

PTC India Financial Services Limited

CIN: L65999DL2006PLC15373

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

Tel: +91 11 26737300 / 26737400 Fax: 011-26737373 / 26737374

Website: www.ptcfinancial.com E-mail: info@ptcfinancial.com



POSTAL BALLOT FORM

Sequence No. _____

1. Name(s) and Registered Address of the sole / first named Member

2. Name(s) of Joint-Holder(s) if any

3. Registered Folio No. / DP ID No. / Client ID No.*
(*Applicable to Members holding Shares in dematerialized form)

4. Number of Equity Share(s) held

5. I/We hereby exercise my / our vote in respect of the under mentioned resolutions to be passed through Postal Ballot as stated in the Notice dated October 10, 2016 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	I/ We assent to the Resolutions (For)	I/ We dissent to the Resolutions (Against)	I/We do not want to vote to the Resolution (Abstain)
1.	Preferential Allotment of Equity Shares to the person belonging to Promoter Category			
2.	Issuance of Bonds on Private Placement Basis.			

Place :

Date :

Signature of the Shareholder

(must be as per specimen signature registered with the Company)

Note : Last Date of receiving Postal Ballot Forms by the Scrutinizer: Sunday, November 13, 2016

INSTRUCTIONS

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Notice of Postal Ballot dated Monday, October 10, 2016 is being sought through postal ballot process. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

Voting in Physical form:

1. A member/beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier or in person at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company, in event the shares are in the physical form and as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL), in respect of shares held in dematerialized form) by the first named member/beneficial owner and in his absence, by the next named member/beneficial owner. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that postal ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 30, 2016 (cut-off date/record date).
7. Duly completed postal ballot form should reach the Scrutinizer not later than close of business hours at 5.00 p.m. on Sunday, November 13, 2016. All postal ballot forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
8. The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on Tuesday, November 15, 2016 at 02.00 p.m.
9. In case of shares held by Corporates and Institutional Shareholders (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the postal ballot form, with the specimen signature of the authorized signatory duly attested. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the postal ballot form.
10. Members/beneficial owners are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope, other than the resolution/authority mentioned above, as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be considered and would be destroyed by the Scrutinizer. Members/beneficial owners are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
11. In case a member is desirous of printed postal ballot form or a duplicate thereof, he or she may send an email at complianceofficer@ptcfinancial.com or evoting@karvy.com or write to Mr. Ravi Shankar Shukla, Karvy Computershare Pvt. Ltd. The Registrar and Share Transfer Agent/Company shall forward the same along with the business reply to the member. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in Point No. 7 above.
12. Postal ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a postal ballot will be final.
14. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten postal ballot forms or postal ballot forms defective in any manner are liable to be rejected.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Voting through electronic means:

- I. The Company has entered into an arrangement with M/s. Karvy Computershare Private Limited for facilitating remote e-voting for Postal Ballot. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from M/s. Karvy Computershare Private Limited:

- i) Launch an internet browser and open <https://evoting.karvy.com>
- ii) Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. business hours of Friday, September 30, 2016 may cast their vote electronically.
- iii) Enter the login credentials i.e. User ID and password, provided in the email received from M/s. Karvy Computershare Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iv) After entering the above details click on - LOGIN.
- v) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event.
- vii) Select 'EVENT' of PTC India Financial Services Limited POSTAL BALLOT and click on Submit.
- viii) Now you are ready for e-voting as 'Ballot Form' page opens.
- ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xii) The Portal will remain open for voting from: 10.00 A.M. on Saturday, October 15, 2016 to 5.00 P.M. on Sunday, November 13, 2016.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at ashishkapoorandassociates@gmail.com They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

(b) In case of Members receiving Postal ballot Form by post and opting for voting through Electronic means:

- i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

- ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com>.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, September 30, 2016, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. The results declared along with the report of the scrutinizer shall be placed on the notice board at the Registered Office and Corporate Office of the Company and also on the website of the Company i.e. www.ptcfinancial.com immediately after the declaration of result by the Chairman or any person authorised by him and at the website of e-voting agency viz. M/s. Karvy Computershare Private Limited at <https://evoting.karvy.com> and shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- IV. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free no. 1800-345-4001 or email at evoting.karvy.com. In case of any other queries/grievances connected with voting by electronic means, please refer to the Frequently Asked Questions ("FAQs") and remote e-voting manual available at <https://evoting.karvy.com> under help section or write a mail to evoting@karvy.com or write to Mr. Ravi Shankar Shukla, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 ; **Telephone** : 040-67162222 **Fax**: 040-23001153 **Toll Free no.**: 1800-345- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
Members may utilize the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit <http://karisma.karvy.com> and click on Members option for query registration through free identity registration process. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Karvy Computershare Private Limited.

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CIN: L65999DL2006PLC153373

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1. Folio No./ DP Id / Client Id:
2. Name :
3. Address :
4. Joint Holder(s):
 - (i)
 - (ii)
5. No. of Equity Shares held :

Dear Shareholder

Please find enclosed Notice for postal ballot of PTC INDIA FINANCIAL SERVICES LIMITED.

In terms of Regulation 44 of the SEBI Listing Regulations, 2015 and section 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company is providing an e-voting facility as an alternative for members to enable them to cast their votes electronically instead of despatching the physical Postal Ballot Form. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password
2832		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Saturday, October 15, 2016 (10:00 a.m. IST)	Sunday, November 13, 2016 (05:00 p.m. IST) (The e-voting module shall be disabled by KARVY for voting after 05 : 00 p.m. on Sunday, November 13, 2016)

Please read the instructions provided in the enclosed notice before exercising the vote.

Place :

Date :

For PTC India Financial Services Limited
Sd/
(Vishal Goyal)
Company Secretary
M.No. A19124