



Date: 9<sup>th</sup> October, 2015

To  
The Listing Department  
National Stock Exchange Limited  
Bandra Kurla Complex  
Bandra (E)  
Mumbai – 400 051

The Listing Department  
Bombay Stock Exchange Limited  
Rotunda Building, 1st Floor  
Mumbai Samachar Marg  
Mumbai – 400 001

Dear Sir

**Subject: Compliances under Listing Agreement of PTC India Financial Services Limited for quarter ended on 30<sup>th</sup> September, 2015.**

Please find enclosed the following documents in compliance with various clauses of the listing agreement for the quarter and year ended on 30<sup>th</sup> September, 2015:

1. Shareholding Pattern (Clause 35, Listing Agreement).
2. Corporate Governance Report (Clause 49, Listing Agreement).
3. Reconciliation of Share Capital Audit Report.
4. Compliance certificate (as per Listing Agreement)

Thanking You,

**For PTC India Financial Services Limited**

**Vishal Goyal**  
(Company Secretary)

Encl: As above.



**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

<b>(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35</b>			
<b>NAME OF THE COMPANY:PTC INDIA FINANCIAL SERVICES LTD</b>			
<b>SCRIP CODE:</b>	<b>533344</b>	<b>Name of the Scrip: PFS</b>	
<b>Class of Security:</b>	<b>EQUITY</b>		
<b>QUARTER ENDED:</b>	<b>30/09/2015</b>		
<b>Partly paid-up shares</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the Company.</b>
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
<b>Total:</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Outstanding convertible securities:</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities.</b>	<b>As a % of total no. of shares of the Company assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
<b>Total:</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Warrants:</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of warrants</b>
Held by promoter/promoter group	0	0	0
Held by Public	0	0	0
<b>Total:</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b>	<b>562083335</b>	<b>0</b>	<b>100.00</b>



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CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NO OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES		SHARES PLEDGE OR OTHERWISE ENCUMBERED	
					As a PERCENTAGE of (A+B)	As a PERCENTAGE of (A+B+C)	NUMBER OF SHARES	AS a PERCENTAGE
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
<b>(A)</b>	<b>PROMOTER AND PROMOTER GROUP</b>							
(1)	INDIAN							
(a)	Individual /HUF	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	337250001	337250001	60.00	60.00	0	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total A(1) :</b>	<b>1</b>	<b>337250001</b>	<b>337250001</b>	<b>60.00</b>	<b>60.00</b>	<b>0</b>	<b>0.00</b>
(2)	FOREIGN							
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Others	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total A=A(1)+A(2)</b>	<b>1</b>	<b>337250001</b>	<b>337250001</b>	<b>60.00</b>	<b>60.00</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	6	1291117	1291117	0.23	0.23		
(b)	Financial Institutions /Banks	3	236573	236573	0.04	0.04		
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	2	14857595	14857595	2.64	2.64		
(f)	Foreign Institutional Investors	54	61694064	61694064	10.98	10.98		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00		
(i)	Others	0	0	0	0.00	0.00		
	<b>Sub-Total B(1) :</b>	<b>65</b>	<b>78079349</b>	<b>78079349</b>	<b>13.89</b>	<b>13.89</b>		

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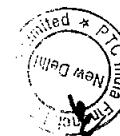
CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHAREHOLDERS	TOTAL NUMBER OF SHARES	NO OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES		SHARES PLEDGE OR OTHERWISE ENCUMBERED	
					AS a PERCENTAGE of (A+B)	As a PERCENTAGE of (A+B+C)	NUMBER OF SHARES	AS a PERCENTAGE
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	994	26564947	26564947	4.73	4.73		
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	116252	61069319	61026820	10.86	10.86		
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1311	50905549	50905549	9.06	9.06		
(c)	Others							
	CLEARING MEMBERS	212	832215	832215	0.15	0.15		
	NON RESIDENT INDIANS	1277	7375554	7375554	1.31	1.31		
	TRUSTS	5	6401	6401	0.00	0.00		
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00		
	<b>Sub-Total B(2) :</b>	<b>120051</b>	<b>146753985</b>	<b>146711486</b>	<b>26.11</b>	<b>26.11</b>		
	<b>Total B=B(1)+B(2) :</b>	<b>120116</b>	<b>224833334</b>	<b>224790835</b>	<b>40.00</b>	<b>40.00</b>		
	<b>Total (A+B) :</b>	<b>120117</b>	<b>562083335</b>	<b>562040836</b>	<b>100.00</b>	<b>100.00</b>		
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group							
(2)	Public	0	0	0	0.00	0.00		
	<b>GRAND TOTAL (A+B+C) :</b>	<b>120117</b>	<b>562083335</b>	<b>562040836</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"											
Sr.No	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	Pledge Shares	AS a percentage	AS a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	PTC INDIA LIMITED	337250001	60.00	0	0.00	0.00	0	0.00	0	0.00	60.00
	<b>TOTAL :</b>	<b>337250001</b>	<b>60.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>60.00</b>



(l)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number								
Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (l)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	MACQUARIE BANK LIMITED	31480000	5.60	0	0.00	0	0.00	5.60
2	LIFE INSURANCE CORPORATION OF INDIA	13682595	2.43	0	0.00	0	0.00	2.43
3	COPTHALL MAURITIUS INVESTMENT LIMITED	7898000	1.41	0	0.00	0	0.00	1.41
	<b>TOTAL :</b>	<b>53060595</b>	<b>9.44</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>9.44</b>



Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company								
Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	MACQUARIE BANK LIMITED	31480000	5.60	0	0.00	0	0.00	5.60
	<b>TOTAL :</b>	<b>31480000</b>	<b>5.60</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>5.60</b>



(1)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"				
Sr.No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares {i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (1)(a) above}	Promoter/Promoter Group/Public
	<b>TOTAL :</b>	<b>0</b>	<b>0</b>	





(II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)				
Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above}
	<b>TOTAL :</b>	<b>0</b>	<b>0</b>	<b>0</b>



(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.				
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above}
	<b>TOTAL :</b>		<b>0</b>	<b>0</b>

