**Deepak Amitabh**	**Dr. Rajib Kumar Mishra**	**Ajit Kumar**	
	(a) (i) Salary (except PRP) as per provisions contained in section 17(1) of the Income Tax. 1961.	1.13	0.89	0.88	2.90
	(a) (ii) PRP(Performance criteria is as per policy of the company applicable to all employee's).	0.32	0.25	0.25	0.82
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.03	0.03	0.15	0.21
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00	0.00
2	Stock option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00
	as % of profit	0.00%	0.00%	0.00%	0.00%

	others (specify)	0.00	0.00	0.00	0.00
5	Others, please specify	0.06	0.04	0.04	0.14
	Total (A)	**1.54**	**1.21**	**1.32**	**4.07**
	Ceiling as per the Act	Rs. 41.44 Crore (being 10% of net profit of the company calculated as per section 198 of the Companies Act, 2013)			

(B) Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors								Total amount (Rs. in Crore).
1	**Independent Directors**	Rakesh Kacker	Jayant Purushottam Gokhale	Sushama Nath	Sutirtha Bhattacharya (joined June 7, 2018 & Ceased March 5, 2019)	Devendra Swaroop Saksena (Joined July 30. 2018)	Bharti Prasad	Ramesh Narain Misra (Joined December 7, 2018)	Atmanand (Joined December 7, 2018)	
	Fee for attending board / committee meetings	0.11	0.07	0.12	0.05	0.04	0.09	0.01	0.01	0.50
	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total (1)	0.11	0.07	0.12	0.05	0.04	0.09	0.01	0.01	**0.50**
2	Other Non-Executive Directors (Sitting fee is paid to nomineting Company)	Anand Kumar Gupta (Joined August 7, 2018)	Krishna Singh Nagnyal (Ceased on September 27, 2018)	K. P. Gupta (ceased on August 1, 2018)	C. Gangopadhyay	M K Mittal	Ravi P. Singh (Ceased March 13, 2019)	R. K. Chauhan (Joined March 22, 2019)		
	Fee for attending board committee meetings	0.03	0.01	0.02	0.05	0.03	0.02	0.01		0.21
	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00		0.00
	Total (2)	0.03	0.01	0.02	0.05	0.03	0.02	0.01		0.21
	Total (B)=(1+2)	**0.71**								
	Total Managerial Remuneration	**4.78**								
	Overall Ceiling as per the Act			Rs. 4.14 Crore (being 1% of net profit of the company calculated as per section 198 of the Company Act, 2013)						

(C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		
1.	Gross salary	**Company Secretary**	**CFO**	**Total**
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.51	0.72	1.23
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.03	0.03	0.06
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option – NIL	0.00	0.00	0.00
3.	Sweat Equity- NIL	0.00	0.00	0.00
4.	Commission- NIL	0.00	0.00	0.00
	- as % of profit	0.00%	0.00%	0.00%

5.	Others, please specify	0.02	0.03	0.05
	Variable Pay/ incentive			
	Total	**0.56**	**0.78**	1.34

XII. Penalties / Punishment / Compounding of Offences: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

Sd/-
(Deepak Amitabh)
(Chairman & Managing Director)
DIN : 01061535

Place: New Delhi
Date: 7th August 2019

Annexure 4

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

{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, 2019 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, 2019 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; **Not Applicable**

(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, 2009; **Not Applicable**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (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, 2009; and **Not Applicable**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

(vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of annual 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 Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

Compliance of Regulation 17 (1) (b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of requisite no. of Independent Directors on the Board of the Company for the period 1st April, 2018 to 6th December, 2018.

We further report that the Board of Directors of the Company is duly constituted, except the appointment of requisite number of Independent Directors for the period from 1st April, 2018 to 6th December, 2018. The composition was duly constituted w.e.f. 07th December, 2018 till 31st March, 2019. Also, the National Stock Exchange of India Limited and BSE Limited have levied monetary fines for non-compliance with Regulation 17 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and the Company has paid the imposed fines to Stock Exchanges. 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 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.

We further report that the Company has filed the Compliance Certificate under Regulation 7 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges with a delay of one day only for the half year ended 31st March, 2019.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100

CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: July 10, 2019

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.

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 regulation and 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

CS Sachin Agarwal
Partner
FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: July 10, 2019

Annexure 5

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2019
{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, 2019 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, 2019 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; - **Not Applicable**

(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; - **Not Applicable**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **Not Applicable**

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;- **Not Applicable**

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Not Applicable**

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable**

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable**

   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable**

   (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; - **Not Applicable**

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable**

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable**

(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 Agreements- **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

CS Karishma Singh
Partner
ACS No. : 26054
C.P. No. : 16055

Place: New Delhi
Date: 24.07.2019

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 regulation and 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

CS Karishma Singh
Partner
ACS No. : 26054
C.P. No. : 16055

Place: New Delhi
Date: 24.07.2019

Annexure 6

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 2018-19 & 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. 2018-19 (Rs. in crore)	Remuneration of Director/ KMP for F.Y. 2017-18 (Rs. in crore)	% increase in Remuneration in the F.Y. 2018-19	Median Remuneration (F.Y.2018-19)	Ratio of remuneration of each Director/ to median remuneration of employees	Median Remuneration (F.Y.2017-18)	Increase in median	% with PAT 2018-19
1	Deepak Amitabh Chairman and Managing Director)	1.54	1.51	1.99%	0.18	8.56	0.16	13%	0.59%
2	Dr. Rajib Kumar Mishra Director (Whole Time Director)	1.21	1.10	10.00%	0.18	6.72	0.16	13%	0.46%
3	Arun Kumar (Director & Chief Financial Officer)*	0.00	0.80	NA	0.18	0.00	0.16	13%	0.00%
4	Ajit Kumar (Whole Time Director)	1.32	1.10	20.00%	0.18	7.33	0.16	13%	0.50%
5	Pankaj Goel (EVP & CFO)	0.78	0.00	NA	0.18	4.33	0.16	13%	0.30%
6	Rajiv Maheshwari Company Secretaty)	0.56	0.55	1.82%	0.18	3.11	0.16	13%	0.21%

*superannuated w.e.f 14/12/2017

(ii)	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of Employees including Whole time Director(s) was Rs. 0.18 & Rs. 0.16 in FY 2018-19 and FY 2017-18 respectively. The increase in median remuneration of employees (including WTDs) in FY 2018-19 as compared to FY 2017-18 is 13%.
(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 2019 and 31st March 2018 were 96 & 99 respectively.
(iv)	average percentile increase 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 increase made in the salaries of employees other than the managerial personnel in the last financial year was 7.68% and the percentile increase in the managerial remuneration was 6.92% 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 crore)	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	Deepak Amitabh, CMD	CMD	1.54	M.Sc. 34 years	3-Sep-03	8-Oct-60	IRS. Govt. of India	79557	NO
2	Dr. Rajib Kumar Mishra, Director	Marketing & BD, HR & SS	1.21	B.Tech (Electrical), Ph.D 33 years	20-Oct-11	1-Mar-63	Power Grid Corporation of India Ltd.	1800	NO
3	Ajit Kumar, Director	Commercial & Operations	1.32	B.Sc. Engg. (Electrical), MBA 38 years	2-Apr-15	8-Apr-59	NTPC Ltd.	NIL	NO
4	Rajiv Malhotra, Executive Director & CRO	CRO	0.94	B.Sc., PDPM, CFA 28 years	7-Jun-13	7-Nov-66	Athena Energy Ventures Pvt. Ltd.	NIL	NO
5	Harish Saran, Executive Director	Marketing	0.85	B.E.(Electrical) PGDOM 31 years	01-Oct-99	07-June -65	Power Grid Corporation of India Ltd.	105000	NO
6	Hiranmay De, Executive Vice President	Commercial and Operations	0.74	B.E. (Elec.) 31 years	20-Oct-03	1-Jun-64	Power Grid Corporation of India Ltd.	NIL	NO

S. No.	Name & Designation	Nature of Employment (whether contractual or otherwise)*	Remuneration Received (amount in rupees crore)	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;
7	Pankaj Goel, Executive Vice President	EVP & CFO-Finance	0.81	Cost Work Accountant, Chartered Accountant, B.Com, 26 years	17-Feb-09	19-Dec-69	IRCTC Ltd.	2563	NO
8	Sanjeev Puri Senior Vice President	HR	0.68	B.Com, MPM&IR 35 years	29-Jun-15	25-Sept-61	NTPC Ltd.	800	NO
9	Hira Lal Choudhary Senior Vice President	Commercial	0.65	B.E. (Electrical) 24 years	17-Oct-14	26-Jun-71	JSW Power Trading Company Ltd.	NIL	NO
10	Mukesh Ahuja Vice President	Finance	0.59	Chartered Accountant, B.com 19 years	29-Dec-11	27-Nov-72	TR Chadha & C0.	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 Companies Act, 2013 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 Rs. one Crores and two lacs or more in a year except for Shri Deepak Amitabh, CMD, Dr. Rajib Kumar Mishra, Director and Ajit Kumar, Director. 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 rupees eight lacs and fifty thousand or more per month except Shri Arun Kumar who superannuated on 13th December, 2017 from the office of WTD .

Details of remuneration of CMD & other Whole Time Directors (remuneration of more than Rs. 1.02 Cr.)

Name	Shri Deepak Amitabh	Shri Ajit Kumar	Dr. Rajib Kr. Mishra
Designation	CMD	Director (Commercial & Operations)	Director (Marketing & BD)
Qualification	MSc., Ex- IRS	B.Sc. Engg. (Electrical), MBA	B.Tech (Electrical), Ph.D
Nature of Employment Whether contractual or otherwise	CMD	WTD	WTD
Nature of Duties of employees	Overall Managerial functions of company	Commercial & Operations)	Marketing & BD/ HR & SS
Last employment held	Government of India	NTPC	POWERGRID
Number of years of experience	35	39	34
Age	58	59	56
Date of commencement of employment (at Board Level)	25.01.2008	02.04.2015	24.02.2015
Gross Remuneration (figures in Rs. Crore)	1.54	1.32	1.21
No. of Equity Shares held (of Rs. 10/- each)	79,557	NIL	1800
Whether Relative of a Director or Manager	No	No	No
Other terms and conditions of Employment	-	-	-

MANAGEMENT DISCUSSION AND ANALYSIS

World Economy:

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year especially in the major economies. Global growth is now projected to pause and consolidate at around 3.3 percent in 2019, before growing to 3.6 percent in 2020. The concerns related to subdued investment (public and private) may create impediments in progress toward achieving developmental goals. There is a need for collective policy actions across all major economies to undertake reforms to boost private investment and productivity. The growth is predicted on continued benign global financing conditions, as well as recovery in emerging markets and developing economies.

Indian Economy:

India, the third largest economy in the world in terms of purchasing power parity, observed GDP growth of 7.2 percent in FY2018-19. India is in a period of unprecedented opportunity, challenges and ambition in its developmental path. The GPD growth has been driven largely by consumption theory and with globalized economy, Indian core production (such as cement, steel, export etc.) has taken a back seat. The uneven contribution poses a sustainability challenge to the GDP growth. Over the next few years, India is expected to grow with progress being supported by the macroeconomic reforms (fiscal and tax) and business environment reforms in line with the global initiatives.

A balanced contribution across all subsectors of economy (such as industrial, service and agriculture) shall make GDP more stable, diversified, and resilient. The recent steps of financial inclusion, ability of Government schemes to reach to the destined beneficiaries will create a more robust growth story for the economy. The economy is expected to grow by around 7.3% in FY2019-20.

Power Sector and Power Market Scenario:

Power is one of the most critical components of creating and maintaining infrastructure (physical, social, digital and industrial) and is crucial for the economic growth and welfare of the nation. India's power sector has one of the most diversified sources of electrical energy basket in the world. The sources of power generation range from conventional such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, small hydro, agricultural and domestic waste based electricity etc. The diversified sources and large geographical extent has its own challenges in making electricity available to more than 1.3 billion people and industries spread across the nation.

This year, Govt. of India through sustained policy initiatives (Power for All, SAUBHAGYA, IPDS, DDUGJY) has been able to provide access to electricity to each and every household of the country. This large scale physical infrastructure paves way for the next wave of demand creation through consumerism. The synergy of industry, availability of electricity, employment opportunities and consumption will have a multiplier effect to the growth of economy.

Snapshot: Total installed capacity of power stations in India stood at 356.10 GW as of March, 2019, an increase of 12.10 GW in one year depicting a growth of 3.5%. The energy generation stood at 1,267.21 BUs as compared to 1,203.57 BUs last year, a growth of 5.3%. This has increased the capacity utilization of the assets. The energy deficit was reduced to 0.6% as compared to 0.7% last year and the peak deficit was reduced to 0.8% from 2.0% last year.

Enabling policy framework in favour of renewable energy is propelled with twin objectives of making power available to all and reducing the environmental impacts arising out of conventional sources. The Government of India has ambitious plans to achieve 175 GW capacity in renewable energy by 2022, that includes 100 GW from solar, 60 GW from wind, 10 GW from biomass and 5GW from small hydro power sources. In this direction, the renewable capacity reached 77.64 GWs during FY19, a growth of 12.5% from previous year. The increased focus on renewable energy is also visible in terms of the RPO trajectory issued by MOP for three years i.e. FY20 (17.5%), FY21 (19.0%) and FY22 (21.0%). This shift in focus will bring in the change of doing business for all the stakeholders (Discoms, Transmission companies, Trading companies, Gencos etc).

This year a new paradigm of market based intervention for resolution of stressed assets (more than 10,000 MW commissioned capacity but idle in want of coal and PPAs) was put forward by Ministry of Power. As a test case, agreements for 1900 MW have been signed between Discoms, Aggregator and Generating Companies. The first of its kind puts aggregator as a pivot in the scheme of things to bring in economies of scale for cost reflective tariff equally beneficial to the Discoms and generating companies.

This year, the draft regulations and policies moving around market based interventions and resultant efficiency have been floated by MOP and CERC. The discussion papers such as "Re-Designing Real Time Electricity Market in India" and "Re-Designing Ancillary Services Mechanism in India" to cater to evolving needs of making power available through market interventions.

Opportunities and Threats:

Trading company plays crucial role in India's power market in present context of changing needs of consumers, higher demands and need to match demand and supply in different quantum and durations.

Trading activity has been contributing to the India's power sector since last 20 years through market based interventions. Going forward, the challenge will be to innovate solutions in power generation, transmission, distribution and trading to cater to the evolving demands. Power market will play an important role to optimize power costs for consumers as well as to create avenues for supply of power from generators to all regions. Going forward, bringing in efficiency measures in distribution segment through power procurement planning, streamlining of processes and IT enablement will be focus areas.

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. Setting a virtuous cycle of investment by providing certainty in the regulatory and policy space has been the objective. However, the cash flow challenge continues for the distribution utilities which sets in motion a rationing of liquidity to various generation units. This is further exacerbated by low availability of credit and partial views of the market structure.

Segment wise/ Product wise Performance:

In its twentieth year, your company continued to demonstrate robust growth across all fronts. Your company maintained its leadership position with a market share of 45.47% (including Cross Border) as compared to 44.14% during the previous year. During FY19, your company clocked an all-time high volume of 62,491 MUs, an increase of 9.6% from 57,018 MUs during FY18. Due to grid constraints, some power could not be operationalized resulting in volume loss of around 700 MUs. In the business mix, short term contributed around 55% (previous year around 54.3%) wherein Long and Medium Term contributed around 45% (45.7% in FY18) in the total traded volume.

The trading margin has been under pressure due to increased competitiveness in trading landscape and is around 4.05 paise/unit from 4.3 paise/unit in FY18.

Short term bilateral trading volumes observed a growth of 25.5% with 13,278 MUs as compared to 10,583 MUs during FY18. Traded volumes on power exchanges were 21,120 MUs during FY19 as compared to 20,372 MUs in FY18. Further, your company achieved long and medium term trading volume of 23,743 MUs (21,361 MUs in FY18), a growth of 11.2% on year on year basis.

Cross-border trades have been of strategic importance to your company. This year, cross border transactions contributed 9.2% (5,739 MUs) of the total traded volumes in FY19. Our cross border portfolio consists of all three major neighbouring countries namely Bhutan (4,082 MUs), Nepal (65.17 MUs) and Bangladesh (1,592 MUs) providing synergy to our trading activity.

MOP's flagship Pilot Scheme for resolution of stressed assets has yielded mixed results and PTC as an Aggregator has signed PPAs/PSAs for 1900 MW with the stressed Thermal Power Plants/ Distribution Licensees and 1150 MW capacity has commenced power supply. With this, many more such schemes are expected to come in near future.

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 reached 700 this year. We have added reputed organizations Mangalore Refinery, Reliance Jio, IIT Delhi, ITC Limited, Grasim Industries, L&T, Nxtra Data Center, et cetera in our client list.

Utilities have continued to repose their confidence in your company for managing their power portfolio. Your company has received an assignment for Power Portfolio management which includes consultancy services for providing IT based solutions for carrying out Forecasting, Managing Power Demand, Scheduling and Procurement by Bihar State Power Holding Company Limited. Your company has also signed tripartite agreements with Northern Railways and REMCL for supply of power through power exchange for railway's requirements in UP, Delhi and Haryana. State utilities of Jharkhand, Punjab, Chhattisgarh, Tripura, Uttarakhand, et cetera were added/renewed agreement for sale/purchase of power.

With increased focus on power distribution performance improvement and reforms, your company is rendering technical and advisory support to power distribution business functions including power portfolio optimization (power trading and scheduling), commercial optimization (metering and billing), network operation and maintenance, and regulatory support. Across this domain, PTC is supporting large government institutions in Madhya Pradesh, Gujarat and Maharashtra and is in continuous pursuit of replicating their success for other identified customers.

Your company is also promoting energy optimization of shipping industry, Special Economic Zones, etc. 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 such models in Smart Cities, IPDS, Energy Efficiency Programs, Renewable Energy Programs, et cetera.

Your company is also actively rendering advisory services for development of T&D infrastructure by supporting key customers in preparation of DPRs, engineering and estimation, bid process management and project supervision. Your company has extended their 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 its advent in positioning itself as a credible service-oriented organization in energy efficiency business. Your company has been empanelled by Petroleum Conservation Research Association (PCRA) for providing assistance to PCRA in conducting Energy Audit Works for a period of 3 years. With an in-house team, PTC carried out energy audit services across key accounts including Indian Railways, various Public Water Works and Sewerage Systems across the country, office space audits for corporates and public sector undertakings.

PTC Subsidiaries:

PTC India Financial Services Limited (PFS) recorded revenue of Rs. 1,336.51 Crores during FY 19 which is up by 12.77% as compared to last year's revenue of Rs 1,185.16 Crores. Interest income for the FY19 has increased to Rs. 1,285.17 Crores as against previous year's Rs. 1,125.45 Crores. The Profit Before Tax is Rs. 281.00 Crores and Profit After Tax for FY19 is Rs. 184.14 Crores. Earnings per share for FY19 stood at Rs. 2.87 per share. Headwinds in the NBFC space (such as liquidity issues, assets quality concerns) have their contingent impact, in a heavily networked financial sector, on PFS. The professional management at PFS is painstakingly taking on each challenge and rebuilding the growth story.

PTC Energy Limited (PEL) 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 OEMs. PEL has entered into firm long term power sale agreements for all of its projects with respective State Discoms.

Outlook:

Going forward, your company intends to consolidate its core trading business and at the same time would expand its value added services as an integrated energy solutions provider. Resolution of stressed assets, services in renewable energy space and O&M services to distribution utilities to increase efficiency will remain our thrust areas. To cater to the changing dynamics of the sector, expectations of customers and growth aspirations of your company, we will keep on augmenting offerings in the form of 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. The risk management framework has further been strengthened by implementation of Group Exposure Norms. 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 in place robust internal financial controls. 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 of 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. Grant Thornton for review and validation of the framework.

Discussion on Financial Performance with respect to Operational Performance

On stand-alone basis, total Income from operations grew by 18.3% to ₹13,627.29 crores in FY19 as against ₹ 11,518.49 crores in FY18. Your company clocked all time high trading volumes of 62,491 MUs which is 9.6% higher than last year's volume of 57,018 MUs. The profit after tax at ₹ 262.32 crores is lower by 17.8% as compared to the previous financial year on account of less dividend from subsidiary. EPS increased to ₹ 8.86 as compared to ₹ 10.78 in FY18.

On Consolidated basis, total Income from Operations grew by 18.4% to ₹15,285.25 crores as against ₹ 12,913.12 crores in FY18. Profit After Tax was stood at ₹ 489.75 crores as against ₹164.85 crores in FY18 and EPS increased to ₹ 14.37 as compared to ₹ 6.75 in FY18.

Some of the key ratios are as under:

S. No.	Ratios	FY 2018-19	FY 2017-18
1.	Current Ratio	1.49	1.66
2.	Net Profit Margin*	1.99	2.90
3.	Return of Equity	7.88%	9.91%
4.	Earning per Shares (EPS)	8.86	10.78

*Due to lower dividend received from subsidiary company amounting to Rs. 8.35 Crore (Previous FY Rs. 62.62 Crore).

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

Your Company recognizes that people are its key resource. Human resources play a pivotal role in enabling smooth implementation of key strategic decisions through leadership and ethical progress. Your Company aims at providing an environment where continuous learning takes place to meet the changing demands and priorities of the business including emerging businesses. Your company has 96 employees with diverse experience and skill sets to manage your company and to take it to further heights.

For and on behalf of the Board

Sd/-
(Deepak Amitabh)
(Chairman & Managing Director)
DIN : 01061535

Place: New Delhi
Date: 07th August 2019

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 2019 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 center around following the spirit underlying the same.

The Corporate Governance practices followed by the Company include the corporate structure, its culture, policies and practices, personal belief, timely and accurate disclosure of information, commitment to enhancing the shareholder value 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 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 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 company. 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 highly repute who are well known in their respective fields. As at the end of Financial Year 2018-19, the Board comprised of 15 Directors out of which one (1) is Chairman & Managing Director (CMD), two (2) are Whole Time Directors and twelve (12) are Non-Executive Directors which constitutes seven (7) Independent Directors and five (5) nominee Directors.

The composition of Board of Directors of your company as on 31.03.2019 was as under:

Category	Name of Director	Remarks
Chairman & Managing Director	Shri Deepak Amitabh	-
Whole time Directors	Shri Ajit Kumar	-
	Shri Rajib Kumar Mishra	-
Nominee Directors (Non - Executive)	Shri Arun Kumar Verma	Nominee, MoP, GoI
	Shri Anand Kumar Gupta	Nominee- NTPC
	Shri Mahesh Kumar Mittal	Nominee- NHPC
	Shri Chinmoy Gangopadhyay	Nominee-PFC
	Shri Rajeev Kumar Chauhan	Nominee- POWERGRID
Independent Directors	Shri Jayant Purushottam Gokhale	-
	Shri Rakesh Kacker	-
	Ms. Bharti Prasad	-
	Ms. Sushama Nath	-
	Sh. Devendra Swaroop Saksena	-
	Sh. Atmanand	-
	Sh. Ramesh Narain Misra	-

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 Companies Act, 2013 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 2018-19		Attendance at Last AGM (held on 20/09/2018)	No. of Directorships in other public companies held as on 31st March, 2019	No. of Committee Chairmanship/ Membership as on 31st March, 2019
			Held during the Tenure	Attended			
1.	Shri Deepak Amitabh (DIN: 01061535)	Chairperson & Executive Director,	9	9	Y	2	-
2.	Shri Ajit Kumar (DIN: 06518591)	Executive Director	9	9	Y	1	-
3.	Shri Rajib Kumar Mishra (DIN: 06836268)	Executive Director	9	9	Y	2	1
4.	Shri Arun Kumar Verma%% (DIN: 02190047)	Non-Executive - Nominee Director	9	7	N	-	N/A
5.	Shri A.K. Gupta* (DIN: 07269906)	Non-Executive - Nominee Director	6	6	N	5	1
6.	Dr. Atmanand# (DIN: 06398097)	Non-Executive - Independent Director	3	3	N/A	2	1
7.	Ms. Bharti Prasad (DIN: 03025537)	Non-Executive - Independent Director	9	8	Y	1	4
8.	Shri Chinmoy Gangopadhyay@ (DIN: 02271398)	Non-Executive - Nominee Director	9	8	N	3	N/A
9.	Shri Devendra Swaroop Saksena% (DIN: 08185307)	Non-Executive - Independent Director	6	6	Y	-	-
10.	Shri Jayant Purushottam Gokhale (DIN: 00190075)	Non-Executive - Independent Director	9	7	Y	2	3
11.	Shri. Kalyan Prasad Gupta$ (DIN: 06925740)	Non-Executive - Nominee Director	3	3	N/A	-	N/A
12.	Shri Krishna Singh Nagnyal^ (DIN: 06857451)	Non-Executive - Nominee Director	5	3	N	-	N/A
13.	Shri Mahesh Kumar Mittal (DIN: 02889021)	Non-Executive - Nominee Director	9	7	N	2	1
14.	Shri Naveen Bhushan Gupta$$ (DIN: 00530741)	Non-Executive - Nominee Director	-	-	-	8	1
15.	Shri Ravi Prakash Singh& (DIN: 05240974)	Non-Executive - Nominee Director	8	3	N	-	N/A
16.	Shri Rajeev Kumar Chauhan** (DIN: 02018931)	Non-Executive - Nominee Director	1	1	N/A	5	-
17.	Shri Rakesh Kacker (DIN: 03620666)	Non-Executive - Independent Director	9	9	Y	1	2
18.	Shri Ramesh Narain Misra## (DIN: 03109225)	Non-Executive - Independent Director	3	3	N/A	1	-
19.	Ms. Sushama Nath (DIN: 05152061)	Non-Executive - Independent Director	9	9	Y	1	2
20.	Shri Sutirtha Bhattacharya@@ (DIN: 00423572)	Non-Executive - Independent Director	6	5	Y	-	N/A

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

1. * Appointed w.e.f. August 07, 2018
2. # Appointed w.e.f. December 07, 2018
3. @ Cessation w.e.f. May 01, 2019
4. % Appointed w.e.f. July 30, 2018
5. $ Cessation w.e.f. August 01, 2018
6. ^ Cessation w.e.f. September 27, 2018
7. & Cessation w.e.f. March 13, 2019
8. ** Appointed w.e.f. March 22, 2019
9. ## Appointed w.e.f December 07, 2018
10. @@ Appointed w.e.f June 07, 2018 and cessation w.e.f. March 05, 2019. Shri Bhattacharya has resigned due to his appointment in West Bengal Electricity Regulatory Commission (WBERC) to the post of Chairman (As per extant rules, he was not able to function as an Independent Director in the Board of PTC).
11. %% Cessation w.e.f. July 12, 2019
12. $$ Appointed w.e.f. August 07, 2019

The Board confirms that the Independent Directors fulfill the conditions specified in these regulations and are Independent of the management.

The number of Directorships, Chairmanships and Committee Memberships of each Director is in Compliance with the relevant provisions of the Companies Act, 2013 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 –

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Expertise in Specific Functional Areas
Shri Deepak Amitabh (CMD)	Power/ Finance sector
Shri Ajit Kumar	Power sector
Dr. Rajib Kumar Mishra	Power sector
Shri Arun Kumar Verma (MoP)	Govt. functions
Shri A.K. Gupta	Power sector
Dr. Atmanand	Economics/ Mgt. & Finance
Ms. Bharti Prasad	Finance & Audit
Shri C. Gangopadhyay	Power sector
Shri Devendra Swaroop Saksena	Govt. functions / taxation
Shri Jayant Purushottam Gokhale	Accounts & Audit
Shri M.K. Mittal	Finance/ Power sector
Shri Rajeev Kumar Chauhan	Power sector
Shri Rakesh Kacker	Govt. functions/ power sector
Shri Ramesh Narain Misra	Power sector
Ms. Sushama Nath	Govt. functions / power sector

Name of other listed entities in which our Directors are Director as on 31.03.2019

S. No.	Directors Name	Directorship in other Listed entities	Category
1.	Shri Deepak Amitabh (CMD)	PTC India Financial Services Limited	
2.	Shri Ajit Kumar	NIL	
3.	Dr. Rajib Kumar Mishra	PTC India Financial Services Limited	
4.	Shri Arun Kumar Verma (MoP)	1.) Power Finance Corporation Limited 2.) Rural Electrification Corporation Limited	Nominee Director
5.	Shri A.K. Gupta	NTPC Limited	Nominee Director
6.	Dr. Atmanand	Central Bank of India	Independent Director
7.	Ms. Bharti Prasad	-	Independent Director
8.	Shri C. Gangopadhyay	1). Power Finance Corporation Limited 2). PTC India Financial Services Limited	Nominee Director
9.	Shri Devendra Swaroop Saksena	-	Independent Director
10.	Shri Jayant Purushottam Gokhale	M/s. Syndicate Bank	Independent Director
11.	Shri M.K. Mittal	NHPC Limited	Nominee Director
12.	Shri Rajeev Kumar Chauhan	Power Grid Corporation of India Limited	Nominee Director
13.	Shri Rakesh Kacker	-	Independent Director
14.	Shri Ramesh Narain Misra	-	Independent Director
15.	Ms. Sushama Nath	-	Independent Director

CHANGES IN DIRECTORSHIP OF THE COMPANY DURING THE FY 2018-19

During the Financial Year 2018-19, there are 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 Sutirtha Bhattachrya	Appointment	June 06, 2018
2	Shri Sutirtha Bhattachrya	Cessation	March 05, 2019
3	Shri Devendra Swaroop Saksena	Appointment	July 30, 2018
4	Shri Kalyan Prasad Gupta	Cessation	August 01, 2018

5	Shri Anand Kumar Gupta	Appointment	August 07, 2018
6	Shri Krishna Singh Nagnyal	Cessation	September 27, 2018
7	Dr. Atmanand	Appointment	December 07, 2018
8	Shri Ramesh Narain Misra	Appointment	December 07, 2018
9	Shri Ravi Prakash Singh	Cessation	March 13, 2019
10	Shri Rajeev Kumar Chauhan	Appointment	March 22, 2019
11	Shri Chinmoy Gangopadhyay	Cessation	May 01, 2019

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 2019, the Board met nine (9) times as against the minimum requirement of four Board Meetings.

The details of the Board Meeting held during the financial year 2018-19 are as under:-

Sr. No.	Date	Board strength	Number of Directors present
1.	April 21, 2018	13	11
2.	May 16, 2018	13	10
3.	July 16, 2018	14	13
4.	August 07, 2018	15	15
5.	August 24, 2018	15	12
6.	November 13, 2018	14	12
7.	January 07, 2019	16	16
8.	February 07, 2019	16	13
9.	March 22, 2019	15	13

Details of attendance of each director at the meeting of the Board of Directors:

NAME of Director	21-Apr-18	16-May-18	16-July-18	07-Aug-18	24-Aug-18	13-Nov-18	07-Jan-19	07-Feb-19	22-Mar-19
Shri. Deepak Amitabh	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Rajib Kumar Mishra	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri. Ajit Kumar	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Arun Kumar Verma (MoP)	No	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
Shri Anand Kumar Gupta (NTPC) Joined w.e.f. 07.08.2018	-	-	-	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Atmanand (I.D) Joined w.e.f. 07.12.2018	-	-	-	-	-	-	Yes	Yes	Yes
Ms. Bharti Prasad (I.D)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
Shri Chinmoy Gangopadhyay. (PFC)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes
Shri Devendra Swaroop Saksena (I.D) Joined w.e.f. 30.07.2018	-	-	-	Yes	Yes	Yes	Yes	Yes	Yes
Shri Jayant Purushottam Gokhale (I.D)	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes	No
Shri. K. S. Nangnyal (LIC) Ceased w.e.f. 27.09.2018	Yes	No	Yes	Yes	No	-	-	-	-
Shri K.P. Gupta (NTPC) Ceased w.e.f. 01.08.2018	Yes	Yes	Yes	-	-	-	-	-	-
Shri Mahesh Kumar Mittal. (NHPC)	Yes	No	No	Yes	Yes	Yes	Yes	Yes	Yes
Shri. Ravi Prakash Singh (PGCIL) Ceased w.e.f. 13.03.2019	No	No	Yes	Yes	No	No	Yes	No	-
Shri Rajeev Kumar Chauhan (PGCIL) Joined w.e.f, 22.03.2019	-	-	-	-	-	-	-	-	Yes

Shri. Rakesh Kacker (I.D)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Ramesh Narain Misra (I.D) Joined w.e.f, 07-12-2018	-	-	-	-	-	-	Yes	Yes	Yes
Ms. Sushama Nath (I.D)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Sutirtha Bhattacharya (I.D) Joined w.e.f, 07-06-2018 and Ceased w.e.f. 05.03.2019	-	-	Yes	Yes	Yes	Yes	Yes	No	-

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 Companies Act, 2013, 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

SEPARATE MEETING FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company meet at least once in a calendar year without the presence of Executive Directors and Management Personnel. Such Meeting reviews the performance of Non-Independent Directors and the Board as a whole, review the performance of Chairman of the Board, access the quality, quantity and time lines of the flow of information between management and the Board that is necessary for it to effectively and reasonably perform its duties. A meeting of Independent Directors was held on 16-07-2018 without the presence of any other director or any personnel of the Company.

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 has 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.

The familiarization program has been uploaded on the website of the Company at www.ptcindia.com.

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 / Compensation (ESoP) Committee
- Stakeholders Relationship Committee / Code of Ethics And Prohibition of Insider Trading Committee
- Corporate Social Responsibility Committee

In addition to above statutory committees, Investment Committee, Group of Directors for Business Development is also there and 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 Companies Act, 2013 and the provisions of the Listing Regulations, Audit Committee has been constituted by the Board of Directors.

The Committee comprises of the following Independent Directors:

Sr. No.	Name of the Committee Member	Designation	Status
1.	Shri Jayant Purshottam Gokhale	Chairman	Independent Director
2.	Shri Rakesh Kacker	Member	Independent Director
3.	Ms. Bharti Prasad	Member	Independent Director
4.	Ms. Sushama Nath	Member	Independent Director

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 20, 2018.

b) Terms of Reference

The broad terms of reference of Audit Committee are as follows:

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 management the 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. Review the Management Discussion and analysis of financial conditions and result of operations;

k. Review of Statement of significant Related Party Transactions, submitted by management;

l. Review of statement of deviations;

m. 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 Companies Act, 2013. The CFO, Representatives of Internal auditors and statutory auditors of the Company attend the meetings of Audit Committee. The minutes of the Committee were placed before the Board of Directors for information. PTC has not denied any personnel to 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 2018 – 19, the Committee met Six (6) times i.e. May 16, 2018, July 16, 2018, August 07, 2018, November 13, 2018, January 07, 2019 and February 06, 2019.

The details of Committee meeting and its members attendance during FY 2018-19 is mentioned below:-

Sr. No.	Name of Director	Audit Committee Meetings	
		Held during the Tenure	Attended
1.	Shri Jayant Purushottam Gokhale	06	06
2.	Shri Rakesh Kacker	06	06
3.	Ms. Bharti Prasad	06	06
4.	Ms. Sushama Nath	06	06

2.2 **NOMINATION & REMUNERATION / COMPENSATION (ESOP) COMMITTEE**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the provisions of the Listing Regulations, Nomination & Remuneration Committee has been constituted by the Board of Directors.

a) The Committee comprises of following Directors:

Sr. No.	Name of Committee Member	Designation	Status
1	Shri. Rakesh Kacker	Chairperson	Independent Director
2	Shri Deepak Amitabh	Member	Executive Director (CMD)
3	Shri Arun Kumar Verma*	Member	Non-Executive Director
4	Ms. Sushama Nath	Member	Independent Director

*Cessation w.e.f. July 12, 2019

Shri Rajiv Maheshwari, Company Secretary acts as the Secretary to the Committee. The Committee is Chaired by an Independent Director.

The Composition of the Nomination and Remuneration is as per Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

b) Terms of Reference

The terms of reference of Nomination & Remuneration Committee 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 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;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

PERFORMANCE EVALUATION OF DIRECTORS (including Independent Directors)

Pursuant to the provisions of the Companies Act, 2013 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.

The Directors express their satisfaction with the evaluation process.

c) Number of Committee Meetings and Attendance

During the year 2018 – 19, the N&R Committee met three (3) times i.e. May 16, 2018, June 01, 2018, and December 06, 2018.

The details of Committee meeting and its members attendance during FY 2018-19 is mentioned below:-

Sr. No.	Name of Director	N & R Committee Meetings	
		Held during the Tenure	Attended
1.	Shri Rakesh Kacker	03	03
2.	Shri Deepak Amitabh	03	03
3.	Shri Arun Kumar Verma*	03	03
4.	Ms. Sushama Nath	03	03

*Cessation w.e.f. July 12, 2019

REMUNERATION

Details of Remuneration to Chairman & Managing Director and Whole-time Directors of the Company during FY 2018-19

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 2019 is as under:-

Sr. no.	Director	Designation	Remuneration (figures in Rs. crore)
1.	Shri Deepak Amitabh	CMD	1.54
2.	Shri Rajib Kumar Mishra	Director (Marketing & Business Development)	1.21
3.	Shri Ajit Kumar	Director (Commercial & Operation)	1.32

Presently, the Company does not have a scheme for grant of stock options to any director. The CTC structure of PTC including for management is mix of fixed and performance linked. 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 Director is holding any stock options.

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.

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 www.ptcindia.com.

The details of remuneration paid to non-executive directors and Independent Directors during the financial year ended 31st March 2019 is as under:

S. No.	Name of the Director	Designation	Remuneration (figures in Rs. crore
1.	Dr. Atmanand**	Independent Director	0.01
2.	Shri Anand Kumar Gupta##	Non-Executive	0.03
3.	Ms. Bharti Prasad	Independent Director	0.09
4.	Shri. Chinmoy Gangopadhyay*	Non-Executive	0.05
5.	Shri Devendra Swaroop Saksena@@	Independent Director	0.04
6.	Shri. Jayant Purushottam Gokhale	Independent Director	0.07
7.	Shri Kalyan Prasad Gupta#	Non-Executive	0.02
8.	Shri Krishna Singh Nagnyal@	Non-Executive	0.01
9.	Shri Mahesh Kumar Mittal	Non-Executive	0.03
10.	Shri R. P. Singh^	Non-Executive	0.02
11.	Shri Rajeev Kumar Chauhan^^	Non-Executive	0.01
12.	Shri Rakesh Kacker	Independent Director	0.11
13.	Shri Ramesh Narain Misra%	Independent Director	0.01
14.	Ms. Sushama Nath	Independent Director	0.12
15.	Shri Sutirtha Bhattacharya%%	Independent Director	0.05

** Dr. Atmanand appointed as Director w.e.f. December 07, 2018

Shri Anand Kumar Gupta appointed as Director w.e.f. August 07, 2018

* Shri Chinmoy Gangopadhyay ceased to be Director w.e.f. May 1, 2019

@@ Shri Devendra Swaroop Saksena appointed as Director w.e.f. July 30, 2018

Shri Kalyan Prasad Gupta ceased to be Director w.e.f. August 1, 2018

@ Shri Krishna Singh Nagnyal ceased to be Director w.e.f. September 27, 2018

^ Shri R. P. Singh ceased to be Director w.e.f. March 13, 2019

^^ Shri Rajeev Kumar Chauhan appointed to be Director w.e.f. March 22, 2019

% Shri Ramesh Narain Misra appointed as Director w.e.f. December 07, 2018

%% Shri Sutirtha Bhattacharya appointed as Director w.e.f. June 07, 2018 and ceased to be Director w.e.f. March 05, 2019. He resigned since he joined a Chairman of a State Regulator and as per the policy he could not have been continued as Independent Directors and resigned from PTC as ID.

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

2.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of the Committee is as follows:

Sr. No.	Name of the Director	Designation	Status
1	Ms. Bharti Prasad	Chairperson	Independent Director
2	Shri Ravi Prakash Singh*	Member	Non – Executive
3	Shri Jayant Purushottam Gokhale	Member	Independent Director
4	Shri Anand Kumar Gupta	Member	Non – Executive

* Shri Ravi Prakash Singh ceased to be a director and member of this committee w.e.f 13th March, 2019

The Committee is chaired by an Independent Director and meets as per the requirement.

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

The Committee looks into redressing of investors complaint like delay in transfer of shares, Demat, Remat, 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) Details of Investors Complaints received and resolved during the financial year 2018 – 19 are as follows:

Number of shareholders' complaints received so far	Number not solved to the satisfaction of shareholders	Number of pending complaints
74	Nil	Nil

The Committee meets as per the requirements.

2.4 CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

The composition of the Committee is as follows:

Sr. No.	Name of Director	Designation	Status
1	Ms. Bharti Prasad	Chairperson	Independent Director
2	Shri Deepak Amitabh	Member	Executive Director
3	Shri. Chinmoy Gangopadhyay#	Member	Non – Executive Director
4	Shri Devendra Swaroop Saksena*	Member	Independent Director

Cessation w.e.f. May 01, 2019.

* Appointed as member w.e.f. 07th August, 2018.

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 2018-19, the Committee met on July 13, 2018, October 30, 2018 & March 29, 2019. .

As a responsible corporate citizen, PTC India Limited (PTC) is committed to ensuring 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.

The Corporate Social Responsibility Committee has approved a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company presently, which has also been approved by the Board.

The CSR Policy is available at the link: http://www.ptcindia.com/pdf/corporate-social-responsibility-policy.pdf.

2. 5 CODE OF ETHICS & PROHIBITION OF INSIDER TRADING COMMITTEE

Composition

The Committee comprises of following Directors:-

Sr. No.	Name of the Director	Designation
1	Ms. Bharti Prasad	Chairperson
2	Shri Ravi Prakash Singh*	Member
3	Shri Jayant Purushottam Gokhale	Member
4	Shri Anand Kumar Gupta	Member

* Shri Ravi Prakash Singh ceased to be the director and member of this committee w.e.f 13th March, 2019.

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.

Terms of Reference

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 material significant transactions with related parties except those mentioned in the Annual Accounts for the FY 2018-19 conflicting with the Company's interest. The information related to the Company is also available at Company's web-site 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 Companies Act, 2013, the Company has framed and adopted a Code of Business conduct and Ethics ('the code'), 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 www.ptcindia.com.

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, 2019.

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 Board's 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 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
2017-18	September 20, 2018	12:30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi Cantt, New Delhi- 110010	One
2016-17	September 25, 2017	02:30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi Cantt, New Delhi- 110010	No
2015-16	September 28, 2016	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 2018-19, no Special Resolution has been passed through Postal Ballot.

c) **Special Resolution proposed to be conducted:** 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 2018-19.

8. **MEANS OF COMMUNICATION & WEBSITE**

(a) Quarterly/Annual Financial Results/Half Yearly**:** Quarterly/ Annual Financial Results/Half Yearly 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 is 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

9. **GENERAL SHAREHOLDERS INFORMATION**

a) Annual General Meeting (AGM)

Meeting No.	20th
Date	September 30, 2019
Time	12:30 P.M.
Venue	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi Cantt, New Delhi- 110010

b) Financial Calendar

Particulars	Date
1. Financial Year ending March 31 2. Un-audited Financial Results Announcement for first three Quarters 3. Annual Financial Results within 60 days from the end of last quarter and financial year	within 45 days from the end of the quarter announcement

c) Payment of Dividend

- Final Dividend details for financial year 2018-19

The Board of Directors in its meeting held on May 14, 2019 has recommended a dividend @ 40% i.e. Rs. 4 per Equity Share (on the face value of Rs. 10/- each) for the Financial Year 2018-19, subject to approval of shareholders in the forthcoming Annual General Meeting of Company.

- Dividend History for the last five years

Sr. No.	Financial Year	Total Paid up Capital in Rs.	Rate of Dividend (%)
1	2017-18	296,00,83,210	40
2	2016-17	296,00,83,210	30
3	2015-16	296,00,83,210	25
4	2014-15	296,00,83,210	22
5	2013-14	296,00,83,210	20

d) Book Closure

AGM is on 30th September, 2019.- The book closures dates of the Company are from 24th September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of payment of dividend for the FY 2018-19.

e) Pay- out Date for 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 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 NSDL/ CDSL.

f) Unpaid/ Unclaimed Dividend

All the unpaid / unclaimed dividend upto the financial year 2010-11 have been transferred to Investor Education and Protection Fund (IEPF). No claims will lie against the Company in respect of unclaimed amount so transferred. However, the shareholders can claim their unclaimed dividend from the Fund.

The unclaimed dividend declared in respect of the financial year 2011-12 is due to be transferred to the Investor Education and Protection Fund.

As on 31st March 2019, the following dividend amount was remained unpaid:

Year	Type	Dividend Per Share (Rs.)	Date of Declaration	Amount (Rs.)
2011-12	Final	1.5	21st September, 2012	14,50,215
2012-13	Final	1.6	19th August, 2013	13,91,941

2013-14	Final	2.0	26th September 2014	17,59,976
2014-15	Final	2.2	24th September 2015	24,09,291
2015-16	Final	2.5	28th September, 2016	22,40,456
2016-17	Final	3.0	25th September, 2017	26,78,376
2017-18	Final	4.0	20th September, 2018	29,68,792

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 be transferred to the Investor Education and Protection Fund (IEPF).

h) 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 (NSE)	Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 40051.	PTC EQ	INE877F01012
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532524	

i) Listing Fees

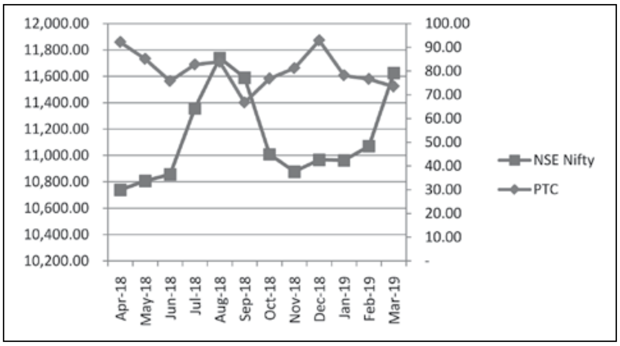
Annual Listing Fee for FY 2019-20 (as applicable) has been paid by the Company to both the Stock Exchanges. Further the Company has also paid the annual Custody Fee to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

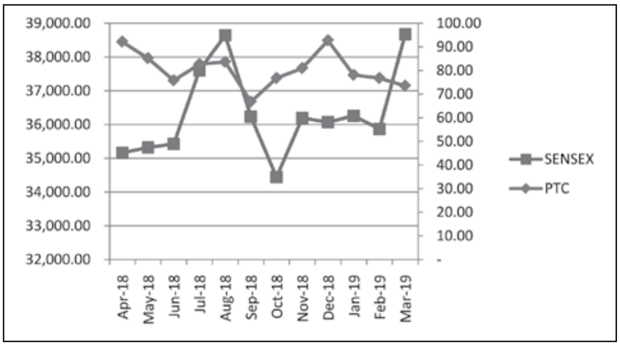
j) Market Price Data

The High/Low of the market price of the Company's equity shares traded on BSE and NSE, during the financial year ended 31st March 2019 were as follows:

	BSE		NSE	
Month	High	Low	High	Low
April- 18	98.05	86.75	98.30	86.75
May -18	100.15	77.30	100.25	77.20
June -18	87.90	72.40	87.85	72.10
July -18	83.25	67.95	83.35	67.80
August -18	90.90	78.70	91.05	77.50
September -18	85.60	66.20	85.90	66.05
October -18	79.30	64.60	79.35	64.45
November -18	83.45	75.80	83.60	75.70
December -18	94.00	79.60	94.10	79.65
January -19	93.00	72.30	93.25	72.25
February -19	84.55	70.90	84.90	70.65
March -19	81.80	73.00	81.80	73.20

k) Performance in comparison to broad – based indices such as BSE sensex, CRISIL Index etc





l) Registrar & Share Transfer agent

M/s. MCS Share Transfer Agent Limited,

F-65, Okhla Industrial Area, Phase-I,

New Delhi-110020.

m) Share Transfer System

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. The applications and request received by the Registrar and Share Transfer Agent for the transfer of shares held in physical form are processed and the share certificate for the same are sent to the transferee within the stipulated period. 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.

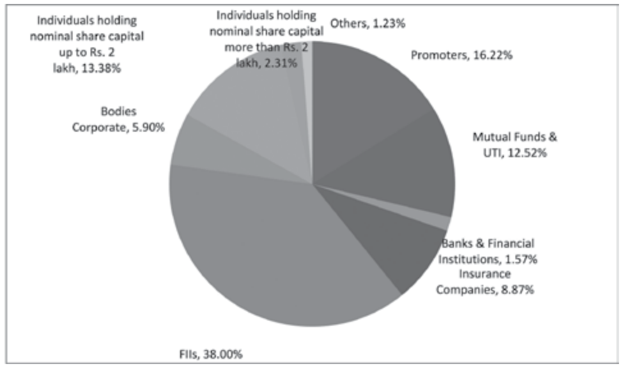
Further pursuant to regulation 40(9) of SEBI Listing Regulations, 2015, certificate on half yearly basis confirming the due compliance of share transfer formalities by the Company from Practicing Company Secretary have been submitted to Stock Exchanges within stipulated time.

n) Distribution of shareholding as on 31st March, 2019

- Distribution by Category

Description	No. of Cases	Total Shares	% of Equity
Promoters	4	4,80,00,000	16.22
Mutual Funds/ UTI	10	3,70,60,730	12.52
Financial Institutions/ Banks	9	46,52,738	1.57
Insurance Companies	7	2,62,42,079	8.87
Foreign Portfolio Investors	128	11,24,86,726	38.00
Bodies Corporates	804	1,74,67,287	5.90
Government	1	60,595	0.02
Individuals :- (1) Individuals holding nominal Share Capital upto Rs.2 Lakh	133679	3,96,00,709	13.38
(2) Individuals holding nominal Share Capital more than Rs. 2 Lakh	114	6842179	2.31
Others:- (1) Trust & Foundations	18	82891	0.02
(2) NRIs	1957	3510837	1.19
(3) NBFCs registered with RBI	3	1550	0.00
Total	136734	29,60,08,321	100

Graphical Representation of Shareholding Pattern of the company on the basis of distribution by category as on 31st March, 2019



- Distribution by size

As on 01.04.2019

Range of Equity Shares held	Folios	% of Share-holders	Total No. of Shares	% of Shares
1 - 500	121682	88.78	1,58,08,526	5.34
501 - 1000	8413	6.14	68,91,986	2.33
1001 - 2000	3584	2.62	54,83,758	1.85
2001 - 3000	1192	0.87	30,76,135	1.04
3001 - 4000	518	0.38	18,80,214	0.64
4001 - 5000	443	0.32	21,06,244	0.71
5001 - 10000	606	0.44	44,71,495	1.51
10001 - 50000	415	0.30	83,54,508	2.82
50001 - 100000	68	0.05	50,77,150	1.72
100001-Above	137	0.10	24,28,58,305	82.04
Total				
	137058	100%	296008321	100%

Nominal Value of each Share is Rs.10/-

o) Dematerialization of shares

The Company's Shares are available for dematerialization in both the depositories i.e NSDL and CDSL.

Reconciliation of Share Capital Audit Report period ended 31st March, 2019, 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, 2019, was obtained from Practicing Company Secretary and submitted to the Stock Exchanges with in stipulated time.

Number of Shares held in Dematerialized and physical mode as on 31st March, 2019:

Category	No. of Holders	No. of Shares	% of total Shares Issued
Physical	1899	10006839	3.38%
NSDL	87560	257016397	86.83%
CDSL	47599	28985085	9.79%
Total	137058	296008321	100%

p) Shares Liquidity

The trading volumes at the Stock Exchanges, during the financial year 2018-19, are given below:

Months	NSE	BSE
	Number of Shares Traded	Number of Shares Traded
April, 2018	2,74,65,226	49,85,161
May, 2018	9,23,66,864	92,59,095
June, 2018	4,49,10,788	23,88,691
July, 2018	4,77,68,980	50,97,410
August, 2018	6,62,32,130	72,94,831
September, 2018	3,56,26,541	31,77,021
October, 2018	4,47,05,603	46,31,429
November, 2018	2,83,09,033	28,62,524
December, 2018	3,49,94,147	40,89,715
January, 2019	3,50,97,507	29,54,983
February, 2019	1,22,51,748	21,87,237
March, 2019	76,19,725	7,06,409

q) 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.

r) 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

s) List of Credit Ratings obtained by the entity along with any revisions thereto during the relevant Financial Year i.e. 2018 – 19, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

PTC'S Credit Rating FY-2018-19		
	ICRA	**CRISIL**
Rating	A1+	A1+
Limits		
Bank Limit	2850 crores	2850 crores
Commercial Paper	100 crores	100 crores
Limit enhanced date		
Bank	25.02.2019	11.02.2019
Commercial Paper	18.02.2019	11.02.2019
Enhanced Limits		
Enhanced Bank Limit	3500 crores	3500 crores
Enhanced CP Limit	300 crores	300 crores

t) Compliance Certificate from the Practicing Company Secretary

Certificate from the Practicing Company Secretary M/s Ashish Kapoor & Associates, confirming compliance with the conditions of Corporate Governance as stipulated under Listing Regulations, is annexed hereinafter. However, the current composition of Board is not in conformity of these regulations.

u) Corporate Identity Number

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

Dividend Distribution Policy

In pursuant to Regulation 43A of the Listing Regulations, the Company has adopted dividend distribution policy and the same is appended herewith this report as **Annexure 1** and has also been placed on the website of the Company.

10. DISCLOSURES

a) Materially Significant Related Party Transactions

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) Related Party Disclosures

The details of related party disclosures with respect to loans/advances/ investments at the year end and maximum outstanding amount thereof during the year, as required under Part A of Schedule V of the Listing Regulations have been mentioned in the Notes No. 40 of the Standalone Financial Statements for the financial year ended on March 31, 2019.

There was no transaction of the Company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.

c) 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

There have been no instances of non-compliances by the company except regarding composition of Board as mentioned in Secretarial Audit Report and for which penalty has been paid, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years-

However, at present composition of Board is in line with the SEBI regulations.

d) 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.

e) Details of Compliance with Mandatory requirements and adoption of the Non – Mandatory Requirements

All mandatory requirements of Listing Regulations have been appropriately complied with and the status of non – mandatory requirements is given below:

The Chairman of the Company is an Executive Chairman and hence the provisions for Non – Executive Chairman are not applicable. All other requirements of the Board during the year have been complied with. However, the current composition of Board is not in conformity of these regulations.

The Financial Statements are free from any Audit Qualifications.

f) 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 on Material Subsidiaries is available on the website of the Company i.e. www.ptcindia.com.

g) Related Party Transaction Policy

In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Related Party Transaction Policy. This policy is also available at Company's website at http://www.ptcindia.com/statutory_information/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 Companies Act, 2013 and Listing Regulations, a statement on all related party transactions is presented before the Audit Committee on a quarterly basis for its review.

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

i) Details of Utilization of funds raised through preferential allotment or qualified insitutions placement as specified under Regulation 37 (2)- N/A

j) 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- Annexed

k) Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year: Not Applicable

l) Total fees for all services paid by the listed entity 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.

Details relating to fees paid to the Statutory Auditors are in Note No. 37a of Consolidated Financial Statements for the financial year ended on March 31, 2019

m) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The details of number of complaints filed and disposed of during the year and pending as on March 31, 2019 is given in Director's Report.

a. Number of complaints filed during the financial year- NIL

b. Number of complaints disposed of during the financial year-NIL

c. Number of complaints pending as on end of the financial year- NIL

11. NON – COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT WITH REASONS

The composition of Board was not in conformity of these regulations upto 6th December 2018, for which company has paid fine of Rs. 9,38,100/- to BSE & NSE each.

12. 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. **Modified Opinion (s) in audit report** : The auditor has given unqualified report for the financial year ended 31st March, 2019.

D. **Separate post of Chairman and CEO** : The Company does not have separate persons to the post of Chairman and Managing Director & CEO.

E. **Reporting of Internal Auditor**: The Internal Auditor reports directly to the Audit Committee. Quarterly Internal Audit Reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

x) Plant Locations or any manufacturing division

The Company doesn't have any material plant or manufacturing division.

CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the Listing Regulations, the Certificate on Corporate Governance is enclosed as one of the Annexure to this Report.

CEO AND CFO CERTIFICATION

As required by the Listing Regulations, 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

PTC India Limited
Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN: 01061535

Date : 7th August 2019
Place : New Delhi

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
PTC India Limited
2"d Floor, NBCC Tower,
15 Biikaji Cama Place
New Delhi-110066

I have examined the compliance of conditions of Corporate Governance by PTC India Limited ("the Company"}, for the year ended on March 31, 2019, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred as "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 our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, 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, 2018 till December 6, 2018 in terms of Regulation 17 (1) (b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of requisite no. of Independent Directors on the Board of the Company.

   The Company received notices for the non-compliance with corporate governance requirement of regulation 17(1) from NSE & BSE for Quarter ended September 30, 2018 and Quarter ended December 31, 2018. Fine was imposed for non-compliance of regulation 17(1) as per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018. The amount of fine imposed by the NSE & BSE were Rs. 5,42,800/- for Quarter ended September 30, 2018 and Rs. 3,95,300/- for Quarter ended December 31, 2018. The Company has duly deposited the amount of fine with NSE & BSE on November 21, 2018 & February 22, 2019 for respective quarters.

   Further the Company has complied with the non-compliance of regulation 17(1) w.e.f December 7, 2018 till March 31, 2019 by appointing two independent directors of the Board of the Company. 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.

   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
Unique Code Number: S2007DE093800

Sd/-
Ashish Kapoor
Proprieoter
C.P. No.: 7504

Place: New Delhi
Date: : 7th August 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
PTC India Limited
2 nd 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/us 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 lndia (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, 2019 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.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Jayant Purushottam Gokhale	00190075	16/03/2017
2.	Deepak Amitabh	01061535	25/01/2008
3.	Rajeev Kumar Chauhan	02018931	22/03/2019
4.	Mahesh Kumar Mittal	02889021	15/03/2017
5.	Bharti Prasad	03025537	20/12/2017
6.	Ramesh Narain Misra	03109225	07112/2018
7.	Rakesh Kacker	03620666	23/03/2017
8.	Sushama Nath	05152061	20112/2017
9.	Atmanand	06398097	07112/2018
l 0.	Ajit Kumar	06518591	02/04/2015
11.	Raj ib Kumar Mishra	06836268	24/02/2015
12.	Anand Gupta Kumar	07269906	07/08/2018
13.	Devendra Swaroop Saksena	08185307	30/07/2018
14.	Arun Kumar Verma	02190047	10/08/2017
15.	Chinmoy Gangopadhyay	02271398	Ol/02/2017

Ensuring the eligibility of for the appointment I 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
Unique Code Number: S2007DE093800

Sd/-
Ashish Kapoor
Proprieoter
C.P. No.: 7504

Place: New Delhi
Date: : 7th August 2019

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015

PTC India Limited

CEO & CFO Certificate

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 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/-
CFO

sd/-
CEO

Dated: 14th May, 2019
Place: New Delhi

Annexure-I

DIVIDEND DISTRIBUTION POLICY

1. **Objectives & Scope**

This Dividend Distribution Policy (hereafter referred as "Policy") lays downs a broad framework which will act as the set of guiding principles for the purpose of recommending or declaring any dividend during or for any financial year by the Company.

The Policy aims at balancing the twin objectives of the growth of the Company and Shareholders' value.

Through this Policy, the Company endeavors to bring a fair, transparent and consistent approach to its dividend pay-out plans. The Policy has been framed broadly in line with the provisions of the Companies Act, 2013 and also taking into consideration guidelines issued by SEBI/ RBI/and other regulations, to the extent applicable.

The Policy is a general declaration of intention and the actual declaration of dividend will require corporate action at the time a decision is taken, depending on the precise circumstances at that point of time.

In addition, payment of any such dividend will be subject to any restriction under applicable laws and regulation, the Articles of Association, available cash flows, dividend flows from subsidiaries and PTC Group's capital requirements.

The Policy, however, is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all relevant circumstances enumerated hereunder or other factors as may be considered by the Board of Directors from time to time.

2. **Definitions**

1.1 **"Act"** shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.

1.2 **"Applicable Laws"** shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other Acts, rules or regulations which provide for the distribution of dividend.

1.3 **"Company"** shall mean PTC India Limited

1.4 **"Board" or "Board of Directors"** shall mean Board of Directors of the Company.

1.5 **"Dividend"** shall mean Dividend as defined under Companies Act, 2013 and shall include interim dividend.

1.6 **"Policy" or "this Policy"** shall mean the Dividend Distribution Policy.

1.7 **"SEBI Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

3. **Relevant Statutory Provisions of the Companies Act, 2013 and Companies (Declaration and Payment of Dividend) Rules 2014 relating to Dividend**

a.1 "Dividend" includes any interim dividend;

a.2 Dividend shall be declared or paid by company for any financial year:

i) Out of the current year profit after providing depreciation.

ii) Out of the previous year's profit remaining undistributed and after providing for depreciation.

iii) Out of both the above.

a.3 No Dividend shall be declared or paid by company from its reserves other than free reserves.

a.4 The Company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company.

a.5 Company shall declare dividend after carried over previous losses and depreciation not provided, if any, in previous year or years are set off against profit of the company for the current year.

a.6 In case of losses or inadequate profits in any financial year, the Company can declare dividend out of the profits earned by it in previous years and transferred to the reserves subject to the following conditions:-

i. The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year:

Provided that the above condition shall not apply in case the Company has not declared any dividend in each of the three preceding financial year.

ii. The total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of its paid-up share capital and free reserves as appearing in the latest audited financial statement.

iii. The amount so drawn shall first be utilised to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared.

iv. The balance of reserves after such withdrawal shall not fall below fifteen per cent of company's paid up share capital as appearing in the latest audited financial statement.

4. **Circumstances under which the shareholders may or may not expect dividend.**

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business.

The Board will consider the factors mentioned under Clause **5** below and before determination of any dividend payout analyse the prospective opportunities and threats, viability of the option of dividend payout or retention etc. If the Board proposes that it is financially prudent not to recommend dividend, it may recommend no dividend, in that case, reason(s) thereof and information on utilization of the undistributed profit, if any, shall be disclosed to the shareholders in the Annual Report of the Company.

5. **Parameters for declaration of Dividend**

The Board of Directors will consider the following parameters for determining the quantum of dividend:

a.1 **Financial Parameters**

- Net profit after tax;
- Working Capital requirements;
- Capital expenditure requirements and alternative use of cash;
- Outstanding borrowings
- Available cash and cash flow requirement to meet any unforeseen events & contingencies/ group's capital requirements
- Dividend received by the company.

- Net worth of the company
- Dividend yield
- Dividend payout ratio.
- In case the dividend is paid out of the reserves, the balance of reserves after such withdrawal shall not fall below 25% of company's paid up share capital as appearing in the latest audited financial statement.

a.2 **Developments in internal and external environment.**

- Opportunities available for growth/expansion/ modernisation
- Past Dividend Trends
- Expectations of shareholders
- Prudential requirements
- Capital Markets
- Industry Conditions
- Customers and suppliers concentration and their financial health
- Market Capitalization
- Statutory Provisions and Guidelines;
- Policies of the Government (centre and state)
- Dividend Pay-out ratios of companies in same industries i.e. Peer Group Comparison
- Economic Environment

Any other factor as the Board may deem fit

6. **Utilization of retained earnings**

PTC is engaged in trading activities which include long term trading of power generated from large power projects as well as short term trading arising as a result of supply and demand mismatches. The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The profit being retained in the business shall be continued to be deployed in its operations, expansion plans, investment plans etc. The company stands committed to deliver sustainable value to all its stakeholders.

7. **Provision with regard to various classes of shares**

The holders of the equity shares of the Company, as on the record date, will be entitled to receive dividends. Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company shall be entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

8. **Timing of Dividend**

Interim dividends, as and when decided by the Board, will be declared after considering the interim financial statements for the period for which interim dividends are declared along with factors mentioned in clause 4 & 5 above. Interim financial statements will be prepared considering working expenses, depreciation and anticipated losses, if any, for the full year.

1.1 Final dividends as and when approved at the Annual General Meeting (AGM) of the shareholders will be based on the recommendations of the Board based on review of audited financial statements for the year, factors mentioned in clause 4 & 5 above and considering interim dividend, if any, declared during the year.

1.2 In case no final dividend is declared, interim dividend, if any, will be regarded as final dividend in AGM.

9. **Exclusions**

This policy shall not cover the following

- Capitalizing of profits by way of bonus issue of fully or partly paid up securities
- Declaration of dividend on preference shares (as and when issued), since the same will be governed by terms of issue of such shares
- Buyback of shares

10. **Amendment(s):**

- The Board will change/amend this Policy from time to time at its sole discretion and/or pursuant to any amendments made in the Companies Act, 2013 or any other Statutory Regulations.
- In case of any clarification(s), circular(s) etc. issued by the relevant authorities, not being inconsistent with the provisions laid down under this Policy, then this Policy shall be read along with such clarification(s), circular(s) so issued, from the effective date as laid down under such clarification(s), circular(s) etc. In case of any conflict in the Policy and regulatory provisions then regulatory provisions shall prevail.

11. **Disclosures:**

The Company shall disclose this Policy in its Annual Reports & website.

EFFECTIVE DATE The Policy shall become effective from the date of its adoption by the Board.

INDEPENDENT AUDITORS' REPORT

To the Members of PTC India Ltd.

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the Standalone Ind AS financial statements of PTC India Ltd ('the company") which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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 state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind As Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Ind As Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS 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
Revenue Recognition in terms of Ind AS 115 "Revenue from Contracts with Customers" This is a newly applicable Accounting Standard on Revenue which prescribes five steps revenue recognition model which involves identifying the contract with the customer, identifying the separate performance obligations in the contract, determining the transaction price, allocating the transaction price to the separate performance obligations and recognizing revenue over the period of time/ at a point in time depending upon how the entity satisfies its performance obligations. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. In addition, the new standard results into the change in accounting policy related to revenue recognition and requires extensive disclosures. For details refer **Note 49** to the Standalone Ind AS Financial Statements.	Our audit procedures included considering the appropriateness of the Company's revenue recognition accounting policies and assessing compliance with the policies in terms of the applicable accounting standards. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and satisfaction of performance obligations. We performed following substantive procedures over revenue recognition with specific focus on whether there is single performance obligation or multiple performance obligations in the contract and whether the performance obligation is being satisfied over the period of time or at a point in time: • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to verify the transaction price used to allocate to separate performance obligations. • Checked whether the performance obligation is being satisfied over the period of time or at a point in time • Performed analytical procedures for reasonableness of revenues disclosed
Reconciliation and Impairment of trade receivables System of Reconciliation and the recoverability of trade receivables and the level of provisions for doubtful trade receivable involves significant judgements by management in making appropriate provisions due to customer specific contractual arrangements. For detail refer **Note 12** to Standalone Ind AS Financial Statements.	In order to test the recoverability of trade receivables, we performed the following procedures: • We evaluated the Company's credit control procedures and assessed and validated the ageing profile of trade receivables; • 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 company and utilities from time to time during every year and same serves the purpose of balance confirmation as well. • 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.
Significant change in existing IT Systems The Company continues to enhance its IT systems and during the year implemented new systems which were significant to our audit. Company's financial processes are reliant on IT systems with automated processes and controls over the capturing, valuing and recording of transactions. This is a key part of our audit due to:	Our procedures included but were not limited to: • Discussing with management, system developer and system auditor the IT environment and consideration of the key financial processes to understand where IT systems were integral to the financial reporting process. • Testing the design of the key IT controls relating to financial reporting systems of the company.

• Mix of automated controls and few residual functionalities under testing; • Some MIS reports are under development and testing through internal and outsourced support arrangements.	• In response to the changes and control enhancements made during the year, we performed the following: – evaluating the design of the controls to ensure they mitigated the relevant financial reporting risks and testing the operation of controls in the periods prior to and post any change; – where systems changed during the year, testing IT general controls and data migration processes; and – tested controls and performed additional substantive procedures of key general ledger account reconciliations.

Information Other than the Standalone Ind As 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Ind As financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind As 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 Ind As financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind As financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the company 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS 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 financial statements.

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 Ind As 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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section

(11) of section 143 of the Companies Act, 2013, we give in the **Annexure A,** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), and the Cash Flow Statement and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 over financial reporting of the company 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, in our opinion and to the best of our information and according to the explanations given to us:

i. The company has disclosed the impact of pending litigations on its financial position in its financial statements – refer Note 36 to the Standalone Ind AS financial statements;

ii. The company has long term contracts as at 31st March, 2019 for which there were no material foreseeable losses. As informed to us that the company did not have any derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Vinod Somani)
Partner
Membership No:085277

Place: New Delhi
Date: 14th May 2019

"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the Standalone Ind AS Financial Statements of the Company for the year ended March 31, 2019:

(i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

b) According to the explanations given to us, all the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Company and the nature of its assets and no material discrepancy was noticed on such verification as compared to book records.

c) In our opinion and according to the information and explanations given to us during the course of audit, the title deeds of immovable properties are held in the name of the company.

(ii) The Company is in the business of power. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the company.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us during the course of audit, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investment of the company. Further, the company has not granted any loans and has not given any guarantees and security under the provision of section 185 of the companies Act, 2013; thereby the provision of the said section is not applicable to the company.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, the provision of clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the records maintained by the Company for generation of power pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate and complete.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods & Service Tax, Cess and any other statutory dues with the appropriate authorities and there were no outstanding at March 31, 2019 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods & Service Tax and cess which have not been deposited on account of a dispute and the forum where the dispute is pending are as follows:

Name of Statute	Nature of Disputed Dues	Period to which the Amount Relates	Amount Involved (Rs. in Crore)	Forum where Dispute is Pending
Income Tax Act, 1961	Income Tax	AY 2008-09	0.95	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2009-10	1.47	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2009-10	1.47	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2010-11	1.53	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2011-2012	10.38	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2011-2012	0.01	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2012-2013	65.12	ITAT Delhi
Customs Act, 1962	Custom Duty	AY 2012-2013	17.16	CESTAT, Bangalore
Income Tax Act, 1961	Income Tax	AY 2013-2014	99.12	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2014-2015	45.63	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2015-16	66.84	Commissioner of Income Tax (Appeal)
Finance Act, 1994	Service Tax	FY 2013-14 to 2017-18 (upto June 2017)	52.11	Director General of GST Intelligence, Bhopal Zonal Unit.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

(ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

(x) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

(xi) In our opinion and according to the information and explanations given to us during the course of audit, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(xii) In our opinion and according to the information and explanations given to us during the course of audit, the company is not a Nidhi Company. Therefore, the provisions of clause 4(xii) of the Order are not applicable to the Company.

(xiii) In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us by the management and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that the company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year

(xv) In our opinion and according to the information and explanations given to us during the course of audit, we state that the Company has not entered into non-cash transaction with directors or persons connected with him. Therefore clause 3(xv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.

(xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Vinod Somani)
Partner
Membership No:085277

Place: New Delhi
Date: 14th May 2019

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS 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 over financial reporting of PTC INDIA LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Ind AS 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 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 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 (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 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 March 31, 2019, 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 K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Vinod Somani)
Partner
Membership No:085277

Place: New Delhi
Date: 14th May 2019

BALANCE SHEET AS AT MARCH 31, 2019

(₹ in crore)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
ASSETS			
Non-current assets			
Property, plant and equipment	2	21.17	22.48
Intangible assets	3	0.92	0.85
Investments in subsidiaries and associates	4	1,408.89	1,408.89
Financial assets			
Investments	5	194.96	207.21
Loans	6	0.48	0.70
Other financial assets	7	619.03	648.17
Deferred tax assets (net)	8	11.56	9.14
Income tax assets (net)	9	14.57	14.84
Other non-current assets	10	16.29	16.00
Total non-current assets		**2,287.87**	**2,328.28**
Current assets			
Financial assets			
Investments	11	-	129.72
Trade receivables	12	4,716.97	3,270.00
Cash and cash equivalents	13	65.45	281.48
Bank balances other than cash and cash equivalents	14	29.24	10.32
Loans	15	0.24	0.25
Other financial assets	16	56.85	63.14
Other current assets	17	189.21	130.74
Total current assets		**5,057.96**	**3,885.65**
TOTAL ASSETS		**7,345.83**	**6,213.93**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	18	296.01	296.01
Other equity	19	3,032.36	2,923.73
Total equity		**3,328.37**	**3,219.74**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	20	619.74	648.88
Provisions	21	5.67	4.85
Total non-current liabilities		**625.41**	**653.73**
Current liabilities			
Financial liabilities			
Borrowings	22	312.74	-
Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,947.82	2,230.93
Other financial liabilities	24	70.95	52.27
Other current liabilities	25	60.39	54.51
Provisions	26	0.15	0.13
Current tax liabilities (net)	27	-	2.62
Total current liabilities		**3,392.05**	**2,340.46**
TOTAL EQUITY AND LIABILITIES		**7,345.83**	**6,213.93**

Significant accounting policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

New Delhi
Date: May 14, 2019

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in crore)

Particulars	Note No.	For the year ended 31.03.2019	For the year ended 31.03.2018
Revenue			
Revenue from operations	28	13,495.65	11,315.38
Other income	29	131.64	203.11
Total revenue		**13,627.29**	**11,518.49**
Expenses			
Purchases	30	12,804.83	10,689.72
Operating expenses	31	199.62	189.43
Employee benefits expense	32	33.02	30.42
Finance costs	33	143.03	117.28
Depreciation and amortization expense	2 & 3	3.03	2.85
Other expenses	34	46.31	44.04
Total expenses		**13,229.84**	**11,073.74**
Profit before exceptional items and tax		**397.45**	**444.75**
Exceptional items	35	0.03	0.02
Profit before tax		**397.48**	**444.77**
Tax expense			
-Current tax		137.35	127.02
-Deferred tax (net)		(2.19)	(1.45)
Total tax expense		**135.16**	**125.57**
Profit for the year		**262.32**	**319.20**
Other comprehensive income			
Items that will not be reclassified to profit or loss (net of tax)			
Remeasurements of post-employment benefit obligations		(0.65)	(0.36)
Deferred tax on post-employment benefit obligations		0.23	0.12
Equity instruments through other comprehensive income		(12.25)	(79.97)
Other comprehensive income / (loss) for the year (net of tax)		(12.67)	(80.21)
Total comprehensive income / (loss) for the year		**249.65**	**238.99**
Earnings per equity share (face value of equity share of ₹ 10 each)	42		
(1) Basic (₹)		8.86	10.78
(2) Diluted (₹)		8.86	10.78

Significant accounting policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

New Delhi
Date: May 14, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(₹ in crore)

Particulars	For the Year ended 31.03.2019	For the Year ended 31.03.2018
Cash flows from operative activities		
Net profit before tax	**397.48**	**444.77**
Adjustments for:		
Depreciation and amortization expense	3.03	2.85
Profit/ (loss) on sale of fixed assets (net)	(0.03)	(0.02)
Bad debts/ advances written off	0.56	1.17
Unrealized foreign exchange fluctuation loss / (gain)-(net)	-	(0.53)
Impairment allowance for doubtful debts / advances	5.45	4.56
Liabilities no longer required written back	(0.51)	-
Finance costs	143.03	117.28
Dividend income	(9.44)	(81.57)
Interest income	(119.25)	(117.10)
Rental income	(0.05)	(0.05)
Profit on sale of investment (net)	(0.11)	(3.89)
Operating profit before working capital changes	**420.16**	**367.47**
Adjustments for:		
(Increase)/ Decrease in trade receivables	(1,452.98)	(4.20)
(Increase)/ Decrease in loans and other financial assets	7.09	(11.32)
(Increase)/ Decrease in other current assets	(58.07)	(18.59)
Increase/ (Decrease) in trade payable	717.34	(501.17)
Increase/ (Decrease) in other current liabilities	5.88	0.74
Increase/ (Decrease) in other financial liabilities	17.98	0.90
Increase/ (Decrease) in provisions	0.19	(0.92)
Cash generated from/(used in) operating activities	**(342.41)**	**(167.09)**
Direct taxes paid (net)	(139.18)	(131.51)
Net cash generated/(used) from operating activities (A)	**(481.59)**	**(298.60)**
Cash flow from investing activities		
Interest received	118.87	116.94
Dividend received	9.44	81.57
Rent received	0.05	0.05
Purchase of property, plant and equipment and intangible assets (including capital advances)	(2.17)	(12.01)
Sale of property, plant and equipment	0.11	0.04
Sale/(Purchase) of investments (net)	129.83	446.36
Decrease/ (Increase) in bank balances other than cash & cash equivalents	(18.75)	(9.00)
Financial lease receivables	28.61	31.38
Net cash generated from/ (used in) investing activities (B)	**266.00**	**655.33**
Cash flows from financing activities		
Proceeds from short term borrowings (Net)	312.74	-
Finance lease obligations	(28.61)	(31.38)
Finance cost paid	(143.55)	(117.28)
Dividend paid (including dividend tax)	(141.02)	(94.13)
Net cash generated from/(used in) financing activities (C)	**(0.44)**	**(242.79)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**(216.03)**	**113.94**
Cash and cash equivalents (opening balance)	**281.48**	**167.54**
Cash and cash equivalents (closing balance)	**65.45**	**281.48**

Notes:		As at 31.03.2019	As at 31.03.2018
1.	Cash and cash equivalents include		
	Cash on hand- Staff imprest	0.02	0.02
	Current accounts	65.43	131.46
	Deposits with original maturity upto three months	-	150.00
	Cash and cash equivalents at the year end	**65.45**	**281.48**

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 K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

New Delhi
Date: May 14, 2019

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 2019		As at 31 March 2018	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	296,008,321	296.01	296,008,321	296.01
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the year	**296,008,321**	**296.01**	**296,008,321**	**296.01**

(B) OTHER EQUITY

(i) 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 at 31 March 2017	1,590.40	0.12	516.77	691.35	1.05	(20.51)	(0.31)	2,778.87
Profit for the year	-	-	-	319.20	-	-	-	319.20
Other comprehensive income for the year	-	-	-	-	-	(79.97)	(0.24)	(80.21)
Total comprehensive income for the year	-	-	-	**319.20**	-	**(79.97)**	**(0.24)**	**238.99**
Cash dividends	-	-	-	(88.80)	-	-	-	(88.80)
Dividend distribution tax (DDT) on cash dividend	-	-	-	(5.33)	-	-	-	(5.33)
Transfer to general reserve	-	-	71.70	(71.70)	-	-	-	-
Balance at 31 March 2018	**1,590.40**	**0.12**	**588.47**	**844.72**	**1.05**	**(100.48)**	**(0.55)**	**2,923.73**
Profit for the year	-	-	-	262.32	-	-	-	262.32
Other comprehensive income for the year	-	-	-	-	-	(12.25)	(0.42)	(12.67)
Total comprehensive income for the year	-	-	-	**262.32**	-	**(12.25)**	**(0.42)**	**249.65**
Cash dividends	-	-	-	(118.40)	-	-	-	(118.40)
Dividend distribution tax (DDT) on cash dividend	-	-	-	(22.62)	-	-	-	(22.62)
Transfer to general reserve	-	-	74.89	(74.89)	-	-	-	-
Balance at 31 March 2019	**1,590.40**	**0.12**	**663.36**	**891.13**	**1.05**	**(112.73)**	**(0.97)**	**3,032.36**

The accompanying notes form an integral part of these financial statements.

(ii) Nature and purpose of reserves:

Securities premium account

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.

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

New Delhi
Date: May 14, 2019

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 2019. 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 14 May, 2019.

2.1 Basis of preparation of financial statements

(i) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment, Rules 2016, to the extent applicable 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.

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**

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.

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.

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 determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

Accounting for finance lease

A lease that transfers substantially all the risks and rewards incidental to ownership of an asset to the Company is classified as a finance lease. Title may or may not eventually be transferred.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Accounting for operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

In the event that lease incentives are received to enter into operating lease, such incentives are recognized as a liability. The aggregate benefits of incentives are recognized as a reduction of rental expenses on straight-line basis.

Contingent rents are recognized as expense in the period in which they are incurred.

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 of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income on a straight line basis unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

Contingent rents are recognized 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**

General

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

ii) the obligation; or 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. 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

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
- All lease receivables resulting from transactions within the scope of Ind AS 17

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. Cash dividend to equity holders

The company recognises a liability to make cash distributions 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

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.

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 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.

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.

Leasehold land are amortised over the lease period.

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 Rs. 5000/- is fully depreciated in the year of capitalization.

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.

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.

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.

i) Leases not in legal form of lease

Significant judgment is required to apply lease accounting rules under Appendix C to Ind AS 17 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Company, 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 17.

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.

2.3 Recent accounting pronouncements

Standards issued but not yet effective

Ind AS 116 'Leases'

On March 30, 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind AS 116 is effective for annual periods beginning on or after April 1, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 12, Income taxes

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified Appendix C to Ind-AS 12 Income taxes – "Uncertainty over Income Tax Treatments". The amendment to Ind AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability accordingly. The effective date of amendment is April 1, 2019. Further, there has been amendments in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 19, Employee benefits

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has issued an amendment to Ind AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re-measures the net defined benefit liability (asset) as per the requirement of the standard, it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re-measure the net defined benefit liability (asset). The effective date of amendment is April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 109, Financial instruments

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind-AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 23, Borrowing costs

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 23 "Borrowing Costs" clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

Note No.2 - Property, plant and equipment

As at 31 March 2019

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	For the year	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
Leasehold land	3.48	-	-	3.48	0.11	0.05	-	0.16	3.32	3.37
Buildings	7.64	-	-	7.64	1.05	0.30	-	1.35	6.29	6.59
Furniture and fixtures	1.06	0.10	-	1.16	0.55	0.16	-	0.71	0.45	0.51
Vehicle	1.10	0.23	(0.06)	1.27	0.64	0.20	(0.02)	0.82	0.45	0.46
Plant and equipment	12.66	0.03	-	12.69	2.89	0.67	-	3.56	9.13	9.77
Office equipments	3.76	0.86	(0.13)	4.49	1.98	1.08	(0.10)	2.96	1.53	1.78
Total	**29.70**	**1.22**	**(0.19)**	**30.73**	**7.22**	**2.46**	**(0.12)**	**9.56**	**21.17**	**22.48**

As at 31 March 2018

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	For the year	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Leasehold land	3.48	-	-	3.48	0.06	0.05	-	0.11	3.37	3.42
Buildings	7.64	-	-	7.64	0.73	0.32	-	1.05	6.59	6.91
Furniture and fixtures	1.00	0.09	(0.03)	1.06	0.42	0.15	(0.02)	0.55	0.51	0.58
Vehicle	1.16	-	(0.06)	1.10	0.46	0.22	(0.04)	0.64	0.46	0.70
Plant and equipment	12.66	-	-	12.66	2.22	0.67	-	2.89	9.77	10.44
Office equipments	3.02	1.04	(0.30)	3.76	1.30	0.95	(0.27)	1.98	1.78	1.72
Total	**28.96**	**1.13**	**(0.39)**	**29.70**	**5.19**	**2.36**	**(0.33)**	**7.22**	**22.48**	**23.77**

a) Refer Note 38 regarding property, plant and equipment under finance lease.

b) Refer Note 36 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

Note No.3 - Intangible assets

As at 31 March 2019

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	For the year	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
Computer software	2.31	0.64	-	2.95	1.46	0.57	-	2.03	0.92	0.85
Total	**2.31**	**0.64**	**-**	**2.95**	**1.46**	**0.57**	**-**	**2.03**	**0.92**	**0.85**

As at 31 March 2018

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	For the year	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Computer software	1.93	0.38	-	2.31	0.97	0.49	-	1.46	0.85	0.96
Total	**1.93**	**0.38**	**-**	**2.31**	**0.97**	**0.49**	**-**	**1.46**	**0.85**	**0.96**

Note No.4 - Non-current investments in subsidiaries and associates

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
Carried at cost less impairment allowance					
Quoted investments					
Investment in equity instruments- fully paid up					
Subsidiary company					
- PTC India Financial Services Limited	10	417,450,001	417,450,001	754.77	754.77
Unquoted investments					
Investment in equity Instruments- fully paid up					
Subsidiary company					
- PTC Energy Limited (Wholly Owned)	10	654,117,494	654,117,494	654.12	654.12
Associate company					
- Krishna Godavari Power Utilities Limited (refer note below)	10	37,548,700	37,548,700	37.55	37.55
- Impairment allowance for long term investment				(37.55)	(37.55)
Total				**1,408.89**	**1,408.89**
Aggregate book value of quoted investments				754.77	754.77
Aggregate market value of quoted investments				663.75	1,003.97
Aggregate book value of unquoted investments				691.67	691.67
Aggregate amount of impairment in the value of investments				(37.55)	(37.55)

The Company has 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.

Note No.5 - Non-current investments

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
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	190.85	184.55
- Chenab Valley Power Projects Private Limited	10	4,080,000	4,080,000	4.08	4.08
- Athena Energy Ventures Private Limited	10	158,811,849	158,811,849	0.03	18.58
Total				**194.96**	**207.21**
Aggregate amount of quoted investments and market value thereof				-	-
Aggregate amount of unquoted investments				194.96	207.21

Restrictions for the disposal of investments held by the Company towards certain subsidiary companies and other companies are disclosed in Note 36

Note No.6 - Non-current loans

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Considered good - unsecured		
Loan to employees (including accrued interest)	0.48	0.70
Total	**0.48**	**0.70**

Loans given to employees are measured at amortised cost.

Note No.7 - Other non-current financial assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Financial lease receivables (Refer Note 38(b))	619.03	648.17
Total	**619.03**	**648.17**

Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PSA entered with one of its customers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been derecognized from PPE and accounted as Finance Lease Receivables. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) components from the customer is adjusted against Finance Lease Receivables and interest. The interest component of the Finance Lease Receivables and amount received on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest income on assets under finance lease' under Note 29-'Other Income'.

Note No.8 - Deferred tax assets (net)

(₹ in crore)

	Particulars	As at 31.03.2019	As at 31.03.2018
(a)	**Deferred tax liabilities on account of timing differences in:-**		
	Difference in book depreciation and tax depreciation	2.86	3.03
	Change in fair value of investment measured through profit or loss	-	0.06
	Finance lease receivables	230.57	240.57
	Sub-total (a)	**233.43**	**243.66**
(b)	**Deferred tax assets arising on account of timing differences in:-**		
	Employee benefits	1.95	1.67
	Expenses not allowable for income tax in the current year	6.08	6.08
	Finance lease obligations	230.57	240.57
	Impairment loss on trade receivables/ advances	6.39	4.48
	Sub-total (b)	**244.99**	**252.80**
Net deferred tax (liabilities)/ assets (b-a)		**11.56**	**9.14**

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 2019

(₹ in crore)

Particulars	Net balance 1 April 2018	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2019
Difference in book depreciation and tax depreciation	(3.03)	0.17	-	(2.86)
Employee benefits	1.67	0.05	0.23	1.95
Expenses not allowable for income tax in the current year	6.08	-	-	6.08
Change in fair value of investment measured through profit or loss	(0.06)	0.06	-	-
Finance lease Obligations	240.57	(10.00)	-	230.57
Finance lease receivables	(240.57)	10.00	-	(230.57)
Impairment loss on trade receivables/ advances	4.48	1.91	-	6.39
Tax assets/(liabilities)	**9.14**	**2.19**	**0.23**	**11.56**

31 March 2018

(₹ in crore)

Particulars	Net balance 1 April 2017	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2018
Difference in book depreciation and tax depreciation	(3.16)	0.13	-	(3.03)
Employee benefits	1.85	(0.30)	0.12	1.67
Expenses not allowable for income tax in the current year	6.02	0.06	-	6.08
Change in fair value of investment measured through profit or loss	-	(0.06)	-	(0.06)
Finance lease Obligations	249.12	(8.55)	-	240.57
Finance lease receivables	(249.12)	8.55	-	(240.57)
Impairment loss on trade receivables/ advances	2.86	1.62	-	4.48
Tax assets/(liabilities)	**7.57**	**1.45**	**0.12**	**9.14**

Note No.9 - Income tax assets (net)

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Advance income tax (net)	14.57	14.84
Total	**14.57**	**14.84**

Note No.10 - Other non-current assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Capital advances	16.02	15.71
Advances other than capital advances		
Prepayments	0.09	0.07
Deferred payroll expenditure	0.18	0.22
Total	**16.29**	**16.00**

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 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
Investment in mutual funds				
Designated at fair value through profit or loss				
Unquoted investment				
- Aditya Birla Sun Life Mutual Fund ABSL Cash plus (G)	-	3,066,673	-	85.66
- IDFC Cash Fund Direct Plan (G)	-	208,811	-	44.06
Total			**-**	**129.72**
Aggregate amount of quoted investments and market value thereof			-	-
Aggregate amount of unquoted investments and market value thereof			-	129.72

Note No.12 - Trade receivables

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade receivables		
- Considered good - unsecured	4,711.52	3,266.05
- Receivables which have significant increase in credt risk	11.51	8.51
- Receivables credit impaired	11.25	7.30
	4,734.28	**3,281.86**
Less: Impairment allowance for doubtful trade receivables	17.31	11.86
Total	**4,716.97**	**3,270.00**

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) towards compensation claim. Sole arbitrator gave an Award unfavourable to the company against which a petition has been filed by the company in Madras high Court. As assessed by the management, the chances of a decision in favour of the company is high as the award has been erroneously passed against the settled law and against the terms of the Agreement. Accordingly it is likely to be set aside by the Hon'ble Madras High Court. Further, the Company has a recourse to claim similar amount from PSPCL in case the High Court Order is against the company.

Note No.13 - Cash and cash equivalents

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Cash on hand- Staff Imprest	0.02	0.02
Balances with banks:-		
- in current accounts	65.43	131.46
-Deposits with original maturity upto three months	-	150.00
Total	**65.45**	**281.48**

Note No.14 - Bank balances other than cash and cash equivalents

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Deposits with original maturity of more than three months	27.75	9.00
Earmarked balances with banks for		
-Unpaid dividend account balance	1.49	1.32
Total	**29.24**	**10.32**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

Note No.15 - Current loans

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Considered good - unsecured		
Loans to employees (including accrued interest)	0.24	0.25
Total	**0.24**	**0.25**

Loans and advances due from directors - NIL.

Note No.16 - Other current financial assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Security deposits		
-Related party (PTC Energy Limited- subsidiary company)	-	0.24
-Others	16.02	22.60
Finance lease receivables	40.83	40.30
Total	**56.85**	**63.14**

Note No.17 - Other current assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Open access advances	143.37	73.79
Prepayments	0.43	0.29
Advance to suppliers	17.63	29.22
Other advances *	27.19	27.19
Service tax credit	-	0.04
Deferred payroll expenditure	0.03	0.03
Interest accrued but not due on fixed deposit	0.56	0.18
Unsecured, considered doubtful		
Advance to suppliers	0.94	0.94
Gross total	**190.15**	**131.68**
Less: Impairment allowance for doubtful advances to suppliers	0.94	0.94
Total	**189.21**	**130.74**

* includes ₹ 20.48 crore (March 2018, ₹ 20.48 crore) deposited with a supplier and ₹ 6.45 crore (March 2018, ₹ 6.45 crore) deposited with Commissioner of custom. (Refer Note No 36)

Note No.18 - Share capital

a) Equity share capital

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Authorised	750.00	750.00
750,000,000 (previous year 750,000,000) equity shares of ₹10/- each		
Issued, subscribed and fully paid up	296.01	296.01
296,008,321 (previous year 296,008,321) equity shares of ₹10/- each		

b) Movement in equity share capital

Particulars	Shares (Nos.) For the year ended 31.03.2019	Shares (Nos.) For the year ended 31.03.2018
Outstanding at the beginning of the year	96,008,321	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	
	For the year ended 31.03.2019	For the year ended 31.03.2018
(i) **Equity shares** Final dividend for the year ended 31st March 2018 of ₹ 4.00 (31st March 2017: ₹ 3.00) per fully paid share	118.40	88.80

(ii) **Dividends not recognised at the end of the reporting period**	In addition to the above dividends, the directors have recommended the payment of a final dividend of ₹ 4.00 (31st March 2018: ₹ 4.00) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

e) **Details of shareholders holding more than 5% shares in the Company***

(₹ in crore)

Name of the shareholders	As at 31.03.2019		As at 31.03.2018	
	No. of shares	% holding	No. of shares	% holding
Life Insurance Corporation of India Limited*	17,870,853	6.04%	17,894,820	6.05%
Fidelity Group*	27,482,711	9.28%	-	0.00%
Reliance group*	5,059,178	1.71%	20,591,058	6.96%
Aditya Birla Group*	24,489,559	8.27%	-	0.00%

* inclusive of shares held by shareholders through various schemes/its various folios

f) **Shares reserved for issue under options**

Information relating to PTC India Limited Employee Stock Options Scheme (ESOP), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 50 (g).

Particulars	As at 31.03.2019	As at 31.03.2018
Equity shares for employee stock options (ESOP) (nos.)	21,000	21,000

Note No.19 - Other equity

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Securities premium	1,590.40	1,590.40
Share option outstanding account	0.12	0.12
General reserve	663.36	588.47
Contingency reserve	1.05	1.05
Retained Earnings	891.13	844.72
Other comprehensive income/(loss)	(0.97)	(0.55)
FVOCI-Equity investment reserve	(112.73)	(100.48)
Total	**3,032.36**	**2,923.73**

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Reserves & surplus		
(i) **Securities premium**		
Opening 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	0.12
Sub total (ii)	**0.12**	**0.12**
(iii) **General reserve**		
Opening balance	588.47	516.77
Additions during the year	74.89	71.70
Sub total (iii)	**663.36**	**588.47**
(iv) **Contingency reserve**		
Opening balance	1.05	1.05
Sub total (iv)	**1.05**	**1.05**
(v) **Retained earnings**		
Opening balance	844.72	691.35
Add: Profit for the year	262.32	319.20
Deductions during the year:		
(a) Cash dividend	(118.40)	(88.80)
(b) Dividend distribution tax on cash dividend	(22.62)	(5.33)
(c) Transfer to general reserve	(74.89)	(71.70)
Sub total (v)	**891.13**	**844.72**
Total Reserves & surplus (i)+(ii)+(iii)+(iv)+(v)	**3,146.06**	**3,024.76**
Other comprehensive income/(loss)		
Opening balance	(0.55)	(0.31)
Additions during the year	(0.42)	(0.24)
Total Other comprehensive income/(loss)	**(0.97)**	**(0.55)**
FVOCI - Equity investment reserve		
Opening balance	(100.48)	(20.51)
Additions during the year	(12.25)	(79.97)
Total FVOCI - Equity investment reserve	(112.73)	(100.48)
Grand Total	**3,032.36**	**2,923.73**

Note No.20 - Non-current borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured loans		
Long term maturities of finance lease obligations	619.74	648.88
Total	**619.74**	**648.88**

Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PPA entered with one of its suppliers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been recognized as PPE and accounted as Finance Lease Obligations. Paid/ payable amounts against depreciation, interest on loan capital and return on equity (pre-tax) components to the supplier is adjusted against Finance Lease Obligations and interest. The interest component of the Finance Lease Obligations and amount paid on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest expense on assets under finance lease' under Note 33- 'Finance Cost'.

Note No.21 - Non-current provisions

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits	5.67	4.85
Total	**5.67**	**4.85**

Disclousre required by IndAS 19 "Employee Benefits" is made in Note 39

Note No. 22-Current borrowing

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
From bank:		
Secured	154.00	-
Unsecured	158.74	-
Total	**312.74**	-

Detail of borrowings

Name of Bank	Nature of Security	ROI	As at 31.03.2019	As at 31.03.2018
Allahabad Bank (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	8.25%	154.00	-
Canara Bank (Cash credit)	Unsecured	8.85%	138.74	-
Federal Bank (Short term loan)	Unsecured	8.85%	20.00	-

i.) Repayment terms: The loan amount may be repaid at any point of time and part also.

Note No.23 - Trade payables

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade payables - micro & small enterprises	-	-
Trade payables - others	2,947.82	2,230.93
Total	**2,947.82**	**2,230.93**

Based on the information available with the Company, there are no dues as at March 31, 2019 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.

Note No.24 - Other current financial liabilities

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Current maturities of finance lease obligations	40.83	40.30
Unpaid dividend (Refer note below)	1.49	1.32
Other payables		
Security deposits received	25.13	6.35
Payable to employees	3.50	4.30
Total	**70.95**	**52.27**

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.25 - Other current liabilities

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Contract liabilities	53.83	49.00
Statutory dues (net)	6.56	5.51
Total	**60.39**	**54.51**

Note No.26 - Current provisions

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits	0.15	0.13
Total	**0.15**	**0.13**

Disclosures required by Ind AS 19 'Employee Benefits' is made in Note 39.

Note No.27 - Current tax liabilities (net)

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Current tax (net of advance tax)	-	2.62
Total	-	**2.62**

Note No.28 - Revenue from operations

(₹ in crore)

Particulars	For the year ended 31.03.2019		For the year ended 31.03.2018	
Income from Operations				
1. Sale of electricity		13,137.11		10,971.77
Revenue from power supply of agency nature (Refer Note 49 (A)				
Sale of electricity of agency nature	8,923.67		6,902.09	
Purchase of power of agency nature	(8,896.39)	27.28	(6,873.66)	28.43
Total income from operation (Refer Note 49)		**13,164.39**		**11,000.20**
Other operating income				
Lease rental on assets under operating lease (Refer note below)		176.51		184.97
Sale of services (consultancy)		15.20		11.62
Surcharge on sale of power (Refer Note 50(f) (i) & (ii))		139.55		118.59
Total other operating income		**331.26**		**315.18**
Total		**13,495.65**		**11,315.38**

Considering the provisions of Appendix C to Ind AS-17 on Leases w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PSA entered with one of its customers falls under operating lease. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) from the customer are considered as lease rental on the assets under operating lease.

Note No.29 - Other income

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Interest from financial assets at amortised cost		
-Deposit with banks	1.28	1.38
-Loan to employees	0.09	0.10
-Interest income on assets under finance lease (Refer note (a) below)	117.88	115.62
Dividend from		
-Long-term investment in subsidiaries	8.35	62.62
-Current investments in mutual funds measured at fair value through profit or loss	1.09	18.95
Other non-operating income		
- Profit on sale/redemption of investments (net) (Refer note (b) below)	0.11	3.89
-Liabilities no longer required written back	0.51	-
-Rental income	0.05	0.05
-Exchange gain (net)	1.96	0.03
-Miscellaneous income (Refer note (c) below)	0.32	0.47
Total	**131.64**	**203.11**

a) Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PSA entered with one of its customers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been derecognized from PPE and accounted as Finance Lease Receivables. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) components from the customer is adjusted against Finance Lease Receivables and interest. The interest component of the Finance Lease Receivables and amount received on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest income on assets under finance lease'.

b) Profit on sale/ redemption of investment includes fair value gain on financial instruments measured at fair value through profit or loss.

c) Miscellaneous income includes mainly the amount of director sitting fee received from several entities.

Note No.30 - Purchases

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Purchases of electricity (refer Note 49)	12,804.83	10,689.72
Total	**12,804.83**	**10,689.72**

Note No.31 - Operating expenses

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Lease rental expenses on assets under operating lease (Refer note below)	176.51	184.97
Surcharge expenses (Refer note 50 (f) (i) & (ii))	23.11	4.46
Total	**199.62**	**189.43**

Considering the provisions of Appendix C to Ind AS-17 on Leases w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PPA entered with one of its suppliers falls under operating lease. Paid/payables amounts against depreciation, interest on loan capital and return on equity (pre-tax)to the supplier are considered as lease rental expenses on the assets under operating lease.

Note No.32 - Employee benefit expense

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Salaries and wages	29.43	27.08
Contribution to provident fund	1.04	0.98
Gratuity	0.62	0.81
Staff welfare expenses	1.93	1.55
Total	**33.02**	**30.42**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 39.

Note No.33 - Finance costs

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Interest expense on assets under finance lease (Refer Note below)	117.96	115.70
Interest expense on financial liabilities measured at amortised cost	24.81	0.80
Interest on payment of income tax	0.26	0.78
Total	**143.03**	**117.28**

Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Company has ascertained that the PPA entered with one of its suppliers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been recognized as PPE and accounted as Finance Lease Obligations. Paid/ payable amounts against depreciation, interest on loan capital and return on equity (pre-tax) components to the supplier is adjusted against Finance Lease Obligations and interest. The interest component of the Finance Lease Obligations and amount paid on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest expense on assets under finance lease'.

Note No.34 - Other expenses

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Rent	1.38	1.21
Repairs to building	1.01	0.86
Repairs to machinery - wind mill	1.07	1.02
Insurance	0.14	0.10
Rates and taxes	0.91	0.70
Payment to auditors (refer note (a) below)	0.20	0.15
Legal & professional charges	5.17	4.71
Consultancy expenses	8.05	9.12
Advertisement	0.22	0.34
Communication	0.70	0.66
Business development	1.64	1.45
Travelling and conveyance expenses	4.69	3.66
Printing & stationery	0.34	0.33
Fees & expenses to directors	0.68	0.55
Repair & maintenance - others	0.68	0.59
Bank charges	2.37	2.32
EDP expenses	0.10	0.13
Books & periodicals	0.09	0.08
Water & electricity expenses	0.69	0.80
Bad debts/ advances written off	0.56	1.17
Impairment allowance for doubtful debts / advances	5.45	4.56
Security expenses	0.39	0.37
Property tax	0.10	0.09
Donation	-	0.01
Corporate social responsibilities expenses (CSR) (refer note 48)	7.24	5.00
Application fee / tender fee	0.52	2.34
Miscellaneous expenses *	1.92	1.72
Total	**46.31**	**44.04**

* Miscellaneous expenses include AGM expenses, diwali expenses, annual day expenses, scheduling charges etc.

a) **Details in respect of payment to auditors**

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
As auditor		
Audit fee	0.11	0.10
Tax audit fees	0.01	0.01
GST audit fee	0.01	-
In other capacity		
Other services (including certification)	0.05	0.03
Reimbursement of expenses	0.02	0.01
Total*	**0.20**	**0.15**

* inclusive of service tax / GST

Note No.35 - Exceptional items

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit/ (loss) on sale of fixed assets (net)	0.03	0.02
Total	**0.03**	**0.02**

Note No.36 - Contingent liabilities and commitments

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
1. **Contingent liabilities** (to the extent not provided for)		
a) Claims against the Company not acknowledged as debt: (Refer Note (i) below)	164.35	217.19
b) Income tax liability that may arise in respect of matters in appeal preferred by the department/ company (Refer Note (ii))	292.53	294.00
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))	52.11	-
2. **Commitments**		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	41.92	41.34

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 offered surplus power and claimed a damage of ₹ 84.95 Crore (31 March 2018: ₹ 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 period. The supplier raised a compensation bill of ₹ 43.28 Crore (31 March 2018: ₹ 43.28 crore) for non-supply of power. The matter is pending at Supreme Court. The company has paid a deposit amounting to ₹ 20.48 crore which is subject to the outcome of the appeal before the Appellate Tribunal.

c) Pursuant to dispute with one of the suppliers, company has surrendered the long term open access (LTA). The Central Transmission Utility (CTU) has raised a claim of ₹31.68 Crore on the company towards the outstanding LTA charges. The claim of CTU is being contested before Appellate Tribunal of Electricity.

d) Pending resolution of the issues with a supplier, the company has estimate a contingency liability of ₹ Nil (31 March 2018 ₹ 84.52 crore) towards his claims

ii) Disputed income tax/ custom duty/servicetax pending before various forums/ authorities amount to ₹361.80 crore (31 March 2018: ₹311.16 crore). Many of income tax matters were adjudicated in favour of the Company but are disputed before higher forums/ authorities by the concerned departments.

The company has paid a deposit amounting to ₹6.45 crore against custom duty 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.

Possible Reimbursement

The contingent liabilities referred to in (i) above, include an amount of ₹ Nil crore (31 March 2018: ₹ 84.52 crore), for which Company envisages possible reimbursement from the one of its suppliers in full.

Contingency Liabilities where amount is uncertainable The company obtained long term open access (LTA) for transfer of power from one of the suppliers' project. Subsequently, the Utilities had signed BPTA with CTU taking the liability to pay transmission charges. However due to non-offtake of power by the utilities & merchant/untied capacity, the State Utilities/ company has released the transmission corridor. Till date company has not received any claim in this regard. If a claim from CTU is received, the company will decide for contesting the same before an appropriate forum.

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 2019 is ₹ 41.92 crore (31 March 2018: ₹ 41.34 crore). The details is as under:-

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Property, plant and equipment	41.20	41.20
Intangible assets	0.72	0.14

b). In respect of investments of ₹ 1408.89 crore (31 March 2018: ₹ 1408.89 crore) in subsidiary Companies, the company has restrictions for their disposal as at year end as under:

Name of the Subsidiary	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		31 March 2019	31 March 2018
PTC India Financial Services Limited	The company holds 41,74,50,001 equity shares of PTC India Financial Services Limited as on 31.03.2018. Lock in period of 8,02,00,000 shares stands released on 28.02.2020.	754.77	754.77
PTC Energy Limited	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.	654.12	654.12
Total		**1,408.89**	**1,408.89**

c). In respect of investments of ₹ 190.85 crore (31 March 2018: ₹184.55 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	
		31 March 2019	31 March 2018
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.	190.85	184.55
Total		**190.85**	**184.55**

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 31.03.2019	For the year ended 31.03.2018
Current tax expense		
Current tax	137.35	127.02
Deferred tax expense		
Origination and reversal of temporary differences	(2.19)	(1.45)
Total income tax expense	**135.16**	**125.57**

ii) Income tax recognised in other comprehensive income

(₹ in crore)

Particulars	For the year ended 31.03.2019			For the year ended 31.03.2018		
	Before tax	Tax benefit / (Expenses)	Net of tax	Before tax	Tax benefit /(Expenses)	Net of tax
Remeasurements of post-employment benefit obligations	(0.65)	0.23	(0.42)	(0.36)	0.12	(0.24)
Equity instruments through other comprehensive income	(12.25)	-	(12.25)	(79.97)	-	(79.97)
Total	(12.90)	0.23	(12.67)	(80.33)	0.12	(80.21)

iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit before tax	397.48	444.77
Tax using the Company's domestic tax rate of 34.944% (31 March 2018 - 34.608%)	138.90	153.93
Tax effect of:		
Non-deductible tax expenses	3.95	3.08
Tax-exempt income	(5.50)	(29.99)
Others	(0.01)	(0.01)
Current tax provision (a)	**137.35**	**127.02**
Deferred Tax on account of finance lease obligations and other items	9.72	8.78
Deferred tax on account of finance lease receivable and other items	(11.91)	(10.23)
Deferred tax provision (b)	**(2.19)**	**(1.45)**
Tax Expenses recognised in Statement of Profit and Loss (a+b)	**135.16**	**125.57**
Effective Tax Rate	**34.00%**	**28.23%**

(b) Tax losses carried forward

(₹ in crore)

Particulars	As at 31.03.2019	Expiry date	As at 31.03.2018	Expiry date
Unused tax losses for which no deferred tax asset has been recognised				
Long Term Capital Losses			24.91	31 .03.2019
Long Term Capital Losses	48.96	31.03.2024	48.96	31.03.2024
Total	**48.96**		**73.87**	
Potential tax benefit at the tax rate of 23.30% (March 2018, 23.30%)	11.41		17.21	

Deferred tax assets have not been recognised in respect of the 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.

(d) Dividend distribution tax on proposed dividend not recognised at the end of the reporting period

Since year end, the directors have recommended the payment of final dividend amounting to ₹ 118.40 crore (31 March 2018: ₹ 118.40 crore). The dividend distribution tax on this proposed dividend amounting to ₹ 24.34 crore (31 March 2018: ₹24.34 crore) has not been recognised since this proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Note No.38 - Disclosure as per Ind AS 17 'Leases'

a Operating leases

i. Leases as lessee

a) The Company's leasing arrangements are in respect of operating leases of premises for office. An amount of ₹ 1.38 crore (31 March 2018: ₹1.21 crore) towards lease payments in respect of premises for offices are included under 'Rent' in Note 34.

b) The Company has classified the arrangement with one of its suppliers as lease based on the principles enunciated in Appendix C of Ind AS 17 and accounted for as operating lease in accordance with those principles. An amount of ₹ 176.51 crore (31 March 2018: ₹184.97 crore) towards lease payments in respect of the arrangement are included under Lease rental expenses on assets under operating lease' in Note 31-'Operating expenses'

c) The future minimum lease payments (MLPs) under non-cancellable leases in respect of the operating leases are as follows:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Less than one year	170.14	176.51
Between one and five years	590.92	621.60
More than five years	1,337.48	1,471.77
Total	**2,098.54**	**2,269.88**

ii. Leases as lessor

a) The Company has classified the arrangement with one of its customers as lease based on the principles enunciated in Appendix C of Ind AS 17 and accounted for as operating lease in accordance with those principles. An amount of ₹ 176.51 crore (31 March 2018: ₹ 184.97 crore) towards lease receipts in respect of the arrangement are included under 'Lease rentals on asset under operating lease ' in Note 28- Revenue from operations. The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Less than one year	168.07	176.51
Between one and five years	587.82	621.60
More than five years	1,337.48	1,471.77
Total	**2,093.37**	**2,269.88**

b) Finance leases

i Leases as lessee

a) Leasehold land acquired by the Company are capitalised at the present value of the total minimum lease payments to be paid over the lease term. Future lease rentals are recognised as 'Finance lease obligations' at their present values. The leasehold land is amortised considering the significant accounting policies of the Company.

b) The Company has classified the arrangement with one of its suppliers in the nature of lease based on the principles enunciated in Appendix C of Ind AS 17, 'Leases' and accounted for as finance lease in accordance with those principles.

c) The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulars	As at 31.03.2019		As at 31.03.2018	
	MLPs	Present value of MLP	MLPs	Present value of MLP
Less than one year	127.85	40.83	133.49	40.30
Between one and five years	454.95	161.96	477.53	160.63
More than five years	1,664.68	457.78	1,769.96	488.25
Total minimum lease payments	**2,247.48**	**660.57**	**2,380.98**	**689.18**
Less amounts representing unearned finance income	1,586.91		1,691.80	
Present value of minimum lease payments	**660.57**	**660.57**	**689.18**	**689.18**

ii **Leases as lessor**

The Company has classified the arrangement with one of its customers in the nature of lease based on the principles enunciated in Appendix C of Ind AS 17, 'Leases' and accounted for as finance lease in accordance with those principles. The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulars	As at 31.03.2019		As at 31.03.2018	
	MLPs	Present value of MLP	MLPs	Present value of MLP
Less than one year	127.77	40.83	133.41	40.30
Between one and five years	454.63	161.96	477.20	160.63
More than five years	1,659.34	457.07	1,764.54	487.54
Total minimum lease payments	**2,241.74**	**659.86**	**2,375.15**	**688.47**
Less amounts representing unearned finance income	1,581.88		1,686.68	
Present value of minimum lease payments	**659.86**	**659.86**	**688.47**	**688.47**

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 ₹ 1.04 crore (31 March 2018: ₹ 0.98 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 31.03.2019	As at 31.03.2018
Net defined benefit (asset)/liability :		
Non-current	0.21	0.49
Total	**0.21**	**0.49**

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	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Opening balance	3.33	2.32	2.84	0.55	0.49	1.77
Included in profit or loss:						
Current service cost	0.58	0.40	-	-	0.58	0.40
Past service cost	-	0.28	-	-	-	0.28
Interest cost (income)	0.26	0.17	(0.22)	(0.04)	0.04	0.13
Total amount recognised in profit or loss	**0.84**	**0.85**	**(0.22)**	**(0.04)**	**0.62**	**0.81**
Included in OCI:						
Actuarial loss (gain) arising from:						
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	0.44	0.42	0.02	(0.03)	0.46	0.39
Experience adjustment	0.01	(0.16)	-	-	0.01	(0.16)
Expenses for employee on deputation	0.02	0.01	-	-	0.02	0.01
Total amount recognised in other comprehensive income	**0.47**	**0.27**	**0.02**	**(0.03)**	**0.49**	**0.24**
Other						
Contributions paid by the employer	-	-	1.39	2.33	(1.39)	(2.33)
Benefits paid	(0.12)	(0.11)	(0.12)	(0.11)	-	-
Closing balance	**4.52**	**3.33**	**4.31**	**2.84**	**0.21**	**0.49**

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 31.03.2019	As at 31.03.2018
Net defined benefit (asset)/liability :		
Non-current	0.70	0.57
Current	0.03	0.03
Total	**0.73**	**0.60**

Movement in net defined benefit (asset)/liability for the year

(₹ in crore)

Particulars	Defined benefit obligation	
	31.03.2019	31.03.2018
Opening balance	0.60	0.48
Included in profit or loss:		
Current service cost	0.01	0.01
Interest cost	0.05	0.03
Total amount recognised in profit or loss	**0.06**	**0.04**

Included in OCI:

(₹ in crore)

Actuarial loss (gain) arising from:		
Financial assumptions	0.05	0.06
Experience adjustment	0.11	0.06
Total amount recognised in other comprehensive income	**0.16**	**0.12**

Contributions paid by the employer

(₹ in crore)

Benefits paid	(0.09)	(0.04)
Closing balance	**0.73**	**0.60**

C. **Plan assets**

Plan assets comprise the following

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Net defined benefit (asset)/liability :		
Insurer Managed Funds	98.32%	97.54%
Current Bank Account	1.68%	2.46%
Total	100%	100%

Actual return on plan assets is ₹ 0.20 crore (31 March 2018: ₹ 0.07 crore).

D. **Defined benefit obligations**

i. **Actuarial assumptions**

The following were the principal actuarial assumptions at the reporting date:

Particulars	31.03.2019	31.03.2018
Discount rate	7.65%	7.71%
Retirement Age	60/62	60/62
Expected return on plan assets-Gratuity	7.65%	7.71%
Withdrawal rate	1-3%	1-3%
In service mortality	IALM (2006-08)	IALM (2006-08)
Salary escalation rate	9.00%	8.25%

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	31.03.2019		31.03.2018	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(0.34)	0.36	(0.20)	0.22
Salary escalation rate (0.50% movement)	0.31	(0.29)	0.22	(0.20)

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 2019					
Gratuity	0.07	0.08	0.73	3.64	4.52
Post-retirement medical facility (PRMF)	0.03	0.00	0.04	0.07	0.15
Total	**0.10**	**0.08**	**0.77**	**3.71**	**4.67**
31 March 2018					
Gratuity	0.09	0.06	0.60	2.58	3.33
Post-retirement medical facility (PRMF)	0.03	0.00	0.02	0.06	0.11
Total	**0.12**	**0.06**	**0.62**	**2.64**	**3.44**

Expected contributions to post-employment benefit plans for the year ending 31 March 2020 are ₹ 0.75 crore.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is as under:-

Particulars	31.03.2019	31.03.2018
Gratuity	20.77	16.88
Post-retirement medical facility (PRMF)	5.88	5.69

(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) to the employees of the Company which accrue annually at 34 days, 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 ₹ 1.21 crore (31 March 2018: ₹ 1.09 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:**

Krishna Godavari Power Utilities Limited

iii) **Key Managerial Personnel (KMP):**

A) **Whole time directors**

Shri Deepak Amitabh	Chairman and Managing Director
Shri Arun Kumar	Director (Finance) & CFO (Ceased to be director w.e.f. 14th Dec, 2017)
Shri Ajit Kumar	Director (Commercial & Operations)
Dr. Rajib Kumar Mishra	Director (Marketing & Business Development)

B) **Non-whole time directors**

Shri Anil Razdan	(ceased w.e.f. 9th January 2018)
Shri Dhirendra Swarup	(ceased w.e.f. 9th January 2018)
Shri H.L. Bajaj	(ceased w.e.f. 9th January 2018)
Shri Krishna Singh Nagnyal (Nominee director of Life Insurance Corporation of India)	(ceased w.e.f. 27th September 2018)
Ms. Sushama Nath	(w.e.f. 20th December 2017)
Ms. Bharti Prasad	(w.e.f. 20th December 2017)
Shri Rakesh Kacker	(w.e.f. 23rd March 2017)
Shri Jayant Purushottam Gokhale	(w.e.f. 16th March 2017)
Shri Sutirtha Bhattacharya	(w.e.f. 7th June 2018, ceassed w.e.f. 5th March 2019)
Shri Devendra Swaroop Saksena	(w.e.f. 30th July 2018)
Dr. Atmanand	(w.e.f. 7th December 2018)
Shri Ramesh Narain Misra	(w.e.f. 7th December 2018)

C) **Chief financial officer and Company secretary**

Shri Pankaj Goel	Chief Financial Officer (w.e.f. 21st April 2018)
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:**

PTC Foundation

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 31.03.2019	Year ending 31.03.2018
NTPC Limited.	Entities having significance influence on the company	Director sitting fees for its nominee directors	0.05	0.05
Power Grid Corporation of India Limited.		Director sitting fees for its nominee directors	0.03	0.02
		Services received (wheeling charges)	0.06	0.18
Power Finance Corporation Limited		Director sitting fees for its nominee directors	0.05	0.03
NHPC Limited		Director sitting fees for its nominee directors	0.03	0.02
Shri Anil Razdan	Non-whole time directors	Director sitting fee	-	0.08
Shri Dhirendra Swarup			-	0.08
Shri H.L. Bajaj			-	0.06
Life Insurance Corporation of India for its nominee director Shri Krishna Singh Nagnyal			0.01	0.01
Shri Jayant Purushottam Gokhale			0.07	0.07
Shri Rakesh Kacker			0.11	0.08
Ms. Sushama Nath			0.12	0.02
Shri Sutirtha Bhattacharya			0.05	-
Shri Devendra Swaroop Saksena			0.04	-
Dr. Atmanand			0.01	-
Shri Ramesh Narain Misra			0.01	-
Ms. Bharti Prasad			0.09	0.02
PTC India Financial Services Limited	Subsidiaries	Director sitting fees received	0.17	0.30
		Dividend received from subsidiary	8.35	62.62
		Payment of cost of employees on deputation to subsidiary	0.29	0.005
		Recovery of expenses on behalf of subsidiary	0.61	0.46

PTC Energy Limited	Subsidiaries	Director sitting fees received	0.07	0.07
		Recovery of expenses incurred on behalf of subsidiary	0.41	0.05
		Recovery of cost of employees on deputation in subsidiary	0.14	0.12
		Payment of expenses incurred by subsidiary on behalf of the Company	0.07	0.11
		Rent paid (including service tax/ GST)	0.55	1.19
		Consultancy income (including service tax/ GST)	-	0.02
		Rental income (including service tax/ GST)	0.03	0.03
PTC Foundation	Controlled Trust	Contribution for CSR	7.24	4.99
		Recovery of cost of employees on deputation in Controlled trust	0.50	0.25
		Payment of expenses on behalf of Controlled trust	0.003	-
		Rental income (including service tax/ GST)	0.03	0.03

(₹ in crore)

Compensation to Key management personnel	**Influence**	**Year ending 31.03.2019**	**Year ending 31.03.2018**
Shri Deepak Amitabh	Whole time director	**1.54**	**1.51**
- Short term employee benefits		1.45	1.32
- Post employment benefits		0.01	0.11
- Other long term benefits		0.08	0.08
Dr. Rajib Kumar Mishra		**1.21**	**1.10**
- Short term employee benefits		1.14	1.03
- Post employment benefits		0.03	0.03
- Other long term benefits		0.04	0.04
Shri Ajit Kumar		**1.32**	**1.10**
- Short term employee benefits		1.26	1.05
- Post employment benefits		0.02	0.02
- Other long term benefits		0.04	0.03
Shri Arun Kumar		-	**0.80**
- Short term employee benefits		-	0.80
Shri Pankaj Goel	Chief Financial Officer	**0.78**	-
- Short term employee benefits		0.70	-
- Post employment benefits		0.03	-
- Other long term benefits		0.05	-
Shri Rajiv Maheshwari	Company Secretary	**0.55**	**0.55**
- Short term employee benefits		0.50	0.46
- Post employment benefits		0.04	0.04
- Other long term benefits		0.01	0.05
Total Compensation to Key management personnel		**5.41**	**5.06**

Investment Outstanding without impairment allowance for long term investment

(₹ in crore)

Name of the company	Relationship	As at 31.03.2019	As at 31.03.2018
PTC Energy Limited	Subsidiary	654.12	654.12
PTC India Financial Services Limited	Subsidiary	754.77	754.77
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55

Provision for impairment loss

(₹ in crore)

Name of the company	Relationship	As at 31.03.2019	As at 31.03.2018
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55

Balance Outstanding

(₹ in crore)

Name of the company	Relationship	Nature	As at 31.03.2019	As at 31.03.2018
PTC Energy Limited	Subsidiary	Security Deposit Receivable	-	0.24

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) Consultancy services provided by the Company to Subsidiaries are generally on nomination basis at the terms, conditions and principles applicable for consultancy services provided to other parties.

(d) The company has taken/given office space on lease from/to subsidiary company. The rent and other terms and conditions are fixed after mutual discussion and after taking into account the prevailing market conditions.

(e) Outstanding balances of Subsidiaries and other related parties at the year-end, are unsecured and interest free and settlement occurs through banking transaction. For the year ended 31 March 2019, the company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: ₹ 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 31.03.2019	As at 31.03.2018
PTC 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 31.03.2019	As at 31.03.2018
Krishna Godavari Power Utilities Limited	India	49.00	49.00

* Equity investments in subsidiaries and associate are measured at cost as per the provisions of Ind AS 27 on 'Separate Financial Statements'.

Note No.42 - Earning per equity share

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Opening equity shares	296,008,321	296,008,321
Equity shares issued during the year	-	-
Closing equity shares	296,008,321	296,008,321
Weighted average number of equity shares used as denominator for basic earnings	296,008,321	296,008,321
Weighted average number of equity shares resulting from assumed exercise of employee stock options	21,000	21,000
Weighted average number of equity shares used as denominator for diluted earnings	296,029,321	296,029,321
Net profit after tax used as numerator (amount in ₹ crore)	262.32	319.20
Basic earnings per share (amount in ₹)	8.86	10.78
Diluted earnings per share (amount in ₹)	8.86	10.78
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'

As required by Ind AS 36, an assessment of impairment of assets was carried out and based on such assessment, the Company has accounted impairment losses as below:

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 has recognized an impairment loss of ₹ 37.55 crore in respect of such investment in FY 2015-16. PFC has sought to invoke the said shares and the company consented / given NOC for the same.

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 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 including lease 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 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 Audit Committee)
ii) Risk Owners (typically Vice President level functionaries reporting to Functional Heads)
iii) Risk Monitors

Roles and Responsibilities

Board and Audit Committee: The Board, on the recommendation of Audit Committee, approves the risk management policy framework and process and takes various decisions related to risk management policy and process.

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 Board 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 mainly sells electricity to bulk customers comprising mainly state power utilities owned by State Governments. 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 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 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. The open access advances are paid on account of state owned power utilities, hence the risk is insignificant. The company tries to make Security deposits on back to back basis.

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 65.45 crore (31 March 2018: ₹ 281.48 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 ₹ 27.75 crore (31 March 2018: ₹ 9 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 31.03.2019	As at 31.03.2018
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
Non-current investments	194.96	207.21
Non-current loans	0.48	0.70
Current investments	-	129.72
Cash and cash equivalents	65.45	281.48
Other bank balances	29.24	10.32
Current loans	0.24	0.25
Other current financial assets	16.02	22.84
Total	**306.39**	**652.52**
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
Trade receivables	4,716.97	3,270.00
Finance lease receivables	659.86	688.47
Total	**5,376.83**	**3,958.47**

(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 amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. However, the management has made provision for expected impairment loss for the parties identified on case to case basis.

(iii) Ageing analysis of trade receivables

The ageing analysis of the trade receivables is as below:

(₹ in crore)

Ageing	0-30 days past due	31-90 days past due	91-180 days past due	180 days-365 days past due	More than 1 year less than 3 years	More than 3 years past due	Total
Gross carrying amount as 31.3.2019	1,912.82	844.27	554.48	584.21	548.48	290.01	4,734.27
Gross carrying amount as 31.3.2018	1,657.24	534.21	320.10	336.39	149.42	284.50	3,281.86

(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 1 April 2017	37.55	7.30	0.94	45.79
Impairment loss recognised	-	4.56	-	4.56
Balance as at 31 March 2018	37.55	11.86	0.94	50.35
Impairment loss recognised	-	5.45	-	5.45
Balance as at 31 March, 2019	37.55	17.31	0.94	55.80

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 and 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 monitor 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 31.03.2019	As at 31.03.2018
Cash credit	111.00	150.00
Short term loans	166.00	100.00
Short term loans interchangeable with non-fund based limits	411.00	350.00
Total	**688.00**	**600.00**

Total fund based borrowing facilities approved up to ₹ 1000 crore by Board.

(ii) Maturities of financial liabilities

The following are the contractual maturities of financial liabilities, based on contractual cash flows:

31-Mar-19

(₹ 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	9.70	31.13	40.71	121.25	457.78	660.57
Rupee loans from banks	312.74	-	-	-	-	312.74
Trade and other payables	2,977.94		-	-	-	2,977.94

31-Mar-18

(₹ 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	9.56	30.74	40.25	120.38	488.25	689.18
Trade and other payables	2,242.90		-	-	-	2,242.90

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, 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. At present, the company has a Forex Risk Management Policy for hedging of foreign currency risk.

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.

The currency profile of financial assets as at the reporting date are as below:

Particulars	31.03.2019	31.03.2018
Trade and other receivables (₹ in crore)	-	218.65

The company has certain transactions in foreign currency where exposure is fully passed on the counter parties, hence, currency profile of the company as on reporting date has been considered Nil

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.

Effect in ₹ in crore	Profit or loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement in USD				
31-Mar-19	-	-	-	-
31-Mar-18	2.73	(2.73)	1.79	(1.79)

Interest rate risk

The Company is exposed to interest rate risk arising mainly on financial lease obligations and financial lease receivables. The Company is exposed to interest rate risk because the cash flows will fluctuate with changes in interest rates. At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Financial Assets:		
Finance lease receivables	659.86	688.47
Total	**659.86**	**688.47**
Financial Liabilities:		
Finance lease obligations	660.57	689.18
Total	**660.57**	**689.18**

The company's risk is minimal since financial lease transactions are almost on back to back basis.

Fair value sensitivity analysis for fixed-rate instruments

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. The detail of fixed rate financial liabilities is as under:-

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Financial Liabilities:		
Rupee loans from banks	312.74	-
Total	**312.74**	-

Note No 45. Fair Value Measurements

(a) Financial instruments by category

(₹ in crore)

Particulars	As at 31.03.2019			As at 31.03.2018		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
- Equity instruments	-	194.96	-	-	207.21	-
- Mutual funds	-	-	-	129.72	-	-
Trade Receivables	-	-	4,716.97	-	-	3,270.00
Cash and cash equivalents	-	-	65.45	-	-	281.48
Other bank balances	-	-	29.24	-	-	10.32
Loans	-	-	0.72	-	-	0.95
Finance lease receivables	-	-	659.86	-	-	688.47
Other financial assets	-	-	16.02	-	-	22.84
Total	-	**194.96**	**5,488.26**	**129.72**	**207.21**	**4,274.06**
Financial liabilities						
Rupee loans from banks	-	-	312.74	-	-	-
Finance lease obligations	-	-	660.57	-	-	689.18
Trade payables	-	-	2,947.82	-	-	2,230.93
Other financial liabilities	-	-	30.12	-	-	11.97
Total	-	-	**3,951.25**	-	-	**2,932.08**

(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 31.03.2019	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	194.96	194.96
Investments in mutual funds	-	-	-	-
Total	-	-	194.96	194.96

(₹ in crore)

Financial assets and liabilities measured at fair value- recurring fair value measurement As at 31.03.2018	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	207.21	207.21
Investments in mutual funds	-	129.72	-	129.72
Total	-	129.72	207.21	336.93

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 2019 and 31 March 2018.

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, other bank balances, trade payables, other financial liabilities and other financial assets are considered to be the same as their fair values, due to their short-term nature.

The carrying values for finance lease receivables 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 current discount rate. The carrying amount of finance lease obligations approximate its fair value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

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

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 maximise 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.

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)

As per Section 135 of the Companies Act, 2013, the Company is required to spend, in every financial year, at least two per cent of the average net profits of the Company made during the three immediately preceding financial years. The company incurs CSR expenses in accordance with its CSR Policy. The details of CSR expenses for the year are as under:

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
A. Amount required to be spent during the year	7.24	6.65
B. Amount spent during the year on-		
- (i) Construction/ acquisition of any asset	-	-
- (ii) On purposes other than (i) above	7.24	5.00
Total	**7.24**	**5.00**
Balance amount	**-**	**1.65**

Amount spent during the year ended 31 March 2019:

(₹ 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	7.24	-	7.24

Amount spent during the year ended 31 March 2018:

(₹ 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	5.00	-	5.00

Break-up of the CSR expenses under major heads is as under:

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
1. Contribution to controlled trust for the purpose of CSR	7.24	4.99
2. Other CSR activities (Execution of projects)	-	0.01
Total	**7.24**	**5.00**

Note No. 49: Ind AS 115 Revenue from Contracts with Customers

A. **Applicability of Ind AS 115**

Ind AS 115 was issued on 28 March 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. In addition, the standard requires extensive disclosures.

The Company adopted Ind AS 115 using the full retrospective method of adoption. The Company has applied Ind AS 115 retrospectively and effect of adopting Ind AS 115 is, as follows:-

Impact on statement of profit or loss (increase/ (decrease) in profit)

(₹ in crore)

Particulars	Adjustments	For the year ended 31.03.2019	For the year ended 31.03.2018
Sale of electricity	Note 1	(8,896.39)	(6,873.66)
Purchases	Note 1	(8,896.39)	(6,873.66)
Profit for the year		-	-

There is no impact of full retrospective application on the basic and diluted earnings per share (EPS).

Full retrospective application does not have any impact on the financial position as at April 01, 2017 and March 31, 2018, therefore, the Company has not presented a third balance sheet as at April 01, 2017. Such an additional balance sheet is only required if the adjustment to opening balances is considered to be material.

(Refer Note No:- 44 for impairment loss recongnized on trade receivebales)

Note 1:-The nature of the adjustment is described below:

(a) **Principal versus agent consideration**

The Company has certain contracts with customers for power to be transacted. Before the adoption of IND AS 115, the Company concluded that based on the existence of credit risk and the nature of the consideration in the contract, it has an exposure to the significant risks and rewards associated with the sale of power to its customers under such contracts, and accounted for such contracts as if it is a principal. Upon the adoption of Ind AS 115, the Company determined that it does not control the goods before they are transferred to customers. Hence, these contracts are in the nature of agency relation because it does not have inventory risk. This change resulted in decreases in revenue from the sale of electricity and purchase by the same amount of ₹ 8896.39 Crore for the year ended March 31, 2019.

There is no impact in the statement of financial position as at April 01, 2017 and March 31, 2018. The statement of profit or loss for the year ended March 31, 2018 was restated, resulting in decreases in both Sale of electricity and Purchases of ₹ 6873.66 Crore.

B. **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, 2019	For the year ended March 31, 2018
Type of goods or service		
Sale of electricity	13,137.11	10,971.77
Revenue from power supply of agency nature	27.28	28.43
Consultancy Services	15.20	11.62
Total Revenue from contracts with customers	**13,179.59**	**11,011.82**
Geographical markets		
India	12,282.36	9,899.34
Outside India	897.23	1,112.48
Total Revenue from contracts with customers	**13,179.59**	**11,011.82**
Timing of revenue recognition		
Power transferred at a point in time	13,164.39	11,000.20
Services transferred over time	15.20	11.62
Total Revenue from contracts with customers	**13,179.59**	**11,011.82**

Contract Balances

Particulars	As at31.03.2019	As at31.03.2018
Trade receivables	4,716.97	3,270.00
Contract Liabilities	53.83	49.00

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, 2019	For the year ended March 31, 2018
Revenue as per contracted price	13,270.88	11,105.37
Adjustments		
Rebate	91.29	93.55
Revenue from contracts with customers	**13,179.59**	**11,011.82**

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	Year ended 31.03.2019	Year ended 31.03.2018
Travelling	0.05	0.16
Consultancy	1.71	1.61
Business promotion	0.01	-
Total	**1.77**	**1.77**

c) Income earned in foreign exchange

(₹ in crore)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Sale	871.67	1,074.36
Consultancy	-	0.22
Total	**871.67**	**1,074.58**

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 (in foreign currency):

Number of shareholders	2,190	1,946
Number of shares held	93,267,897	105,308,015
Dividend remitted (₹ in crore)	37.31	31.59
Year to which it relates	2018-19	2017-18

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 ₹ 139.55 crore (previous year, ₹ 118.59 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 23.11 crore (previous year, ₹ 4.46 crore) paid/payable to sundry creditors has been included in "Operating expenses".

g) **The Details of the Employee Stock Options Scheme (ESOP) is given as under:**

i) Particulars of scheme

Date of grant	21-Aug-2008, 22-July-2009
Date of board approval	21-Aug-08
Date of shareholders' approval	6-Aug-08
Number of options granted	6,254,023
Method of settlement	Equity
Vesting period	1 to 4 years
Exercise period	5 years from the date of first vesting
Vesting conditions	Employee's continued employment during vesting period (as per clause 10 of the Plan) with the Company or group.

ii) Details of vesting:

Vesting period from the grant date	Vesting schedule
On completion of 1st year	15%
On completion of 2nd year	15%
On completion of 3rd year	30%
On completion of 4th year	40%

iii) The details of activity under the plan have been summarized below:-

Particulars	For the year ended 31.03.2019		For the year ended 31.03.2018	
	Number of shares (Nos)	Weighted average exercise price (₹)	Number of shares (Nos)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	21,000	25.73	21,000	25.73
Outstanding at the end of the year	21,000	25.73	21,000	25.73
Exercisable at the end of the year	21,000	25.73	21,000	25.73
Weighted average remaining contractual life (in years)	-	-	-	-

iv) The details of exercise price for stock options outstanding at the end of the year are as given:-

Particulars	As at 31.03.2019	As at 31.03.2018
Range of exercise prices (₹)	25.73	25.73
Number of options outstanding	21,000	21,000
Weighted average exercise price (₹)	25.73	25.73

v) Effect of ESOP scheme on profit & loss and financial position:-

a) Effect on profit & loss:-There is no impact on profit or loss in FY 2018-19 as well in FY 2017-18

b) Effect on financial position:-

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Liability for employee stock options outstanding as at the year end	0.12	0.12

vi) Impact on reported profit and earnings per share, if the employee compensation cost would have been computed using the fair value method:- FY 2018-19, Nil (FY 2017-18, Nil)

vii) Earnings per share (₹)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Basic		
- As reported	8.86	10.78
- As pro forma	8.86	10.78
Diluted		
- As reported	8.86	10.78
- As pro forma	8.86	10.78

(viii) The fair value of each stock option issued in the year 2009-10 and 2008-09 has been estimated using Black Scholes Options Pricing model after applying the following key assumptions (weighted value):

Particulars	Options granted in the year 2009-10	Options granted in the year 2008-09
Volatility	52.04%	67.53%
Expected dividend	1.47%	1.23%
Risk free rate of interest	6.80%	9.10%
Option life (years)	6	6
The price of underlying share in the market	81.90	81.36
Fair value per option	46.45	66.18

h. Amount in the financial statements are presented in ₹ crore (upto two decimals) except for per share data and as other-wise stated.

i) 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 K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

New Delhi
Date: May 14, 2019

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS 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, 2019,** and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended on that date, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS 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 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 as at March 31, 2019, 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 Opinion

We conducted our audit of the Consolidated Ind As financial statements in accordance with Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Ind As financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the Independence requirements that are relevant to our audit of the Consolidated Ind As 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 is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS 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
(i) Revenue Recognition in terms of Ind AS 115 "Revenue from Contracts with Customers"	
This is a newly applicable Accounting Standard on Revenue which prescribes five steps revenue recognition model which involves identifying the contract with the customer, identifying the separate performance obligations in the contract, determining the transaction price, allocating the transaction price to the separate performance obligations and recognizing revenue over the period of time/ at a point in time depending upon how the entity satisfies its performance obligations. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. In addition, the new standard results into the change in accounting policy related to revenue recognition and requires extensive disclosures. For details refer **Note 49** to the Consolidated Ind AS Financial Statements.	Our audit procedures included considering the appropriateness of the Group's revenue recognition accounting policies and assessing compliance with the policies in terms of the applicable accounting standards. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and satisfaction of performance obligations. We performed following substantive procedures over revenue recognition with specific focus on whether there is single performance obligation or multiple performance obligations in the contract and whether the performance obligation is being satisfied over the period of time or at a point in time: • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Group. • Considered the terms of the contracts to verify the transaction price used to allocate to separate performance obligations. • Checked whether the performance obligation is being satisfied over the period of time or at a point in time • Performed analytical procedures for reasonableness of revenues disclosed
(ii) Reconciliation and Impairment of trade receivables	
System of Reconciliation and the recoverability of trade receivables and the level of provisions for doubtful trade receivable involves significant judgements by management in making appropriate provisions due to customer specific contractual arrangements. For detail refer **Note 13** to Consolidated Ind AS Financial Statement.	In order to test the recoverability of trade receivables, we performed the following procedures: • We evaluated the Group's credit control procedures and assessed and validated the ageing profile of trade receivables; • 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 company and utilities from time to time during every year and same serves the purpose of balance confirmation as well. 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.

(iii) Significant change in existing IT Systems The Group continues to enhance its IT systems and during the year the holding company implemented new systems which were significant to our audit. Holding Company's financial processes are reliant on IT systems with automated processes and controls over the capturing, valuing and recording of transactions. This is a key part of our audit due to: • Mix of automated controls and few residual functionalities under testing; • Some MIS reports are under development and testing through internal and outsourced support arrangements.	 Our procedures included but were not limited to: • Discussing with management, system developer and system auditor the IT environment and consideration of the key financial processes to understand where IT systems were integral to the financial reporting process. • Testing the design of the key IT controls relating to financial reporting systems of the Group. • In response to the changes and control enhancements made during the year, we performed the following: – evaluating the design of the controls to ensure they mitigated the relevant financial reporting risks and testing the operation of controls in the periods prior to and post any change; – where systems changed during the year, testing IT general controls and data migration processes; and – tested controls and performed additional substantive procedures of key general ledger account reconciliations.
(iv) Impairment of loans and advances to customers Allowance for impairment losses on loans and advances to customers involves significant judgement by management to determine the timing and amount of the asset to be impaired, as reported by one of the Subsidiary company "PTC India Financial Services Ltd." Refer **Note 7** to the Consolidated Ind AS financial statements	 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 realisations; c. We discussed with management and scrutinised the appropriateness of those key assumptions applied in management's impairment assessment, and compared them with available external evidence where necessary. 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.
(v) Expected Credit Losses (ECL) As described in the notes to the Consolidated Ind AS financial statements, the impairment losses have been determined in accordance with Ind AS 109 Financial Instruments requiring considerable judgment and interpretation in its implementation, which also involved significant judgement by management in measuring the expected credit losses as reported by one of the Subsidiary company "PTC India Financial Services Ltd.". 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 (TD') 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. Refer **note 47** to the Consolidated Ind AS financial statements	 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 ("ECL") 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 realisations) 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; Assessed accuracy and completeness of disclosures made as required by relevant accounting standards.
(vi) Revenue Recognition Revenue recognition- Interest income on stressed loans and advances involves significant management estimates and assumptions in determining both timing and expected realization from them as reported by one of the Subsidiary company "PTC India Financial Services Ltd." Refer **note 30** to the Ind AS Consolidated financial statements	 Assessed the appropriateness of the Company's revenue recognition policy by comparing with 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: • Evaluated and tested the design of internal controls relating to revenue recognition on stressed loans and advances. • Tested the operating effectiveness of the Company's controls through combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operations of these controls

	• Evaluated and tested the management estimates and assumption used while accruing the income on stressed loans and advances. • Performed recalculation of interest accrual and tested input data, such as principal amounts, contractual interest rates etc. through substantive testing and tracing to source documents. We also took cognizance of the events arose subsequent to the end of the financial year from them. • Ensured compliance with RBI regulation and Ind AS 115 on revenue recognition for each case.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

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 Directors report, Report on Corporate Governance and Management discussion and analysis report of the Holding company, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon. The Directors report, Report on Corporate Governance and Management discussion and analysis report of the holding company is expected to be made available to us after the date of this auditor's report.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS financial statements in term 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 including 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.

The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS 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 entities 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.

The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for overseeing the financial reporting process of the Group and of its associates entities.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS financial statements.

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 Ind AS 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 Parent 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 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 Ind AS 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 to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS 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 or business activities within the Group to express an opinion on the Consolidated Ind As 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 Ind AS financial statements.

Materiality is the magnitude of misstatements in the Consolidated Ind AS 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 financial statements.

We communicate with those charged with governance of the Parent 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 Consolidated Ind AS 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

a. We did not audit the financial statements / financial information of 2 subsidiaries, whose financial statements / financial information reflect total assets of Rs.13,932.33 Crores as at 31st March, 2019 (Previous Year Rs.13,038.78 Crores), total revenues of Rs.1,657.96 Crores (Previous Year Rs.1,394.63 Crores) and net decrease in cash flows amounting to Rs.55.55 Crores (Previous Year Rs.24.81) for the year ended on that date, as considered in the Consolidated Ind AS financial statements.

   These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, 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 associates, is based solely on the reports of the other auditors after considering the requirement of Standard on Auditing (SA 600) on 'Using the work of Another Auditor' including materiality.

b. *The Consolidated Ind AS financial statements also include the Group's share of net profit / loss of Rs. Nil for the year ended 31st March, 2019, as considered in the Consolidated Ind AS financial statements, in respect of associates, Krishna Godavari Power Utilities Limited, Varam Bio Energy Private Limited, R S India Global Energy Limited and R S India Wind Energy Private Limited whose financial statements / financial information are not available with the "Group". However, for the purpose of Consolidated Ind AS financial statements/ financial information, the group has fully provided for diminution in value of net investment in these associates. (Also Refer Note 5 to the Consolidated Ind AS financial statements). 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 Ind AS financial statements.*

Our opinion on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters (a) with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, *except for the possible effect of the matter described in "Other matters" paragraph (b) above,* 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 purposes of our audit of the aforesaid Consolidated Ind AS financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement 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 Ind AS financial statements.

   d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued there under.

   (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory Auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure A.**

   (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 Holding 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us *except for the possible effect of the matter described in "Other matters" paragraph (b) above:*

      i) The Consolidated Ind AS financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group, and its associates. Refer Note No. 13(b) & 39 to the Consolidated Ind AS financial statements.

      ii) Provision has been made in the Consolidated Ind AS 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, associate companies incorporated in India.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Vinod Somani)
Partner
Membership No:085277

Place: New Delhi
Date: 14th May 2019

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS 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 over financial reporting of **PTC INDIA LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its associates as of March 31, 2019 in conjunction with our audit of the Consolidated Ind AS financial statements of the Group and its associates for the year ended on that date. Since the auditor’s reports of associates are not available, we are unable to comment on the adequacy and operating effectiveness of Internal Financial Controls over Financial Reporting under section 143(3)(i) of the Act in respect of these associates.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company’s and its subsidiaries company 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 and its Subsidiaries Company which are incorporated in India 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 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 Ind AS 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 report, is sufficient and appropriate to provide a basis for our audit opinion on the Group’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Holding 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 Holding 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 Holding 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 Holding company’s assets that could have a material effect on the Consolidated Ind AS 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 Holding Company and its subsidiaries and associate company, which are companies incorporated in India, subject to the other matter paragraph given below have, 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 2019, 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 as it appears from our examination of the books and records of the Holding company and the reports of the other auditors in respect of entities audited by them and representation received from the management for entities un-audited.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act include the information of the Holding Company and its subsidiaries companies 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 associate companies for which no corresponding reports of the auditor have been obtained.

For K. G. Somani & Co.
Chartered Accountants
Firm Registration No: 06591N

(Vinod Somani)
Partner
Membership No:085277

Place: New Delhi
Date: 14th May 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(₹ in crore)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018*
ASSETS			
Non-current assets			
Property, plant and equipment	2	1,965.89	2,060.16
Capital work-in-progress	3	-	0.06
Intangible assets	4	0.95	1.01
Investments in associates	5	-	-
Financial assets			
Investments	6	290.83	270.23
Loans	7	11,438.19	10,918.54
Other financial assets	8	639.00	673.18
Deferred tax assets (net)	9	176.29	276.15
Income tax assets (net)	10	190.74	61.52
Other non-current assets	11	44.64	45.02
Total non-current assets		**14,746.53**	**14,305.87**
Current assets			
Financial assets			
Investments	12	-	129.72
Trade receivables	13	4,909.35	3,338.18
Cash and cash equivalents	14	111.82	383.40
Bank balances other than cash and cash equivalents	15	96.66	57.54
Loans	16	0.31	0.67
Other financial assets	17	1,222.14	903.39
Other current assets	18	191.35	133.94
Total current assets		**6,531.63**	**4,946.84**
TOTAL ASSETS		**21,278.16**	**19,252.71**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	296.01	296.01
Other equity	20	3,665.92	3,423.01
Total equity attributable to owners of the parent		**3,961.93**	**3,719.02**
Non-controlling interests		723.07	678.54
Total equity		**4,685.00**	**4,397.56**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	21	9,233.67	7,692.75
Other financial liabilities	22	75.23	28.98
Provisions	23	9.51	7.84
Total non-current liabilities		**9,318.41**	**7,729.57**
Current liabilities			
Financial liabilities			
Borrowings	24	**1,970.68**	**3,655.27**
Trade payables	25		
- total outstanding dues of micro enterprises and small enterprises		0.14	0.14
- total outstanding dues of creditors other than micro enterprises and small enterprises			
Other financial liabilities	26	2,287.00	1,171.59
Other current liabilities	27	62.80	57.57
Provisions	28	0.23	0.57
Current tax liabilities (net)	29	-	2.62
Total current liabilities		**7,274.75**	**7,125.58**
TOTAL EQUITY AND LIABILITIES		**21,278.16**	**19,252.71**

*Restated (Refer Note No. 55)			
Significant accounting policies	1	-	-
The accompanying notes form an integral part of these financial statements.			

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

New Delhi
Date: May 14, 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

(₹ in crore)

Particulars	Note No.	For the year ended 31.03.2019	For the year ended 31.03.2018*
Revenue			
Revenue from operations	30	15,144.59	12,765.74
Other income	31	140.66	147.38
Total revenue		**15,285.25**	**12,913.12**
Expenses			
Purchases	32	12,804.83	10,689.72
Operating expenses	33	205.24	193.63
Employee benefits expense	34	49.93	48.21
Finance costs	35	1,239.95	943.77
Provision for expected credit loss	36	60.58	609.71
Depreciation and amortization expense	2 & 4	97.08	97.44
Other expenses	37	83.44	73.01
Total expenses		**14,541.05**	**12,655.49**
Profit before exceptional items and tax		744.20	257.63
Exceptional items	38	0.03	0.02
Profit before tax		744.23	257.65
Tax expense			
-Current Tax - Minimum Alternate Tax (MAT)		15.96	3.52
-Minimum Alternate Tax credit entitlement		(15.96)	-
-Current Tax - Earlier Year/s		0.23	-
-Current tax		137.35	257.74
-Deferred tax (net)		116.90	(168.46)
Total tax expense		**254.48**	**92.80**
Profit for the year		**489.75**	**164.85**
Other comprehensive income			
Items that will not be reclassified to profit or loss (net of tax)			
Remeasurements of post-employment benefit obligations		(0.71)	(0.61)
Deferred tax on post-employment benefit obligations		0.25	0.21
Equity instruments through other comprehensive income		(44.29)	(200.50)
Items that will be reclassified to profit or loss			
Change in cash flow hedge reserve		(2.38)	-
Income tax relating to cash flow hedge reserve		0.83	-
Other comprehensive income / (loss) for the year (net of tax)		**(46.30)**	**(200.90)**
Total comprehensive income / (loss) for the year		443.45	(36.05)
Profit is attributable to:			
Owners of the parent		425.28	199.95
Non-controlling interests		64.47	(35.10)
Other comprehensive income is attributable to:			
Owners of the parent		(34.53)	(158.65)
Non-controlling interests		(11.77)	(42.25)
Total comprehensive income is attributable to:			
Owners of the parent		390.75	41.30
Non-controlling interests		52.70	(77.35)
Earnings per equity share (face value of equity share of ₹ 10 each)	40		
(1) Basic (₹)		14.37	6.75
(2) Diluted (₹)		14.37	6.75

*Restated (Refer Note No. 55)

Significant accounting policies 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

New Delhi
Date: May 14, 2019

STATEMENT OF CHANGES IN EQUITY

(A) Equity share capital

(₹ in crore)

Particulaars	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	Amount (₹ in crore)	No. of Shares	Amount (₹ in crore)
Balance at the beginning of the reporting period	296,008,321	296.01	296,008,321	296.01
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	296,008,321	296.01	296,008,321	296.01

(B) Other equity

(₹ in crore)

Particulars	Attributable to the equity holders of the parent														
	Reserves & Surplus									Items of Other comprehensive income			Total equity attributable to owners of the parent	Non-controlling interests	Total
	Securities premium account	Share option outstanding account	General reserve	Retained earnings	Capital reserve on consolidation	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 2017*	**1,649.47**	**0.12**	**516.77**	**1,033.66**	**-**	**186.43**	**151.67**	**(17.85)**	**1.05**	**(38.90)**	**-**	**(0.30)**	**3,482.11**	**793.01**	**4,275.12**
Profit for the year	-	-	-	199.95	-	-	-	-	-	-	-	-	199.95	(35.10)	164.85
Other comprehensive income for the year	-	-	-						-	(158.30)	-	(0.35)	(158.65)	(42.25)	(200.90)
Total comprehensive income for the year	**-**	**-**	**-**	**199.95**	**-**	**-**	**-**	**-**	**-**	**(158.30)**	**-**	**(0.35)**	**41.30**	**(77.35)**	**(36.05)**
Transactions with owners in their capacity as owners:															
Add: Remeasurement of post-employment benefit obligation, net of tax	-	-	-	(0.10)	-	-	-	-	-	-	-	0.10	-	-	-
Cash dividends	-	-	-	(88.80)	-	-	-	-	-	-	-	-	(88.80)	(33.73)	(122.53)
Dividend distribution tax (DDT) on cash dividend	-	-	-	(18.08)	-	-	-	-	-	-	-	-	(18.08)	(6.87)	(24.95)
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	-	-	-	(3.21)	-	3.21	-	-	-	-	-	-	-	-	-
Less: Transferred to special reserve u/s 36(1)(vii) of the Income tax Act, 1961	-	-	-	(41.35)	-	-	41.35	-	-	-	-	-	-	-	-
Add/(less): Effect of foreign exchange rate variations during the year (net)	-	-	-	-	-	-	-	1.24	-	-	-	-	1.24	0.67	1.91
Add/less: Amortisation for the year		-	-	-	-	-	-	5.23		-	-	-	5.23	2.81	8.04
Transfer to general reserve	-	-	71.70	(71.70)	-	-	-		-	-	-	-	-	-	-
Balance as at 31 March 2018*	**1,649.47**	**0.12**	**588.47**	**1,010.37**	**-**	**189.64**	**193.02**	**(11.38)**	**1.05**	**(197.20)**	**-**	**(0.55)**	**3,423.01**	**678.54**	**4,101.55**
Profit for the year	-	-	-	425.28	-	-	-	-	-	-	-	-	425.28	64.47	489.75
Other comprehensive income for the year	-	-	-						-	(33.07)	(1.01)	(0.45)	(34.53)	(11.77)	(46.30)
Total comprehensive income for the year	**-**	**-**	**-**	**425.28**	**-**	**-**	**-**	**-**	**-**	**(33.07)**	**(1.01)**	**(0.45)**	**390.75**	**52.70**	**443.45**
Transactions with owners in their capacity as owners:															
Add: Remeasurement of post-employment benefit obligation, net of tax	-	-	-	(0.02)	-	-	-	-	-	-	-	0.02	-	-	-
Cash dividends	-	-	-	(118.40)	-	-	-	-	-	-	-	-	(118.40)	(4.50)	(122.90)
Dividend distribution tax (DDT) on cash dividend	-	-	-	(24.34)	-	-	-	-	-	-	-	-	(24.34)	(0.92)	(25.26)
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	-	-	-	(23.93)	-	23.93	-	-	-	-	-	-	-	-	-
Add/(less): Effect of foreign exchange rate variations during the year (net)	-	-	-	-	-	-	-	(15.93)	-	-	-	-	(15.93)	(8.58)	(24.51)
Add/less: Amortisation for the year		-	-	-	-	-	-	10.83		-	-	-	10.83	5.83	16.66
Transfer to general reserve	-	-	74.89	(74.89)	-	-	-		-	-	-	-	-	-	-
Balance as at 31 March 2019	**1,649.47**	**0.12**	**663.36**	**1,194.07**	**-**	**213.57**	**193.02**	**(16.48)**	**1.05**	**(230.27)**	**(1.01)**	**(0.98)**	**3,665.92**	**723.07**	**4,389.00**

*Restated (Refer Note No. 55)

(ii) **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 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.

Contingency Reserve
General 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 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.

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.

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 derivative instruments as part of its management of foreign currency risk associated with borrowings. The Group separates the forward element and the spot element of a forward/swap contracts and designates as the hedging instrument only the change in the value of the spot element and not the forward element. Accordingly, the Group does not have any ineffectiveness in its hedges and the change in forward element is accumulated in the 'cash flow hedge reserve' and amortised on a systematic and rational basis over the period during which the hedge adjustment for the derivative instrument's spot element could affect profit or loss.

As per our report of even date attached
For K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

Sd/-
(Vinod Somani)
Partner
M.No.085277

New Delhi
Date: May 14, 2019

For and behalf of the BoardDirectors

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(₹ in crore)

Particulars	For the Year ended 31.03.2019	For the Year ended 31.03.2018*
Cash flows from operative activities		
Net profit before tax	**744.23**	**257.65**
Adjustments for:		
Depreciation and amortization expense	97.08	97.44
Bad debts/ advances written off	0.56	1.17
Liabilities no longer required written back	(0.53)	-
(Profit)/Loss on sale of fixed assets	(0.08)	(0.02)
Impairment on financial instruments	60.58	609.71
Unrealized foreign exchange fluctuation loss / (gain)-(net)	-	(0.53)
Impairment allowance for doubtful debts / advances	5.45	4.56
Finance costs	1,239.95	943.77
Dividend income	(1.09)	(18.95)
MTM of derivaitve instruments	(10.43)	(3.47)
Interest income	(125.34)	(120.26)
Rental income	(0.02)	(0.02)
Profit on sale of investment (net)	(0.11)	(3.89)
Operating profit before working capital changes	**2,010.25**	**1,767.17**
Adjustments for:		
Loan financing	(968.30)	(2,298.49)
(Increase)/ Decrease in trade receivables	(1,572.74)	(67.59)
Provisions, other current financial liabilities and other current liabilities	762.89	(515.38)
Loans, other current financial assets, other non-current and current assets	(55.61)	(33.11)
Cash generated from/(used in) operating activities	**176.49**	**(1,147.40)**
Direct taxes paid (net)	(284.45)	(290.19)
Net cash generated/(used) from operating activities (A)	**(107.96)**	**(1,437.59)**
Cash flows investing activities		
Interest received	124.35	120.03
Dividend received	1.09	18.95
Rent received	0.02	0.02
Purchase of property, plant and equipment and intangible assets	(2.18)	(303.52)
Sale of property, plant and equipment	(0.70)	(12.73)
Proceeds from sale of investments/ redemption of security receipts	0.49	-
Fixed deposit with banks matured having original maturity of more than three months	(0.01)	(0.04)
Finance lease receivables	28.61	31.38
Sale/(Purchase) of investments (net)	129.83	446.36
Decrease/ (Increase) in bank balances other than cash & cash equivalents	(37.20)	(51.29)
Net cash generated from/ (used in) investing activities (B)	**244.30**	**249.16**
Cash flows from financing activities		
Proceeds from long-term borrowings	4,005.09	2,938.23
Repayment of long-term borrowings	(2,934.41)	(111.71)
Proceeds from short-term borrowings (net)	370.84	-
Finance lease obligations	(28.61)	(31.38)
Finance costs (including premium on derivative contracts)	(1,218.11)	(934.68)
Proceeds from debt securities	(454.56)	(435.43)
Dividend paid (including dividend tax)	(148.16)	(147.47)
Net cash generated from/(used in) financing activities (C)	**(407.92)**	**1,277.56**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**(271.58)**	**89.13**
Cash and cash equivalents (opening balance)	**383.40**	**294.27**
Cash and cash equivalents (closing balance)	**111.82**	**383.40**

*Restated (Refer Note No. 55)

Notes:

1. Cash and cash equivalents include

(₹ in crore)

	As on 31.03.2019	**As on 31.03.2018**
Cash on hand- Staff Imprest	0.02	0.02
Current accounts	98.79	178.74
Deposits (original maturity period upto 3 months)	13.01	204.64
Cash and cash equivalents at the year end	**111.82**	**383.40**

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 K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

New Delhi
Date: May 14, 2019

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (FOR THE YEAR ENDED 31 MARCH 2019)

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, 2019.

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 31.03.2019	As on 31.03.2018	For the year ended 31.03.2019	For the year ended 31.03.2018
1	PTC India Financial Services Limited (PFS)	Subsidiary	64.99%	64.99%	NA	NA
2	PTC Energy Ltd (PEL)	Subsidiary	100%	100%	NA	NA
3	Krishna Godavari Power Utilities Limited*	Associate	49%	49%	-	-
4	RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited)*	Associate	37%	37%	-	-
5	Varam Bio Energy Private Limited*	Associate	26%	26%	-	-
6	RS India Global Energy Limited*	Associate	48%	48%	-	-

* Financial statements for the year 2018-19 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 ("PFS") 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. PFS 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 14 May, 2019.

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) as prescribed under section 133 of the Companies Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment, Rules 2016, to the extent applicable. These Consolidated 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 unrealised gains on transactions between group companies are eliminated. Unrealised 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 derecognises 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.

Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealised 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 realisation 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.

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.

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 amortisation period and the amortisation 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 amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation 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 derecognised.

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised 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.

6. **Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. A lease is classified at the inception date as a finance lease or an operating lease.

Group as a lessee

Accounting for finance lease

A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Accounting for operating lease

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating lease. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

In the event that lease incentives are received to enter into operating lease, such incentives are recognized as a liability. The aggregate benefits of incentives are recognized as a reduction of rental expenses on straight-line basis.

Contingent rents are recognized as expenses in the period in which they are incurred.

Group as a lessor

Accounting for operating lease

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income on a straight line basis unless the lease payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

Contingent rents are recognized as revenue in the period in which they are earned.

Accounting for finance lease

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group'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.

7. Impairment of assets other than goodwill

Loan assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 includes loan assets that have not had a significant increase in credit risk since initial recognition or that have 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 do 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 Company'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 Company expects to be owed at the time of default. For a revolving commitment, the Company 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 Company 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 Company, there is significant uncertainty and variability in timing of resolution of these advances. In reference to RBI's prudential norms, the Company does not recognize interest income on these advances on a conservative basis, and the provisioning is considered using current estimate of realization which are based on valuation of security/ collateral as at current date.

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.

8. 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.

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 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 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 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. 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.

11. 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) A debt instrument is measured at the amortized cost if both the following conditions are met:

b) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

c) 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.

<u>Effective interest method</u>

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):
    - the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
    - 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 recognises 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 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 Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables, and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Group 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 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 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.

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 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 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 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 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 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 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.

Derivative contracts

The Company 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 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 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.

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. Cash dividend to equity holders

The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. 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. Hedge Accounting

The Company 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 Company 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 Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company'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.

15. 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 Company 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.

16. 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.

17. 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.

18. 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 capitalised as part of the equipment.

The cost of property, plant and equipment not available for use are disclosed under capital work- in-progress.

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	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.

Leasehold land and leasehold improvements are amortised over the lease period.

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 derecognised 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 derecognised.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end and adjusted prospectively, if appropriate.

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.

19. 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.

20. 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.

21. 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 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 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.

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.

22. Cash flow statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

23. 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.

f) **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.

g) **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.

h) **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.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

i) **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.

Contingent provision against standard assets represents a general provision at 0.50% of the outstanding standard assets and provision against restructured loans, in accordance with the RBI guidelines. In addition, the Group maintains a Provision for Contingencies based on the assessment of portfolio including provision against stressed assets.

j) **Leases not in legal form of lease**

Significant judgment is required to apply lease accounting rules under Appendix C to Ind AS 17 '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 17.

k) **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.

l) **Classification of financial assets**

Assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

m) **Revenue recognition-**

Interest income on stressed loans involves management estimates and assumptions in determining both timing and expected realisation from them.

2.4 Recent accounting pronouncements

Standards issued but not yet effective

Ind AS 116 'Leases'

On March 30, 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind AS 116 is effective for annual periods beginning on or after April 1, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 12, Income taxes

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified Appendix C to Ind-AS 12 Income taxes – "Uncertainty over Income Tax Treatments". The amendment to Ind AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability accordingly. The effective date of amendment is April 1, 2019. Further, there has been amendments in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 19, Employee benefits

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has issued an amendment to Ind AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re-measures the net defined benefit liability (asset) as per the requirement of the standard, it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re-measure the net defined benefit liability (asset). The effective date of amendment is April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 109, Financial instruments

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind-AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

Amendment to Ind AS 23, Borrowing costs

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 23 "Borrowing Costs" clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

Note No.2 - Property, plant and equipment

As at 31 March 2019

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	For the year	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
Land										
-Leasehold land	3.48	-	-	3.48	0.11	0.05	-	0.16	3.32	3.37
-Leasehold improvement	3.46	-	-	3.46	1.92	0.42	-	2.34	1.12	1.54
-Freehold land*	18.49	0.08	-	18.57	-	-	-	-	18.57	18.49
Buildings										
'-Buildings	7.73	-	-	7.73	1.11	0.30	-	1.41	6.32	6.62
-Leasehold improvement	0.18	-	-	0.18	0.06	0.05	-	0.11	0.07	0.12
Furniture and fixtures	1.79	0.11	(0.01)	1.89	0.85	0.27	(0.01)	1.11	0.78	0.94
Vehicle	0.95	0.71	(0.25)	1.41	0.42	0.22	(0.20)	0.44	0.97	0.53
Plant and equipment	2,142.09	0.03	-	2,142.12	116.50	93.28	-	209.78	1,932.34	2,025.59
Office equipment's	5.52	1.28	(0.41)	6.39	2.56	1.78	(0.35)	3.99	2.40	2.96
Total	**2,183.69**	**2.21**	**(0.67)**	**2,185.23**	**123.53**	**96.37**	**(0.56)**	**219.34**	**1,965.89**	**2,060.16**

As at 31 March 2018

(₹ in crore)

Description	Gross block				Accumulated depreciation				Net block	
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	For the year	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Land										
-Leasehold land	3.48	-	-	3.48	0.06	0.05	-	0.11	3.37	3.42
-Leasehold improvement	2.20	1.26	-	3.46	1.32	0.60	-	1.92	1.54	0.88
-Freehold land*	18.49	-	-	18.49	-	-	-	-	18.49	18.49
Buildings										
'-Buildings	7.73	-	-	7.73	0.73	0.38	-	1.11	6.62	7.00
'-Leasehold improvement	0.18	-	-	0.18	0.06	-	-	0.06	0.12	0.12
Furniture and fixtures	1.53	0.29	(0.03)	1.79	0.62	0.25	(0.02)	0.85	0.94	0.91
Vehicle	1.01	-	(0.06)	0.95	0.21	0.25	(0.04)	0.42	0.53	0.80
Plant and equipment	2,142.50	0.09	(0.50)	2,142.09	23.02	93.48	-	116.50	2,025.59	2,119.48
Office equipments	3.81	2.12	(0.41)	5.52	1.46	1.42	(0.32)	2.56	2.96	2.35
Total	**2,180.93**	**3.76**	**(1.09)**	**2,183.69**	**27.48**	**96.43**	**(0.38)**	**123.53**	**2,060.16**	**2,153.45**

a) Refer Note No. 42 regarding property, plant and equipment under finance lease.

b) Refer Note No. 39 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

* Included the Freehold lands of ₹ 9.33 crore which were not registered in the name of the company as on 31st March, 2018. These land have now been registered during the current year 2018-19.

c) Refer note 46 for information on property, plant and equipment pledged as security by the Company.

Note No.3 -Capital work-in-progress

As at 31 March 2019

Details of capital work in progress and their carrying amounts are as follows:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Capital work -in-progress	-	0.06
Total	-	**0.06**

Note No.4 - Intangible assets

As at 31 March 2019

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2018	Additions	Disposals/ adjustments	As at 31.03.2019	As at 01.04.2018	For the year	Disposals/ adjustments	As at 31.03.2019	As at 31.03.2019	As at 31.03.2018
Computer software	4.57	0.65	-	5.22	3.56	0.71	-	4.27	0.95	1.01
Total	**4.57**	**0.65**	-	**5.22**	**3.56**	**0.71**	-	**4.27**	**0.95**	**1.01**

As at 31 March 2018

(₹ in crore)

Description	Gross block				Accumulated amortization				Net block	
	As at 01.04.2017	Additions	Disposals/ adjustments	As at 31.03.2018	As at 01.04.2017	For the year	Disposals/ adjustments	As at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Computer software	4.15	0.42	-	4.57	2.55	1.01	-	3.56	1.01	1.60
Total	**4.15**	**0.42**	-	**4.57**	**2.55**	**1.01**	-	**3.56**	**1.01**	**1.60**

Note No.5 - Non-current investments in associates

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
Carried at cost less impairment allowance					
i) Investment in equity instruments-fully paid up-unquoted					
Associate company					
- Krishna Godavari Power Utilities Limited (refer note below)	10	37,548,700	37,548,700	37.55	37.55
Less: Impairment allowance for long term investment				(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 for long term investment				(47.37)	(47.37)
- RS India Global Energy Limited	10	23,402,542	23,402,542	22.89	22.89
Less: Impairment allowance for long term investment				(22.89)	(22.89)
- Varam Bio Energy Private Limited	10	4,390,000	4,390,000	4.39	4.39
Less: Impairment allowance for long term investment				(4.39)	(4.39)
ii) Investment in fully paid up optionally convertible debentures (OCD)-unquoted					
-Varam Bio Energy Private Limited	50,000	90	90	4.29	4.29
Less: Impairment allowance for long term investment				(4.29)	(4.29)
Total				-	-
Aggregate amount of unquoted investments				116.49	116.49
Aggregate amount of impairment in the value of investments				(116.49)	(116.49)

The Company has 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.

Note No.6 -Financial assets- Non-current investments

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
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	190.85	184.55
- Chenab Valley Power Projects Private Limited	10	4,080,000	4,080,000	4.08	4.08
- Athena Energy Ventures Private Limited	10	158,811,849	158,811,849	0.03	18.58
- East Coast Energy Private Limited	10	133,385,343	133,385,343	-	32.42
- Athena Chattisgarh Power Limited	10	39,831,212	39,831,212	-	-
- Adhunik Power and Natural Resources Limited	10	8,180,000	9,740,000	-	1.17
ii) Investment carried at fair value through profit & loss					
Investment in security receipts					
- Edelweiss Assest Reconstruction Co Ltd - Adhunik Power and Natral Resources Limited	1000	307,470	294,270	30.44	29.43
- Phoenix ARC Pvt Ltd-Raigarh Champa Rail Infrastructure Limited	1000	233,750	-	17.53	-
- Phoenix ARC Pvt Ltd-Sispara Renewable Pvt Ltd	1000	552,500	-	47.90	-
Total				**290.83**	**270.23**
Net investment				**290.83**	**270.23**
Aggregate amount of quoted investments and market value thereof				-	-
Aggregate amount of unquoted investments				**290.83**	**270.23**

Restrictions for disposal of investments held by the Group towards above companies are disclosed in Note 39.

Fair value at initial recogntion of investment in other companies is as follows

(₹ in crore)

Particulars	As at March 31, 2019	As at March 31, 2018
East Coast Energy Private Limited	133.39	133.39
Adhunik Power and Natural Resources Limited	8.19	8.19
Athena Chattisgarh Power Limited	39.83	39.83
Athena Energy Ventures Private Limited	150.00	150.00
Teesta Urja Limited	180.30	180.30
Chenab Valley Power Projects Private Limited	4.08	4.08
Total	**515.79**	**515.79**

Investment acquired through invocation of pledge shres(collaterals) has not been recognised as an investment

Category wise investments as per Ind AS 109 Classification

(₹ in crore)

Particulars	As at March 31, 2019	As at March 31, 2018
Financial assets carried at fair value through other comprehensive income	194.96	240.80
Financial assets carried at fare value through profit & loss	95.87	29.43

Note No.7 - Non-current loans

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Secured , considered good (carried at amortised cost)		
Loan financing	13,313.41	12,802.26
Less: Allowance for credit losses	(730.24)	(1,062.11)
Less: Current maturities transferred to 'other current financial assets' (refer note no. 17)	(1,146.38)	(822.98)
Total secured	**11,436.79**	**10,917.17**
Unsecured, considered good (carried at amortised cost)		
Security deposits	0.52	0.50
Loan to employees (including accrued interest)	0.88	0.87
Total unsecured	**1.40**	**1.37**
Total loans	**11,438.19**	**10,918.54**

Loans given to employees are measured at amortised cost.

The net carrying amount of loans is considered a reasonable approximation of their fair value.

Note No.8 - Non-current assets - Other financial assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Derivatives assets carried at fair value through profit and loss	19.97	25.01
Financial lease receivables (Refer Note No. 42(b) and note below)	619.03	648.17
Total	**639.00**	**673.18**

Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PSA entered with one of its customers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been derecognized from PPE and accounted as Finance Lease Receivables. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) components from the customer is adjusted against Finance Lease Receivables and interest. The interest component of the Finance Lease Receivables and amount received on account of revision of tariff of previous periods in respect of the above three elements are recognised as

'Interest income on assets under finance lease' under Note 31-'Other Income'.

Note No.9 - Deferred tax assets/ liabiities (net)

(₹ in crore)

Particulars		As at 31.03.2019	As at 31.03.2018
(a)	**Deferred tax liability on account of timing differences in:-**		
	Difference in book depreciation and tax depreciation	40.89	19.22
	Foreign currency monetary items translation difference account	8.85	6.65
	Special reserve under section 36(1)(viii) of Income-tax Act, 1961	103.79	102.79
	Financial liabilities measured at amortised cost	4.13	2.71
	Change in fair value of investment measured through profit or loss	-	0.06
	Finance lease receivables	230.56	240.56
	Sub-total (a)	**388.22**	**371.99**
(b)	**Deferred tax asset arising on account of timing differences in:-**		
	Employee benefits	3.31	2.86
	Provisions and contingencies	257.23	367.79
	Accrued interest deductible on payment	0.38	0.47
	Loss/ diminution in associates	1.00	0.99
	Financial assets measured at amortised cost	21.78	24.91
	Unabsorbed losses and depreciation	20.98	-

Cash flow hedge reserve	0.83	-
MAT credit entitlement	15.96	-
Expenses not allowable for income tax in the current year	6.08	6.08
Finance lease obligations	230.56	240.56
Impairment loss on trade receivables/ advances	6.39	4.48
Sub-total (b)	**564.51**	**648.14**
Net deferred tax (liabilities)/ assets (b-a)	**176.29**	**276.15**

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 2019

(₹ in crore)

Particulars	Net balance 31 March 2018	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2019
Difference in book depreciation and tax depreciation	(19.22)	(21.67)	-	(40.89)
Foreign currency monetary items translation difference account	(6.65)	(2.20)	-	(8.85)
Special reserve under section 36(1)(viii) of Income-tax Act, 1961	(102.79)	(1.00)	-	(103.79)
Financial liabilities measured at amortised cost	(2.71)	(1.42)	-	(4.13)
Employee benefits	2.86	0.20	0.25	3.31
Expenses not allowable for income tax in the current year	6.08	-	-	6.08
Provisions and contingencies	367.79	(110.56)	-	257.23
Accrued interest deductible on payment	0.47	(0.09)	-	0.38
Loss/ diminution in associates	0.99	0.01	-	1.00
Change in fair value of investment measured through profit or loss	(0.06)	0.06	-	-
Unabsorbed losses and depreciation	-	20.98	-	20.98
Finance lease Obligations	240.56	(10.00)	-	230.56
MAT credit entitlement	-	15.96	-	15.96
Finance lease receivables	(240.56)	10.00	-	(230.56)
Cash flow hedge reserve	-	-	0.83	0.83
Financial assets measured at amortised cost	24.91	(3.13)	-	21.78
Impairment loss on trade receivables / advances	4.48	1.91	-	6.39
Tax assets/(liabilities)	276.15	(100.94)	1.08	176.29

31 March 2018

(₹ in crore)

Particulars	Net balance 31 March 2017	Recognised in profit or loss	Recognised in OCI	Net balance 31 March 2018
Difference in book depreciation and tax depreciation	(5.78)	(13.44)	-	(19.22)
Foreign currency monetary items translation difference account	(7.73)	1.08	-	(6.65)
Special reserve under section 36(1)(viii) of Income-tax Act, 1961	(80.77)	(22.02)	-	(102.79)
Financial liabilities measured at amortised cost	(2.90)	0.19	-	(2.71)
Employee benefits	2.74	(0.09)	0.21	2.86
Expenses not allowable for income tax in the current year	6.02	0.06	-	6.08
Provisions and contingencies	163.22	204.57	-	367.79
Accrued interest deductible on payment	0.57	(0.10)	-	0.47
Loss/ diminution in associates	9.95	(8.96)	-	0.99
Change in fair value of investment	-	(0.06)	-	(0.06)
Finance lease Obligations	249.11	(8.55)	-	240.56
Finance lease receivables	(249.11)	8.55	-	(240.56)
Financial assets measured at amortised cost	19.30	5.61	-	24.91
Impairment loss on trade receivables / advances	2.86	1.62	-	4.48
Tax assets/(liabilities)	107.48	168.46	0.21	276.15

Note No.10 - Income tax assets (net)

(₹ in crore)

Particulars	**As at 31.03.2019**	**As at 31.03.2018**
Unsecured, considered good		
Advance income tax (net)	190.74	61.52
Total	**190.74**	**61.52**

Note No.11 - Other non-current assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Capital advances	31.41	31.10
Advances other than capital advances		
Prepayments	13.05	13.70
Deferred payroll expenditure	0.18	0.22
Total	**44.64**	**45.02**

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 31.03.2019	Quantity as at 31.03.2018	Amount as at 31.03.2019	Amount as at 31.03.2018
Investment in mutual funds				
Designated at fair value through profit or loss				
Unquoted investment				
- Aditya Birla Sun Life Mutual Fund ABSL Cash plus (G)	-	3,066,673	-	85.66
- IDFC Cash Fund Direct Plan (G)	-	208,811	-	44.06
Total			-	**129.72**
Aggregate amount of unquoted investments and market value thereof			-	**129.72**

Note No.13 - Trade receivables

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade receivables		
- Considered good - unsecured	4,892.12	3,330.26
- Receivables which have significant increase in credt risk	16.42	8.51
- Receivables against Generation based incentive	7.65	3.97
- Receivables credit impaired	11.25	7.30
	4,927.44	**3,350.04**
Less: Impairment allowance for doubtful debts	18.09	11.86
Total trade receivables	**4,909.35**	**3,338.18**

a) All amounts are short terrm. 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/non- fund based working capital facilities.

c) Trade receivables include an amount of ₹16.23 Crore due from Tamil Nadu Electricity Board (TNEB) towards compensation claim. Sole arbitrator gave an Award unfavourable to the company against which a petition has been filed by the company in Madras high Court. As assessed by the management, the chances of a decision in favour of the company is high as the award has been erroneously passed against the settled law and against the terms of the Agreement. Accordingly it is likely to be set aside by the Hon'ble Madras High Court. Further, the Company has a recourse to claim similar amount from PSPCL in case the High Court Order is against the company.

d) Trade receivables includes an amount of ₹ 22.77 Crore due from one of the state utility. The amount was deducted by the utility on account of Generation Based Incentive (GBI). Subsequently, the same was stayed by the Hon'ble High Court and the matter is sub-judice. As assessed by the management the chances of decision in favour of company is high as the deduction was done against the terms of the agreement.

Note No.14 - Cash and cash equivalents

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Cash on hand- Staff Imprest	0.02	0.02
Balances with banks:-		
- in current accounts	98.79	178.74
- Deposits with original maturity upto three months	13.01	204.64
Total	**111.82**	**383.40**

Note No.15 - Other bank balances

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Deposits with original maturity of more than three months	30.22	9.00
Deposits held as margin money*	58.27	42.29
Earmarked balances with banks for		
Unclaimed share application money lying in escrow Account	-	0.02
Unclaimed interest on debentures	6.21	4.56
Unpaid dividend account balance	1.96	1.67
Total	**96.66**	**57.54**

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at year end.

* against the guarantees / borrowings

Note No.16 - Current loans

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Security deposits	0.07	0.42
Loans to employees	0.24	0.25
Total loans	**0.31**	**0.67**

Loans and advances due from directors - NIL.

Note No.17 - Other current financial assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Secured, considered good (carried at amortised cost)		
Current maturities of long term loan financing (refer note no. 7)	1,146.38	822.98
Unsecured, considered good (carried at amortised cost)		
Security deposits	16.02	22.60
Finance lease receivables	40.83	40.30
Accrued unbilled revenue for sale of electricity	16.22	14.78
GBI Claim Receivable from Indian Renewable Energy Development Agency (IREDA)	1.65	1.48
Insurance Claim Receivable	0.16	-
Others	0.88	1.25
Total	**1,222.14**	**903.39**

Note No.18 - Other current assets

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good		
Open access advances	143.37	73.79
Prepayments	2.54	2.27
Prepayment deposits	-	0.05
Balances with government authorities	0.03	0.95
Advance to employees	-	0.09
Advance to suppliers	17.63	29.22
Other advances *	27.19	27.19
Service tax credit	-	0.04
Deferred payroll expenditure	0.03	0.03
Interest accrued but not due on fixed deposit	0.56	0.31
Unsecured, considered doubtful		
Advance to suppliers	0.94	0.94
Gross total	**192.29**	**134.88**
Less: Impairment allowance for doubtful advances to suppliers	0.94	0.94
Total	**191.35**	**133.94**

* includes ₹ 20.48 crore (March 2018, ₹ 20.48 crore) deposited with a supplier and ₹ 6.45 crore (March 2018, ₹ 6.45 crore) deposited with Commissioner of custom. (Refer Note No 39)

Note No.19 - Share capital

a) **Equity share capital**

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Authorised 750,000,000 equity shares of ₹10/- each (Previous year 750,000,000 equity shares of ₹10/- each)	750.00	750.00
Issued, subscribed and fully paid up 296,008,321 equity shares of ₹ 10/- each (Previous year 296,008,321 equity shares of ₹ 10/- each)	296.01	296.01

b) **Movement in equity share capital**

Particulars	Shares (Nos.)	Shares (Nos.)
	For the year ended 31.03.2019	For the year ended 31.03.2018
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	
	31.03.2019	31.03.2018
(i) **Equity shares** Final dividend for the year ended 31st March 2018 of ` 4.00 (31st March 2017: ` 3.00) per fully paid share	118.40	88.80
(ii) **Dividends not recognised at the end of the reporting period**	In addition to the above dividends, the directors have recommended the payment of a final dividend of ₹ 4.00 (31st March 2018: ₹ 4.00) per fully paid equity share. This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	

e) **Details of shareholders holding more than 5% shares in the Company***

Name of the shareholders	As at 31.03.2019		As at 31.03.2018	
	No. of shares	% holding	No. of shares	% holding
Life Insurance Corporation of India Limited*	17,870,853	6.04%	17,894,820	6.05%
Fidelity Group*	27,482,711	9.28%	-	0.00%
Reliance group*	5,059,178	1.71%	20591058	6.96%
Aditya Birla Group*	24,489,559	8.27%	-	0.00%

* inclusive of shares held by shareholders through various schemes/its various folios

f) **Shares reserved for issue under options**

Information relating to PTC India Limited Employee Stock Options Scheme (ESOP), including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 53.

Particulars	As at 31.03.2019	As at 31.03.2018
Equity shares for employee stock options (ESOP) (nos.)	21,000	21,000

Note No.20 - Other equity

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Securities premium account	1,649.47	1,649.47
Share option outstanding account	0.12	0.12
General reserve	663.36	588.47
Contingency reserve	1.05	1.05
Retained earnings	1,194.07	1,010.37
Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)	213.57	189.64
Special reserve (in terms of Section 36(1)(viii) of the Income tax Act, 1961)	193.02	193.02
Foreign currency monetary items translation difference account	(16.48)	(11.38)
Reserve for equity instruments through other comprehensive income	(230.27)	(197.20)
Cash Flow Hedge Reserve	(1.01)	-
Other comprehensive income/(loss)	(0.98)	(0.55)
Total	**3,665.92**	**3,423.01**

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Reserves & surplus		
(i) Securities premium account		
Opening balance	1,649.47	1,649.47
Sub total (i)	**1,649.47**	**1,649.47**
(ii) Share option outstanding account		
Opening balance	0.12	0.12
Sub total (ii)	**0.12**	**0.12**
(iii) General reserve		
Opening balance	588.47	516.77
Additions during the year	74.89	71.70
Sub total (iii)	663.36	588.47
(iv) Contingency reserve		
Opening balance	1.05	1.05
Sub total (iv)	**1.05**	**1.05**
(v) Retained earnings		
Opening balance	1,010.37	1,033.66
Add: Remeasurement of post-employment benefit obligation, net of tax	(0.02)	(0.10)
Less: Transferred to statutory reserve u/s 45-IC of the Reserve Bank of India Act, 1934	(23.93)	(3.21)
Less: Transferred to special reserve u/s 36(1) (vii) of the Income tax Act, 1961	-	(41.35)
Add: Profit for the year	425.28	199.95
Less: Dividend paid	(118.40)	(88.80)
Less: Dividend tax on proposed dividend	(24.34)	(18.08)
Less: Transfer to general reserve	(74.89)	(71.70)
Sub total (v)	**1,194.07**	**1,010.37**
(vi) Statutory reserve (in terms of Section 45-IC of the Reserve Bank of India Act, 1961)		
Opening balance	189.64	186.43
Add/less: Transferred from Retained Earnings	23.93	3.21
Sub total (vi)	**213.57**	**189.64**
(vii) Special reserve (in terms of Section 36(1) (viii) of the Income tax Act, 1961)		
Opening balance	193.02	151.67
Add/less: Transferred from Retained Earnings	-	41.35
Sub total (vii)	**193.02**	**193.02**
(viii) Foreign currency monetary items translation difference account		
Opening balance	(11.38)	(17.85)
Add/(less): Effect of foreign exchange rate variations during the year (net)	(15.93)	1.24
Add/less: Amortisation for the year	10.83	5.23
Sub total (viii)	**(16.48)**	**(11.38)**
(ix) Reserve for equity instruments through other comprehensive income (FVOCI-Equity Investment Reserve)		
Opening balance	(197.20)	(38.90)
Add/(less): Change in fair value of FVOCI equity investments	(33.07)	(158.30)
Sub total (ix)	**(230.27)**	**(197.20)**
(x) Cash flow hedge reserve		
Opening balance	-	-
Add/(less): MTM of derivatives instruments	(1.55)	-
Add/less: Tax impact	0.54	-
Sub total (x)	**(1.01)**	**-**
Total Reserves & surplus (i) to (x)	**3,666.90**	**3,423.56**
Other comprehensive income/(loss)		
Opening balance	(0.55)	(0.30)
Additions during the year	(0.43)	(0.25)
Total other comprehensive income/(loss)	**(0.98)**	**(0.55)**
Grand Total other equity	**3,665.92**	**3,423.01**

Note No.21 - Non-current borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Secured		
Infrastructure Bonds	1.31	1.30
Debentures	275.98	390.61
External commercial borrowings from financial institutions	284.39	346.86
Term Loans		
From bank	7,671.86	5,903.63
From other parties/ financial institution	380.39	401.47
Unsecured loans		
Finance lease obligations (refer note no. (i) below and note no. 42)	619.74	648.88
Total	**9,233.67**	**7,692.75**

i) Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PPA entered with one of its suppliers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been recognized as PPE and accounted as Finance Lease Obligations. Paid/ payable amounts against depreciation, interest on loan capital and return on equity (pre-tax) components to the supplier is adjusted against Finance Lease Obligations and interest. The interest component of the Finance Lease Obligations and amount paid on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest expense on assets under finance lease' under Note 35- 'Finance Cost'.

ii) These borrowings are carried at amortised cost.

iii) 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

Non-current borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Seucred		
Infrastructure Bonds	1.31	1.30
Debentures	275.98	390.61
External commercial borrowings from financial institutions	284.39	346.86
Term Loans		
From bank	6,775.31	4,961.16
Total	**7,336.99**	**5,699.93**

Current borrowings / current maturity of long term borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
From banks		
Secured	2,585.90	2,500.55
Others		
Unsecured	134.32	183.99
From financial institution		
Secured	855.90	1,443.99
Commercial paper		
Unsecured	-	395.27
Total current borrowings	**3,576.12**	**4,523.80**

(i) **Infrastructure bonds**

52,295 (March 31, 2018: 55,197) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of Rs 5,000 each (Infra Series 1) amounting to Rs 26.15 crore (March 31, 2018: Rs. 27.60 crore) allotted on March 31, 2011 redeemable at par in 5 to 10 years commenced from March 31, 2016 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 the Company to provide 100% security coverage. During the year, the company has repaid Rs 1.45 crore (March 31, 2018: Rs. 2.49 crore) under buyback scheme exercised by eligible holders of infrastructure bonds in financial year 2018-19 as per terms of Infra Series 1.

229,460 (March 31, 2018: 245,685) privately placed 8.93%/9.15% secured redeemable non-convertible long-term infrastructure bonds of Rs 5,000 each (Infra Series 2) amounting to Rs 114.73 crore (March 31, 2018: Rs. 122.84 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 receivables of the Company to provide the 100% security coverage. During the year, the company has repaid Rs. 8.11 crore (March 31, 2018: Rs. 17.95 crore) under buyback scheme exercised by eligible holders of infrastructure bonds in FY2018-19 as per terms of Infra Series 2.

(ii) **Debentures**

900 (March 31, 2018: 900) privately placed 10.50% secured redeemable non-convertible debentures of Rs. 666667 (March 31, 2018: Rs.833333 each) (Series 3) amounting to Rs.60.00 crore (March 31, 2018: Rs.75.00 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 the Company out of its own sources which are not charged to any other lender of the Company to the extent of 125% of debentures.

2,135 (March 31, 2018: 2,135) privately placed 9.62% secured redeemable non-convertible debentures of Rs.1,000,000 each (Series 4) amounting to Rs. 213.50 were allotted on June 03, 2015 redeemable at par in 3 tranches divided in 33% of face value on 28th May 2019, 33% of face value on 28th May 2021 and balance 34% of face value on 28th May 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

1,500 (March 31, 2018: 1,500) privately placed 9.80% secured redeemable non-convertible debentures of Rs.1,000,000 each (Series 5) amounting to Rs. 120.00 crore (March 31, 2018: Rs. 150.00 crore) were allotted on June 16, 2015 redeemable at par in five equal annual instalments commencing from June 12, 2018

Series 5 debentures are secured by way of first ranking exclusive charge by way of hypothecation of the identified receivables of the Company comprising asset cover of at least 100% of the amount of the Debentures

(iii) **Term loans**

Term loans from banks/ financial institution carry interest ranging from 8.50% to 9.75% 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 by way of hypothecation of the current assets including book debts, investments and other receivables (other than assets created/ to be created by line of credit of other financial institutions / banks) so that lenders should have at least 100%/ 111% security coverage on its outstanding loan at all times during the currency of the loan.

(iv) **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. Repayment of 4 ECB loans of which 4 quarterly instalment amounting to USD 28,88,888 (Rs. 20.28 crore) on first ECB loan, 4 quarterly instalment amounting to USD 62,50,000 (Rs. 43.58 crore) on two of the ECB loans and 4 quarterly instalment amounting to USD 25,00,000 (Rs.16.72 crore) on another ECB loan was made during the year ended March 31, 2019.

(v) **Short term loans**

Term loans from banks/financial institution are secured by first pari passu/ exclusive charge on all present and future receivables of the standard loan assets of the Company except the charge created/ to be created in favour of specific lender(s) for receivables of the specific loan assets created/ to be created out of their loan proceeds, so that lenders should have at least 100%-111% security coverage on their respective outstanding loan at all times during the currency of the loan.

B **Loans taken by subsidiary company - PTC Energy Limited**

(i) **Term loans from Banks Comprises of:**

(₹ in crore)

S. No.	Particulars	As at 31st March, 2019		As at 31st March, 2018	
		Non Current	Current	Non Current	Current
a.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**				
	- ICICI Bank Limited	53.18	5.00	58.18	4.92
	- State Bank of India	21.08	1.94	23.02	1.90
b.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**				
	- Bank of India	62.32	6.04	57.77	5.98
	- ICICI Bank Limited	86.07	7.85	93.93	7.81
	- Oriental Bank of Commerce	55.97	5.66	61.63	5.61

c.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**				
	- Bank of India	36.99	3.77	40.76	3.74
	- ICICI Bank Limited	63.81	5.83	69.64	5.78
	- South Indian Bank Limited	82.62	7.55	90.17	7.49
d.	**49.5 MW ReGen Project at Devenkonda, Andhra Pradesh**				
	- State Bank of India	225.17	9.06	225.58	7.63
e.	**50 MW Gamesa Project at Bableshwar, Karnataka**				
	- Canara Bank	35.66	3.36	39.02	3.33
	- Central Bank of India	46.35	3.36	48.21	3.33
	- IndusInd Bank Limited	53.88	3.83	56.16	3.65
f.	**40 MW Inox Project at Payalakuntla, Andhra Pradesh**				
	- South Indian Bank Limited	41.67	2.80	44.60	2.63
	- IndusInd Bank Limited	31.78	2.02	33.80	1.99
	Total	**896.55**	**68.07**	**942.47**	**65.79**

(ii) **Terms of Repayment:**

(₹ in crore)

S. No.	Particulars	Effective interest rate per annum	Repayable (Total No. of Quarterly instalments)	Amount of Install-ment	Install-ments due as at 31st March, 2019	Last installment due on
a.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**					
	- ICICI Bank Limited	10.33%	56	125.00	47	December, 2030
	- State Bank of India	10.54%	56	48.48	48	March, 2031
b.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**					
	- Bank of India	9.92%	53	88.46	48	March, 2031
	- ICICI Bank Limited - 1	9.88%	53	102.92	48	March, 2031
	- ICICI Bank Limited - 2	9.88%	53	143.81	48	March, 2031
	- Oriental Bank of Commerce	9.92%	53	98.57	48	March, 2031
c.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**					
	- Bank of India	9.92%	53	80.56	48	March, 2031
	- ICICI Bank Limited	9.91%	53	145.78	48	March, 2031
	- South Indian Bank Limited	9.90%	53	188.68	48	March, 2031
d.	**49.5 MW ReGen Project at Devenkonda, Andhra Pradesh**					
	- State Bank of India	9.77%	58 Quarterly	286.40	54	September, 2032
e.	**50 MW Gamesa Project at Bableshwar, Karnataka**					
	Canara Bank	10.14%	2 Quarterly	1.25% of the facility	49	June, 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	10.10%	2 Quarterly	1.25% of the facility	49	June, 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	2.23% of the facility		
	IndusInd Bank Limited	9.43%	2 Quarterly	1.25% of the facility	49	June, 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	10.31%	12 Quarterly	1.40% of the facility	51	December, 2031
			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		
	IndusInd Bank Limited	10.18%	12 Quarterly	1.40% of the facility	51	December, 2031
			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	Partiuclars	As at 31st March, 2019		As at 31st March, 2018	
		Non Current	Current	Non Current	Current
a.	**20 MW Inox Project at Nipaniya, Madhya Pradesh**				
	- Rural Electrification Corporation Limited	64.33	5.88	70.21	5.83
b.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**				
	- PTC India Financial Services Limited- Related Party	-	5.23	-	5.14
c.	**40 MW Inox Project at Payalakuntla, Madhya Pradesh**				
	- Tata Cleantech Capital Limited	85.80	5.44	91.24	5.39
d.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**				
	- India Infrastructure Finance Company Limited	62.13	2.67	64.83	2.63
e.	**50 MW Gamesa Project at Molagavalli, Andhra Pradesh**				
	- India Infrastructure Finance Company Limited	31.56	1.90	33.47	1.88
f.	**50 MW Gamesa Project at Bableshwar, Karnataka**				
	- Aditya Birla Finance Limited	136.57	9.68	141.72	9.21
	Total	**380.39**	**30.80**	**401.47**	**30.08**

(iv) Terms of Repayment:

S No	Particulars	Effective interest rate	Repayable (Total No. of instalments)	Amount of Installment (facility denotes the disbursement amount from time to time)	Installments due as at 31st March, 2019	Last installment due on
a.	**20 MW Inox Project at Nipaniya, Madhya Pradesh**					
	Rural Electrification Corporation Limited (20 MW Project at Nipaniya, Madhya Pradesh)	10.61%	56 (Quarterly)	1.47	48	March, 2031
b.	**30 MW Gamesa Project at Jaora, Madhya Pradesh**					
	PTC India Financial Services Limited	10.27%	56 (Quarterly)	1.31	47	December, 2030

c.	**40 MW Inox Project at Payalakuntla, Madhya Pradesh**					
	Tata Cleantech Capital Limited	10.66%	12 Quarterly	1.40% of the facility	51	December, 2031
			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		
d.	**49.3 MW GE Project at Kandimallayapalli, Andhra Pradesh**					
	India Infrastructure Finance Company Limited	9.90%	30 Quarterly	0.89% of the facility	55	December, 2032
			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 Molagavalli, Andhra Pradesh**					
	India Infrastructure Finance Company Limited	9.95%	30 Quarterly	0.89% of the facility	56	March, 2033
			11 Quarterly	1.89% of the facility		
			6 Quarterly	1.00% of the facility		
			1 Quarterly	1.83% of the facility		
			1 Quarterly	2.00% of the facility		
			4 Quarterly	2.89% of the facility		
			8 Quarterly	3.89% of the facility		
f.	**50 MW Gamesa Project at Bableshwor, Karnatak**					
	Adity Birla Finance Ltd.	9.40%	2 Quarterly	1.25% of the facility	49	June, 2031
			16 Quarterly	1.50% of the facility		
			16 Quarterly	1.75% of the facility		
			8 Quarterly	2.00% of the facility		
			8 Quarterly	2.20% of the facility		
			5 Quarterly	2.30% of the facility		

(v) Current borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Seucred		
Working capital demand loan *	30.00	-
Unsecured		
Line of credit / short term loan	28.10	-
Total	**58.10**	**-**

* Loan from Federal Bank is secured by Post dated cheques

C Loans taken by subsidiary company - PTC Energy Limited

(i) Current borrowing

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
From bank:		
Secured	154.00	-
Unsecured	158.74	-
Total	**312.74**	**-**

Detail of borrowings

Name of Bank	Nature of Security	ROI	As at 31.03.2019	As at 31.03.2018
Allahabad Bank (Short term loan)	First Pari-Passu charge on book debts / receivables of the company, present and future	8.25%	154.00	-
Canara Bank (Cash credit)	Unsecured	8.85%	138.74	-
Federal Bank (Short term loan)	Unsecured	8.85%	20.00	-

Note No.22 - Other financial liabilities

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred processing/upfront fees	17.27	21.40
Derivative liabilities	0.23	7.58
Security deposit	57.73	-
Total	**75.23**	**28.98**

The carrying values of the financial libilities disclose above are considered to be a reasonable approx. of their fair values.

Note No.23 - Non-current provisions

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits	9.51	7.84
Total	**9.51**	**7.84**

Disclosures required by Ind AS 19 'Employee Benefits' is made in Note No. 43

Note No.24 - Current borrowings

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
From banks		
Secured	1,783.84	1,894.84
Unsecured	186.84	25.00
From financial institution		
Secured	-	1,340.16
Commercial paper		
Unsecured	-	395.27
Total	**1,970.68**	**3,655.27**

For additional information on borrowings refer Note No. 21A

These borrowings are carried at amortised cost

Note No.25- Trade payables

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Trade payables - micro & small enterprises	0.14	0.14
Trade payables - Others	2,953.90	2,237.82
Total	**2,954.04**	**2,237.96**

The carrying values of trade payables disclosed above are considered to be a reasonable approximation of their fair values.

Note No.26 - Other current financial liabilities

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Current Maturities of long term debt	2,075.15	964.40
Current maturities of finance lease obligations	40.83	40.30
Unpaid dividend (Refer note below)	1.96	1.67
Unclaimed interest on debentures	6.21	4.56
Interest accrued but not due on borrowings	115.72	100.56
Unclaimed equity share application money	-	0.02
Capital creditors	15.95	47.29
Income received in advance	2.20	1.71
Other payables		
-Security deposits received	25.13	6.35
-Payable to employees	3.85	4.73
Total	**2,287.00**	**1,171.59**

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.27 - Other current liabilities

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Contract Assets	53.83	49.00
Statutory dues	8.97	8.57
Total	**62.80**	**57.57**

Note No.28 - Current provisions

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Provision for employee benefits	0.23	0.57
Total	**0.23**	**0.57**

Disclosures required by Ind AS 19 'Employee Benefits' is made in Note No. 43

Note No.29 - Current tax liabilities (net)

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Current tax (net of advance tax)	-	2.62
Total	**-**	**2.62**

Note No.30 - Revenue from operations

(₹ in crore)

Particulars	For the year ended 31.03.2019		For the year ended 31.03.2018	
Income from Operations				
Sale of electricity		13,441.46		11,215.04
Revenue from power supply of agency nature				
Sale of electricity of agency nature	8,923.67		6,902.09	
Purchase of power of agency nature	(8,896.39)	27.28	(6,873.66)	28.43
Interest income from				
-Long financing		1,277.87		1,118.04
Total income from operation - A		**14,746.61**		**12,361.51**
Other operating income				
Interest on fixed deposits		0.77		0.44
Fee based income		34.75		51.51
Sale of services (consultancy)		15.20		11.60
Recoveries of Revenue Loss		0.51		12.69
Generation based incentive on wind energy*		30.69		24.43
Lease rentals income on asset under operating lease (refer note below)		176.51		184.97
Surcharge on sale of power (refer note no. 56 (b) (i) & (ii)		139.55		118.59
Total other operating income - B		**397.98**		**404.23**
Total (A+B)		**15,144.59**		**12,765.74**

Considering the provisions of Appendix C to Ind AS-17 on Leases w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PSA entered with one of its customers falls under operating lease. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) from the customer are considered as lease rentals on the assets under operating lease.

*Receivable form Indian Renewable Energy Development Agency (IREDA), on sale of power.

(Refer Note 54)

Note No.31 - Other income

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Interest from financial assets at amortised cost		
-Deposit with banks	6.06	4.13
-Interest income on financial assets at amortised cost at EIR	0.11	0.14
-Recovery of Penal Interest charged by lenders from Wind mill contractors	-	0.37
-Interest income on assets under finance lease (Refer note (a) below)	117.88	115.62
-Interest on Income tax refund	1.29	-
Dividend from		
-Current investments in mutual funds measured at fair value through profit or loss	1.09	18.95
Other non-operating income		
- Profit on sale/redemption of upquoted investments in mutual funds (net) (refer note no (b) below)	0.11	3.89
-Liabilities no longer required written back	0.53	-
-Rental income	0.02	0.02
-Foreign exchange gain (net)	1.96	0.03
-Profit on disposal of Property, plant and equipment	0.05	-
-Consultancy & Advisory Charges	0.72	-
-Gain on MTM of options	10.43	3.47
-Miscellaneous income	0.41	0.76
Total	**140.66**	**147.38**

a) Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PSA entered with one of its customers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been derecognized from PPE and accounted as Finance Lease Receivables. Recovery of amounts against depreciation, interest on loan capital and return on equity (pre-tax) components from the customer is adjusted against Finance Lease Receivables and interest. The interest component of the Finance Lease Receivables and amount received on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest income on assets under finance lease'.

b) Profit on sale/ redemption of investment includes fair value gain on financial instruments at fair value through profit or loss.

Note No.32 - Purchases

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Purchases of electricity (Refer Note 54 (A))	12,804.83	10,689.72
Total	**12,804.83**	**10,689.72**

Note No.33 - Operating expenses

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Electricity charges	2.44	3.08
Lease rental expenses on assets under operating lease (refer note below)	176.51	184.97
Inspection Charges - CEIG	0.10	0.11
Operation and Maintenance expenses	2.60	0.59
Surcharge expenses (Refer note 56 (b) (i) & (ii)	23.11	4.46
Rent on projects lands	0.47	0.42
Other miscellaneous expenses	0.01	-
Total	**205.24**	**193.63**

Considering the provisions of Appendix C to Ind AS-17 on Leases w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PPA entered with one of its suppliers falls under operating lease. Paid/ payables amounts against depreciation, interest on loan capital and return on equity (pre-tax)to the supplier are considered as lease rental expenses on the assets under operating lease.

Note No.34- Employee benefit expense

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Salaries and wages	44.09	42.30
Contribution to provident and other funds	1.67	1.63
Gratuity	1.04	1.37
Staff welfare expenses	3.13	2.91
Total	**49.93**	**48.21**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note No. 43.

Note No.35 - Finance costs

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Interest expenses on:		
- On Infra Bonds	20.77	22.18
- On Debentures	41.31	45.24
- On Loans from Banks/ Financial Institutions	972.17	671.09
- On External Commercial Borrowings	27.71	27.21
- On Commercial Paper	35.49	51.18
- Interest expense on assets under finance lease (refer note below)	117.96	115.70
- Interest expense on financial liabilities measured at amortised cost	0.75	0.80
- Security deposits	0.48	-
-Interest on payment of income tax	0.27	0.79
Other Borrowing Costs:		
- Other charges on term loans and other borrowings	2.68	1.58
- Amortisation of foreign currency translation	20.36	8.00
Total	**1,239.95**	**943.77**

Considering the provisions of Appendix C to Ind AS-17 on 'Leases' w.r.t. determining whether an arrangement contains a lease, the Group has ascertained that the PPA entered with one of its suppliers falls under the definition of finance lease. Accordingly, the written down value of the specified assets has been recognized as PPE and accounted as Finance Lease Obligations. Paid/ payable amounts against depreciation, interest on loan capital and return on equity (pre-tax) components to the supplier is adjusted against Finance Lease Obligations and interest. The interest component of the Finance Lease Obligations and amount paid on account of revision of tariff of previous periods in respect of the above three elements are recognised as 'Interest expense on assets under finance lease'.

Note No 36-Provision for expected credit loss

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Impairment loss on loans	53.91	609.71
Impairment loss on trade receivables and others	6.67	-
Total	60.58	609.71

Note No.37 - Other expenses

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Rent	7.01	6.74
Repairs & maintenance to building	2.08	1.52
Repairs to machinery - wind mill	2.29	2.03
Insurance	1.38	1.20
Rates and taxes	1.38	3.30
Payment to auditors (refer note (a) below)	0.76	0.83
Legal & professional charges	11.82	9.40
Consultancy expenses	13.17	15.24
Advertisement	0.46	0.49
Communication	1.10	1.07
Business development	2.01	2.00
Travelling and conveyance expenses	5.83	4.68
Printing & stationery	0.42	0.50
Fees & expenses to directors	1.54	1.26
Repair & maintenance - others	1.62	1.74
Bank charges	2.56	2.57
EDP expenses	0.20	0.19
Books & periodicals	0.10	0.10
Water & electricity expenses	1.12	1.16
Bed debts / advances written off	0.56	1.17
Impairment allowance for doubtful debts / advances	5.45	4.56
Security expenses	0.62	0.64
Property tax	0.10	0.09
Donation	-	0.01
Corporate social responsibilities expenses (CSR)	16.46	5.81
Application fee / tender fee	0.52	2.34
Miscellaneous expenses (refer note no (b) below)	2.88	2.37
Total	**83.44**	**73.01**

a) **Details in respect of payment to auditors**

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
As auditor		
Audit fee	0.55	0.50
Tax audit fees	0.05	0.04
GST audit fee	0.01	-
In other capacity		
Other services (certification)	0.12	0.27
Reimbursement of expenses	0.03	0.02
Total	**0.76**	**0.83**

b) Miscellaneous expenses include on AGM expenses, diwali expenses, annual day expenses, scheduling charges etc.

Note No.38 - Exceptional items

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit/ (loss) on sale of fixed assets (net)	0.03	0.02
Total	**0.03**	**0.02**

Note No.39 - Contingent liabilities and commitments

(₹ in crore)

	Particulars	As at 31.03.2019	As at 31.03.2018
1.	**Contingent liabilities** (to the extent not provided for)		
a)	Claims against the Group not acknowledged as debt: (Refer Note (i) below)	164.35	217.19
b)	Income tax liability that may arise in respect of matters in appeal preferred by the department/ Group (Refer Note (ii))	323.09	328.55
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))	52.11	-
2.	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	93.42	81.49
	Loan financing	915.57	1,495.92
3.	**Guarantees furnished to bank**	-	25.00

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 offered surplus power and claimed a damage of ₹ 84.95 Crore (31 March 2018: ₹ 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 period. The supplier raised a compensation bill of ₹ 43.28 Crore (31 March 2018: ₹ 43.28 crore) for non-supply of power. The matter is pending at Supreme Court. The Group has paid a deposit amounting to ₹ 20.48 crore which is subject to the outcome of the appeal before the Appellate Tribunal.

c) Pursuant to dispute with one of the suppliers, company has surrendered the long term open access (LTA). The Central Transmission Utility (CTU) has raised a claim of ₹31.68 Crore on the group towards the outstanding LTA charges. The claim of CTU is being contested before Appellate Tribunal of Electricity.

d) Pending resolution of the issues with a supplier, the Group has estimate an contingency liability of NIL (31 March 2018 ₹ 84.52 crore) towards his claims

ii) Disputed income tax/ custom duty / serrvice tax pending before various forums/ authorities amount to ₹ 392.36 crore (31 March 2018: ₹ 345.71 crore). Many of these matters were adjudicated in favour of the Group but are disputed before higher forums/ authorities by the concerned departments.
The Group has paid a deposit amounting to ₹ 6.45 crore against custom duty 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.

Possible Reimbursement

The contingent liabilities referred to in (i) above, include an amount of ₹ NIL (31 March 2018: ₹ 84.52 crore), for which Group envisages possible reimbursement from the one of its suppliers in full.

Contingency Liabilities where amount is uncertainable

The company obtained long term open access (LTA) for transfer of power from one of the suppliers' project. Subsequently, the Utilities had signed BPTA with CTU taking the liability to pay transmission charges. However due to non-offtake of power by the utilities & merchant/untied capacity, the State Utilities/company has released the transmission corridor. Till date company has not received any claim in this regard. If a claim from CTU is received, the company will decide for contesting the same before an appropriate forum.

Commitments

a). Estimated amount of contracts remaining to be executed on capital account (property, plant & equipment and intangible assets) and not provided for is ₹ 93.42 crore (31 March 2018: ₹ 81.49 crore).

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Property, plant and equipment	92.70	81.35
Intangible assets	0.72	0.14

b). In respect of investments of ₹ 190.85 crore (31 March 2018: ₹ 184.55 crore) in other Companies, the Company has restrictions for their disposal as at 31 March 2018 as under:

(₹ in crore)

Name of the Company	Period of restrictions for disposal of investments as per related agreements	Carrying amount	
		As at 31.03.2019	As at 31.03.2018
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.	190.85	184.55
Total		**190.85**	**184.55**

Note No.40 - Earning per equity share

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Opening equity shares	296,008,321	296,008,321
Equity shares issued during the year	-	-
Closing equity shares	296,008,321	296,008,321
Weighted average number of equity shares used as denominator for basic earnings	296,008,321	296,008,321
Weighted average number of equity shares resulting from assumed exercise of employee stock options	21,000	21,000
Weighted average number of equity shares used as denominator for diluted earnings	296,029,321	296,029,321
Net profit after tax used as numerator (amount in ₹ crore)	489.75	164.85
Less: Non controlling interest	64.47	(35.10)
Net profit attributable to the owners of the parent company	425.28	199.95
Basic earnings per share (amount in ₹)	14.37	6.75
Diluted earnings per share (amount in ₹)	14.37	6.75
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.41 - 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 31.03.2019	For the year ended 31.03.2018
Current tax expense		
Current year	153.54	261.26
Deferred tax expense		
Origination and reversal of temporary differences	100.94	(168.46)
Total income tax expense	**254.48**	**92.80**

ii) Income tax recognised in other comprehensive income

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Remeasurement gains/(losses) on defined benefit plans	0.25	0.21
Cash flow hedge reserve	0.83	-
Total income tax expense	**1.08**	**0.21**

iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
Profit before tax	744.23	257.65
Tax using the Group's domestic tax rate of 34.944% (31 March 2018 - 34.608%)	260.06	215.84
Tax effect of:		
Non-deductible tax expenses/Tax-exempt income adjustments	(18.74)	40.25
Diminution in value of investment adjustments	-	10.67
Others	(87.78)	(5.50)
Current Tax Provision (a)	153.54	261.26
Deferred tax	100.94	(168.46)
Deferred tax provision (b)	100.94	(168.46)
Tax Expenses recognised in Statement of Profit and Loss (a+b)	254.48	92.80
Effective Tax Rate	**34.19%**	**36.02%**

(b) Tax losses carried forward

The tax benefit of unutilised long term capital losses is available for use till 2018-19 of ₹ NIL (PY ₹ 5.80 crore) and till 2023-24 of ₹11.41 crore (PY ₹ 11.41 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 certainty of its realisation.

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) Dividend distribution tax on proposed dividend not recognised at the end of the reporting period

Since year end, the directors have recommended the payment of final dividend amounting to ₹ 118.40 crore (31 March 2018: 118.40 crore). The dividend distribution tax on this proposed dividend amounting to ₹ 24.34 crore (31 March 2018: ₹ 24.34 crore) has not been recognised since this proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.

Note No.42 - Disclosure as per Ind AS 17 'Leases'

a) **Operating leases**

i. **Leases as lessee**

a) The Group's leasing arrangements are in respect of operating leases of premises for office and projects land. An amount of ₹ 7.48 crore (31 March 2018: ₹ 7.16 crore) towards lease payments in respect of premises for offices are included under 'Rent on projects lands' in Note 33 and 'Rent' in Note 37.

b) The Group has classified the arrangement with one of its suppliers as lease based on the principles enunciated in Appendix C of Ind AS 17 and accounted for as operating lease in accordance with those principles. An amount of ₹176.51 crore (31 March 2018: ₹ 184.97 crore) towards lease payments in respect of the arrangement are included under Lease rental expenses on assets under operating lease' in Note 33-'Operating expenses'

c) The future minimum lease payments (MLPs) under non-cancellable leases in respect of the operating leases are as follows:

(₹ in crore)

Particulras	As at 31.03.2019	As at 31.03.2018
Less than one year	175.51	181.02
Between one and five years	607.07	640.40
More than five years	1,337.48	1,471.77
Total	**2,120.06**	**2,293.19**

ii. **Leases as lessor**

a) The Group has classified the arrangement with one of its customers as lease based on the principles enunciated in Appendix C of Ind AS 17 and accounted for as operating lease in accordance with those principles. An amount of ₹ 176.51 crore (31 March 2018: ₹ 184.97 crore) towards lease receipts in respect of the arrangement are included under 'Lease rentals on asset under operating lease' in Note 30- Revenue from operations. The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulras	As at 31.03.2019	As at 31.03.2018
Less than one year	168.07	176.51
Between one and five years	587.82	621.60
More than five years	1,337.48	1,471.77
Total	**2,093.37**	**2,269.88**

b) **Finance leases**

i **Leases as lessee**

a) Leasehold land acquired by the Group are capitalised at the present value of the total minimum lease payments to be paid over the lease term. Future lease rentals are recognised as 'Finance lease obligations' at their present values. The leasehold land is amortised considering the significant accounting policies of the Group.

b) The Group has classified the arrangement with one of its suppliers in the nature of lease based on the principles enunciated in Appendix C of Ind AS 17, 'Leases' and accounted for as finance lease in accordance with those principles.

c) The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulras	As at 31.03.2019		As at 31.03.2018	
	MLPs	Present value of MLP	MLPs	Present value of MLP
Less than one year	127.85	40.83	133.49	40.30
Between one and five years	454.95	161.96	477.53	160.63
More than five years	1,664.68	457.78	1,769.96	488.25
Total minimum lease payments	**2,247.48**	**660.57**	**2,380.98**	**689.18**
Less amounts representing unearned finance income	1,586.91		1,691.80	
Present value of minimum lease payments	**660.57**	**660.57**	**689.18**	**689.18**

ii **Leases as lessor**

The Group has classified the arrangement with one of its customers in the nature of lease based on the principles enunciated in Appendix C of Ind AS 17, 'Leases' and accounted for as finance lease in accordance with those principles. The future minimum lease payments (MLPs) under non-cancellable leases in respect of the same are as follows:

(₹ in crore)

Particulars	As at 31.03.2019		As at 31.03.2018	
	MLPs	Present value of MLP	MLPs	Present value of MLP
Less than one year	127.77	40.83	133.41	40.30
Between one and five years	454.63	161.96	477.20	160.63
More than five years	1,659.34	457.07	1,764.54	487.54
Total minimum lease payments	**2,241.74**	**659.86**	**2,775.15**	**688.47**
Less amounts representing unearned finance income	1,581.88		1,686.68	
Present value of minimum lease payments	**659.86**	**659.86**	**688.47**	**688.47**

Note No.43 - 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 ₹1.67 crore (31 March 2018: ₹ 1.63 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 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 31/03/2019	As at 31/03/2018
Net defined benefit (asset)/liability :		
Non-current	1.85	1.92
Total	**1.85**	**1.92**

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-19	31-Mar-18	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Opening balance	**4.77**	**3.33**	**2.85**	**0.56**	**1.92**	**2.77**
Included in profit or loss:						
Current service cost	0.86	0.64	-	-	0.86	0.64
Past service cost	-	0.31	-	-	-	0.31
Interest cost (income)	0.40	0.25	0.22	0.04	0.18	0.21
Total amount recognised in profit or loss	1.26	1.20	0.22	0.04	1.04	1.16
Included in OCI:						

Demographic assumptions	-	-	-	-	-	-
Financial assumptions	0.50	0.64	(0.02)	0.03	0.52	0.61
Experience adjustment	0.01	(0.16)	-	-	0.01	(0.16)
Expenses for employee on deputation	0.02	0.01	-	-	0.02	0.01
Total amount recognised in other comprehensive income	**0.53**	**0.49**	**(0.02)**	**0.03**	**0.55**	**0.46**
Other						
Contributions paid by the employer	-	-	1.39	2.33	(1.39)	(2.33)
Benefits paid	(0.39)	(0.25)	(0.12)	(0.11)	(0.27)	(0.14)
Closing balance	**6.17**	**4.77**	**4.32**	**2.85**	**1.85**	**1.92**

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-19	31-Mar-18
Net defined benefit (asset)/liability :		
Non-current	1.00	0.06
Current	0.03	0.78
Total	**1.03**	**0.84**

Movement in net defined benefit (asset)/liability

(₹ in crore)

Particulars	Defined benefit obligation	
	31-Mar-19	31-Mar-18
Opening balance	**0.84**	**0.65**
Included in profit or loss:		
Current service cost	0.05	0.04
Past service cost	-	-
Interest cost (income)	0.07	0.04
Total amount recognised in profit or loss	**0.12**	**0.08**
Included in OCI:		
Financial assumptions	0.05	0.11
Experience adjustment	0.11	0.04
Total amount recognised in other comprehensive income	**0.16**	**0.15**
Contributions paid by the employer		
Benefits paid	(0.09)	(0.04)
Closing balance	**1.03**	**0.84**

C. Plan assets

Plan assets comprise the following

Particulars	As at 31 March 2019	As at 31 March 2018
Net defined benefit (asset)/liability :		
Insurer Managed Funds	98.32%	97.54%
Current Bank Account	1.68%	2.46%
Total	**100%**	**100%**

Actual return on plan assets is ₹ 0.07 crore (31 March 2018: ₹ 0.04 crore).

D. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date:

Particulars	31-Mar-19	31-Mar-18
Discount rate	7.65%	7.71%
Expected return on plan assets-Gratuity	7.65%	7.71%
Salary escalation rate	9.00%	8.25%
Retirement age	60/62	60/62
Withdrawal rate	1-3%	1-3%
In service mortality	IALM (2006-08)	IALM (2006-08)

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.

Particulars	31-Mar-19		31-Mar-18	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement) (₹ in crore)	(0.51)	0.54	(0.34)	0.37
Salary escalation rate (0.50% movement) (₹ in crore)	0.40	(0.37)	0.31	(0.29)

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 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 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-2019	0.09	0.11	1.19	5.02	6.42
31-March-2018	0.26	0.10	1.01	3.64	5.01

G. Expected contributions to post-employment benefit plans for the year ending March 31, 2020 are ₹1.26 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-19	31-Mar-18
Gratuity	13.55 to 20.77	16.38 to 23.68
Post-retirement medical facility (PRMF)	3.81 to 15.53	4.73 to 16.04

Note No.44 - Disclosure as per Ind AS 24 'Related Party Disclosures'

a) **List of Related parties:**

i) **Associates:**

Krishna Godavari Power Utilities Limited

R.S. India wind energy Private Limited

Varam Bio Energy Private Limited

R.S. India Global Energy Limited

ii) **Key Managerial Personnel (KMP):**

A) **Whole time directors**

Shri Deepak Amitabh	Chairman and Managing Director
Shri Arun Kumar	Director (Finance) & CFO (Ceased to be director w.e.f. 14th Dec, 2017)
Shri Ajit Kumar	Director (Commercial & Operations)
Dr. Rajib Kumar Mishra	Director (Marketing & Business Development)
Dr. Ashok Haldia	Managing Director and CEO (Ceased to be MD & CEO w.e.f. 18th Sep, 2018)
Dr. Pawan Singh	Director (Fiinance) (upto 28th Sept 2018) & MD & CEO (w.e.f.3rd Oct 2018)
Shri Naveen Kumar	Whole time Director

B) **Non-whole time directors**

Shri Anil Razdan	(ceased w.e.f. 9th January 2018)
Shri Dhirendra Swarup	(ceased w.e.f. 9th January 2018 fom PTC India Limited)
Shri Dipak Chatterjee	(ceased w.e.f. 15th April 2017)
Shri H.L. Bajaj	(ceased w.e.f. 9th January 2018 from PTC India Limited)
Shri Krishna Singh Nagnyal(Nominee director of Life Insurance Corporation of India)	(ceased w.e.f. 27th September 2018)
Ms. Sushama Nath	(w.e.f. 20th December 2017)
Ms. Bharti Prasad	(w.e.f. 20th December 2017)
Shri Rakesh Kacker	(w.e.f. 23rd March 2017)
Shri Jayant Purushottam Gokhale	(w.e.f. 16th March 2017)
Shri Harun Rasid Khan	(w.e.f 28th December, 2017)
Shri C. Gangopadhyay	(w.e.f. 28th December, 2017)
Mrs. Pravin Tripathi	(w.e.f. 13th May, 2016)
Shri R N Nayak	(w.e.f. 13th May, 2016)
Shri Kamlesh S. Vikamsey	(w.e.f. 12th May, 2018)
Shri Santosh B Nayar	(w.e.f. 25th June, 2018)
Shri Sutirtha Bhattacharya	(w.e.f. 7th June, 2018, ceased w.e.f. 5th March 2019)
Shri Devendra Swarup Saksena	(w.e.f. 13th July, 2018)
Shri Atmanand	(w.e.f. 7th December, 2018)
Shri Ramesh Narain Misra	(w.e.f. 7th December, 2018)

C) **Chief financial officer & Company Secretary**

Shri Pankaj Goel	Chief financial officer (w.e.f. 21st April 2018)
Shir Rajiv Maheshwari	Company Secretary
Shri Sanjay Rustagi	Chief financial officer (w.e.f. 3rd October 2018)
Shir Vishal Goyal	Company Secretary

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) **Transactions with the related parties are as follows:**

(₹ in crore)

Name of Related Party	Influence	Nature of Transaction	Year ending March 31, 2019	Year ending March 31, 2018
NTPC Limited.	Entities having significance influence on the company	Director sitting fees to nominee directors	0.05	0.05
Power Grid Corporation of India Limited.		Director sitting fees to nominee directors	0.03	0.02
		Services received (wheeling charges)	0.06	0.18
Power Finance Corporation Limited		Director sitting fees to nominee directors	0.05	0.03
NHPC Limited		Director sitting fees to nominee directors	0.03	0.02

Shri Anil Razdan	Non-executive independent director	Director sitting fee	-	0.08
Shri Dhirendra Swarup			0.05	0.13
Shri H.L. Bajaj			0.12	0.06
Life Insurance Corporation of India for its nominee director Shri Krishna Singh Nagnyal			0.01	0.01
Shri Jayant Purushottam Gokhale			0.07	0.07
Shri Rakesh Kacker			0.11	0.08
Ms. Sushama Nath			0.14	0.02
Ms. Bharti Prasad			0.09	0.02
Shri Harun Rasid Khan			0.08	-
Shri Sutirtha Bhattacharya			0.05	-
Smt. Pravin Tripathi			0.18	0.05
Shri Kamlesh S. Vikamsey			0.10	-
Shri Ramesh Narain Misra			0.01	
Shri Santosh B Nayar			0.07	-
Shri C. Gangopadhyay			0.08	-
Shri Devendra Swaroop Saksena			0.04	-
Dr. Atmanand			0.01	-
Shri R N Nayak			0.05	0.03
PTC Foundation	Controlled Trust	Contribution for CSR	14.20	5.71
		Recovery of cost of employees on deputation in Controlled trust	0.50	0.25
		Payment of expenses on on behalf of Controlled trust	0.003	-
		Rental income (including service tax/GST)	0.03	0.03

Compensation to Key management personnel	Influence	Year ending March 31, 2019	Year ending March 31, 2018
Shri Deepak Amitabh	Whole time director	1.54	1.51
- Short term employee benefits		1.45	1.32
- Post employment benefits		0.01	0.11
- Other long term benefits		0.08	0.08
Dr. Rajib Kumar Mishra		1.21	1.10
- Short term employee benefits		1.14	1.03
- Post employment benefits		0.03	0.03
- Other long term benefits		0.04	0.04
Shri Ajit Kumar		1.32	1.10
- Short term employee benefits		1.26	1.05
- Post employment benefits		0.02	0.02
- Other long term benefits		0.04	0.03
Shri Arun Kumar		-	0.80
- Short term employee benefits		-	0.80
Dr. Ashok Haldia		0.99	0.99
- Short term employee benefits		0.95	0.94
- Post employment benefits		0.02	0.04
- Other long term benefits		0.02	0.01
Dr. Pawan Singh		0.95	0.81
- Short term employee benefits		0.85	0.76
- Post employment benefits		0.04	0.02
- Other long term benefits		0.06	0.03
Mr. Naveen Kumar		0.68	0.33
- Short term employee benefits		0.65	0.31
- Post employment benefits		0.01	0.01
- Other long term benefits		0.02	0.01
Shri Pankaj Goel	Chief Financial Officer	0.78	-
- Short term employee benefits		0.70	-
- Post employment benefits		0.03	-
- Other long term benefits		0.05	-
Shri Rajiv Maheshwari	Company Secretary	0.55	0.55
- Short term employee benefits		0.50	0.46
- Post employment benefits		0.04	0.04
- Other long term benefits		0.01	0.05

Shri Sanjay Rustagi	Chief Financial Officer	3.58	-
- Short term employee benefits		0.45	-
- Post employment benefits		1.16	-
- Other long term benefits		1.97	-
Shri Vishal Goyal	Company Secretary	0.52	0.41
- Short term employee benefits		0.45	0.36
- Post employment benefits		0.03	0.02
- Other long term benefits		0.04	0.03
Total Compensation to Key management personnel		**12.12**	**7.60**

Equity investment as at the balance sheet date without provision for impairment loss

(₹ in crore)

Name of the company	Relationship	As at 31.03.2019	As at 31.03.2018
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

Investment in debentures at the balance sheet date without considering provision for impairment loss

(₹ in crore)

Name of the company	Relationship	As at 31.03.2019	As at 31.03.2018
Varam Bio Energy Private Limited	Associate	4.29	4.29

Provision for impairment loss

(₹ in crore)

Name of the company	Relationship	As at 31.03.2019	As at 31.03.2018
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

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 2019, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: ` 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.45 - 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 has recognized an impairment loss of ₹ 37.55 crore in respect of such investment and disclosed as an exceptional item in the Statement of Profit and Loss for the year ended 31 March, 2016.

The Group had contributed equity of ₹ 23.40 crore constituting 48% in R.S. India Global Energy Limited (₹ 21.60 crore in FY 2008-09 and ₹ 1.80 crore in FY 2009-10). The Group came to know that RSIGEL and its promoters had made several misrepresentations and induced the Group to invest money as equity in RSIGEL (even project has also not come up). On prudent basis, the Group had made 100% provision for diminution in value of investment in FY 2014-15 without considering the underlying value of investment. The Group is taking suitable steps under civil and criminal law to safeguard its investments and recover the same including enforcing its rights as shareholder.

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 46 - Fair Value Measurements

(a) Financial instruments by category

(₹ in crore)

Particulars	As at 31 March 2019			As at 31 March 2018		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Investments						
- Equity instruments / security receipts	95.87	194.96	-	29.43	240.80	-
- Mutual funds	-	-	-	129.72	-	-
Derivative assets	19.97	-	-	25.01	-	-
Trade Receivables	-	-	4,909.35	-	-	3,338.18
Cash and bank balances	-	-	208.48	-	-	440.94
Loans	-	-	11,438.50	-	-	10,919.21
Finance lease receivables	-	-	659.86	-	-	688.47
Other financial assets	-	-	1,181.31	-	-	863.09
Total	**115.84**	**194.96**	**18,397.50**	**184.16**	**240.80**	**16,249.89**
Financial liabilities						
Borrowings	-	-	11,204.35	-	-	11,348.02
Trade payables	-	-	2,954.04	-	-	2,237.96
Other financial liabilities	0.23	-	2,362.00	7.58	-	1,192.99
Total	**0.23**	-	**16,520.39**	**7.58**	-	**14,778.97**

Details of assets pledged as collateral/security

The carrying amount of financial assets and property, plant and equipment as at 31st March, 2019 and 2018 that the company has provided as collateral for obtaining borrowings and other facilities from the bankers as follows:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Financial Assets		
Trade receivable	4,927.44	3,350.04
Cash and Cash Equivalents	6.13	0.10
Fixed deposits with banks	60.74	42.29
Loans	13,313.77	12,802.38
Property, Plant and Equipments (Gross Carrying value)	2,133.10	2,133.02

(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 2019	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	290.83	290.83
Derivative instruments		19.74	-	19.74
Total	-	**19.74**	**290.83**	**310.57**

(₹ in crore)

Financial assets and liabilities measured at fair value- recurring fair value measurement As at 31 March 2018	Level 1	Level 2	Level 3	Total
Financial assets:				
Investments in unquoted equity instruments	-	-	270.23	270.23
Derivative instruments		17.43	-	17.43
Investments in mutual funds	-	129.72	-	129.72
Total	-	147.15	270.23	417.38

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 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 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 2019 and 31 March 2018.

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 maximising the use of market-based information.

-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, 2019		As at March 31, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Liabilities				
Infrastructure Bonds (₹ in crore)	140.86	140.88	149.61	153.81
Debentures (₹ in crore)	391.44	392.68	435.61	434.46

(₹ in crore)

Particulars	Fair value hierarchy As at March 31, 2019			
	Level 1	Level 2	Level 3	Total
Financial Liabilities at amortised cost				
Infrastructure Bonds	-	-	140.88	140.88
Debentures	-	-	392.68	392.68

(₹ in crore)

Particulars	Fair value hierarchy As at March 31, 2018			
	Level 1	Level 2	Level 3	Total
Financial Liabilities at amortised cost				
Infrastructure Bonds	-	-	153.81	153.81
Debentures	-	-	434.46	434.46

C) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, trade payables, other financial liabilities and other financial assets are considered to be the same as their fair values, due to their short-term nature.

The carrying values for finance lease receivables 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 current discount rate. The carrying amount of finance lease obligations approximate its fair value. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Note No.47 . 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 amortised cost	Ageing analysis Credit ratings	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 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 Audit Committee)

ii) Risk Owners (typically Vice President level functionaries reporting to Functional Heads)

iii) Risk Monitors

Roles and Responsibilities

Board and Audit Committee: The Board, on the recommendation of Audit Committee, approves the risk management policy framework and process and takes various decisions related to risk management policy and process.

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 Board 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.47 . 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 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 at least a periodic basis to ensure timely corrective action in case of exigency.

Trade receivable

The company mainly sells electricity to bulk customers comprising mainly state power utilities owned by State Governments. 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), the company either takes payments from the clients on advance basis or ensures security mechanism in the form of Bank Guarantee/ Letter of Credits.

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. The open access advances are paid on account of state owned power utilities, hence the risk is insignificant. Security deposits are made mostly on back to back basis

The PTC India Financial Services Limited - Credit risk related to borrower's are mitigated by considering collateral's from borrower's. The Company closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Company assesses increase in credit risk on an ongoing basis for amounts loan receivables that become past due and default is considered to have occurred when amounts receivable become one year past due.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously

Cash and cash equivalents

The Group held cash and cash equivalents of ₹111.82 crore (31 March 2018: ₹ 383.40 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 ₹ 88.49 crore (31 March 2018: ₹ 51.29). In order to manage the risk, the Group makes these deposit with high credit rating as per investment policy of the Group.

(i) **Exposure to credit risk**

The carrying amount of financial assets represents the maximum creditexposure. The maximum exposure to credit risk at the reporting date was:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)		
Non-current investments	290.83	270.23
Non-current loans	11,438.19	10,918.54
Current investments	-	129.72
Cash and cash equivalents	111.82	383.40
Other bank balances	96.66	57.54
Current loans	0.31	0.67
Other current financial assets	1,181.31	863.09
Other non-current financial assets	19.97	25.01
Total	**13,139.09**	**12,648.20**
Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)		
Trade receivables	4,909.35	3,338.18
Other non-current financial assets	659.86	688.47
Total	**5,569.21**	**4,026.65**

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, 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.

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 derived from the transition matrix were adjusted using Index for Industrial Production (IIP) for electricity segment prepared by Government of India and published by Reserve Bank of India. A scenario analysis methodology was used to shock the Point-in-Time PDs using IIP data. These shocked PDs were used to compute lifetime ECL for stage 2 accounts.

Loss allowance for loan

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 derecognised 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	Stage 2	Stage 3	
	12 months ECL	Lifetime ECL	Lifetime ECL	Total
Loans and advances to customers at amortised Cost				
Balance as at April 1, 2017	**51.38**	**116.00**	**304.26**	**471.65**
Transfer to life time ECL not credit impaired	(5.26)	5.26	-	-
Transfer to Lifetime ECL credit impaired	(7.69)	(510.45)	518.14	-
Movement of loss allowance during the year	12.35	486.87	107.56	**606.78**
Write offs	-	-	(16.31)	**(16.31)**
Balance as at March 31, 2018	**50.78**	**97.68**	**913.63**	**1,062.11**
Loans and advances to customers at amortised Cost				
Balance as at April 1, 2018	**50.78**	**97.68**	**913.65**	**1,062.11**
Transfer to life time ECL not credit impaired	(1.16)	1.16	-	-
Transfer to Lifetime ECL credit impaired	-	(90.84)	90.84	-
Movement of loss allowance during the year	(2.08)	9.93	46.06	**53.91**
Write offs	-	-	(385.78)	(385.78)
Balance as at March 31, 2019	**47.54**	**17.93**	**664.77**	**730.24**

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	Stage 2	Stage 3	
	12 months ECL	Lifetime ECL	Lifetime ECL	Total
Loans and advances to customers at amortised Cost				
Balance as at April 1, 2017	**8,855.45**	**1,059.91**	**748.18**	**10,663.54**
Transfer to/from life time ECL not credit impaired	(265.03)	265.03	-	-
Transfer to/from Lifetime ECL credit impaired	(153.88)	(803.43)	957.31	-
New Financial assets originated or purchased	4,961.98	36.84	38.33	**5,037.15**
Financial Assets that have been derecognised	(2,836.01)	(35.87)	(11.59)	(2,883.47)
Write offs	-	-	(14.96)	**(14.96)**
Balance as at March 31, 2018	**10,562.51**	**522.48**	**1,717.26**	**12,802.26**
Loans and advances to customers at amortised Cost				
Balance as at 1 April, 2018	**10,562.51**	**522.48**	**1,717.26**	**12,802.26**
Transfer to/from life time ECL not credit impaired	(376.22)	376.22	-	-
Transfer to/from Lifetime ECL credit impaired	-	(237.47)	237.47	-
New Financial assets originated or purchased	4,097.47	52.10	1.65	**4,151.22**
Financial Assets that have been derecognised	2,995.13)	(36.38)	(222.78)	(3,254.29)
Write offs	-	-	(385.78)	**(385.78)**
Balance as at March 31, 2019	**1,288.63**	**676.95**	**1,347.83**	**13,313.41**

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, 2019	As at 'March 31, 2018
Gross carrying amount of loans		
Concentration by industry		
Thermal	1,874.93	2,225.75
Renewable energy	7,741.12	7,410.22
Hydro	232.16	295.70
Others	3,465.20	2,870.59
Total	**13,313.41**	**12,802.26**

(iii) Ageing analysis of trade receivables

The ageing analysis of the trade receivables is as below:

(₹ in crore)

Ageing	0-30 days past due	31-90 days past due	91-180 days past due	180 days-365 days past due	More than 1 year less than 3 years	More than 3 years past due	Total
Gross carrying amount as 31.3.2019	1,951.47	869.38	637.02	612.12	567.44	290.00	4,927.44
Gross carrying amount as 31.3.2018	1,691.71	543.73	330.74	355.82	154.35	273.69	3,350.04

(iv) 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, 2018	116.49	11.86	0.94	**129.29**
Impairment loss recognised	-	6.23	-	**6.23**
Balance as at 31 March 2019	**116.49**	**18.09**	**0.94**	**135.52**

Based on historic default rates, the Group 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 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 and 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 Group's treasury department is responsible for managing the short term and long term liquidity requirements of the Group. Short term liquidity situation is reviewed daily by Treasury. Management of the Group monitors forecast of liquidity position and cash and cash equivalents on the basis of expected cash flows. The Asset Liability Management Policy aims to align market risk management with overall strategic objectives, articulate current interest rate view and determine pricing, mix and maturity profile of assets and liabilities. The asset liability management policy involves preparation and analysis of liquidity gap reports and ensuring preventive and corrective measures. It also addresses the interest rate risk by providing for duration gap analysis and control by providing limits to the gaps. The Board of directors has established an investment policy by taking into account liquidity risk as well as credit risk. The Group'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 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 31.03.2019	As at 31.03.2018
Floating-rate borrowings		
Cash credit	681.12	615.16
Short term loans	298.99	642.18
Short term loans interchangeable with non-fund based limits	365.51	455.00
Long Term Loans	36.58	1,257.60
Total	**1,382.20**	**2,969.94**

(ii) Maturities of financial liabilities

The following are the contractual maturities of financial liabilities, based on contractual cash flows:

31-Mar-19

(₹ 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	3,740.90	1,420.20	3,646.94	3,851.95	12,659.99
Finance lease obligations	40.83	40.71	121.25	457.78	660.57
Trade and other payables	3,124.87	21.01	10.74	43.44	3,200.06

31-Mar-18

(₹ 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	4,615.02	1,888.94	1,909.15	3,258.01	11,671.12
Finance lease obligations	40.30	80.45	80.19	488.24	689.18
Trade and other payables	2,404.85	21.40	-	-	2,426.25

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, 2019 and March 31, 2018are as below:

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
	USD	
Financial assets		
Foreign currency loan (₹ in crore)	371.47	424.62
Trade and other receivables (₹ in crore)	-	218.65

Sensitivity analysis

A strengthening of the Indian Rupee, as indicated below, against the USD at 31 March, 2018 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 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**

(₹ in crore)

Effect in ₹ in crore	Profit or loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
5% movement in USD				
31-Mar-19	-	-	-	-
31-Mar-18	2.73	(2.73)	1.79	(1.79)

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 March 31, 2019	As at March 31, 2018
USD sensitivity*		
INR/USD- increase by 626 bp (31 March 2018 424 bp)	17.30	11.91
INR/USD- decrease by 626 bp (31 March 2018 424 bp)	(17.30)	(11.91)

* Holding all other variables constant

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 minimise interest rate cash flow risk exposures. As at March 31, 2019, 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 31.03.2019	As at 31.03.2018
Variable rate borrowing	11,048.32	9,323.69
Finance lease obligations	660.57	689.18
Fixed rate borrowing	1,611.44	2,339.85
Total borrowings	**13,320.33**	**12,352.72**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates:-

(₹ in crore)

Particulars	As at 31.03.2019	As at 31.03.2018
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2018:100 bps)	(68.75)	(67.86)
Interest rates – decrease by 100 basis points (31 March 2018:100 bps)	68.75	67.86

* 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 amortised 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 31.03.2019	As at 31.03.2018
Variable rate loans	12,086.28	11,484.99
Finance lease receivables	659.86	688.47
Fixed rate loans	1,227.13	1,317.27
Total loans	**13,973.27**	**13,490.73**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates:-

Particulars	As at 31.03.2019	As at 31.03.2018
Interest sensitivity*		
Interest rates – increase by 100 basis points (31 March 2018 100 bps)	121.47	108.07
Interest rates – decrease by 100 basis points (31 March 2018 100 bps)	(121.47)	(108.07)

* Holding all other variables constant

Fair value sensitivity analysis for fixed-rate instruments

The Group'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.

Note No.48 - (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 maximise the shareholder value and ensure the ability to continue as a going concern.

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 March 31, 2019	As at March 31, 2018
Debt	13,320.33	12,352.72
Cash and bank balances	(208.48)	(440.94)
Net debt	**13,111.85**	**11,911.78**
Total equity	3,961.93	3,719.02
Net debt to equity ratio	**3.31**	**3.20**

(b) Regulatory management of PTC India Financial Services Limited (NBFC Subsidiary of the Company)

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 the Company are as under:

Capital Adequacy ratio - Tier I	18.70%
Capital Adequacy ratio - Tier II	3.22%
	21.92%

Note No. 49 Corporate social responsibilities expenses (CSR)

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 31.03.2019	As at 31.03.2018
A. Amount required to be spent during the year	16.81	29.93
B. Amount spent during the year		
- (i) Construction/ acquisition of any asset	-	-
- (ii) On purposes other than (i) above	16.46	5.81
Total	**16.46**	**5.81**
Balance amount	**0.35**	**24.12**

Amount spent during the year ended 31 March 2019:

(₹ 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	16.46	-	16.46

Amount spent during the year ended 31 March 2018:

(₹ 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	5.81	-	5.81

Break-up of the CSR expenses under major heads is as under:

(₹ in crore)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
1. Contribution to controlled trust for the purpose of CSR	14.20	5.71
2. Prime Minister Relief Fund	2.00	-
3. Education and skill development & gender equility	-	0.09
4. Other CSR activities (Execution of projects)	0.26	0.01
Total	**16.46**	**5.81**

Note No.50- 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.

Investment: 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		Investment		Total	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Segment revenue						
Revenue from operation	13,831.20	11,595.76	1,313.39	1,169.98	15,144.59	12,765.74
Other income	120.74	117.79	10.55	2.22	131.29	120.01
	13,951.94	**11,713.55**	**1,323.94**	**1,172.20**	**15,275.88**	**12,885.75**
Unallocated corporate interest and other income		-		-	9.37	27.37
Total	**13,951.94**	**11,713.55**	**1,323.94**	**1,172.20**	**15,285.25**	**12,913.12**

Segment result	481.88	406.78	288.90	(150.60)	770.78	256.18
Unallocated corporate interest and other income	-	-	-	-	9.37	27.37
Unallocated corporate expenses, interest and finance charges	-	-	-	-	35.92	25.90
Profit before tax					**744.23**	**257.65**
Income tax (net)					254.48	92.80
Profit after tax					**489.75**	**164.85**

(₹ in crore)

Particulars	Power		Investment		Unallocated		Total	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Depreciation/amortisation/impairment	93.28	93.48	-	-	3.80	3.96	97.08	97.44
Non-cash expenses other than depreciation	6.01	5.73	60.58	609.71	-	-	66.59	615.44
Capital expenditure	0.03	291.57	-	-	2.15	11.95	2.18	303.52

(₹ in crore)

Particulars	Power		Investment		Total	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Segment assets	7,804.28	6,363.18	12,740.27	11,890.18	20,544.55	18,253.36
Unallocated corporate and other assets	-	-	-	-	733.62	999.35
Total assets	7,804.28	6,363.18	12,740.27	11,890.18	21,278.17	19,252.71
Segment liabilities	5,457.85	4,469.39	11,118.02	10,368.32	16,575.87	14,837.71
Unallocated corporate and other liabilities	-	-	-	-	17.29	17.44
Total liabilities	5,457.85	4,469.39	11,118.02	10,368.32	16,593.16	14,855.15

C. **Information about major customers**

Revenue from two major customers under 'Power' segment is ₹ 3 785.03 crore and ₹ 2235.64 crore (March 31, 2018: one major customers ₹ 2,285.18 crore) which is more than 10% of the Group's total revenues.

Note No.51 - Disclosure as per Ind AS 112 'Disclosure of Interest in Other Entities'

(a) **Subsidiaries**

The group's subsidiaries at 31 March 2019 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 2019	31 March 2018	31 March 2019	31 March 2018	
		%	%	%	%	
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	PTC India Financial Services Limited (PFS)	
	As at 31 March 2019	As at 31 March 2018
Current assets	1,194.32	889.82
Current liabilities	3,710.93	4,644.21
Net current assets	**(2,516.61)**	**(3,754.39)**
Non-current assets	11,998.80	11,425.32
Non-current liabilities	7,415.64	5,731.58
Net non-current assets	**4,583.16**	**5,693.74**
Net assets	2,066.55	1,939.35
Accumulated NCI	**723.50**	**678.97**

Summarised statement of profit and loss

(₹ in crore)

Particulars	PTC India Financial Services Limited (PFS)	
	For 31 March 2019	For 31 March 2018
Revenue	1,336.51	1,185.16
Profit for the year	184.14	(100.23)
Other comprehensive income	(33.61)	(120.69)
Total comprehensive income	**150.53**	**(220.92)**
Profit allocated to NCI	52.70	(77.35)
Dividends paid to NCI	4.50	33.73

Summarised cash flows

(₹ in crore)

Particulars	PTC India Financial Services Limited (PFS)	
	For 31 March 2019	For 31 March 2018
Cash flows from operating activities	237.63	(1,301.19)
Cash flows from investing activities	(0.25)	(12.76)
Cash flows from financing activities	(258.45)	1,337.61
Net increase/ (decrease) in cash and cash equivalents	**(21.07)**	**23.66**
Net increase/ (decrease) in cash and cash equivalents attributable to NCI	(7.38)	8.28

(c) **Details of significant restrictions**

In respect of investments in subsidiary Companies, the Company has restrictions for their disposal as at 31st March 2019 as under:

Name of the Subsidiary	Period of restrictions for disposal of investments as per related agreements	Carrying amount (₹ crore)	
		As at 31 March 2019	As at 31 March 2018
PTC India Financial Services Limited (PFS)	The company holds 41,74,50,001 equity shares of PTC India Financial Services Limited as on 31.03.2018. Lock in period of 8,02,00,000 shares stands 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.	654.12	654.12

(d) **Interests in associates**

Set out below are the associates of the group as at 31 March 2019. 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.

Name of entities	Place of business	% of ownership interest	Relationship	Accounting method	Carrying amount	
					As at 31 March 2019	As at 31 March 2018
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

(e) **Details of significant restrictions**

In respect of investments in associates, the Group has no restriction for their disposal as at 31st March 2019.

Note No. 52 - Additional information required by Schedule III

(₹ in crore)

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 2019	100%	3,328.37	100%	262.32	100%	(12.67)	100%	249.65
31 March 2018	100%	3,219.74	100%	319.20	100%	(80.21)	100%	238.99
Subsidiaries (Indian)								
PTC India Financial Services Limited (PFS)								
31 March 2019	64.99%	1,343.05	64.99%	119.67	64.99%	(21.84)	64.99%	97.83
31 March 2018	64.99%	1,260.38	64.99%	(65.14)	64.99%	(78.44)	64.99%	(143.58)
PTC Energy Limited (PEL)								
31 March 2019	100%	699.72	100%	51.62	100%	(0.01)	100%	51.61
31 March 2018	100%	648.11	100%	8.49	100%	-	100%	8.49
Non-controlling interests in all subsidiaries								
31 March 2019	35.01%	723.50	35.01%	64.47	35.01%	(11.77)	35.01%	52.70
31 March 2018	35.01%	678.97	35.01%	(35.09)	35.01%	(42.25)	35.01%	(77.35)
Associates (Investment as per equity method)								
Indian								
Krishna Godavari Power Utilities Limited*								
31 March 2019	49.00%	-	-	-	-	-	-	-
31 March 2018	49.00%	-	-	-	-	-	-	-
RS India Wind Energy Private Limited* (formally known as R.S. India Wind Energy Limited)								
31 March 2019	37.00%	-	-	-	-	-	-	-
31 March 2018	37.00%	-	-	-	-	-	-	-
Varam Bio Energy Private Limited*								
31 March 2019	26.00%	-	-	-	-	-	-	-
31 March 2018	26.00%	-	-	-	-	-	-	-
RS India Global Energy Limited*								
31 March 2019	48.00%	-	-	-	-	-	-	-
31 March 2018	48.00%	-	-	-	-	-	-	-

*The Group have four associates viz; 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 four associate Companies 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. The Group does not have any further obligations over and above the cost of the investments.

Note No. 53 - The Details of the Employee Stock Options Scheme (ESOP) is given as under:

i) **Particulars of scheme**

Date of grant	21-Aug-2008, 22-July-2009
Date of board approval	21-Aug-08
Date of shareholders' approval	6-Aug-08
Number of options granted	6,254,023
Method of settlement	Equity
Vesting period	1 to 4 years
Exercise period	5 years from the date of first vesting
Vesting conditions	Employee's continued employment during vesting period (as per clause 10 of the Plan) with the Company or group.

ii) **Details of vesting:**

Vesting period from the grant date	**Vesting schedule**
On completion of 1st year	15%
On completion of 2nd year	15%
On completion of 3rd year	30%
On completion of 4th year	40%

iii) **The details of activity under the plan have been summarized below:-**

Particulars	**As at 31.03.2019**		**As at 31.03.2018**	
	Number of shares (Nos)	**Weighted average exercise price (₹)**	**Number of shares (Nos)**	**Weighted average exercise price (₹)**
Outstanding at the beginning of the year	21,000	25.73	21,000	25.73
Outstanding at the end of the year	21,000	25.73	21,000	25.73
Exercisable at the end of the year	21,000	25.73	21,000	25.73

iv) **The details of exercise price for stock options outstanding at the end of the year are as given:-**

Particulars	**As at 31.03.2019**	**As at 31.03.2018**
Range of exercise prices (₹)	25.73	25.73
Number of options outstanding	21,000	21,000
Weighted average exercise price (₹)	25.73	25.73

v) **Effect of ESOP scheme on profit & loss and financial position:-**

a) **Effect on profit & loss:-** There is no impact on profit or loss in FY 2018-19 as well in FY 2017-18

b) **Effect on financial position:-**

(₹ in crore)

Particulars	**As at 31.03.2019**	**As at 31.03.2018**
Liability for employee stock options outstanding as at the year end	0.12	0.12

vi) Impact on reported profit and earnings per share, if the employee compensation cost would have been computed using the fair value method:- FY 2018-19, Nil (FY 2017-18, Nil)

vii) Earnings per share (₹)

Particulars	**Year ended 31.03.2019**	**Year ended 31.03.2018**
Basic		
- As reported	14.37	6.75
- As pro forma	14.37	6.75
Diluted		
- As reported	14.37	6.75
- As pro forma	14.37	6.75

viii) The fair value of each stock option issued in the year 2009-10 and 2008-09 has been estimated using Black Scholes Options Pricing model after applying the following key assumptions (weighted value):

Particulars	Options granted in the year 2009-10	Options granted in the year 2008-09
Volatility	52.04%	67.53%
Expected dividend	1.47%	1.23%
Risk free rate of interest	6.80%	9.10%
Option life (years)	6	6
The price of underlying share in the market	81.90	81.36
Fair value per option	46.45	66.18

Note No. 54: Applicability of Ind AS 115

A. **Applicability of Ind AS 115**

Ind AS 115 was issued on 28 March 2018 and supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. In addition, the standard requires extensive disclosures.

The Group adopted Ind AS 115 using the full retrospective method of adoption. The Group has applied Ind AS 115 retrospectively and effect of adopting Ind AS 115 is, as follows:-

Impact on statement of profit or loss (increase/ (decrease) in profit)

(₹ in crore)

Particulars	**Adjustments**	**For the year ended 31.03.2019**	**For the year ended 31.03.2018**
Sale of electricity	Note 1	(8,896.39)	(6,873.66)
Purchases	Note 1	(8,896.39)	(6,873.66)
Profit for the year		-	-

There is no impact of full retrospective application on the basic and diluted earnings per share (EPS).

Full retrospective application does not have any impact on the financial position as at April 01, 2017 and March 31, 2018, therefore, the Group has not presented a third balance sheet as at April 01, 2017. Such an additional balance sheet is only required if the adjustment to opening balances is considered to be material.

(Refer Note No:- 47 for impairment loss recongnized on trade receivebales)

Note 1:-The nature of the adjustment is described below:

(a) **Principal versus agent consideration**

The Group has certain contracts with customers for power to be transacted. Before the adoption of IND AS 115, the Group concluded that based on the existence of credit risk and the nature of the consideration in the contract, it has an exposure to the significant risks and rewards associated with the sale of power to its customers under such contracts, and accounted for such contracts as if it is a principal. Upon the adoption of Ind AS 115, the Group determined that it does not control the goods before they are transferred to customers. Hence, these contracts are in the nature of agency relation because it does not have inventory risk. This change resulted in decreases in revenue from the sale of electricity and purchase by the same amount of ₹ 8896.39 Crore for the year ended March 31, 2019.

There is no impact in the statement of financial position as at April 01, 2017 and March 31, 2018. The statement of profit or loss for the year ended March 31, 2018 was restated, resulting in decreases in both Sale of electricity and Purchases of ₹ 6873.66 Crore.

B. 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, 2019	For the year ended March 31, 2018
Type of goods or service		
Sale of electricity	13,441.46	11,215.04
Revenue from power supply of agency nature	27.28	28.43
Consultancy Services	15.20	11.60
Loan Financing	1,277.87	1,118.04
Fee based income	34.75	51.51
Generation based incentive on wind energy	30.69	24.43
Total Revenue from contracts with customers	**14,827.25**	**12,449.05**
Geographical markets		
India	13,930.02	11,336.57
Outside India	897.23	1,112.48
Total Revenue from contracts with customers	**14,827.25**	**12,449.05**
Timing of revenue recognition		
Power transferred at a point in time	13,499.43	11,267.90
Loan Financing over the period	1,312.62	1,169.55
Services transferred over time	15.20	11.60
Total Revenue from contracts with customers	**14,827.25**	**12,449.05**

Contract Balances

Particulars	As at 31.03.2019	As at 31.03.2018
Trade receivables	4,909.35	3,338.18
Contract Liabilities	53.83	49.00

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, 2019	For the year ended March 31, 2018
Revenue as per contracted price	14,919.87	12,543.93
Adjustments		
Rebate	92.62	94.88
Revenue from contracts with customers	**14,827.25**	**12,449.05**

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**

The performance obligation is satisfied over-time and payment.

Note No. 55: Impact of restatement

PTC India Financial Services Limited ("PFS"), a subsidiary of the Company, is a registered Non-banking finance company (NBFC). The financial statements of PFS for the year ended March 31, 2019 are prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015

FY 2018-19 is the first year for which Ind AS was applied by PFS in its standalone financial statements. As such, 1 April 2017 is its date of transition to Ind AS. Till FY 2017-18, PFS prepared its financial statements as per erstwhile Indian GAAP, but such financials were suitably amended for the purposes of consolidation by the subsidiary in conversence with Ind AS and in alignment with the policies of the Group. As such, the Ind AS transition date of PFS considered earlier for consolidated purposes was 1 April 2015. The Ind AS transition date for consolidated financials purposes has also now been aligned to 1 April 2017. Further, with Ind AS being applicable for NBFC for the first time in financial year ended March 31, 2019, there are certain clarifications and industry practices which have developed. The impact of such first time adoption of Ind AS by PFS is retrospectively adjusted as per Ind AS 8, and its impact on the different line items affected is given below.

The impact of restatement in the Group's prior year financial statement are as follows:

(₹ in crore)

Particulars	As restated	Effect of restatement	As previously reported
Balance sheet as on 01.04.2017			
Assets			
Loans (Impairment loss allowance)	9,520.85	(181.79)	9,702.64
Deferred tax assets/(liability)	107.48	63.35	44.13
Libilities			
Other equity	3,482.11	(76.99)	3,559.10
Non controlling interest	793.01	(41.45)	834.46
Statement of profit and loss for the year ended 2017-18			
Provision for expected credit loss	609.71	368.13	241.58
Finance costs	943.77	(0.60)	944.37
Gain on MTM of options (Other Income)	3.47	1.51	1.96
Deferred tax expense	(168.46)	(126.90)	(41.56)
Other Comprehensive Income for the year ended 2017-18	(200.90)	(1.01)	(199.89)
Change in cash flow hedge reserve	-	(1.01)	1.01
Total Comprehensive Income for the year ended 2017-18	(36.05)	(240.13)	204.08
Balance sheet as on 31.03.2018			
Assets			
Loans (Impairment loss allowance)	10,918.54	(549.92)	11,468.46
Deferred tax assets/(liability)	276.15	190.79	85.36
Libilities			
Other equity	3,423.01	(233.41)	3,656.42
Non controlling interest	678.54	(125.72)	804.26
EPS (rupees)	6.75	(5.25)	12.00

Note No.56 - Other information

a) Dividend paid to non- resident shareholders (in foreign currency):

Number of shareholders	2,190	1,946
Number of shares held	93,267,897	105,308,015
Dividend remitted (₹ in crore)	37.31	31.59
Year to which it relates	2018-19	2016-17

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.

b) (ii) During the year, the Group has recognized surcharge of ₹ 139.55 crore (previous year, ₹ 118.59 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 23.11 crore (previous year, ₹ 4.46 crore) paid/payable to sundry creditors 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

Particulars	As at March 31, 2019	As at March 31, 2018
Principal amount remaining unpaid to any supplier as at the end of the accounting year/period.	0.14	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.	-	-

f) 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 K G Somani & Co.
Chartered Accountants
Firm Regn. No. 006591N

For and behalf of the BoardDirectors

Sd/-
(Vinod Somani)
Partner
M.No.085277

Sd/-
(Ajit Kumar)
Director
DIN 06518591

Sd/-
(Deepak Amitabh)
Chairman & Managing Director
DIN 01061535

New Delhi
Date: May 14, 2019

Sd/-
(Pankaj Goel)
Chief Financial Officer

Sd/-
(Rajiv Maheshwari)
Company Secretary

PTC India

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)]

Name of the Member(s):			
Registered address:			
E-mail id:			
Folio No./Client Id:		DP ID:	

I/We, being the member(s) of...shares of the above named company, hereby appoint

1. Name:...
   Address:...
   Email-Id:...Signature:...
   or failing him/her
2. Name:...
   Address:...
   Email-Id:...Signature:...
   or failing him/her
3. Name:...
   Address:...
   Email-Id:...Signature:...

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 20th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

		Vote (Optional see Note no. 2)	
S. No.	**RESOLUTIONS**	**For**	**Against**
Ordinary Business:			
1.	Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2019		
2.	To recommend dividend for the Financial Year 2018-19		
3.	Re-appointment of Shri Mahesh Kumar Mittal (DIN: 02889021) as a Director, who retires by rotation		
Special Business:			
4.	Appointment of Shri Rajeev Kumar Chauhan (DIN: 02018931) as a Nominee Director		
5.	Appointment of Shri Naveen Bhushan Gupta (DIN: 00530741) as a Nominee Director		
6.	Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director		
7.	Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director		
8.	Monetization of PTC's investment in PTC Energy Limited (PEL)		
9.	Monetization of PTC's investment in PTC India Financial Services Limited (PFS)		

Signed this... day of... 2019

Signature of Shareholder :..

Signature of proxy holder(s) :..

Affix Re. 1/- Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

PTC India Limited
CIN: L40105DL1999PLC099328
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066
Tel: 011-4169500, 41595100, 46484200 Fax: 011-41659144
E-mail: info@ptcindia.com Website: www.ptcindia.com

ATTENDENCE SLIP

PLEASE COMPLETE THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. PLEASE ALSO BRING YOUR COPY OF THE ANNUAL REPORT.

I hereby record my presence at the 20th Annual General Meeting to be held on Monday, the September 30, 2019 at 12:30 P.M. at "Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010"

DP ID No.*		**Folio No.**	
Client ID No.*		**No. of shares**	
Name of the shareholder			
Address of the shareholder			

* Applicable for investors holding shares in electronic form

....
Signature

PTC India Limited

CIN: L40105DL1999PLC099328
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066
Tel: 011-4169500, 41595100, 46484200 Fax: 011-41659144
E-mail: info@ptcindia.com Website: www.ptcindia.com

Format of Application for payment of dividend through ECS

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

Unit - PTC

DPID no. - Client ID no. / folio no. ____

Name of the shareholder:

Re: Payment of Dividend through ECS

Dear Sir,

I hereby give the company my mandate to credit my dividend on the shares held by me under the aforesaid details directly to my bank account through the Electronic Clearing Service. The details of the bank account are given below:

Name of the Bank	
Bank Branch Name	
Account Type (Savings/Current/O.D/Cash Credit)	
Account Number (As appearing on the cheque book)	
Ledger Folio no. (if any, as appearing on the cheque book)	
*Code number of the bank & branch	
Contact Tel. No. (if any)	

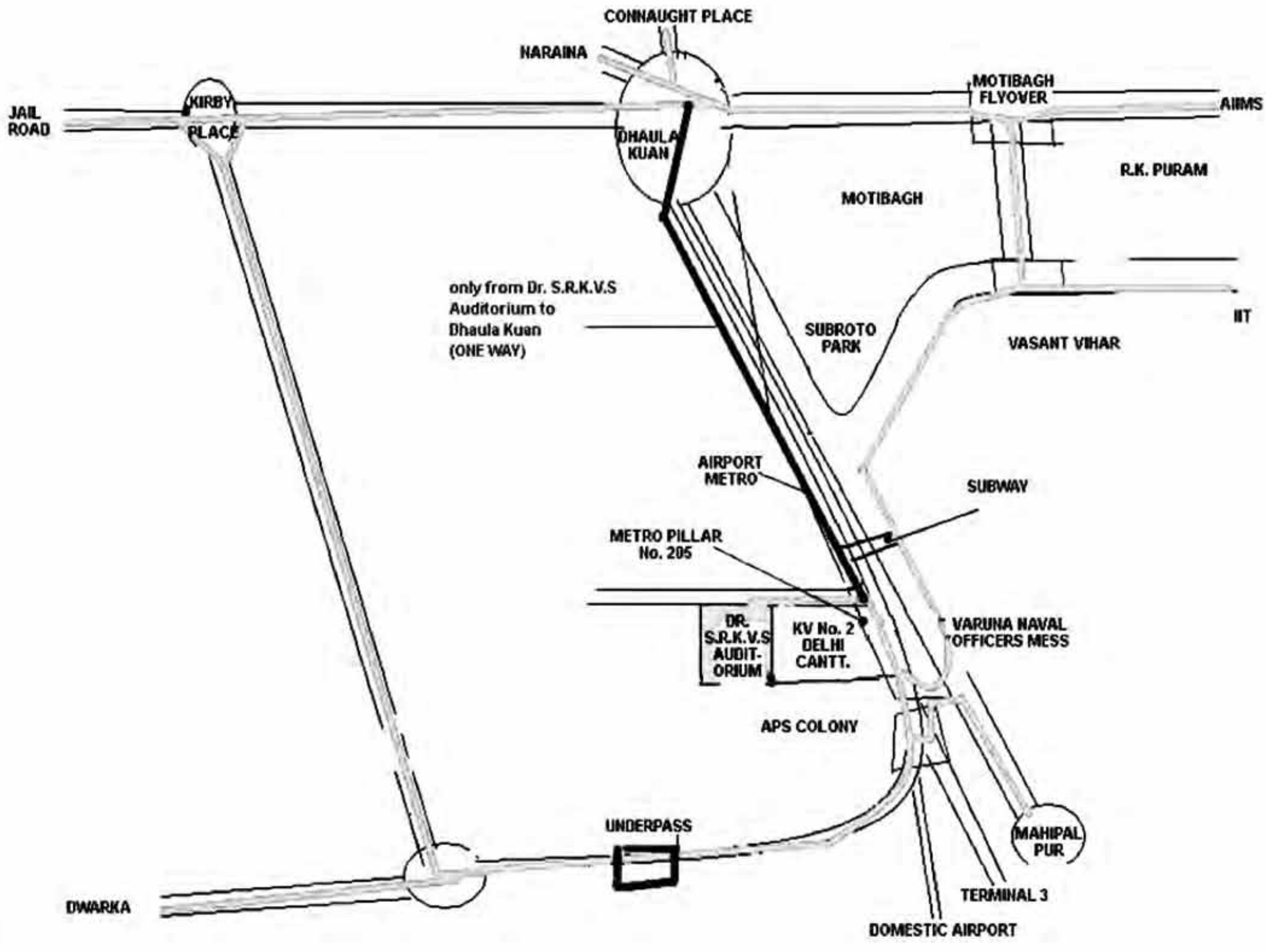
(Please attach a photocopy of the cheque or a cancelled bank cheque of the aforesaid account)

Yours faithfully

....
(Signature of the first/sole shareholder)

(*9 digit number appearing on the MICR cheques issued to you by the bank i.e. the code located immediately adjacent to the specific cheque number)

Route Map of the location of AGM



PTC India Limited

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Email: info@ptcindia.com | Website: www.ptcindia.com

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