

July 01, 2022

Manager
Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

Scrip Code: 533344

General Manager

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra- Kurla Complex, Bandra (East),
Mumbai- 51

NSE Symbol: PFS

Sub: Subject: Completion of tenure as Statutory Auditors of PTC India Financial Services Limited (the “Company”) and intimation of proposed resignation subsequent to closure of March 31, 2022 annual audit.

Dear Sir/Madam,

This is to inform that, M/s MSKA & Associates was appointed as Statutory Auditors for the Financial Years 2019-20 to 2024-25 in the Annual General Meeting held in September, 2019. In accordance with RBI circular Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 issued subsequently in April, 2021, the tenure for statutory auditors of NBFCs was curtailed to a maximum period of three financial years i.e. upto FY 2021-22.

Statutory Auditors vide letter dated June 30, 2022 proposed to vacate the office subsequent to closure of March 31, 2022 financials and highlighted the following major facts and circumstances, including certain recent developments in the company, as reasons for their proposed resignation.

1. Matters explained in their Disclaimer of Conclusion for the quarter and nine-months ended December 31, 2021, vide our report dated May 27, 2022.
2. Resignation of three ex-Independent Directors on the Board;
3. Significant time expended and costs incurred in completion of limited review for the quarter ended December 31, 2021 (Q3) and the anticipated costs for the on-going audit for the year ended March 31, 2022

As regard to point no. 3 , the fee for the quarter as approved by Audit Committee is Rs. 5,40,000 /- (Rupees Five Lakhs Forty Thousand Only). The auditor informed that there is significant time and cost overrun to them costing to around Rs. 107,17,500/- (One Crore Seven Lakhs Seventeen Thousand Five Hundred Only) and requested company to look into the matter. Company is in discussion with the auditor in regard to time and cost overrun to auditor.

M/s MSKA & Associates will vacate the office as statutory auditors of the company after completion of FY 2021-22 engagement.

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:

Further, in terms of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019, the information required to be disclosed in the prescribed format to the stock exchange, in this regard the Company has requested such information from MSKA and MSKA has informed that they will be submitting the desired information in prescribed format at the time of tendering their resignation and the Company shall disclose the same to the stock exchange accordingly.

The copy of statutory auditor proposed resignation is attached.

This is for your kind information and record.

Thanking You,

For PTC India Financial Services Limited

MOHIT SETH Digitally signed by MOHIT SETH
Date: 2022.07.01 08:44:15 +05'30'

Mohit Seth
Company Secretary & Compliance Officer

Enclosed : A/a

To,
The Board of Directors and Audit Committee
PTC India Financial Services Limited
Bikaji Cama Palace, New Delhi

Dear Sirs,

Subject: Completion of our tenure as Statutory Auditors of PTC India Financial Services Limited (the "Company") and intimation of our proposed resignation subsequent to closure of March 31, 2022 annual audit.

We draw reference to our email communication dated May 14, 2022 (enclosed herewith) made to the Company regarding completion of our tenure as statutory auditors. Further, reference is also drawn to SEBI circular CIR/CFD/CMD1/114/2019 dated Oct 18, 2019 on resignation of statutory auditors.

We were appointed as Statutory Auditors for the Financial Years 2019-20 to 2024-25 in the Annual General Meeting held in September, 2019. In accordance with RBI circular Ref.No.DoS.CO.ARG/SEC.01/08.91.00 1/2021-22 issued subsequently in April, 2021, the tenure for statutory auditors of NBFCs was curtailed to a maximum period of three financial years.

In accordance with the applicable framework laid down under Standard on Quality Control (SOC) 1 "Quality control for Firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements", our Firm has laid down policies and procedures to evaluate "client/ engagement continuation" on regular basis. The Firm has accordingly re-evaluated the criterion for our continuance as statutory auditors of the Company for the quarter ending June 30, 2022, and regrettably the necessary conditions could not be met.

We would also like to highlight the following major facts and circumstances, including certain recent developments in the Company, as reasons for our proposed resignation:

- Matters explained in our Disclaimer of Conclusion for the quarter and nine-months ended December 31, 2021, vide our report dated May 27, 2022.
- Resignation of three ex-Independent Directors on the Board;
- Significant time expended and costs incurred in completion of limited review for the quarter ended December 31, 2021 (Q3) and the anticipated costs for the on-going audit for the year ended March 31, 2022

In view of above, we will vacate our office as Statutory Auditors of the Company after completion of FY 2021-22 audit engagement. Our vacation as statutory auditors of the Company shall accordingly be effective immediately on discharge of our obligations as statutory auditors, subject to necessary co-operation and timely information from the Company.

