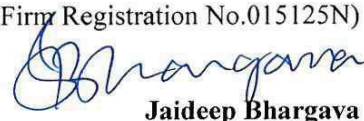


INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF PTC INDIA FINANCIAL SERVICES LIMITED

1. We have reviewed the accompanying Statement of unaudited financial results of **PTC India Financial Services Limited** ("the Company") for the quarter ended June 30, 2013 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. 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 is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to investor complaints disclosed in Part II - Select Information for the quarter ended June 30, 2013 of the Statement, from the details furnished by the Management.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.015125N)


Jaideep Bhargava

Partner
(Membership No.090295)

GURGAON, August 1, 2013



Part I : Statement of standalone results for the quarter ended June 30, 2013

(₹ in lacs)

Particulars	Quarter ended			Year ended
	Unaudited	Unaudited	Unaudited	Audited
	30.06.13	31.03.13	30.06.12	31.03.13
1. Income from operations				
(a) Interest income from investments / loan financing	7,934.42	6,970.48	5,038.48	25,131.55
(b) Other operating income (see note 3 below)	687.26	733.65	980.52	3,496.57
Total Income from operations	8,621.68	7,704.13	6,019.00	28,628.12
2. Expenses				
(a) Finance costs	3,686.92	3,096.86	1,879.97	10,117.32
(b) Employee benefits expenses	150.86	128.22	130.94	581.69
(c) Depreciation and amortisation expenses	85.56	99.67	99.77	406.06
(d) Contingent provision against standard assets	194.85	140.27	183.70	516.38
(e) Loss on foreign currency translation (see note 4 below)	310.20	92.93	175.64	544.40
(f) Other expenses	487.97	453.82	161.38	957.46
Total expenses	4,916.36	4,011.77	2,631.40	13,123.31
3. Profit from operations before other income (1) - (2)	3,705.32	3,692.36	3,387.60	15,504.81
4. Other income	0.66	2.63	12.30	24.11
5. Profit from ordinary activities before tax (3+4)	3,705.98	3,694.99	3,399.90	15,528.92
6. Tax expenses (including deferred tax)	1,260.37	1,271.83	1,104.98	5,113.20
7. Net Profit after tax (5-6)	2,445.61	2,423.16	2,294.92	10,415.72
8. Paid-up equity share capital (Face Value of the share is ₹10)	56,208.33	56,208.33	56,208.33	56,208.33
9. Reserves excluding revaluation reserve				66,405.66
10. Earning per share (not annualised) in ₹				
- Basic	0.44	0.43	0.41	1.85
- Diluted	0.44	0.43	0.41	1.85

Part II : Select information for the quarter ended June 30, 2013

A Particulars of shareholding				
1. Public shareholding				
(i) Number of shares	224,833,334	224,833,334	224,833,334	224,833,334
(ii) Percentage of shareholding	40.00%	40.00%	40.00%	40.00%
2. Promoter and promoter group shareholding				
(a) Pledged / Encumbered				
(i) Number of shares	-	-	-	-
(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
(iii) Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-
(b) Non-encumbered				
(i) Number of shares	337,250,001	337,250,001	337,250,001	337,250,001
(ii) Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
(iii) Percentage of shares (as a % of the total share capital of the Company)	60.00%	60.00%	60.00%	60.00%

B Investor Complaints

1. The status of shareholders' complaints during the quarter ended June 30, 2013 is as under:

Complaints pending at the beginning of the quarter	Nil
Complaints received during the quarter	6
Complaints disposed of during the quarter	6
Complaints remaining unresolved at the end of the quarter	Nil

2. The status of infrastructure retail bond holders complaints during the quarter ended June 30, 2013 is as under:

Complaints pending at the beginning of the quarter	2
Complaints received during the quarter	360
Complaints disposed of during the quarter	361
Complaints remaining unresolved at the end of the quarter	1

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NOTES

1. The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their meetings held on August 1, 2013
2. 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 segment as per Accounting Standard - 17 on "Segment Reporting" notified under the Companies (Accounting Standards) Rules, 2006.
3. Other operating income includes fee based income, income from sale of power, income earned on investments in mutual funds and non-trade investments and interest income on fixed deposits.
4. Pursuant to the notification dated December 29, 2011 issued by the Ministry of Corporate Affairs amending the Accounting Standard 11, the Company has exercised the option as per Para 46A inserted in the Standard for all long term monetary assets and liabilities. Consequently, an amount of ₹ 5,060.69 lacs (gross of tax) is remaining to be amortised in 'Foreign Exchange Monetary Item Translation Difference Account' as at June 30, 2013.
5. The Company has entered into derivative contracts for hedging its foreign currency risk.
6. The Initial Public Offer (IPO) proceeds have been utilised as under:

(₹ in lacs)

Particulars	As at 30.06.2013
Share issue proceeds	35,270.32
Less:	
- Issue related expenses	1,136.60
- Repayment of term loans	2,389.03
- Rupee term loan for power projects	31,744.69
Closing balance of unutilised proceeds as at the period end	-

7. Analytical Ratios	Quarter ended			Year ended
	30.06.13	31.03.13	30.06.12	31.03.13
	Unaudited	Unaudited	Unaudited	Audited
(i) Capital Adequacy Ratio	36.20%	42.01%	52.15%	42.01%
(ii) NPA Ratios				
a) Amount of gross NPA	490.36	-	-	-
b) Amount of net NPA	-	-	-	-
c) % of gross NPA to gross advance	0.18%	-	-	-
d) % of net NPA to net advance	-	-	-	-
(iii) Return on assets (not annualised)	0.74%	0.84%	1.01%	3.59%

8. The previous periods/year figures have been regrouped/recasted wherever necessary to conform with the current period presentation.

Subj

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For and on behalf of the Board of Directors

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Deepak Amitabh
Chairman
DIN:01061535

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S. M. Goel
Managing Director
DIN:

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Place: New Delhi
Dated: August 1, 2013