



Date: December 03, 2022

Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533344	General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400051 Scrip Symbol: PFS
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Sub: Outcome of Board Meeting held on December 03, 2022

Ref.: Regulation 30, 33 and 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

This is further to our letter dated November 27, 2022, we wish to inform that the Board of Directors of PTC India Financial Services Limited (“**PFS/ Company**”) in their meeting held on December 03, 2022, *inter-alia*, considered and approved the following results and are enclosed herewith:

- a) Un-audited financial results (standalone and consolidated) of the Company for the quarter ended 30th June, 2022 along with Limited Review Report of the Statutory Auditors thereon.
- b) Un-audited financial results (standalone and consolidated) of the Company for the quarter and half year ended 30th September, 2022 along Limited Review Report of the Statutory Auditors thereon (including Statement of Assets and Liabilities as at September 30, 2022, Cash Flow Statement for the half year ended September 30, 2022 and related segment-wise financial results).

The meeting commenced at 2:15 PM and concluded at 6:00 PM.

This information is also available on the website of the Company at www.ptcfinancial.com.

This is for your information and records.

For PTC India Financial Services Limited

Shweta Agrawal

Company Secretary & Compliance Officer

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

Independent Auditor's Review Report on Unaudited Quarterly Standalone Financial Results of the Company pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

**The Board of Directors of
PTC INDIA FINANCIAL SERVICES LIMITED**

1. We have reviewed the accompanying statement of unaudited standalone financial results of PTC India Financial Services Limited ("the Company") for the quarter ended 30th June 2022 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS-34), "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis for Qualified Conclusion**
On January 19, 2022, three independent directors of the Company resigned mentioning lapses in governance and compliance. The Company, basis directions of the audit committee in its meeting held on April 26, 2022, appointed an independent firm ("the Forensic auditor"), to undertake a forensic audit in relation to the allegations raised by the former Independent directors.

On November 4, 2022, the Forensic auditor submitted its final report to the Company which includes, in addition to other observations, instances of modification of critical sanction terms post sanction approval from the Board, non-compliance with pre-disbursement conditions,



disbursements made for clearing overdues (evergreening), disproportionate disbursement of funds and delayed presentation of critical information to the Board. The Company's management has appointed a professional services firm ("the External Consultant") to assist the management in responding to such observations and subsequently, also obtained a legal opinion contesting certain matters with respect to the contents, including matters highlighted as evergreening in the Forensic Audit Report, and approach adopted by the Forensic Auditor. Accordingly, the management, has rebutted the observations made by the Forensic auditor and has confirmed that, in their view, there is no additional impact on the Company's financial results of the year ended March 31, 2022 and that there are no indications of any fraud or suspected fraud. Further, the Company has uploaded the Forensic audit report, management's responses, report of External Consultant and legal opinion, on the website of stock exchanges.

In the adjourned audit committee meeting of the Company held on November 13, 2022, the committee considered the Forensic Audit Report and management's responses thereon and accepted the findings in the report, by majority but with dissent of two directors (out of five directors), in this regard, we have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure-A).

In the board meeting held on November 13, 2022, the board of directors of the Company (with the absence of Chairperson of the Audit Committee in the meeting, who recorded a dissent on the matters being discussed in his absence) considered the Forensic audit report, Management's responses, Report of External Consultant and legal opinions. We have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure -B).

Due to resignation of the former independent directors, the Company has not complied with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. As explained, the Company intends to file for condonation for delay in non-compliances of such provisions with respective authorities. Also the minutes of audit committee meetings held since November 9, 2021 have not been finalized, which results in non-compliance with applicable provisions. (Refer Note 5 (c) of the accompanying Statement).

In light of the constraints and limitations highlighted by the Forensic auditor while preparing the Forensic Audit Report and as also noted by the Audit Committee, several other concerns raised therein as described in the second paragraph above (including observations around evergreening and disproportionate disbursement of funds) and lack of specific procedures and conclusions thereon, divergent views among directors regarding observations in Forensic Audit Report, we are unable to satisfy ourselves in relation to the extent of forensic audit procedures and conclusion thereon, including remediation of the additional concerns raised therein.

Considering as stated above and indeterminate impact of potential fines and/ or penalties due to delay in compliances / non-compliance of various provisions as mentioned above, we are unable to obtain sufficient and appropriate audit evidence to determine the extent of adjustments, if any, that may be required to the Standalone Financial Results for the quarter ended 30th June, 2022.

The above matter was also qualified by the predecessor auditor in their audit report dated 16th November 2022 on the financial results for the quarter and year ended 31st March 2022.



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5. Qualified Conclusion

Based on our review conducted as above, except for the effects/ possible effects of our observation stated in paragraph 4 above (including non-quantification for the reasons stated therein), nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in all material respects in accordance with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matters

We draw the attention on the following:

- i) As on 30th June 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date (Refer Note 7 of the accompanying Statement).
- ii) The Company with the recommendation of PTC India Limited ("the Holding Company"), had appointed four independent directors through circular resolution who have been also the independent directors on the Board of the Holding Company. The Company, basis email from SEBI acknowledging Company's email which summarised the mode of appointment of these directors through circular resolution and opinion received from external legal firm, believes that there is no non-compliance with SEBI's directions (for conducting Board meeting without an Independent director as stated in Note 5 (b) of the accompanying Statement).
- iii) The Company had received a communication from ROC on 28th March 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated 18th April 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. As stated, on 24th September 2021, the Company had received another notice from ROC u/s 206(4) of the Companies Act, 2013, pursuant to its previous communication in 2017-18 and reference to complaints received by them in 2017-18, seeking further information on certain matters including details about erosion of investments made in associate companies and actions taken by the management including other details and details about NPA accounts. The Company responded to this notice on 22nd October 2021 and has confirmed that no further intimation from ROC has been received till date. (Refer Note 10 of the accompanying Statement).
- iv) In assessing the recoverability of loans and advances, the Company has considered internal and external sources of information (i.e. valuation report from Resolution Professional for loan assets under IBC proceedings or otherwise, one time settlement (OTS) proposal, asset value as per latest available financials of the borrowers with appropriate haircut as per ECL policy). The Company expects to recover the net carrying value of these assets, basis assessment of current facts and ECL methodology which factors in future economic conditions as well. However, the



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eventual recovery from these loans may be different from those estimated as on the date of approval of these financial results. (Refer Note 6 of the accompanying Statement).

- v) We have been informed by the Company that RBI's officials visited the premises of the Company in February 2022 and reviewed few documents, in context of allegations made by the former Independent directors of the Company. The management has represented that while the Company has satisfactorily responded to queries of officials, no further communication has come from RBI, so far, in this regard. (Refer Note 5(a) of the accompanying Statement).

Our conclusion on the Statement is not modified in respect of above matters.

7. Other matter

The unaudited standalone financial information/results of the Company for the corresponding quarter ended 30th June 2021 were reviewed by the predecessor auditor who expressed unmodified conclusion vide their report date 5th August, 2021. The standalone financial results/statements for the quarter/year ended 31st March, 2022 were audited by the predecessor auditor who expressed modified opinion vide their report dated 16th November, 2022. These financial information/ results/statements were furnished by the management and has been relied upon for the purpose of review of accompanying statement.

Our conclusion on the Statement is not modified in respect of above matter.

For LODHA & CO.
Chartered Accountants
Firm's Registration No. 301051E

Lodha

(Gaurav Lodha)
Partner

Membership No. 507462

UDIN: 22507462BETWXU2954

Place: New Delhi

Date: 03/12/2022



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1. Resolution as agreed by (adjourned) Audit Committee in meeting dated: 13th November, 2022 and confirmed by all members.

“It is noted that the Forensic Auditor has given his findings in the Final Forensic Audit Report submitted by him on 4th November 2022. It is also noted that the forensic auditor has concluded that the findings as given by him in the draft report are not significantly altered by the explanations given by the management. The Audit Committee discussed these findings in reasonable detail and noted that the audit committee can go into even further detail in giving its observations on the forensic audit report. However as emphasized repeatedly by the management, considering the urgency of adoption of the annual accounts for the year ended March 22, it is felt that the significant and salient aspects of the forensic audit report have been brought out in the discussion and also the statutory auditor, who was present as an invitee during this discussion has taken note of these observations and examined the report of the forensic auditor in complete detail. Therefore, at this stage, the audit committee decides not to go into a further detailed discussion of the contents of the forensic audit report, its findings and conclusions in light of the priorities mentioned by the management. Accordingly, the audit committee takes on record Final Forensic Audit Report submitted by CNK & Associates LLP and thanks them for their services. After this discussion it was resolved that:-

The audit committee accepts findings of the forensic auditor as given in the Final Forensic Audit Report. The committee recommends them to the Board for appropriate follow up action. The Committee notes the constraints and scope limitations operating on the forensic auditor, which find mention in the Forensic Audit Report and that but for such limitations the forensic auditor would probably have been able to give even more specific findings. The Committee has also taken note of the responses given by the management. The Committee also notes that an external agency was appointed by the management to act as advisors to the management in responding to the findings given by the forensic auditor. It is noted that the views expressed by the said advisors contain many reservations, disclaimers and limitations. Some of the salient disclaimers are mentioned in the email dt 8th Oct 22 sent by the Chairman of the Committee to the board members. It is seen that the advisors state that they have relied on the *justification provided by the management*; and *it is possible that there are factual inaccuracies where we have not been provided with the complete picture/information/documentation on a particular matter by the process owners*. In turn the management states that it has relied upon the consultant's findings to prepare their response to the forensic audit report. The audit committee therefore has given limited weightage to the recommendations of the consultant. The committee also notes that the statutory auditor assures that all significant aspects of the forensic audit report have been taken into consideration by them and further, that these aspects have been taken into consideration in auditing the financial results for the year ended March 22, and that appropriate modifications based on these findings have been suitably incorporated in their reports.

The above resolution was proposed by the Chairman (D1) and approved of by D4 & D5.

D2 expressed his dissent stating that in addition to the other points as mentioned by him during the course of discussions, he did not agree with the concept of evergreening as interpreted / applied by the forensic auditor. He also felt that the forensic auditor had

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been selective in the presentation of certain facts and also, he was not in agreement with the findings given by the forensic auditor in regard to Shri Ratnesh and related matters. He was not in agreement with scope limitation or constraints mentioned by Forensic Auditor. The Forensic Auditor has not done weekly discussions with the management as stipulated in the engagement letter, which is legally binding on him. He also pointed out that the limitations mentioned in the Advisor's Report should be read in full, not selectively and the limitations as expressed are as per generally accepted norms.

D3 recorded his dissent on the basis of numerous issues mentioned by him in the course of earlier discussion including all the points specifically stated by D2. Further, Advisors has clarified that the facts mentioned in their note were based on independent review of supporting documents in relation to reply submitted by PFS. Thus, it was their independent assessment.

Basis the above, the Resolution was adopted and passed with a majority of 3 against 2 dissents.”

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.


(Dr. Pawan Singh)
MD&CEO


(Mohit Seth)
Acting CS



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2. Resolution as agreed by Board Meeting dated: 13th November, 2022 and confirmed by all members present in the meeting (except one Director -Audit committee chairman who was not present in the meeting)

The Board considered the forensic audit report of CNK along with management replies, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and Former Director (Finance) of PFC. The Board noted that the Audit Committee considered the forensic audit report of CNK on 11, 12 and 13th Nov and accepted the report by majority (3:2). The Board deliberated the report and observed that;

- i. CNK report is that CNK has not identified any event having material impact on the financials of the Company. Hence not quantified.
- ii. CNK has not identified any instance of fraud and diversion of funds by the company.
- iii. Procedural / operational issues identified by CNK needs to dealt with expeditiously.
- iv. The Issue related to Mr. Ratnesh has already been examined by RMC committee of PTC (Holding Company) and approved by Board of PTC India. The report is already submitted to the regulators.

The Company has already complied by SEBI (LODR) by submitting the same to Stock Exchanges along with management comments and E&Y remarks. The management is directed to submit the report of Forensic Audit with management comments, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and former Director (Finance) of PFC and this Board resolution to SEBI.

The Board is of the view that recommendation of E&Y may be obtained by management to strengthen the business processes & operational issues and submit to the Board at the earliest.

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

MOHIT Digitally signed
by MOHIT SETH
SETH Date:
2022.11.16
09:45:00 +05'30'

(Mohit Seth)
Acting CS
16/11/2022



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
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Statement of Standalone and Consolidated unaudited financial results for the quarter ended June 30, 2022

(₹ in lakhs)

Particulars	Standalone				Consolidated			
	Quarter ended		Year ended		Quarter ended		Year ended	
	Unaudited	Audited (refer note 12 below)	Unaudited	Audited	Unaudited	Audited (refer note 12 below)	Unaudited	Audited
	June 30, 2022	March 31, 2022	June 30, 2021	March 31, 2022	June 30, 2022	March 31, 2022	June 30, 2021	March 31, 2022
1. Revenue from operations								
(a) Interest income	19,875.69	22,225.13	24,519.56	92,468.91	19,875.69	22,225.13	24,519.56	92,468.91
(b) Fee and commission income	729.29	538.18	774.17	2,468.88	729.29	538.18	774.17	2,468.88
(c) Sale of power	94.59	46.63	100.45	350.00	94.59	46.63	100.45	350.00
Total Revenue from operations (a+b+c+d)	20,699.57	22,809.94	25,394.18	95,287.79	20,699.57	22,809.94	25,394.18	95,287.79
2. Other income	21.09	325.96	0.46	1,586.03	21.09	325.96	0.46	1,586.03
3. Total Income (1+2)	20,720.66	23,135.90	25,394.64	96,873.82	20,720.66	23,135.90	25,394.64	96,873.82
4. Expenses								
(a) Finance costs	11,273.52	13,511.22	16,558.00	57,976.86	11,273.52	13,511.22	16,558.00	57,976.86
(b) Fee and commission expense	0.01	138.77	1.63	170.47	0.01	138.77	1.63	170.47
(c) Net loss on fair value changes	473.25	40.16	69.90	349.93	473.25	40.16	69.90	349.93
(d) Impairment on financial instruments	1,219.42	4,891.26	1,830.11	16,785.54	1,219.42	4,891.26	1,830.11	16,785.54
(e) Employee benefit expenses	476.61	475.14	421.14	1,892.97	476.61	475.14	421.14	1,892.97
(f) Depreciation and amortisation expenses	149.23	158.13	142.68	607.17	149.23	158.13	142.68	607.17
(g) Administrative and other expenses	361.39	568.71	278.17	1,699.66	361.39	568.71	278.17	1,699.66
Total expenses (a+b+c+d+e+f+g)	13,953.43	19,783.39	19,301.63	79,482.60	13,953.43	19,783.39	19,301.63	79,482.60
5. Profit/(Loss) before share of net profit of investments accounted for using equity method and tax (3-4)	6,767.23	3,352.51	6,093.01	17,391.22	6,767.23	3,352.51	6,093.01	17,391.22
6. Share of net profit of investments accounted for using equity method					-	-	-	-
7. Profit/(Loss) before tax (5-6)	6,767.23	3,352.51	6,093.01	17,391.22	6,767.23	3,352.51	6,093.01	17,391.22
8. Tax expense								
(a) Current tax	1,855.58	(6,343.26)	1,919.45	4.05	1,855.58	(6,343.26)	1,919.45	4.05
(b) Deferred tax charge/(benefits)	(144.75)	7,197.74	(386.77)	4,388.69	(144.75)	7,197.74	(386.77)	4,388.69
Total tax expense (a+b)	1,710.83	854.48	1,532.68	4,392.74	1,710.83	854.48	1,532.68	4,392.74
9. Profit/(Loss) for the period (7-8)	5,056.40	2,498.03	4,560.33	12,998.48	5,056.40	2,498.03	4,560.33	12,998.48
10. Other comprehensive income/(expense) net of tax								
(i) Items that will not be reclassified to profit or loss								
(a) Remeasurement gains/(losses) on defined benefit plans (net of tax)	28.21	38.42	(0.18)	41.20	28.21	38.42	(0.18)	41.20
(b) Equity instruments through other comprehensive income (net of tax)	-	(93.95)	1,251.58	795.64	-	(93.95)	1,251.58	795.64
(ii) Items that will be reclassified to profit or loss								
(a) Change in cash flow hedge reserve	18.16	75.13	16.23	129.10	18.16	75.13	16.23	129.10
(b) Income tax relating to cash flow hedge reserve	(4.57)	(18.91)	(4.09)	(32.49)	(4.57)	(18.91)	(4.09)	(32.49)
Other comprehensive income/(expense) net of tax (i+ii)	41.80	0.69	1,263.54	933.45	41.80	0.69	1,263.54	933.45
11. Total comprehensive income/(loss) (9+10)	5,098.20	2,498.72	5,823.87	13,931.93	5,098.20	2,498.72	5,823.87	13,931.93
12. Paid-up equity share capital (Face value of the share is ₹ 10 each)	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33
13. Earnings per share in ₹ (not annualised)								
(a) Basic	0.79	0.39	0.71	2.02	0.79	0.39	0.71	2.02
(b) Diluted	0.79	0.39	0.71	2.02	0.79	0.39	0.71	2.02
(c) Face value per equity share	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00

NOTES:

- The above financial results of the Company for the quarter ended June 30, 2022 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors in their respective meetings held on December 3, 2022. These results have been subjected to limited review by the independent auditors.
- These financial results have been prepared in accordance with the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Regulations") as modified by circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 and recognition and measurements principles of the Companies (Indian Accounting Standards) Rule, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India.
- The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per IND AS 108 on operating segments.
- The Company (PFS) does not have any subsidiary but has two associates viz; R.S. India Wind Energy Private Limited and Varam Bio Energy Private Limited. The consolidated financial results have been prepared by the Company in accordance with the requirements of Ind-AS 28 "Investments in Associates and Joint Ventures" prescribed under section 133 of the Companies Act, 2013. The Company had fully impaired the value of investments in these associates in earlier periods, does not have any further obligation over & above the cost of investments and the financial statements/ results of these associates are not available with the management of the Company. Hence, Company's share of net profit/loss after tax and total comprehensive income/loss of its associates has been considered as Rs. Nil in these consolidated financial results.



5. (a) On January 19, 2022, three independent directors of the Company resigned mentioning lapses in corporate governance and compliance. Since then RBI, SEBI and ROC (the "Regulators") have reached out to the Company with their queries regarding the allegations made by the then independent directors and directed the Company to submit its response against such allegations. SEBI also directed the Company to submit its Action Taken Report (ATR), together with Company's response against such allegations. Basis the forensic audit report which was received by the Company on November 4, 2022 and other inputs from professional services firm retained by the Management, it has been decided that the management shall take necessary corrective actions and submit its ATR, if required, to the satisfaction of SEBI. On February 11, 2022, RBI sent its team at the Company's office to conduct scrutiny on the matters alleged in the resignation letters of ex-independent directors. While the RBI's team completed its scrutiny at Company's office on February 14, 2022 and the Company has satisfactorily responded to all queries and requests for information but has not received any further communication from RBI in this regard. On November 4, 2022, the Forensic auditor appointed by the Company, submitted its forensic audit report. The Company engaged a reputed professional services firm to independently review the management's response and independent review of documents supporting such response and commenting on such observations, including financial implications and any indication towards suspected fraud. The management's responses and remarks of professional services firm, together with report of forensic auditor, had been presented by the management to the Board in its meeting held on November 7, 2022 and November 13, 2022.
- (b) SEBI vide its email dated March 2, 2022, rejected the ATR submitted by the Company and not acceded the Company's request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Holding Company, the Company appointed four independent directors through circular resolution. These directors are also independent directors on the Board of the Holding Company. Prior to the appointment of the independent directors, Chairman of PTC India Limited vide email dated March 25, 2022, informed RBI and SEBI about the proposed nomination of four independent directors of PTC India Limited to the board of the Company, and post appointment, disclosures on such appointments have been made to the stock exchanges. On April 19, 2022, the Chairman, PTC India Limited sent another email to SEBI, with specific reference to earlier email dated March 25, 2022, and SEBI in its email dated April 19, 2022 has acknowledged the same. The Company has also made necessary communication to Stock Exchanges regarding appointment of directors and holding of board meetings. The Company, basis its discussions with SEBI and RBI as also summarised in such emails and advice received from external legal firm, believes that there is no non-compliance with SEBI's directions vide its email dated March 2, 2022. On June 28, 2022, the SEBI also directed the Company for waiving-off with the requirements of regulation 17 (1C) of SEBI LODR guidelines regarding ratification of directors' appointment in shareholders' meeting within 3 months from the date of their appointment by the Board.
- (c) Post resignation of ex-independent directors, the Company has not been able to comply with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. The Company intends to file for condonation of delay for non-compliance of such provisions (including delay in filings of annual results) with respective authorities and does not expect any material financial impact, if any, due to fines/penalties arising from such process.
6. As at June 30, 2022, for loans under stage I and stage II, the management has determined the value of secured portion on the basis of best available information including book value of assets/projects as per latest available balance sheet of the borrowers, technical and cost certificates provided by the experts and valuation of underlying assets performed by external professionals appointed either by the Company or consortium of lenders. For loan under stage 3, the management has determined the value of secured portion on the basis of best available information, including valuation of underlying assets by external consultant/resolution professional (RP) for loan assets under IBC proceedings, claim amount in case of litigation and proposed resolution for loan under resolution through Insolvency and Bankruptcy Code (IBC) or settlement. The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/assets of borrowers under IBC.
7. As on June 30, 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date.
8. Disclosures pursuant to Master Direction - Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 in terms of RBI circular RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021:

Particulars	During the quarter ended June 30, 2022
Details of loans not in default that are transferred or acquired	-
Details of Stressed loans transferred or acquired	-

9. As per Regulation 54(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), all secured non convertible debentures ("NCDs") issued by the Company are secured by way of an exclusive charge on identified receivables to the extent of at least 100% of outstanding secured NCDs and pursuant to the terms of respective information memorandum.
10. The Company had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. Company received another letter dated September 24, 2021 u/s 206(4) of the Companies Act, 2013 from Office of Registrar of Companies, Ministry of Corporate affairs initiating inquiry and seeking specified information/ documents, primarily related to the period upto FY 2018-19. The Company has submitted the reply, with requisite information/documents, in response to the letter on October 22, 2021. The Company responded to this notice on October 22, 2021, and no further communication has been received from ROC till date.
11. Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure 1.
12. The figures for the quarter ended March 31, 2022 are the balancing figures between the audited figures in respect of the full year and the unaudited published figures upto the third quarter ended December 31, 2021.
13. Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current quarter/period's classification / disclosure.

For and on behalf of the Board of Directors


Dr. Pawan Singh
Managing Director and CEO

Place: New Delhi
December 3, 2022



PTC INDIA FINANCIAL SERVICES LIMITED		
Statement of standalone and consolidated financial results for the quarter ended June 30, 2022		
Annexure 1		
S. No.	Particulars	Ratio
A	Debt-equity ratio ¹	2.49
B	Debt service coverage ratio ²	Not Applicable
C	Interest service coverage ratio ²	Not Applicable
D	Debenture redemption reserve ³	Nil
E	Net worth (₹ in lakhs) ⁴	231,698.47
F	Net profit after tax (₹ in lakhs)	
	(i) For the quarter ended	5,056.40
G	Earnings per share (in ₹)	
	(i) Basic : Quarter ended	0.79
	(iii) Diluted: Quarter ended	0.79
H	Current ratio ⁷	Not Applicable
I	Long term debt to working capital ⁷	Not Applicable
J	Bad debts to account receivable ratio ⁷	Not Applicable
K	Current liability ratio ⁷	Not Applicable
L	Total debts to total assets ⁵	70.66%
M	Debtors turnover ⁷	Not Applicable
N	Inventory turnover ⁷	Not Applicable
O	Operating margin (%) ¹¹	
	(i) For quarter ended	32.59%
P	Net profit margin (%) ⁶	
	(i) For quarter ended	24.40%
Q	Sector specific equivalent ratios, as applicable	
	(i) Capital adequacy ratio ⁸	32.32%
	(ii) Gross stage 3 ratio ⁹	13.20%
	(iii) Net stage 3 ratio ¹⁰	8.21%
Notes -		
1	Debt - equity ratio = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Networth.	
2	Debt service coverage ratio and interest service coverage ratio is not applicable to Banks or NBFC / Housing Finance Companies registered with RBI as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.	
3	Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014.	
4	Net worth = Equity share capital + Other equity	
5	Total debts to total assets = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Total Assets	
6	Net profit margin = Net profit after tax / total income	
7	The Company is a Non-Banking Financial Company registered under Reserve Bank of India Act, 1934, hence these ratios are generally not applicable.	
8	Capital to risk-weighted assets is calculated as per the RBI guidelines.	
9	Gross stage 3 ratio* = Gross stage 3 loans exposure at Default (EAD) / Gross total loans EAD	
10	Net Stage 3 ratio* = (Gross stage 3 loans EAD - Impairment loss allowance for Stage 3) / (Gross total loans EAD - Impairment loss allowance for Stage 3)	
11	Operating margin = (Profit before tax - Other income) / Total revenue from operations	
	* Refer note 11 of financial result.	



**Independent Auditor's Review Report on Unaudited Quarterly Consolidated Financial
Results of the Company pursuant to the Regulation 33 and 52 of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To
The Board of Directors of
PTC INDIA FINANCIAL SERVICES LIMITED

1. We have reviewed the accompanying statement of unaudited consolidated financial results of PTC India Financial Services Limited ("the Company") and its associates and its share of the net profit/(Loss) after tax and total comprehensive income/ loss of its associates for the quarter ended 30th June 2022 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of Company's persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.

4. The Statement includes the results of the following entities: -



S.No.	Name of the Entity	Relationship with the Company
1.	R.S. India Wind Energy Private Limited	Associate Company
2.	Varam Bio Energy Private Limited	Associate Company

5. Basis for Qualified Conclusion

On January 19, 2022, three independent directors of the Company resigned mentioning lapses in governance and compliance. The Company, basis directions of the audit committee in its meeting held on April 26, 2022, appointed an independent firm ("the Forensic auditor"), to undertake a forensic audit in relation to the allegations raised by the former Independent directors.

On November 4, 2022, the Forensic auditor submitted its final report to the Company which includes, in addition to other observations, instances of modification of critical sanction terms post sanction approval from the Board, non-compliance with pre-disbursement conditions, disbursements made for clearing overdues (evergreening), disproportionate disbursement of funds and delayed presentation of critical information to the Board. The Company's management has appointed a professional services firm ("the External Consultant") to assist the management in responding to such observations and subsequently, also obtained a legal opinion contesting certain matters with respect to the contents, including matters highlighted as evergreening in the Forensic Audit Report, and approach adopted by the Forensic Auditor. Accordingly, the management, has rebutted the observations made by the Forensic auditor and has confirmed that, in their view, there is no additional impact on the Company's financial results of the year ended March 31, 2022 and that there are no indications of any fraud or suspected fraud. Further, the Company has uploaded the Forensic audit report, management's responses, report of External Consultant and legal opinion, on the website of stock exchanges.

In the adjourned audit committee meeting of the Company held on November 13, 2022, the committee considered the Forensic audit report and management's responses thereon and accepted the findings in the report, by majority but with dissent of two directors (out of five directors), in this regard, we have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure-A).

In the board meeting held on November 13, 2022, the board of directors of the Company (with the absence of Chairperson of the Audit Committee in the meeting, who recorded a dissent on the matters being discussed in his absence) considered the Forensic Audit Report, Management's responses, Report of External Consultant



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and legal opinions. We have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure -B).

Due to resignation of the former independent directors, the Company has not complied with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. As explained, the Company intends to file for condonation for delay in non-compliances of such provisions with respective authorities. Also, the minutes of audit committee meetings held since November 9, 2021 have not been finalized, which results in non-compliance with applicable provisions. (Refer Note 5 (c) of the accompanying Statement).

In light of the constraints and limitations highlighted by the Forensic auditor while preparing the Forensic Audit Report and as also noted by the Audit Committee, several other concerns raised therein as described in the second paragraph above (including observations around evergreening and disproportionate disbursement of funds) and lack of specific procedures and conclusions thereon, divergent views among directors regarding observations in Forensic Audit Report, we are unable to satisfy ourselves in relation to the extent of forensic audit procedures and conclusion thereon, including remediation of the additional concerns raised therein.

Considering as stated above and indeterminate impact of potential fines and/ or penalties due to delay in compliances / non-compliance of various provisions as mentioned above, we are unable to obtain sufficient and appropriate audit evidence to determine the extent of adjustments, if any, that may be required to the Consolidated Financial Results for the quarter ended 30th June, 2022.

The above matter was also qualified by the predecessor auditor in their audit report dated 16th November 2022 on the financial results for the quarter and year ended 31st March 2022.

6. Qualified Conclusion

Based on our review conducted as above and procedures performed as stated in paragraph 3 above, except for the effects/ possible effects of our observations stated in paragraph 5 above (including non-quantification for the reasons stated therein) , nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



7. Emphasis of Matters

We draw the attention on the following:

- i) As on 30th June 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date (Refer Note 7 of the accompanying Statement).
- ii) The Company with the recommendation of PTC India Limited ("the Holding Company"), had appointed four independent directors through circular resolution who have been also the independent directors on the Board of the Holding Company. The Company, basis email from SEBI acknowledging Company's email which summarised the mode of appointment of these directors through circular resolution and opinion received from external legal firm, believes that there is no non-compliance with SEBI's directions (for conducting Board meeting without an Independent director as stated in Note 5 (b) of the accompanying Statement).
- iii) The Company had received a communication from ROC on 28th March 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated 18th April 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. As stated, on 24th September 2021, the Company had received another notice from ROC u/s 206(4) of the Companies Act, 2013, pursuant to its previous communication in 2017-18 and reference to complaints received by them in 2017-18, seeking further information on certain matters including details about erosion of investments made in associate companies and actions taken by the management including other details and details about NPA accounts. The Company responded to this notice on 22nd October 2021 and has confirmed that no further intimation from ROC has been received till date. (Refer Note 10 of the accompanying Statement).
- iv) In assessing the recoverability of loans and advances, the Company has considered internal and external sources of information (i.e. valuation report from Resolution Professional for loan assets under IBC proceedings or otherwise, one time settlement (OTS) proposal, asset value as per latest available financials of the borrowers with appropriate haircut as per ECL policy). The Company expects to recover the net carrying value of these assets, basis assessment of current facts and ECL methodology which factors in future economic conditions as well. However, the eventual recovery from these loans may be different from those estimated as on the date of approval of these financial results. (Refer Note 6 of the accompanying Statement).



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- v) We have been informed by the Company that RBI's officials visited the premises of the Company in February 2022 and reviewed few documents, in context of allegations made by the former Independent directors of the Company. The management has represented that while the Company has satisfactorily responded to queries of officials, no further communication has come from RBI, so far, in this regard. (Refer Note 5(a) of the accompanying Statement).

Our conclusion on the Statement is not modified in respect of above matters.

8. Other matters

- i) The unaudited consolidated financial information/results of the Company for the corresponding quarter ended 30th June 2021 were reviewed by the predecessor auditor who expressed unmodified conclusion vide their report dated 5th August 2021. The consolidated financial results/statements for the quarter/year ended 31st March, 2022 were audited by the predecessor auditor who expressed modified opinion vide their report dated 16th November, 2022. These financial information/ results/statements were furnished by the management and has been relied upon for the purpose of review of accompanying statement.
- ii) The unaudited consolidated financial information/results of the Company also include Company's share of net profit/loss after tax of Rs. Nil and total comprehensive income/loss of Rs Nil for the quarter ended 30th June 2022 respectively, in respect of its 2 associate entities referred to in para 4 above whose financial results are not available with the Company (neither audited/reviewed nor management accounts for the purpose of the consolidated financial results). However as mentioned in Note 4 of the accompanying Statement, the Company had fully impaired the value of investments in these associates in the earlier periods and the Company does not have further obligation over and above the cost of investment and therefore, in view of the management, there is no impact on the unaudited consolidated financial results for the quarter ended 30th June 2022.

Our conclusion on the Statement is not modified in respect of above matters.

For LODHA & CO.
Chartered Accountants
Firm's Registration No. 301051E



(Gaurav Lodha)

Partner

Membership No. 507462

UDIN: 22507462BETXVV3056

Place: New Delhi

Date: 03/12/2022







1. Resolution as agreed by (adjourned) Audit Committee in meeting dated: 13th November, 2022 and confirmed by all members.

“It is noted that the Forensic Auditor has given his findings in the Final Forensic Audit Report submitted by him on 4th November 2022. It is also noted that the forensic auditor has concluded that the findings as given by him in the draft report are not significantly altered by the explanations given by the management. The Audit Committee discussed these findings in reasonable detail and noted that the audit committee can go into even further detail in giving its observations on the forensic audit report. However as emphasized repeatedly by the management, considering the urgency of adoption of the annual accounts for the year ended March 22, it is felt that the significant and salient aspects of the forensic audit report have been brought out in the discussion and also the statutory auditor, who was present as an invitee during this discussion has taken note of these observations and examined the report of the forensic auditor in complete detail. Therefore, at this stage, the audit committee decides not to go into a further detailed discussion of the contents of the forensic audit report, its findings and conclusions in light of the priorities mentioned by the management. Accordingly, the audit committee takes on record Final Forensic Audit Report submitted by CNK & Associates LLP and thanks them for their services. After this discussion it was resolved that:-

The audit committee accepts findings of the forensic auditor as given in the Final Forensic Audit Report. The committee recommends them to the Board for appropriate follow up action. The Committee notes the constraints and scope limitations operating on the forensic auditor, which find mention in the Forensic Audit Report and that but for such limitations the forensic auditor would probably have been able to give even more specific findings. The Committee has also taken note of the responses given by the management. The Committee also notes that an external agency was appointed by the management to act as advisors to the management in responding to the findings given by the forensic auditor. It is noted that the views expressed by the said advisors contain many reservations, disclaimers and limitations. Some of the salient disclaimers are mentioned in the email dt 8th Oct 22 sent by the Chairman of the Committee to the board members. It is seen that the advisors state that they have relied on the *justification provided by the management*; and *it is possible that there are factual inaccuracies where we have not been provided with the complete picture/information/documentation on a particular matter by the process owners*. In turn the management states that it has relied upon the consultant's findings to prepare their response to the forensic audit report. The audit committee therefore has given limited weightage to the recommendations of the consultant. The committee also notes that the statutory auditor assures that all significant aspects of the forensic audit report have been taken into consideration by them and further, that these aspects have been taken into consideration in auditing the financial results for the year ended March 22, and that appropriate modifications based on these findings have been suitably incorporated in their reports.

The above resolution was proposed by the Chairman (D1) and approved of by D4 & D5.

D2 expressed his dissent stating that in addition to the other points as mentioned by him during the course of discussions, he did not agree with the concept of evergreening as interpreted / applied by the forensic auditor. He also felt that the forensic auditor had

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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been selective in the presentation of certain facts and also, he was not in agreement with the findings given by the forensic auditor in regard to Shri Ratnesh and related matters. He was not in agreement with scope limitation or constraints mentioned by Forensic Auditor. The Forensic Auditor has not done weekly discussions with the management as stipulated in the engagement letter, which is legally binding on him. He also pointed out that the limitations mentioned in the Advisor's Report should be read in full, not selectively and the limitations as expressed are as per generally accepted norms.

D3 recorded his dissent on the basis of numerous issues mentioned by him in the course of earlier discussion including all the points specifically stated by D2. Further, Advisors has clarified that the facts mentioned in their note were based on independent review of supporting documents in relation to reply submitted by PFS. Thus, it was their independent assessment.

Basis the above, the Resolution was adopted and passed with a majority of 3 against 2 dissents."

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

(Dr. Pawan Singh)
MD&CEO

(Mohit Seth)
Acting CS



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2. Resolution as agreed by Board Meeting dated: 13th November, 2022 and confirmed by all members present in the meeting (except one Director -Audit committee chairman who was not present in the meeting)

The Board considered the forensic audit report of CNK along with management replies, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and Former Director (Finance) of PFC. The Board noted that the Audit Committee considered the forensic audit report of CNK on 11, 12 and 13th Nov and accepted the report by majority (3:2). The Board deliberated the report and observed that;

- i. CNK report is that CNK has not identified any event having material impact on the financials of the Company. Hence not quantified.
- ii. CNK has not identified any instance of fraud and diversion of funds by the company.
- iii. Procedural / operational issues identified by CNK needs to be dealt with expeditiously.
- iv. The Issue related to Mr. Ratnesh has already been examined by RMC committee of PTC (Holding Company) and approved by Board of PTC India. The report is already submitted to the regulators.

The Company has already complied with SEBI (LODR) by submitting the same to Stock Exchanges along with management comments and E&Y remarks. The management is directed to submit the report of Forensic Audit with management comments, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and former Director (Finance) of PFC and this Board resolution to SEBI.

The Board is of the view that recommendation of E&Y may be obtained by management to strengthen the business processes & operational issues and submit to the Board at the earliest.

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

MOHIT Digitally signed
by MOHIT SETHI
SETHI Date:
2022.11.16
09:49:00 +05'30'

(Mohit Sethi)
Acting CS
16/11/2022



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
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Statement of Standalone and Consolidated unaudited financial results for the quarter ended June 30, 2022

(₹ in lakhs)

Particulars	Standalone				Consolidated			
	Quarter ended		Year ended		Quarter ended		Year ended	
	Unaudited	Audited (refer note 12 below)	Unaudited	Audited	Unaudited	Audited (refer note 12 below)	Unaudited	Audited
	June 30, 2022	March 31, 2022	June 30, 2021	March 31, 2022	June 30, 2022	March 31, 2022	June 30, 2021	March 31, 2022
1. Revenue from operations								
(a) Interest income	19,875.69	22,225.13	24,519.56	92,468.91	19,875.69	22,225.13	24,519.56	92,468.91
(b) Fee and commission income	729.29	538.18	774.17	2,468.88	729.29	538.18	774.17	2,468.88
(c) Sale of power	94.59	46.63	100.45	350.00	94.59	46.63	100.45	350.00
Total Revenue from operations (a+b+c+d)	20,699.57	22,809.94	25,394.18	95,287.79	20,699.57	22,809.94	25,394.18	95,287.79
2. Other income	21.09	325.96	0.46	1,586.03	21.09	325.96	0.46	1,586.03
3. Total Income (1+2)	20,720.66	23,135.90	25,394.64	96,873.82	20,720.66	23,135.90	25,394.64	96,873.82
4. Expenses								
(a) Finance costs	11,273.52	13,511.22	16,558.00	57,976.86	11,273.52	13,511.22	16,558.00	57,976.86
(b) Fee and commission expense	0.01	138.77	1.63	170.47	0.01	138.77	1.63	170.47
(c) Net loss on fair value changes	473.25	40.16	69.90	349.93	473.25	40.16	69.90	349.93
(d) Impairment on financial instruments	1,219.42	4,891.26	1,830.11	16,785.54	1,219.42	4,891.26	1,830.11	16,785.54
(e) Employee benefit expenses	476.61	475.14	421.14	1,892.97	476.61	475.14	421.14	1,892.97
(f) Depreciation and amortisation expenses	149.23	158.13	142.68	607.17	149.23	158.13	142.68	607.17
(g) Administrative and other expenses	361.39	568.71	278.17	1,699.66	361.39	568.71	278.17	1,699.66
Total expenses (a+b+c+d+e+f+g)	13,953.43	19,783.39	19,301.63	79,482.60	13,953.43	19,783.39	19,301.63	79,482.60
5. Profit/(Loss) before share of net profit of investments accounted for using equity method and tax (3-4)	6,767.23	3,352.51	6,093.01	17,391.22	6,767.23	3,352.51	6,093.01	17,391.22
6. Share of net profit of investments accounted for using equity method					-	-	-	-
7. Profit/(Loss) before tax (5-6)	6,767.23	3,352.51	6,093.01	17,391.22	6,767.23	3,352.51	6,093.01	17,391.22
8. Tax expense								
(a) Current tax	1,855.58	(6,343.26)	1,919.45	4.05	1,855.58	(6,343.26)	1,919.45	4.05
(b) Deferred tax charge/(benefits)	(144.75)	7,197.74	(386.77)	4,388.69	(144.75)	7,197.74	(386.77)	4,388.69
Total tax expense (a+b)	1,710.83	854.48	1,532.68	4,392.74	1,710.83	854.48	1,532.68	4,392.74
9. Profit/(Loss) for the period (7-8)	5,056.40	2,498.03	4,560.33	12,998.48	5,056.40	2,498.03	4,560.33	12,998.48
10. Other comprehensive income/(expense) net of tax								
(i) Items that will not be reclassified to profit or loss								
(a) Remeasurement gains/(losses) on defined benefit plans (net of tax)	28.21	38.42	(0.18)	41.20	28.21	38.42	(0.18)	41.20
(b) Equity instruments through other comprehensive income (net of tax)	-	(93.95)	1,251.58	795.64	-	(93.95)	1,251.58	795.64
(ii) Items that will be reclassified to profit or loss								
(a) Change in cash flow hedge reserve	18.16	75.13	16.23	129.10	18.16	75.13	16.23	129.10
(b) Income tax relating to cash flow hedge reserve	(4.57)	(18.91)	(4.09)	(32.49)	(4.57)	(18.91)	(4.09)	(32.49)
Other comprehensive income/(expense) net of tax (i+ii)	41.80	0.69	1,263.54	933.45	41.80	0.69	1,263.54	933.45
11. Total comprehensive income/(loss) (9+10)	5,098.20	2,498.72	5,823.87	13,931.93	5,098.20	2,498.72	5,823.87	13,931.93
12. Paid-up equity share capital (Face value of the share is ₹ 10 each)	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33
13. Earnings per share in ₹ (not annualised)								
(a) Basic	0.79	0.39	0.71	2.02	0.79	0.39	0.71	2.02
(b) Diluted	0.79	0.39	0.71	2.02	0.79	0.39	0.71	2.02
(c) Face value per equity share	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00

NOTES:

- The above financial results of the Company for the quarter ended June 30, 2022 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors in their respective meetings held on December 3, 2022. These results have been subjected to limited review by the independent auditors.
- These financial results have been prepared in accordance with the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Regulations") as modified by circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 and recognition and measurements principles of the Companies (Indian Accounting Standards) Rule, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India.
- The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per IND AS 108 on operating segments.
- The Company (PFS) does not have any subsidiary but has two associates viz; R.S. India Wind Energy Private Limited and Varam Bio Energy Private Limited. The consolidated financial results have been prepared by the Company in accordance with the requirements of Ind-AS 28 "Investments in Associates and Joint Ventures" prescribed under section 133 of the Companies Act, 2013. The Company had fully impaired the value of investments in these associates in earlier periods, does not have any further obligation over & above the cost of investments and the financial statements/ results of these associates are not available with the management of the Company. Hence, Company's share of net profit/loss after tax and total comprehensive income/loss of its associates has been considered as Rs. Nil in these consolidated financial results.



5. (a) On January 19, 2022, three independent directors of the Company resigned mentioning lapses in corporate governance and compliance. Since then RBI, SEBI and ROC (the "Regulators") have reached out to the Company with their queries regarding the allegations made by the then independent directors and directed the Company to submit its response against such allegations. SEBI also directed the Company to submit its Action Taken Report (ATR), together with Company's response against such allegations. Basis the forensic audit report which was received by the Company on November 4, 2022 and other inputs from professional services firm retained by the Management, it has been decided that the management shall take necessary corrective actions and submit its ATR, if required, to the satisfaction of SEBI. On February 11, 2022, RBI sent its team at the Company's office to conduct scrutiny on the matters alleged in the resignation letters of ex-independent directors. While the RBI's team completed its scrutiny at Company's office on February 14, 2022 and the Company has satisfactorily responded to all queries and requests for information but has not received any further communication from RBI in this regard. On November 4, 2022, the Forensic auditor appointed by the Company, submitted its forensic audit report. The Company engaged a reputed professional services firm to independently review the management's response and independent review of documents supporting such response and commenting on such observations, including financial implications and any indication towards suspected fraud. The management's responses and remarks of professional services firm, together with report of forensic auditor, had been presented by the management to the Board in its meeting held on November 7, 2022 and November 13, 2022.
- (b) SEBI vide its email dated March 2, 2022, rejected the ATR submitted by the Company and not acceded the Company's request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Holding Company, the Company appointed four independent directors through circular resolution. These directors are also independent directors on the Board of the Holding Company. Prior to the appointment of the independent directors, Chairman of PTC India Limited vide email dated March 25, 2022, informed RBI and SEBI about the proposed nomination of four independent directors of PTC India Limited to the board of the Company, and post appointment, disclosures on such appointments have been made to the stock exchanges. On April 19, 2022, the Chairman, PTC India Limited sent another email to SEBI, with specific reference to earlier email dated March 25, 2022, and SEBI in its email dated April 19, 2022 has acknowledged the same. The Company has also made necessary communication to Stock Exchanges regarding appointment of directors and holding of board meetings. The Company, basis its discussions with SEBI and RBI as also summarised in such emails and advice received from external legal firm, believes that there is no non-compliance with SEBI's directions vide its email dated March 2, 2022. On June 28, 2022, the SEBI also directed the Company for waiving-off with the requirements of regulation 17 (1C) of SEBI LODR guidelines regarding ratification of directors' appointment in shareholders' meeting within 3 months from the date of their appointment by the Board.
- (c) Post resignation of ex-independent directors, the Company has not been able to comply with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. The Company intends to file for condonation of delay for non-compliance of such provisions (including delay in filings of annual results) with respective authorities and does not expect any material financial impact, if any, due to fines/penalties arising from such process.
6. As at June 30, 2022, for loans under stage I and stage II, the management has determined the value of secured portion on the basis of best available information including book value of assets/projects as per latest available balance sheet of the borrowers, technical and cost certificates provided by the experts and valuation of underlying assets performed by external professionals appointed either by the Company or consortium of lenders. For loan under stage 3, the management has determined the value of secured portion on the basis of best available information, including valuation of underlying assets by external consultant/resolution professional (RP) for loan assets under IBC proceedings, claim amount in case of litigation and proposed resolution for loan under resolution through Insolvency and Bankruptcy Code (IBC) or settlement. The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/assets of borrowers under IBC.
7. As on June 30, 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date.
8. Disclosures pursuant to Master Direction - Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 in terms of RBI circular RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021:

Particulars	During the quarter ended June 30, 2022
Details of loans not in default that are transferred or acquired	-
Details of Stressed loans transferred or acquired	-

9. As per Regulation 54(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), all secured non convertible debentures ("NCDs") issued by the Company are secured by way of an exclusive charge on identified receivables to the extent of at least 100% of outstanding secured NCDs and pursuant to the terms of respective information memorandum.
10. The Company had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. Company received another letter dated September 24, 2021 u/s 206(4) of the Companies Act, 2013 from Office of Registrar of Companies, Ministry of Corporate affairs initiating inquiry and seeking specified information/ documents, primarily related to the period upto FY 2018-19. The Company has submitted the reply, with requisite information/documents, in response to the letter on October 22, 2021. The Company responded to this notice on October 22, 2021, and no further communication has been received from ROC till date.
11. Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure 1.
12. The figures for the quarter ended March 31, 2022 are the balancing figures between the audited figures in respect of the full year and the unaudited published figures upto the third quarter ended December 31, 2021.
13. Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current quarter/period's classification / disclosure.

For and on behalf of the Board of Directors


Dr. Pawan Singh
Managing Director and CEO

Place: New Delhi
December 3, 2022



PTC INDIA FINANCIAL SERVICES LIMITED		
Statement of standalone and consolidated financial results for the quarter ended June 30, 2022		
Annexure 1		
S. No.	Particulars	Ratio
A	Debt-equity ratio ¹	2.49
B	Debt service coverage ratio ²	Not Applicable
C	Interest service coverage ratio ²	Not Applicable
D	Debenture redemption reserve ³	Nil
E	Net worth (₹ in lakhs) ⁴	231,698.47
F	Net profit after tax (₹ in lakhs)	
	(i) For the quarter ended	5,056.40
G	Earnings per share (in ₹)	
	(i) Basic : Quarter ended	0.79
	(iii) Diluted: Quarter ended	0.79
H	Current ratio ⁷	Not Applicable
I	Long term debt to working capital ⁷	Not Applicable
J	Bad debts to account receivable ratio ⁷	Not Applicable
K	Current liability ratio ⁷	Not Applicable
L	Total debts to total assets ⁵	70.66%
M	Debtors turnover ⁷	Not Applicable
N	Inventory turnover ⁷	Not Applicable
O	Operating margin (%) ¹¹	
	(i) For quarter ended	32.59%
P	Net profit margin (%) ⁶	
	(i) For quarter ended	24.40%
Q	Sector specific equivalent ratios, as applicable	
	(i) Capital adequacy ratio ⁸	32.32%
	(ii) Gross stage 3 ratio ⁹	13.20%
	(iii) Net stage 3 ratio ¹⁰	8.21%
Notes -		
1	Debt - equity ratio = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Networth.	
2	Debt service coverage ratio and interest service coverage ratio is not applicable to Banks or NBFC / Housing Finance Companies registered with RBI as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.	
3	Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014.	
4	Net worth = Equity share capital + Other equity	
5	Total debts to total assets = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Total Assets	
6	Net profit margin = Net profit after tax / total income	
7	The Company is a Non-Banking Financial Company registered under Reserve Bank of India Act, 1934, hence these ratios are generally not applicable.	
8	Capital to risk-weighted assets is calculated as per the RBI guidelines.	
9	Gross stage 3 ratio* = Gross stage 3 loans exposure at Default (EAD) / Gross total loans EAD	
10	Net Stage 3 ratio* = (Gross stage 3 loans EAD - Impairment loss allowance for Stage 3) / (Gross total loans EAD - Impairment loss allowance for Stage 3)	
11	Operating margin = (Profit before tax - Other income) / Total revenue from operations	
	* Refer note 11 of financial result.	



**Independent Auditor's Review Report on Unaudited Quarterly and Year to Date Standalone
Financial Results of the Company pursuant to the Regulation 33 and 52 of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To

**The Board of Directors of
PTC INDIA FINANCIAL SERVICES LIMITED**

1. We have reviewed the accompanying statement of unaudited standalone financial results of PTC India Financial Services Limited ("the Company") for the quarter ended 30th September 2022 and year to date from 1st April 2022 to 30th September 2022 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS-34), "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 (as amended), read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis for Qualified Conclusion**
On January 19, 2022, three independent directors of the Company resigned mentioning lapses in governance and compliance. The Company, basis directions of the audit committee in its meeting held on April 26, 2022, appointed an independent firm ("the Forensic auditor"), to undertake a forensic audit in relation to the allegations raised by the former Independent directors.

On November 4, 2022, the Forensic auditor submitted its final report to the Company which includes, in addition to other observations, instances of modification of critical sanction terms post sanction approval from the Board, non-compliance with pre-disbursement conditions, disbursements made for clearing overdues (evergreening), disproportionate disbursement of funds and delayed presentation of critical information to the Board. The Company's



management has appointed a professional services firm ("the External Consultant") to assist the management in responding to such observations and subsequently, also obtained a legal opinion contesting certain matters with respect to the contents, including matters highlighted as evergreening in the Forensic Audit Report, and approach adopted by the Forensic Auditor. Accordingly, the management, has rebutted the observations made by the Forensic auditor and has confirmed that, in their view, there is no additional impact on the Company's financial results of the year ended March 31, 2022 and that there are no indications of any fraud or suspected fraud. Further, the Company has uploaded the Forensic audit report, management's responses, report of External Consultant and legal opinion, on the website of stock exchanges.

In the adjourned audit committee meeting of the Company held on November 13, 2022, the committee considered the Forensic Audit Report and management's responses thereon and accepted the findings in the report, by majority but with dissent of two directors (out of five directors), in this regard, we have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure-A).

In the board meeting held on November 13, 2022, the board of directors of the Company (with the absence of Chairperson of the Audit Committee in the meeting, who recorded a dissent on the matters being discussed in his absence) considered the Forensic audit report, Management's responses, Report of External Consultant and legal opinions. We have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure -B).

Due to resignation of the former independent directors, the Company has not complied with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. As explained, the Company intends to file for condonation for delay in non-compliances of such provisions with respective authorities. Also the minutes of audit committee meetings held since November 9, 2021 have not been finalized, which results in non-compliance with applicable provisions. (Refer Note 5 (c) of the accompanying Statement).

In light of the constraints and limitations highlighted by the Forensic auditor while preparing the Forensic Audit Report and as also noted by the Audit Committee, several other concerns raised therein as described in the second paragraph above (including observations around evergreening and disproportionate disbursement of funds) and lack of specific procedures and conclusions thereon, divergent views among directors regarding observations in Forensic Audit Report, we are unable to satisfy ourselves in relation to the extent of forensic audit procedures and conclusion thereon, including remediation of the additional concerns raised therein.

Considering as stated above and indeterminate impact of potential fines and/or penalties due to delay in compliances / non-compliance of various provisions as mentioned above, we are unable to obtain sufficient and appropriate audit evidence to determine the extent of adjustments, if any, that may be required to the Standalone Financial Results for the quarter ended 30th September 2022 and year to date from 1st April 2022 to 30th September, 2022.

The above matter was also qualified in our limited review report on the unaudited standalone financial results for the quarter ended 30th June 2022.

The above matter was also qualified by the predecessor auditor in their audit report dated 16th November 2022 on the financial results for the quarter and year ended 31st March 2022.



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5. Qualified Conclusion

Based on our review conducted as above, except for the effects/ possible effects of our observation stated in paragraph 4 above (including non-quantification for the reasons stated therein), nothing has come to our attention that causes us to believe that the accompanying Statement , prepared in all material respects in accordance with the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. Emphasis of Matters

We draw the attention on the following:

- i) As on 30th September 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date (Refer Note 7 of the accompanying Statement).
- ii) The Company with the recommendation of PTC India Limited ("the Holding Company"), had appointed four independent directors through circular resolution who have been also the independent directors on the Board of the Holding Company. The Company, basis email from SEBI acknowledging Company's email which summarised the mode of appointment of these directors through circular resolution and opinion received from external legal firm, believes that there is no non-compliance with SEBI's directions (for conducting Board meeting without an Independent director as stated in Note 5 (b) of the accompanying Statement).
- iii) The Company had received a communication from ROC on 28th March 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated 18th April 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. As stated, on 24th September 2021, the Company had received another notice from ROC u/s 206(4) of the Companies Act, 2013, pursuant to its previous communication in 2017-18 and reference to complaints received by them in 2017-18, seeking further information on certain matters including details about erosion of investments made in associate companies and actions taken by the management including other details and details about NPA accounts. The Company responded to this notice on 22nd October 2021 and has confirmed that no further intimation from ROC has been received till date. (Refer Note 10 of the accompanying Statement).
- iv) In assessing the recoverability of loans and advances, the Company has considered internal and external sources of information (i.e. valuation report from Resolution Professional for loan assets under IBC proceedings or otherwise, one time settlement (OTS) proposal, asset value as per latest available financials of the borrowers with appropriate haircut as per ECL policy). The Company expects to recover the net carrying value of these assets, basis assessment of current facts and ECL methodology which factors in future economic conditions as well. However, the eventual recovery from these loans may be different from those estimated as on the date of approval of these financial results. (Refer Note 6 of the accompanying Statement).



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- v) We have been informed by the Company that RBI's officials visited the premises of the Company in February 2022 and reviewed few documents, in context of allegations made by the former Independent directors of the Company. The management has represented that while the Company has satisfactorily responded to queries of officials, no further communication has come from RBI, so far, in this regard. (Refer Note 5(a) of the accompanying Statement).

Our conclusion on the Statement is not modified in respect of above matters.

7. Other matter

The unaudited standalone financial information/results of the Company for the corresponding quarter ended 30th September 2021 and year to date from 1st April 2021 to 30th September 2021 results for the period were reviewed by the predecessor auditor who expressed unmodified conclusion vide their report date 9th November, 2021. The standalone financial results/statements for the year ended 31st March, 2022 were audited by the predecessor auditor who expressed modified opinion vide their report dated 16th November, 2022. These financial information/ results/statements were furnished by the management and has been relied upon for the purpose of review of accompanying statement.

Our conclusion on the Statement is not modified in respect of above matter.

For LODHA & CO.
Chartered Accountants
Firm's Registration No. 301051E

Lodha.

(Gaurav Lodha)
Partner
Membership No. 507462
UDIN: 22507462BET4WVG162
Place: New Delhi
Date: 03/12/2022



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1. Resolution as agreed by (adjourned) Audit Committee in meeting dated: 13th November, 2022 and confirmed by all members.

“It is noted that the Forensic Auditor has given his findings in the Final Forensic Audit Report submitted by him on 4th November 2022. It is also noted that the forensic auditor has concluded that the findings as given by him in the draft report are not significantly altered by the explanations given by the management. The Audit Committee discussed these findings in reasonable detail and noted that the audit committee can go into even further detail in giving its observations on the forensic audit report. However as emphasized repeatedly by the management, considering the urgency of adoption of the annual accounts for the year ended March 22, it is felt that the significant and salient aspects of the forensic audit report have been brought out in the discussion and also the statutory auditor, who was present as an invitee during this discussion has taken note of these observations and examined the report of the forensic auditor in complete detail. Therefore, at this stage, the audit committee decides not to go into a further detailed discussion of the contents of the forensic audit report, its findings and conclusions in light of the priorities mentioned by the management. Accordingly, the audit committee takes on record Final Forensic Audit Report submitted by CNK & Associates LLP and thanks them for their services. After this discussion it was resolved that:-

The audit committee accepts findings of the forensic auditor as given in the Final Forensic Audit Report. The committee recommends them to the Board for appropriate follow up action. The Committee notes the constraints and scope limitations operating on the forensic auditor, which find mention in the Forensic Audit Report and that but for such limitations the forensic auditor would probably have been able to give even more specific findings. The Committee has also taken note of the responses given by the management. The Committee also notes that an external agency was appointed by the management to act as advisors to the management in responding to the findings given by the forensic auditor. It is noted that the views expressed by the said advisors contain many reservations, disclaimers and limitations. Some of the salient disclaimers are mentioned in the email dt 8th Oct 22 sent by the Chairman of the Committee to the board members. It is seen that the advisors state that they have relied on the *justification provided by the management*; and *it is possible that there are factual inaccuracies where we have not been provided with the complete picture/information/documentation on a particular matter by the process owners*. In turn the management states that it has relied upon the consultant’s findings to prepare their response to the forensic audit report. The audit committee therefore has given limited weightage to the recommendations of the consultant. The committee also notes that the statutory auditor assures that all significant aspects of the forensic audit report have been taken into consideration by them and further, that these aspects have been taken into consideration in auditing the financial results for the year ended March 22, and that appropriate modifications based on these findings have been suitably incorporated in their reports.

The above resolution was proposed by the Chairman (D1) and approved of by D4 & D5.

D2 expressed his dissent stating that in addition to the other points as mentioned by him during the course of discussions, he did not agree with the concept of evergreening as interpreted / applied by the forensic auditor. He also felt that the forensic auditor had

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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been selective in the presentation of certain facts and also, he was not in agreement with the findings given by the forensic auditor in regard to Shri Ratnesh and related matters. He was not in agreement with scope limitation or constraints mentioned by Forensic Auditor. The Forensic Auditor has not done weekly discussions with the management as stipulated in the engagement letter, which is legally binding on him. He also pointed out that the limitations mentioned in the Advisor's Report should be read in full, not selectively and the limitations as expressed are as per generally accepted norms.

D3 recorded his dissent on the basis of numerous issues mentioned by him in the course of earlier discussion including all the points specifically stated by D2. Further, Advisors has clarified that the facts mentioned in their note were based on independent review of supporting documents in relation to reply submitted by PFS. Thus, it was their independent assessment.

Basis the above, the Resolution was adopted and passed with a majority of 3 against 2 dissents."

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.


(Dr. Pawan Singh)
MD&CEO


(Mohit Seth)
Acting CS



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2. **Resolution as agreed by Board Meeting dated: 13th November, 2022 and confirmed by all members present in the meeting (except one Director -Audit committee chairman who was not present in the meeting)**

The Board considered the forensic audit report of CNK along with management replies, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and Former Director (Finance) of PFC. The Board noted that the Audit Committee considered the forensic audit report of CNK on 11, 12 and 13th Nov and accepted the report by majority (3:2). The Board deliberated the report and observed that;

- i. CNK report is that CNK has not identified any event having material impact on the financials of the Company. Hence not quantified.
- ii. CNK has not identified any instance of fraud and diversion of funds by the company.
- iii. Procedural / operational issues identified by CNK needs to be dealt with expeditiously.
- iv. The Issue related to Mr. Ratnesh has already been examined by RMC committee of PTC (Holding Company) and approved by Board of PTC India. The report is already submitted to the regulators.

The Company has already complied with SEBI (LODR) by submitting the same to Stock Exchanges along with management comments and E&Y remarks. The management is directed to submit the report of Forensic Audit with management comments, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and former Director (Finance) of PFC and this Board resolution to SEBI.

The Board is of the view that recommendation of E&Y may be obtained by management to strengthen the business processes & operational issues and submit to the Board at the earliest.

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

MOHIT Digitally signed
by MOHIT SETH
SETH Date:
2022.11.16
09:49:00 +05'30'

(Mohit Seth)
Acting CS
16/11/2022



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
(A subsidiary of PTC India Limited)

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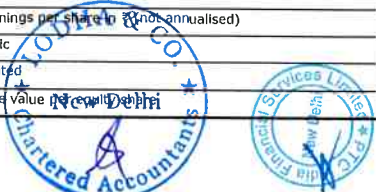
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Statement of Standalone and Consolidated unaudited financial results for the quarter and six months ended September 30, 2022

₹ In lakhs)

Particulars	Standalone						Consolidated					
	Quarter ended			Six months ended			Year ended	Quarter ended			Year ended	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
	September 30, 2022	June 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021	March 31, 2022	September 30, 2022	June 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021	March 31, 2022
1. Revenue from operations												
(a) Interest Income	19,078.01	19,875.69	23,284.69	38,953.70	47,804.25	92,468.91	19,078.01	19,875.69	23,284.69	38,953.70	47,804.25	92,468.91
(b) Fee and commission income	363.30	729.29	767.79	1,092.59	1,541.96	2,468.88	363.30	729.29	767.79	1,092.59	1,541.96	2,468.88
(c) Sale of power	141.82	94.59	156.27	236.41	256.72	350.00	141.82	94.59	156.27	236.41	256.72	350.00
Total Revenue from operations (a+b+c+d)	19,583.13	20,699.57	24,208.75	40,282.70	49,602.93	95,287.79	19,583.13	20,699.57	24,208.75	40,282.70	49,602.93	95,287.79
2. Other Income	1.25	21.09	24.57	22.34	25.03	1,586.03	1.25	21.09	24.57	22.34	25.03	1,586.03
3. Total Income (1+2)	19,584.38	20,720.66	24,233.32	40,305.04	49,627.96	96,873.82	19,584.38	20,720.66	24,233.32	40,305.04	49,627.96	96,873.82
4. Expenses												
(a) Finance costs	10,677.73	11,273.52	14,324.69	21,951.25	30,882.69	57,976.86	10,677.73	11,273.52	14,324.69	21,951.25	30,882.69	57,976.86
(b) Fee and commission expense	25.25	0.01	30.07	25.26	31.70	170.47	25.25	0.01	30.07	25.26	31.70	170.47
(c) Net loss on fair value changes	9.37	473.25	150.02	482.62	219.92	349.93	9.37	473.25	150.02	482.62	219.92	349.93
(d) Impairment on financial Instruments	719.54	1,219.42	1,702.88	1,938.96	3,532.99	16,785.54	719.54	1,219.42	1,702.88	1,938.96	3,532.99	16,785.54
(e) Employee benefit expenses	422.80	476.61	501.38	899.41	922.52	1,892.97	422.80	476.61	501.38	899.41	922.52	1,892.97
(f) Depreciation and amortisation expenses	149.74	149.23	150.86	298.97	293.54	607.17	149.74	149.23	150.86	298.97	293.54	607.17
(g) Administrative and other expenses	552.92	361.39	377.58	914.31	655.75	1,699.66	552.92	361.39	377.58	914.31	655.75	1,699.66
Total expenses (a+b+c+d+e+f+g)	12,557.35	13,953.43	17,237.48	26,510.78	36,539.11	79,482.60	12,557.35	13,953.43	17,237.48	26,510.78	36,539.11	79,482.60
5. Profit/(Loss) before share of net profit of investments accounted for using equity method and tax (3-4)	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22
6. Share of net profit of investments accounted for using equity method												
7. Profit/(Loss) before tax (5-6)	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22
8. Tax expense												
(a) Current tax	1,694.75	1,855.58	2,048.03	3,550.33	3,967.48	4.05	1,694.75	1,855.58	2,048.03	3,550.33	3,967.48	4.05
(b) Deferred tax charge/(benefits)	66.44	(144.75)	(298.91)	(78.31)	(685.68)	4,388.69	66.44	(144.75)	(298.91)	(78.31)	(685.68)	4,388.69
Total tax expense (a+b)	1,761.19	1,710.83	1,749.12	3,472.02	3,281.80	4,392.74	1,761.19	1,710.83	1,749.12	3,472.02	3,281.80	4,392.74
9. Profit/(Loss) for the period (7-8)	5,265.84	5,056.40	5,246.72	10,322.24	9,807.05	12,998.48	5,265.84	5,056.40	5,246.72	10,322.24	9,807.05	12,998.48
10. Other comprehensive Income/(expense) net of tax												
(I) Items that will not be reclassified to profit or loss												
(a) Remeasurement gains/(losses) on defined benefit plans (net of tax)	(21.66)	28.21	(3.91)	6.55	(4.09)	41.20	(21.66)	28.21	(3.91)	6.55	(4.09)	41.20
(b) Equity Instruments through other comprehensive Income (net of tax)	-	-	(361.99)	-	889.59	795.64	-	-	(361.99)	-	889.59	795.64
(II) Items that will be reclassified to profit or loss												
(a) Change in cash flow hedge reserve	41.68	18.16	4.00	59.84	20.23	129.10	41.68	18.16	4.00	59.84	20.23	129.10
(b) Income tax relating to cash flow hedge reserve	(10.49)	(4.57)	(1.00)	(15.06)	(5.09)	(32.49)	(10.49)	(4.57)	(1.00)	(15.06)	(5.09)	(32.49)
Other comprehensive Income/(expense) net of tax (I+II)	9.53	41.80	(362.90)	51.33	900.64	933.45	9.53	41.80	(362.90)	51.33	900.64	933.45
11. Total comprehensive Income/(loss) (9+10)	5,275.37	5,098.20	4,883.82	10,373.57	10,707.69	13,931.93	5,275.37	5,098.20	4,883.82	10,373.57	10,707.69	13,931.93
12. Paid-up equity share capital (Face value of the share is ₹ 10 each)	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33
13. Earnings per share (not annualised)												
(a) Basic	0.82	0.79	0.82	1.61	1.53	2.02	0.82	0.79	0.82	1.61	1.53	2.02
(b) Diluted	0.82	0.79	0.82	1.61	1.53	2.02	0.82	0.79	0.82	1.61	1.53	2.02
(c) Face Value of Equity Share	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00



Statement of Standalone and Consolidated assets and liabilities					(₹ in lakhs)
Particulars	Standalone		Consolidated		
	As at September 30, 2022	As at March 31, 2022	As at September 30, 2022	As at March 31, 2022	
ASSETS	Unaudited	Audited	Unaudited	Audited	
I Financial assets					
a. Cash and cash equivalents	38,222.54	33,800.21	38,222.54	33,800.21	
b. Bank balance other than (a) above	25,612.63	61,903.66	25,612.63	61,903.66	
c. Derivative financial instruments	1,111.88	1,008.45	1,111.88	1,008.45	
d. Trade receivables	460.88	110.62	460.88	110.62	
e. Loans	694,832.81	805,931.43	694,832.81	805,931.43	
f. Investments	34,306.69	35,002.62	34,306.69	35,002.62	
g. Other financial assets	69.42	81.65	69.42	81.65	
	794,616.85	937,838.64	794,616.85	937,838.64	
II Non-financial Assets					
a. Current tax assets (net)	9,155.98	9,385.73	9,155.98	9,385.73	
b. Deferred tax assets (net)	3,220.49	3,159.44	3,220.49	3,159.44	
c. Property, Plant and Equipment	733.45	827.68	733.45	827.68	
d. Right of use-Buildings	105.64	315.84	105.64	315.84	
e. Other Intangible assets	10.65	14.25	10.65	14.25	
f. Other non-financial assets	233.09	91.42	233.09	91.42	
	13,459.30	13,794.36	13,459.30	13,794.36	
TOTAL ASSETS	808,076.15	951,633.00	808,076.15	951,633.00	
LIABILITIES AND EQUITY					
LIABILITIES					
I. Financial Liabilities					
a. Trade Payables					
(i) total outstanding dues to micro and small enterprises	-	2.23	-	2.23	
(ii) total outstanding dues of creditors other than micro and small enterprises	149.81	174.08	149.81	174.08	
b. Debt Securities	9,632.19	12,622.01	9,632.19	12,622.01	
c. Borrowings (other than debt securities)	554,376.36	699,128.63	554,376.36	699,128.63	
d. Lease liability	132.49	387.54	132.49	387.54	
e. Other financial liabilities	6,476.11	12,675.40	6,476.11	12,675.40	
	570,766.96	724,989.89	570,766.96	724,989.89	
II. Non-Financial Liabilities					
a. Provisions	216.05	246.80	216.05	246.80	
b. Other non-financial liabilities	85.82	9.02	85.82	9.02	
	301.87	255.82	301.87	255.82	
III. EQUITY					
a. Equity share capital	64,228.33	64,228.33	64,228.33	64,228.33	
b. Other equity	172,778.99	162,158.96	172,778.99	162,158.96	
	237,007.32	226,387.29	237,007.32	226,387.29	
TOTAL LIABILITIES AND EQUITY	808,076.15	951,633.00	808,076.15	951,633.00	



Statement of Standalone and Consolidated cash flows							(₹ in lakhs)
Particulars	Standalone			Consolidated			
	Six months ended		Year ended	Six months ended		Year ended	
	September 30, 2022	September 30, 2021	March 31, 2022	September 30, 2022	September 30, 2021	March 31, 2022	
	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Audited	
A CASH FLOWS FROM OPERATING ACTIVITIES							
Profit after tax	10,322.24	9,807.05	12,998.48	10,322.24	9,807.05	12,998.48	
Adjustments for:							
Depreciation and amortisation expenses	298.97	293.54	607.17	298.97	293.54	607.17	
Impairment on financial instruments	1,938.96	3,532.99	16,785.54	1,938.96	3,532.99	16,785.54	
(Gain)/ Loss on sale of property, plant and equipment	(2.10)	1.05	(0.08)	(2.10)	1.05	(0.08)	
Finance costs	21,951.25	30,882.69	57,976.86	21,951.25	30,882.69	57,976.86	
Fees and commission expense	25.26	31.70	170.47	25.26	31.70	170.47	
Net (Gain)/ Loss on fair value changes/ other Ind AS adjustments	(1,260.65)	219.92	349.93	(1,260.65)	219.92	349.93	
Tax expense (Provision)	3,472.02	3,281.80	4,392.74	3,472.02	3,281.80	4,392.74	
Operating profit before working capital changes	36,745.95	48,050.74	93,281.11	36,745.95	48,050.74	93,281.11	
<i>Changes in working capital</i>							
<i>Adjustments for (increase) / decrease in operating assets:</i>							
Loan financing	109,934.50	142,279.73	173,372.97	109,934.50	142,279.73	173,372.97	
Other loans	1.50	2.68	5.69	1.50	2.68	5.69	
Other financial assets	12.23	(3.06)	(19.16)	12.23	(3.06)	(19.16)	
Other non- financial assets	(141.67)	463.30	492.92	(141.67)	463.30	492.92	
Trade receivables	(350.26)	(221.84)	266.24	(350.26)	(221.84)	266.24	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>							
Other financial liabilities	(1,017.81)	(8,271.19)	(7,859.04)	(1,017.81)	(8,271.19)	(7,859.04)	
Provisions	(22.00)	(193.00)	(152.78)	(22.00)	(193.00)	(152.78)	
Trade payables	(26.52)	34.75	(113.08)	(26.52)	34.75	(113.08)	
Other non- financial liabilities	76.80	(134.56)	(252.85)	76.80	(134.56)	(252.85)	
Cash flow from operating activities post working capital changes	145,212.72	182,007.55	259,022.02	145,212.72	182,007.55	259,022.02	
Income- tax paid	(3,320.58)	(2,117.79)	13,118.15	(3,320.58)	(2,117.79)	13,118.15	
Net cash flow from operating activities (A)	141,892.14	179,889.76	272,140.17	141,892.14	179,889.76	272,140.17	
B CASH FLOWS FROM INVESTING ACTIVITIES							
Capital expenditure on property, plant and equipment, including capital advances	(1.23)	(43.02)	(147.04)	(1.23)	(43.02)	(147.04)	
Proceeds from sale of property, plant and equipment	12.39	0.31	14.98	12.39	0.31	14.98	
Purchase of intangible assets	-	-	(4.76)	-	-	(4.76)	
Investment in term deposit	31,243.33	2,425.38	(18,796.58)	31,243.33	2,425.38	(18,796.58)	
Purchase of investments	-	(735.38)	(1,476.04)	-	(735.38)	(1,476.04)	
Proceeds from sale/ redemption of investments	1,516.14	4,483.08	5,033.05	1,516.14	4,483.08	5,033.05	
Net cash flow from investing activities (B)	32,770.63	6,130.37	(15,376.39)	32,770.63	6,130.37	(15,376.39)	
C CASH FLOWS FROM FINANCING ACTIVITIES							
Proceeds from borrowings	10,000.00	159,038.49	571,852.62	10,000.00	159,038.49	571,852.62	
Repayment of borrowings	(155,170.92)	(320,222.33)	(725,438.37)	(155,170.92)	(320,222.33)	(725,438.37)	
Repayment of lease liability	(268.00)	(218.12)	(454.24)	(268.00)	(218.12)	(454.24)	
Repayment of debt securities	(3,000.00)	(39,520.08)	(51,017.13)	(3,000.00)	(39,520.08)	(51,017.13)	
Finance costs	(21,801.52)	(30,113.37)	(66,846.57)	(21,801.52)	(30,113.37)	(66,846.57)	
Net cash flow from financing activities (C)	(170,240.44)	(231,035.41)	(271,903.69)	(170,240.44)	(231,035.41)	(271,903.69)	
Increase in cash and cash equivalents (A+B+C)	4,422.33	(45,015.28)	(15,139.91)	4,422.33	(45,015.28)	(15,139.91)	
Cash and cash equivalents at the beginning of the period	33,800.21	48,940.12	48,940.12	33,800.21	48,940.12	48,940.12	
Cash and cash equivalents at the end of the period	38,222.54	3,924.84	33,800.21	38,222.54	3,924.84	33,800.21	



NOTES:

- The above financial results of the Company for the quarter and half year ended September 30, 2022 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors in their respective meetings held on December 3, 2022. These results have been subjected to limited review by the independent auditors.
- These financial results have been prepared in accordance with the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Regulations') as modified by circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 and recognition and measurements principles of the Companies (Indian Accounting Standards) Rule, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India.
- The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per IND AS 108 on operating segments.
- The Company (PFS) does not have any subsidiary but has two associates viz; R.S. India Wind Energy Private Limited and Varam Bio Energy Private Limited. The consolidated financial results have been prepared by the Company in accordance with the requirements of Ind-AS 28 "Investments in Associates and Joint Ventures" prescribed under section 133 of the Companies Act, 2013. The Company had fully impaired the value of investments in these associates in earlier periods, does not have any further obligation over & above the cost of investments and the financial statements/ results of these associates are not available with the management of the Company. Hence, Company's share of net profit/loss after tax and total comprehensive income/loss of its associates has been considered as Rs. Nil in these consolidated financial results
- (a) On January 19, 2022, three independent directors of the Company resigned mentioning lapses in corporate governance and compliance. Since then RBI, SEBI and ROC (the "Regulators") have reached out to the Company with their queries regarding the allegations made by the then independent directors and directed the Company to submit its response against such allegations. SEBI also directed the Company to submit its Action Taken Report (ATR), together with Company's response against such allegations. Basis the forensic audit report which was received by the Company on November 4, 2022 and other inputs from professional services firm retained by the Management, it has been decided that the management shall take necessary corrective actions and submit its ATR, if required, to the satisfaction of SEBI.
On February 11, 2022, RBI sent its team at the Company's office to conduct scrutiny on the matters alleged in the resignation letters of ex-independent directors. While the RBI's team completed its scrutiny at Company's office on February 14, 2022 and the Company has satisfactorily responded to all queries and requests for information but has not received any further communication from RBI in this regard.
On November 4, 2022, the Forensic auditor appointed by the Company, submitted its forensic audit report. The Company engaged a reputed professional services firm to independently review the management's response and independent review of documents supporting such response and commenting on such observations, including financial implications and any indication towards suspected fraud. The management's responses and remarks of professional services firm, together with report of forensic auditor, had been presented by the management to the Board in its meeting held on November 7, 2022 and November 13, 2022.
(b) SEBI vide its email dated March 2, 2022, rejected the ATR submitted by the Company and not acceded the Company's request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Holding Company, the Company appointed four independent directors through circular resolution. These directors are also independent directors on the Board of the Holding Company. Prior to the appointment of the independent directors, Chairman of PTC India Limited vide email dated March 25, 2022, informed RBI and SEBI about the proposed nomination of four independent directors to the board of the Company, and post appointment, disclosures on such appointments have been made to the stock exchanges. On April 19, 2022, the Chairman, PTC India Limited sent another email to SEBI, with specific reference to earlier email dated March 25, 2022, and SEBI in its email dated April 19, 2022 has acknowledged the same. The Company has also made necessary communication to Stock Exchanges regarding appointment of directors and holding of board meetings. The Company, basis its discussions with SEBI and RBI as also summarised in such emails and advise received from external legal firm, believes that there is no non-compliance with SEBI's directions vide its email dated March 2, 2022. On June 28, 2022, the SEBI also directed the Company for waiving-off with the requirements of regulation 17 (1C) of SEBI LODR guidelines regarding ratification of directors' appointment in shareholders' meeting within 3 months from the date of their appointment by the Board.
(c) Post resignation of ex-independent directors, the Company has not been able to comply with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. The Company intends to file for condonation of delay for non-compliance of such provisions (including delay in filings of annual results) with respective authorities and does not expect any material financial impact, if any, due to fines/penalties arising from such process.
- As at September 30, 2022, for loans under stage I and stage II, the management has determined the value of secured portion on the basis of best available information including book value of assets/projects as per latest available balance sheet of the borrowers, technical and cost certificates provided by the experts and valuation of underlying assets performed by external professionals appointed either by the Company or consortium of lenders. For loan under stage 3, the management has determined the value of secured portion on the basis of best available information, including valuation of underlying assets by external consultant/resolution professional (RP) for loan assets under IBC proceedings, claim amount in case of litigation and proposed resolution for loan under resolution through Insolvency and Bankruptcy Code (IBC) or settlement. The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/assets of borrowers under IBC.
- As on September 30, 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date.
- Disclosures pursuant to Master Direction - Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 in terms of RBI circular RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021:

Particulars	During the quarter/half year ended September 30, 2022
Details of loans not in default that are transferred or acquired	-
Details of Stressed loans transferred or acquired	-

- As per Regulation 54(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), all secured non convertible debentures ("NCDs") issued by the Company are secured by way of an exclusive charge on identified receivables to the extent of at least 100% of outstanding secured NCDs and pursuant to the terms of respective information memorandum.
- The Company had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. Company received another letter dated September 24, 2021 u/s 206(4) of the Companies Act, 2013 from Office of Registrar of Companies, Ministry of Corporate affairs initiating inquiry and seeking specified information/documents, primarily related to the period upto FY 2018-19. The Company has submitted the reply, with requisite information/documents, in response to the letter on October 22, 2021. The Company responded to this notice on October 22, 2021, and no further communication has been received from ROC till date.
- Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure 1.
- Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current quarter/period's classification / disclosure.

For and on behalf of the Board of Directors


Dr. Pawan Singh
 Managing Director and CEO

 Place: New Delhi
December 3, 2022


PTC INDIA FINANCIAL SERVICES LIMITED

Statement of standalone and consolidated financial results for the half year September 30, 2022

Annexure 1

S. No.	Particulars	Ratio
A	Debt-equity ratio ¹	2.38
B	Debt service coverage ratio ²	Not Applicable
C	Interest service coverage ratio ²	Not Applicable
D	Debenture redemption reserve ³	Nil
E	Net worth (₹ in lakhs) ⁴	237,007.32
F	Net profit after tax (₹ in lakhs)	
	(i) For the quarter ended	5,265.84
	(ii) For the half year ended	10,322.24
G	Earnings per share (in ₹)	
	(i) Basic : Quarter ended	0.82
	(ii) Basic : For the half year ended	1.61
	(iii) Diluted: Quarter ended	0.82
	(iv) Diluted: For the half year ended	1.61
H	Current ratio ⁷	Not Applicable
I	Long term debt to working capital ⁷	Not Applicable
J	Bad debts to account receivable ratio ⁷	Not Applicable
K	Current liability ratio ⁷	Not Applicable
L	Total debts to total assets ⁵	69.80%
M	Debtors turnover ⁷	Not Applicable
N	Inventory turnover ⁷	Not Applicable
O	Operating margin (%) ¹¹	
	(i) For quarter ended	35.88%
	(ii) For half year ended	34.19%
P	Net profit margin (%) ⁶	
	(i) For quarter ended	26.89%
	(ii) For half year ended	25.61%
Q	Sector specific equivalent ratios, as applicable	
	(i) Capital adequacy ratio ⁸	31.74%
	(ii) Gross stage 3 ratio ⁹	12.30%
	(iii) Net stage 3 ratio ¹⁰	7.53%

Notes -

- Debt - equity ratio = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Networth.
- Debt service coverage ratio and interest service coverage ratio is not applicable to Banks or NBFC / Housing Finance Companies registered with RBI as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014.
- Net worth = Equity share capital + Other equity
- Total debts to total assets = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Total Assets
- Net profit margin = Net profit after tax / total income
- The Company is a Non-Banking Financial Company registered under Reserve Bank of India Act, 1934, hence these ratios are generally not applicable.
- Capital to risk-weighted assets is calculated as per the RBI guidelines.
- Gross stage 3 ratio* = Gross stage 3 loans exposure at Default (EAD) / Gross total loans EAD
- Net Stage 3 ratio* = (Gross stage 3 loans EAD - Impairment loss allowance for Stage 3) / (Gross total loans EAD - Impairment loss allowance for Stage 3)
- Operating margin = (Profit before tax - Other income) / Total revenue from operations

* Refer note 11 of financial result.



**Independent Auditor's Review Report on Unaudited Quarterly and Year to Date
Consolidated Financial Results of the Company pursuant to the Regulation 33 and 52 of
the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as
amended**

To
The Board of Directors of
PTC INDIA FINANCIAL SERVICES LIMITED

1. We have reviewed the accompanying statement of unaudited consolidated financial results of PTC India Financial Services Limited ("the Company") and its associates and its share of the net profit/(Loss) after tax and total comprehensive income/ loss of its associates for the quarter ended 30th September 2022 and year to date from 1st April 2022 to 30th September 2022 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making enquiries, primarily of Company's persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the extent applicable.



4. The Statement includes the results of the following entities: -

S.No.	Name of the Entity	Relationship with the Company
1.	R.S. India Wind Energy Private Limited	Associate Company
2.	Varam Bio Energy Private Limited	Associate Company

5. **Basis for Qualified Conclusion**

On January 19, 2022, three independent directors of the Company resigned mentioning lapses in governance and compliance. The Company, basis directions of the audit committee in its meeting held on April 26, 2022, appointed an independent firm ("the Forensic auditor"), to undertake a forensic audit in relation to the allegations raised by the former Independent directors.

On November 4, 2022, the Forensic auditor submitted its final report to the Company which includes, in addition to other observations, instances of modification of critical sanction terms post sanction approval from the Board, non-compliance with pre-disbursement conditions, disbursements made for clearing overdues (evergreening), disproportionate disbursement of funds and delayed presentation of critical information to the Board. The Company's management has appointed a professional services firm ("the External Consultant") to assist the management in responding to such observations and subsequently, also obtained a legal opinion contesting certain matters with respect to the contents, including matters highlighted as evergreening in the Forensic Audit Report, and approach adopted by the Forensic Auditor. Accordingly, the management, has rebutted the observations made by the Forensic auditor and has confirmed that, in their view, there is no additional impact on the Company's financial results of the year ended March 31, 2022 and that there are no indications of any fraud or suspected fraud. Further, the Company has uploaded the Forensic audit report, management's responses, report of External Consultant and legal opinion, on the website of stock exchanges.

In the adjourned audit committee meeting of the Company held on November 13, 2022, the committee considered the Forensic audit report and management's responses thereon and accepted the findings in the report, by majority but with dissent of two directors (out of five directors), in this regard, we have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure-A).

In the board meeting held on November 13, 2022, the board of directors of the Company (with the absence of Chairperson of the Audit Committee in the meeting, who recorded a dissent on the matters being discussed in his absence) considered the Forensic Audit Report, Management's responses, Report of External Consultant and legal opinions. We have taken on record the communication of the Company dated 30th November 2022 shared with us (Annexure -B).



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Due to resignation of the former independent directors, the Company has not complied with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. As explained, the Company intends to file for condonation for delay in non-compliances of such provisions with respective authorities. Also, the minutes of audit committee meetings held since November 9, 2021 have not been finalized, which results in non-compliance with applicable provisions. (Refer Note 5 (c) of the accompanying Statement).

In light of the constraints and limitations highlighted by the Forensic auditor while preparing the Forensic Audit Report and as also noted by the Audit Committee, several other concerns raised therein as described in the second paragraph above (including observations around evergreening and disproportionate disbursement of funds) and lack of specific procedures and conclusions thereon, divergent views among directors regarding observations in Forensic Audit Report, we are unable to satisfy ourselves in relation to the extent of forensic audit procedures and conclusion thereon, including remediation of the additional concerns raised therein.

Considering as stated above and indeterminate impact of potential fines and/ or penalties due to delay in compliances / non-compliance of various provisions as mentioned above, we are unable to obtain sufficient and appropriate audit evidence to determine the extent of adjustments, if any, that may be required to the Consolidated Financial Results for the quarter ended 30th September, 2022 and year to date from 1st April 2022 to 30th September 2022.

The above matter was also qualified in our limited review report on the unaudited consolidated financial results for the quarter ended 30th June 2022.

The above matter was also qualified by the predecessor auditor in their audit report dated 16th November 2022 on the financial results for the quarter and year ended 31st March 2022.

6. Qualified Conclusion

Based on our review conducted as above and procedures performed as stated in paragraph 3 above, except for the effects/ possible effects of our observations stated in paragraph 5 above (including non-quantification for the reasons stated therein) , nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



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7. Emphasis of Matters

We draw the attention on the following:

- i) As on 30th September 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date (Refer Note 7 of the accompanying Statement).
- ii) The Company with the recommendation of PTC India Limited ("the Holding Company"), had appointed four independent directors through circular resolution who have been also the independent directors on the Board of the Holding Company. The Company, basis email from SEBI acknowledging Company's email which summarised the mode of appointment of these directors through circular resolution and opinion received from external legal firm, believes that there is no non-compliance with SEBI's directions (for conducting Board meeting without an Independent director as stated in Note 5 (b) of the accompanying Statement).
- iii) The Company had received a communication from ROC on 28th March 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated 18th April 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. As stated, on 24th September 2021, the Company had received another notice from ROC u/s 206(4) of the Companies Act, 2013, pursuant to its previous communication in 2017-18 and reference to complaints received by them in 2017-18, seeking further information on certain matters including details about erosion of investments made in associate companies and actions taken by the management including other details and details about NPA accounts. The Company responded to this notice on 22nd October 2021 and has confirmed that no further intimation from ROC has been received till date. (Refer Note 10 of the accompanying Statement).
- iv) In assessing the recoverability of loans and advances, the Company has considered internal and external sources of information (i.e. valuation report from Resolution Professional for loan assets under IBC proceedings or otherwise, one time settlement (OTS) proposal, asset value as per latest available financials of the borrowers with appropriate haircut as per ECL policy). The Company expects to recover the net carrying value of these assets, basis assessment of current facts and ECL methodology which factors in future economic conditions as well. However, the eventual recovery from these loans may be different from those estimated as on the date of approval of these financial results. (Refer Note 6 of the accompanying Statement).



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v) We have been informed by the Company that RBI's officials visited the premises of the Company in February 2022 and reviewed few documents, in context of allegations made by the former Independent directors of the Company. The management has represented that while the Company has satisfactorily responded to queries of officials, no further communication has come from RBI, so far, in this regard. (Refer Note 5(a) of the accompanying Statement).

Our conclusion on the Statement is not modified in respect of above matters.

8. Other matters

- i) The unaudited consolidated financial information/results of the Company for the corresponding quarter ended 30th September 2021 and year to date from 1st April 2021 to 30th September 2021 were reviewed by the predecessor auditor who expressed unmodified conclusion vide their report dated 9th November 2021. The consolidated financial results/statements for the year ended 31st March, 2022 were audited by the predecessor auditor who expressed modified opinion vide their report dated 16th November, 2022. These financial information/ results/statements were furnished by the management and has been relied upon for the purpose of review of accompanying statement.
- ii) The unaudited consolidated financial information/results of the Company also include Company's share of net profit/loss after tax of Rs. Nil and total comprehensive income/loss of Rs Nil for the quarter ended 30th September 2022 and year to date from 1st April 2022 to 30th September 2022 respectively, in respect of its 2 associate entities referred to in para 4 above whose financial results are not available with the Company (neither audited/reviewed nor management accounts for the purpose of the consolidated financial results). However as mentioned in Note 4 of the accompanying Statement, the Company had fully impaired the value of investments in these associates in the earlier periods and the Company does not have further obligation over and above the cost of investment and therefore, in view of the management, there is no impact on the unaudited consolidated financial results for the quarter ended 30th September 2022 and year to date from 1st April 2022 to 30th September 2022.

Our conclusion on the Statement is not modified in respect of above matters.

For LODHA & CO.
Chartered Accountants
Firm's Registration No. 301051E



(Gaurav Lodha)
Partner
Membership No. 507462
UDIN: 22507462BETZIX9044
Place: New Delhi
Date: 03/12/2022





1. Resolution as agreed by (adjourned) Audit Committee in meeting dated: 13th November, 2022 and confirmed by all members.

“It is noted that the Forensic Auditor has given his findings in the Final Forensic Audit Report submitted by him on 4th November 2022. It is also noted that the forensic auditor has concluded that the findings as given by him in the draft report are not significantly altered by the explanations given by the management. The Audit Committee discussed these findings in reasonable detail and noted that the audit committee can go into even further detail in giving its observations on the forensic audit report. However as emphasized repeatedly by the management, considering the urgency of adoption of the annual accounts for the year ended March 22, it is felt that the significant and salient aspects of the forensic audit report have been brought out in the discussion and also the statutory auditor, who was present as an invitee during this discussion has taken note of these observations and examined the report of the forensic auditor in complete detail. Therefore, at this stage, the audit committee decides not to go into a further detailed discussion of the contents of the forensic audit report, its findings and conclusions in light of the priorities mentioned by the management. Accordingly, the audit committee takes on record Final Forensic Audit Report submitted by CNK & Associates LLP and thanks them for their services. After this discussion it was resolved that:-

The audit committee accepts findings of the forensic auditor as given in the Final Forensic Audit Report. The committee recommends them to the Board for appropriate follow up action. The Committee notes the constraints and scope limitations operating on the forensic auditor, which find mention in the Forensic Audit Report and that but for such limitations the forensic auditor would probably have been able to give even more specific findings. The Committee has also taken note of the responses given by the management. The Committee also notes that an external agency was appointed by the management to act as advisors to the management in responding to the findings given by the forensic auditor. It is noted that the views expressed by the said advisors contain many reservations, disclaimers and limitations. Some of the salient disclaimers are mentioned in the email dt 8th Oct 22 sent by the Chairman of the Committee to the board members. It is seen that the advisors state that they have relied on the *justification provided by the management*; and *it is possible that there are factual inaccuracies where we have not been provided with the complete picture/information/documentation on a particular matter by the process owners*. In turn the management states that it has relied upon the consultant’s findings to prepare their response to the forensic audit report. The audit committee therefore has given limited weightage to the recommendations of the consultant. The committee also notes that the statutory auditor assures that all significant aspects of the forensic audit report have been taken into consideration by them and further, that these aspects have been taken into consideration in auditing the financial results for the year ended March 22, and that appropriate modifications based on these findings have been suitably incorporated in their reports.

The above resolution was proposed by the Chairman (D1) and approved of by D4 & D5.

D2 expressed his dissent stating that in addition to the other points as mentioned by him during the course of discussions, he did not agree with the concept of evergreening as interpreted / applied by the forensic auditor. He also felt that the forensic auditor had

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail:

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been selective in the presentation of certain facts and also, he was not in agreement with the findings given by the forensic auditor in regard to Shri Ratnesh and related matters. He was not in agreement with scope limitation or constraints mentioned by Forensic Auditor. The Forensic Auditor has not done weekly discussions with the management as stipulated in the engagement letter, which is legally binding on him. He also pointed out that the limitations mentioned in the Advisor's Report should be read in full, not selectively and the limitations as expressed are as per generally accepted norms.

D3 recorded his dissent on the basis of numerous issues mentioned by him in the course of earlier discussion including all the points specifically stated by D2. Further, Advisors has clarified that the facts mentioned in their note were based on independent review of supporting documents in relation to reply submitted by PFS. Thus, it was their independent assessment.

Basis the above, the Resolution was adopted and passed with a majority of 3 against 2 dissents."

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

(Dr. Pawan Singh)
MD&CEO

(Mohit Seth)
Acting CS



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2. Resolution as agreed by Board Meeting dated: 13th November, 2022 and confirmed by all members present in the meeting (except one Director -Audit committee chairman who was not present in the meeting)

The Board considered the forensic audit report of CNK along with management replies, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and Former Director (Finance) of PFC. The Board noted that the Audit Committee considered the forensic audit report of CNK on 11, 12 and 13th Nov and accepted the report by majority (3:2). The Board deliberated the report and observed that;

- i. CNK report is that CNK has not identified any event having material impact on the financials of the Company. Hence not quantified.
- ii. CNK has not identified any instance of fraud and diversion of funds by the company.
- iii. Procedural / operational issues identified by CNK needs to be dealt with expeditiously.
- iv. The Issue related to Mr. Ratnesh has already been examined by RMC committee of PTC (Holding Company) and approved by Board of PTC India. The report is already submitted to the regulators.

The Company has already complied with SEBI (LODR) by submitting the same to Stock Exchanges along with management comments and E&Y remarks. The management is directed to submit the report of Forensic Audit with management comments, E&Y remarks, legal opinion by Former CJI, legal opinion of CAM and former Director (Finance) of PFC and this Board resolution to SEBI.

The Board is of the view that recommendation of E&Y may be obtained by management to strengthen the business processes & operational issues and submit to the Board at the earliest.

This is issued on specific requirement of Statutory Auditors and above resolution was passed during the meeting and minutes will be finalised shortly.

MOHIT Digitally signed
by MOHIT SETH
SETH Date:
2022.11.16
09:49:00 +05:30

(Mohit Seth)
Acting CS
16/11/2022



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
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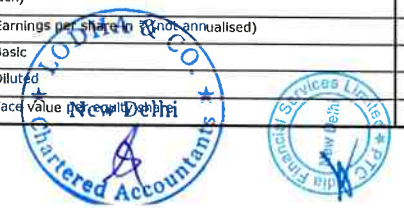
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Statement of Standalone and Consolidated unaudited financial results for the quarter and six months ended September 30, 2022

(**₹ In lakhs**)

Particulars	Standalone						Consolidated					
	Quarter ended			Six months ended			Year ended	Quarter ended			Year ended	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
	September 30, 2022	June 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021	March 31, 2022	September 30, 2022	June 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021	March 31, 2022
1. Revenue from operations												
(a) Interest Income	19,078.01	19,875.69	23,284.69	38,953.70	47,804.25	92,468.91	19,078.01	19,875.69	23,284.69	38,953.70	47,804.25	92,468.91
(b) Fee and commission Income	363.30	729.29	767.79	1,092.59	1,541.96	2,468.88	363.30	729.29	767.79	1,092.59	1,541.96	2,468.88
(c) Sale of power	141.82	94.59	156.27	236.41	256.72	350.00	141.82	94.59	156.27	236.41	256.72	350.00
Total Revenue from operations (a+b+c+d)	19,583.13	20,699.57	24,208.75	40,282.70	49,602.93	95,287.79	19,583.13	20,699.57	24,208.75	40,282.70	49,602.93	95,287.79
2. Other Income	1.25	21.09	24.57	22.34	25.03	1,586.03	1.25	21.09	24.57	22.34	25.03	1,586.03
3. Total Income (1+2)	19,584.38	20,720.66	24,233.32	40,305.04	49,627.96	96,873.82	19,584.38	20,720.66	24,233.32	40,305.04	49,627.96	96,873.82
4. Expenses												
(a) Finance costs	10,677.73	11,273.52	14,324.69	21,951.25	30,882.69	57,976.86	10,677.73	11,273.52	14,324.69	21,951.25	30,882.69	57,976.86
(b) Fee and commission expense	25.25	0.01	30.07	25.26	31.70	170.47	25.25	0.01	30.07	25.26	31.70	170.47
(c) Net loss on fair value changes	9.37	473.25	150.02	482.62	219.92	349.93	9.37	473.25	150.02	482.62	219.92	349.93
(d) Impairment on financial Instruments	719.54	1,219.42	1,702.88	1,938.96	3,532.99	16,785.54	719.54	1,219.42	1,702.88	1,938.96	3,532.99	16,785.54
(e) Employee benefit expenses	422.80	476.61	501.38	899.41	922.52	1,892.97	422.80	476.61	501.38	899.41	922.52	1,892.97
(f) Depreciation and amortisation expenses	149.74	149.23	150.86	298.97	293.54	607.17	149.74	149.23	150.86	298.97	293.54	607.17
(g) Administrative and other expenses	552.92	361.39	377.58	914.31	655.75	1,699.66	552.92	361.39	377.58	914.31	655.75	1,699.66
Total expenses (a+b+c+d+e+f+g)	12,557.35	13,953.43	17,237.48	26,510.78	36,539.11	79,482.60	12,557.35	13,953.43	17,237.48	26,510.78	36,539.11	79,482.60
5. Profit/(Loss) before share of net profit of investments accounted for using equity method and tax (3-4)	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22
6. Share of net profit of investments accounted for using equity method												
7. Profit/(Loss) before tax (5-6)	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22	7,027.03	6,767.23	6,995.84	13,794.26	13,088.85	17,391.22
8. Tax expense												
(a) Current tax	1,694.75	1,855.58	2,048.03	3,550.33	3,967.48	4.05	1,694.75	1,855.58	2,048.03	3,550.33	3,967.48	4.05
(b) Deferred tax charge/(benefits)	66.44	(144.75)	(298.91)	(78.31)	(685.68)	4,388.69	66.44	(144.75)	(298.91)	(78.31)	(685.68)	4,388.69
Total tax expense (a+b)	1,761.19	1,710.83	1,749.12	3,472.02	3,281.80	4,392.74	1,761.19	1,710.83	1,749.12	3,472.02	3,281.80	4,392.74
9. Profit/(Loss) for the period (7-8)	5,265.84	5,056.40	5,246.72	10,322.24	9,807.05	12,998.48	5,265.84	5,056.40	5,246.72	10,322.24	9,807.05	12,998.48
10. Other comprehensive Income/(expense) net of tax												
(I) Items that will not be reclassified to profit or loss												
(a) Remeasurement gains/(losses) on defined benefit plans (net of tax)	(21.66)	28.21	(3.91)	6.55	(4.09)	41.20	(21.66)	28.21	(3.91)	6.55	(4.09)	41.20
(b) Equity Instruments through other comprehensive Income (net of tax)	-	-	(361.99)	-	889.59	795.64	-	-	(361.99)	-	889.59	795.64
(II) Items that will be reclassified to profit or loss												
(a) Change in cash flow hedge reserve	41.68	18.16	4.00	59.84	20.23	129.10	41.68	18.16	4.00	59.84	20.23	129.10
(b) Income tax relating to cash flow hedge reserve	(10.49)	(4.57)	(1.00)	(15.06)	(5.09)	(32.49)	(10.49)	(4.57)	(1.00)	(15.06)	(5.09)	(32.49)
Other comprehensive Income/(expense) net of tax (I+II)	9.53	41.80	(362.90)	51.33	900.64	933.45	9.53	41.80	(362.90)	51.33	900.64	933.45
11. Total comprehensive Income/(loss) (9+10)	5,275.37	5,098.20	4,883.82	10,373.57	10,707.69	13,931.93	5,275.37	5,098.20	4,883.82	10,373.57	10,707.69	13,931.93
12. Paid-up equity share capital (Face value of the share is ₹ 10 each)	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33	64,228.33
13. Earnings per share (not annualised)												
(a) Basic	0.82	0.79	0.82	1.61	1.53	2.02	0.82	0.79	0.82	1.61	1.53	2.02
(b) Diluted	0.82	0.79	0.82	1.61	1.53	2.02	0.82	0.79	0.82	1.61	1.53	2.02
(c) Face Value	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00



Statement of Standalone and Consolidated assets and liabilities					(₹ in lakhs)
Particulars	Standalone		Consolidated		
	As at September 30, 2022	As at March 31, 2022	As at September 30, 2022	As at March 31, 2022	
ASSETS	Unaudited	Audited	Unaudited	Audited	
I Financial assets					
a. Cash and cash equivalents	38,222.54	33,800.21	38,222.54	33,800.21	
b. Bank balance other than (a) above	25,612.63	61,903.66	25,612.63	61,903.66	
c. Derivative financial instruments	1,111.88	1,008.45	1,111.88	1,008.45	
d. Trade receivables	460.88	110.62	460.88	110.62	
e. Loans	694,832.81	805,931.43	694,832.81	805,931.43	
f. Investments	34,306.69	35,002.62	34,306.69	35,002.62	
g. Other financial assets	69.42	81.65	69.42	81.65	
	794,616.85	937,838.64	794,616.85	937,838.64	
II Non-financial Assets					
a. Current tax assets (net)	9,155.98	9,385.73	9,155.98	9,385.73	
b. Deferred tax assets (net)	3,220.49	3,159.44	3,220.49	3,159.44	
c. Property, Plant and Equipment	733.45	827.68	733.45	827.68	
d. Right of use-Buildings	105.64	315.84	105.64	315.84	
e. Other Intangible assets	10.65	14.25	10.65	14.25	
f. Other non-financial assets	233.09	91.42	233.09	91.42	
	13,459.30	13,794.36	13,459.30	13,794.36	
TOTAL ASSETS	808,076.15	951,633.00	808,076.15	951,633.00	
LIABILITIES AND EQUITY					
LIABILITIES					
I. Financial Liabilities					
a. Trade Payables					
(i) total outstanding dues to micro and small enterprises	-	2.23	-	2.23	
(ii) total outstanding dues of creditors other than micro and small enterprises	149.81	174.08	149.81	174.08	
b. Debt Securities	9,632.19	12,622.01	9,632.19	12,622.01	
c. Borrowings (other than debt securities)	554,376.36	699,128.63	554,376.36	699,128.63	
d. Lease liability	132.49	387.54	132.49	387.54	
e. Other financial liabilities	6,476.11	12,675.40	6,476.11	12,675.40	
	570,766.96	724,989.89	570,766.96	724,989.89	
II. Non-Financial Liabilities					
a. Provisions	216.05	246.80	216.05	246.80	
b. Other non-financial liabilities	85.82	9.02	85.82	9.02	
	301.87	255.82	301.87	255.82	
III. EQUITY					
a. Equity share capital	64,228.33	64,228.33	64,228.33	64,228.33	
b. Other equity	172,778.99	162,158.96	172,778.99	162,158.96	
	237,007.32	226,387.29	237,007.32	226,387.29	
TOTAL LIABILITIES AND EQUITY	808,076.15	951,633.00	808,076.15	951,633.00	



Statement of Standalone and Consolidated cash flows							(₹ in lakhs)
Particulars	Standalone			Consolidated			
	Six months ended		Year ended	Six months ended		Year ended	
	September 30, 2022	September 30, 2021	March 31, 2022	September 30, 2022	September 30, 2021	March 31, 2022	
	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Audited	
A CASH FLOWS FROM OPERATING ACTIVITIES							
Profit after tax	10,322.24	9,807.05	12,998.48	10,322.24	9,807.05	12,998.48	
Adjustments for:							
Depreciation and amortisation expenses	298.97	293.54	607.17	298.97	293.54	607.17	
Impairment on financial instruments	1,938.96	3,532.99	16,785.54	1,938.96	3,532.99	16,785.54	
(Gain)/ Loss on sale of property, plant and equipment	(2.10)	1.05	(0.08)	(2.10)	1.05	(0.08)	
Finance costs	21,951.25	30,882.69	57,976.86	21,951.25	30,882.69	57,976.86	
Fees and commission expense	25.26	31.70	170.47	25.26	31.70	170.47	
Net (Gain)/ Loss on fair value changes/ other Ind AS adjustments	(1,260.65)	219.92	349.93	(1,260.65)	219.92	349.93	
Tax expense (Provision)	3,472.02	3,281.80	4,392.74	3,472.02	3,281.80	4,392.74	
Operating profit before working capital changes	36,745.95	48,050.74	93,281.11	36,745.95	48,050.74	93,281.11	
<i>Changes in working capital</i>							
<i>Adjustments for (increase) / decrease in operating assets:</i>							
Loan financing	109,934.50	142,279.73	173,372.97	109,934.50	142,279.73	173,372.97	
Other loans	1.50	2.68	5.69	1.50	2.68	5.69	
Other financial assets	12.23	(3.06)	(19.16)	12.23	(3.06)	(19.16)	
Other non- financial assets	(141.67)	463.30	492.92	(141.67)	463.30	492.92	
Trade receivables	(350.26)	(221.84)	266.24	(350.26)	(221.84)	266.24	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>							
Other financial liabilities	(1,017.81)	(8,271.19)	(7,859.04)	(1,017.81)	(8,271.19)	(7,859.04)	
Provisions	(22.00)	(193.00)	(152.78)	(22.00)	(193.00)	(152.78)	
Trade payables	(26.52)	34.75	(113.08)	(26.52)	34.75	(113.08)	
Other non- financial liabilities	76.80	(134.56)	(252.85)	76.80	(134.56)	(252.85)	
Cash flow from operating activities post working capital changes	145,212.72	182,007.55	259,022.02	145,212.72	182,007.55	259,022.02	
Income- tax paid	(3,320.58)	(2,117.79)	13,118.15	(3,320.58)	(2,117.79)	13,118.15	
Net cash flow from operating activities (A)	141,892.14	179,889.76	272,140.17	141,892.14	179,889.76	272,140.17	
B CASH FLOWS FROM INVESTING ACTIVITIES							
Capital expenditure on property, plant and equipment, including capital advances	(1.23)	(43.02)	(147.04)	(1.23)	(43.02)	(147.04)	
Proceeds from sale of property, plant and equipment	12.39	0.31	14.98	12.39	0.31	14.98	
Purchase of intangible assets	-	-	(4.76)	-	-	(4.76)	
Investment in term deposit	31,243.33	2,425.38	(18,796.58)	31,243.33	2,425.38	(18,796.58)	
Purchase of investments	-	(735.38)	(1,476.04)	-	(735.38)	(1,476.04)	
Proceeds from sale/ redemption of investments	1,516.14	4,483.08	5,033.05	1,516.14	4,483.08	5,033.05	
Net cash flow from investing activities (B)	32,770.63	6,130.37	(15,376.39)	32,770.63	6,130.37	(15,376.39)	
C CASH FLOWS FROM FINANCING ACTIVITIES							
Proceeds from borrowings	10,000.00	159,038.49	571,852.62	10,000.00	159,038.49	571,852.62	
Repayment of borrowings	(155,170.92)	(320,222.33)	(725,438.37)	(155,170.92)	(320,222.33)	(725,438.37)	
Repayment of lease liability	(268.00)	(218.12)	(454.24)	(268.00)	(218.12)	(454.24)	
Repayment of debt securities	(3,000.00)	(39,520.08)	(51,017.13)	(3,000.00)	(39,520.08)	(51,017.13)	
Finance costs	(21,801.52)	(30,113.37)	(66,846.57)	(21,801.52)	(30,113.37)	(66,846.57)	
Net cash flow from financing activities (C)	(170,240.44)	(231,035.41)	(271,903.69)	(170,240.44)	(231,035.41)	(271,903.69)	
Increase in cash and cash equivalents (A+B+C)	4,422.33	(45,015.28)	(15,139.91)	4,422.33	(45,015.28)	(15,139.91)	
Cash and cash equivalents at the beginning of the period	33,800.21	48,940.12	48,940.12	33,800.21	48,940.12	48,940.12	
Cash and cash equivalents at the end of the period	38,222.54	3,924.84	33,800.21	38,222.54	3,924.84	33,800.21	



NOTES:

- The above financial results of the Company for the quarter and half year ended September 30, 2022 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors in their respective meetings held on December 3, 2022. These results have been subjected to limited review by the independent auditors.
- These financial results have been prepared in accordance with the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Regulations') as modified by circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016 and recognition and measurements principles of the Companies (Indian Accounting Standards) Rule, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder and other recognised accounting principles generally accepted in India.
- The Company's main business is to provide finance for energy value chain through investment and lending into such projects. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per IND AS 108 on operating segments.
- The Company (PFS) does not have any subsidiary but has two associates viz; R.S. India Wind Energy Private Limited and Varam Bio Energy Private Limited. The consolidated financial results have been prepared by the Company in accordance with the requirements of Ind-AS 28 "Investments in Associates and Joint Ventures" prescribed under section 133 of the Companies Act, 2013. The Company had fully impaired the value of investments in these associates in earlier periods, does not have any further obligation over & above the cost of investments and the financial statements/ results of these associates are not available with the management of the Company. Hence, Company's share of net profit/loss after tax and total comprehensive income/loss of its associates has been considered as Rs. Nil in these consolidated financial results
- (a) On January 19, 2022, three independent directors of the Company resigned mentioning lapses in corporate governance and compliance. Since then RBI, SEBI and ROC (the "Regulators") have reached out to the Company with their queries regarding the allegations made by the then independent directors and directed the Company to submit its response against such allegations. SEBI also directed the Company to submit its Action Taken Report (ATR), together with Company's response against such allegations. Basis the forensic audit report which was received by the Company on November 4, 2022 and other inputs from professional services firm retained by the Management, it has been decided that the management shall take necessary corrective actions and submit its ATR, if required, to the satisfaction of SEBI.
On February 11, 2022, RBI sent its team at the Company's office to conduct scrutiny on the matters alleged in the resignation letters of ex-independent directors. While the RBI's team completed its scrutiny at Company's office on February 14, 2022 and the Company has satisfactorily responded to all queries and requests for information but has not received any further communication from RBI in this regard.
On November 4, 2022, the Forensic auditor appointed by the Company, submitted its forensic audit report. The Company engaged a reputed professional services firm to independently review the management's response and independent review of documents supporting such response and commenting on such observations, including financial implications and any indication towards suspected fraud. The management's responses and remarks of professional services firm, together with report of forensic auditor, had been presented by the management to the Board in its meeting held on November 7, 2022 and November 13, 2022.
(b) SEBI vide its email dated March 2, 2022, rejected the ATR submitted by the Company and not acceded the Company's request for conducting Board Meeting without an independent director. Subsequent to this, with recommendation of the Holding Company, the Company appointed four independent directors through circular resolution. These directors are also independent directors on the Board of the Holding Company. Prior to the appointment of the independent directors, Chairman of PTC India Limited vide email dated March 25, 2022, informed RBI and SEBI about the proposed nomination of four independent directors to the board of the Company, and post appointment, disclosures on such appointments have been made to the stock exchanges. On April 19, 2022, the Chairman, PTC India Limited sent another email to SEBI, with specific reference to earlier email dated March 25, 2022, and SEBI in its email dated April 19, 2022 has acknowledged the same. The Company has also made necessary communication to Stock Exchanges regarding appointment of directors and holding of board meetings. The Company, basis its discussions with SEBI and RBI as also summarised in such emails and advise received from external legal firm, believes that there is no non-compliance with SEBI's directions vide its email dated March 2, 2022. On June 28, 2022, the SEBI also directed the Company for waiving-off with the requirements of regulation 17 (1C) of SEBI LODR guidelines regarding ratification of directors' appointment in shareholders' meeting within 3 months from the date of their appointment by the Board.
(c) Post resignation of ex-independent directors, the Company has not been able to comply with the various provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to constitution of committees and sub-committees of the Board, timely conduct of their meetings and timely filing of annual and quarterly results with respective authorities. The Company intends to file for condonation of delay for non-compliance of such provisions (including delay in filings of annual results) with respective authorities and does not expect any material financial impact, if any, due to fines/penalties arising from such process.
- As at September 30, 2022, for loans under stage I and stage II, the management has determined the value of secured portion on the basis of best available information including book value of assets/projects as per latest available balance sheet of the borrowers, technical and cost certificates provided by the experts and valuation of underlying assets performed by external professionals appointed either by the Company or consortium of lenders. For loan under stage 3, the management has determined the value of secured portion on the basis of best available information, including valuation of underlying assets by external consultant/resolution professional (RP) for loan assets under IBC proceedings, claim amount in case of litigation and proposed resolution for loan under resolution through Insolvency and Bankruptcy Code (IBC) or settlement. The conclusive assessment of the impact in the subsequent period, related to expected credit loss allowance of loan assets, is dependent upon the circumstances as they evolve, including final settlement of resolution of projects/assets of borrowers under IBC.
- As on September 30, 2022, the Company has assessed its financial position, including expected realization of assets and payment of liabilities including borrowings, and believes that sufficient funds will be available to pay-off the liabilities through availability of High Quality Liquid Assets (HQLA) and undrawn lines of credit to meet its financial obligations in atleast 12 months from the reporting date.
- Disclosures pursuant to Master Direction - Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 in terms of RBI circular RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021:

Particulars	During the quarter/half year ended September 30, 2022
Details of loans not in default that are transferred or acquired	-
Details of Stressed loans transferred or acquired	-

- As per Regulation 54(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), all secured non convertible debentures ("NCDs") issued by the Company are secured by way of an exclusive charge on identified receivables to the extent of at least 100% of outstanding secured NCDs and pursuant to the terms of respective information memorandum.
- The Company had received a communication from ROC on March 28, 2018, pursuant to complaints received from identified third parties, alleging mismanagement in the Company's operations. The Company had submitted a reply dated April 18, 2018, after discussion with the audit committee, and denied all allegations and regarded them as frivolous attempt made by such identified third parties. Company received another letter dated September 24, 2021 u/s 206(4) of the Companies Act, 2013 from Office of Registrar of Companies, Ministry of Corporate affairs initiating inquiry and seeking specified information/documents, primarily related to the period upto FY 2018-19. The Company has submitted the reply, with requisite information/documents, in response to the letter on October 22, 2021. The Company responded to this notice on October 22, 2021, and no further communication has been received from ROC till date.
- Information as required by Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, is attached as Annexure 1.
- Previous period's figures have been regrouped / reclassified wherever necessary to correspond with the current quarter/period's classification / disclosure.

For and on behalf of the Board of Directors


Dr. Pawan Singh
 Managing Director and CEO

 Place: New Delhi
December 3, 2022


PTC INDIA FINANCIAL SERVICES LIMITED

Statement of standalone and consolidated financial results for the half year September 30, 2022

Annexure 1

S. No.	Particulars	Ratio
A	Debt-equity ratio ¹	2.38
B	Debt service coverage ratio ²	Not Applicable
C	Interest service coverage ratio ²	Not Applicable
D	Debenture redemption reserve ³	Nil
E	Net worth (₹ in lakhs) ⁴	237,007.32
F	Net profit after tax (₹ in lakhs)	
	(i) For the quarter ended	5,265.84
	(ii) For the half year ended	10,322.24
G	Earnings per share (in ₹)	
	(i) Basic : Quarter ended	0.82
	(ii) Basic : For the half year ended	1.61
	(iii) Diluted: Quarter ended	0.82
	(iv) Diluted: For the half year ended	1.61
H	Current ratio ⁷	Not Applicable
I	Long term debt to working capital ⁷	Not Applicable
J	Bad debts to account receivable ratio ⁷	Not Applicable
K	Current liability ratio ⁷	Not Applicable
L	Total debts to total assets ⁵	69.80%
M	Debtors turnover ⁷	Not Applicable
N	Inventory turnover ⁷	Not Applicable
O	Operating margin (%) ¹¹	
	(i) For quarter ended	35.88%
	(ii) For half year ended	34.19%
P	Net profit margin (%) ⁶	
	(i) For quarter ended	26.89%
	(ii) For half year ended	25.61%
Q	Sector specific equivalent ratios, as applicable	
	(i) Capital adequacy ratio ⁸	31.74%
	(ii) Gross stage 3 ratio ⁹	12.30%
	(iii) Net stage 3 ratio ¹⁰	7.53%

Notes -

- 1 Debt - equity ratio = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Networth.
- 2 Debt service coverage ratio and interest service coverage ratio is not applicable to Banks or NBFC / Housing Finance Companies registered with RBI as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 3 Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014.
- 4 Net worth = Equity share capital + Other equity
- 5 Total debts to total assets = [Debt securities + Borrowings (other than debt securities) + Subordinated liabilities] / Total Assets
- 6 Net profit margin = Net profit after tax / total income
- 7 The Company is a Non-Banking Financial Company registered under Reserve Bank of India Act, 1934, hence these ratios are generally not applicable.
- 8 Capital to risk-weighted assets is calculated as per the RBI guidelines.
- 9 Gross stage 3 ratio* = Gross stage 3 loans exposure at Default (EAD) / Gross total loans EAD
- 10 Net Stage 3 ratio* = (Gross stage 3 loans EAD - Impairment loss allowance for Stage 3) / (Gross total loans EAD - Impairment loss allowance for Stage 3)
- 11 Operating margin = (Profit before tax - Other income) / Total revenue from operations

* Refer note 11 of financial result.

