



Dated: 29th September 2016

To

<p>Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344</p>	<p>General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS</p>
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Sub : Details of voting results and proceedings of 10th Annual General Meeting of PTC India Financial Services Limited

Sir/Madam,

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility to the member of the Company in respect of all the items to be transacted at the Annual General Meeting (AGM) on Wednesday, 28th September, 2016, at 10.30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010. The e-voting period commenced on 25th September, 2016 at 09 : 00 a.m. and ended on 27th September, 2016 at 05 : 00 p.m. with cut off date for determining eligibility of shareholders for e-voting being 21st September, 2016.

Mr. Ashish Kapoor (F-8992), practicing Company Secretary, who was appointed as a Scrutinizer, has submitted his report to the Chairman. In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, proceedings of 10th Annual General Meeting of the Company is submitted herewith. The voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of the Scrutinizer is submitted herewith.

Submitted for your record and information.

Thanking You,

For PTC India Financial Services Limited

Vishal Goyal
(Company Secretary)

Enclosed : 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

**10TH ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LIMITED HELD ON
WEDNESDAY, SEPTEMBER, 28, 2016 AT 10:30 A.M.**

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 10th Annual General Meeting (AGM) dated August 26, 2016. The e-voting was open from Sunday, September 25, 2016 (9:00 am) to Tuesday, September 27, 2016 (5:00 pm).

In line with the relevant provisions of the Companies Act, 2013, read with relevant rules, thereunder and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 10th AGM, voting was conducted by means of the poll.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting e-voting and polling at AGM in a fair and transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 5:00 P.M. on 27th September 2016 and poll received till the conclusion of the meeting and submitted their report on 28.09.2016

The Consolidated Results, as per the Scrutinizers' Report dated 28.09.2016 are as follows:

S.No.	Particulars	% of votes in favour (Approx.)	% of votes Against (Approx.)
1.	Resolution: 1: Ordinary Resolution To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31 st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon.	100.00	0.00
2.	Resolution -2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2015-16.	100.00	0.00

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

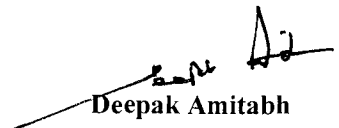
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3.	Resolution -3: Ordinary Resolution To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	99.99	0.01
4.	Resolution -4: Ordinary Resolution To ratify the appointment of the Statutory Auditors and to fix their remuneration.	100.00	0.00
5.	Resolution -5: Ordinary Resolution To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company.	100.00	0.00
6.	Resolution -6: Ordinary Resolution To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company.	100.00	0.00

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 10th AGM have been duly approved by the Shareholders with requisite majority.

Date: 29/09/2016
Place: New Delhi

Deepak Amitabh
(DIN 01061535)

Chairman

PTC India Financial Services Ltd.

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 28, 2016		
Total Number of Shareholders as on cut-off Date i.e. September 21, 2016	122244		
Number of shareholders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	1	-	1
Public-Institutional	-	-	-
Public-Others	87	10	97
Total	88	10	98
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional : Public-Others :	Not Arranged		

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(ii) **Voting by members:**

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	Declaration of dividend on Equity Shares for Financial Year 2015-16	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	Ratification of the appointment of the Statutory Auditors and to fix their remuneration.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

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(iii) Results of poll/Postal ballot/E Voting by members:

The Mode of Voting for all resolution was:

- a) E Voting; and
- b) Physical Ballot Papers provided to those shareholders and proxies who did not participate in the E Voting process to exercise their votes and who attended the AGM personally.

Results of Voting in the prescribed format are annexed herewith.

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Company Name	PTC INDIA FINANCIAL SERVICES LTD
Date of the AGM/EGM	September 28, 2016
Total number of shareholders on record date	122244
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	1
Public:	97
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements for the year ended 31st March 2016									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	337250001		0.00	00	0	0.00	0.00		
	Poll	337250001	337250001	0.00	337250001	0	0.00	0.00		
Public- Institutions	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00		
	E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00		
Public- Non Institutions	Poll	70961346	0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00		
Public- Non Institutions	E-Voting	153871988	3617426	2.35	3617276	150	100.00	0.00		
	Poll	153871988	1354	0.00	1354	0	0.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00		



ORDINARY - Declaration of dividend for FY 2015-16										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution? No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	337250001	0	0.00	00	0	0.00	0.00		
	Poll	337250001	337250001	0.00	337250001	0	0.00	0.00		
Public- Institutions	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00		
	E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00		
Public- Non Institutions	Poll	70961346	0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00		
Public- Non Institutions	E-Voting	153871988	3617426	2.35	3617426	0	100.00	0.00		
	Poll	153871988	1354	0.00	1354	0	0.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00		

ORDINARY - Re-appointment of Shri Ajit Kumar (DIN : 06518591) who retires by rotation										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution? Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	337250001	0	0.00	00	0	0.00	0.00		
	Poll	337250001	337250001	0.00	337250001	0	0.00	0.00		
Public- Institutions	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00		
	E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00		
Public- Non Institutions	Poll	70961346	0	0.00	00	0	0.00	0.00		
	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00		
Public- Non Institutions	E-Voting	153871988	3616426	2.35	3596141	20285	99.44	0.56		
	Poll	153871988	1354	0.00	1354	0	0.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00		



ORDINARY - Ratification of appointment of M/s Deloitte Haskins & Sells as Statutory Auditors of the Company										
No										
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			E-Voting	337250001	0	0.00	00	0	0.00	0.00
			Poll	337250001	337250001	0.00	337250001	0	0.00	0.00
		Promoter and Promoter Group	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00
			E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00
			Poll	70961346	0	0.00	00	0	0.00	0.00
		Public- Institutions	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00
			E-Voting	153871988	3616426	2.35	3616176	250	99.99	0.01
			Poll	153871988	1354	0.00	1354	0	0.00	0.00
		Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00

ORDINARY - Appointment of Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company										
No										
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
			E-Voting	337250001	0	0.00	00	0	0.00	0.00
			Poll	337250001	337250001	0.00	337250001	0	0.00	0.00
		Promoter and Promoter Group	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00
			E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00
			Poll	70961346	0	0.00	00	0	0.00	0.00
		Public- Institutions	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00
			E-Voting	153871988	3616426	2.35	3606426	10000	99.72	0.28
			Poll	153871988	1354	0.00	1354	0	0.00	0.00
		Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00



ORDINARY - Appointment of Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
	E-Voting	337250001	0	0.00	00	0	0.00	0.00	0.00
	Poll	337250001	337250001	0.00	337250001	0	0.00	0.00	0.00
Promoter and Promoter Group	Postal Ballot (if applicable)	337250001	0	0.00	00	0	0.00	0.00	0.00
	E-Voting	70961346	16141163	22.75	16141163	0	100.00	0.00	0.00
Public- Institutions	Poll	70961346	0	0.00	00	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	70961346	0	0.00	00	0	0.00	0.00	0.00
	E-Voting	153871988	3616426	2.35	3606376	10050	99.72	0.28	0.00
	Poll	153871988	1354	0.00	1354	0	0.00	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	153871988	0	0.00	00	0	0.00	0.00	0.00



**ASHISH KAPOOR & ASSOCIATES
COMPANY SECRETARIES**

F-150, Venus Apartment,
Rohini, Sector - 9,
Delhi - 110085

Phone: +91-011-47037706

Email-ashishkapoorandassociates@gmail.com

Contact Nos.: 9871444755 & 9818162621

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
PTC India Financial Services Limited
New Delhi

**For 10th Annual General Meeting of the Members of PTC India Financial Services Limited,
held on Wednesday, September 28, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr.
Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-
Gurgaon Road, Delhi Cantt, New Delhi-110010.**

Dear Sir,

I, Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi 110085, was appointed as the Scrutinizer for the purpose of poll (by means of both e-voting and polling) taken on the below mentioned resolutions, at the 10th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Wednesday, September 28, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box(s) kept for polling were locked in my presence with due identification marks placed by me.
2. The Locked Ballot box(s) were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

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3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

4. The results of the Poll is as under:

a) **Resolution No. 1**

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



b) **Resolution No. 2**

To consider declaration of dividend for the Financial Year 2015-16.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



c) **Resolution No. 3**

To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

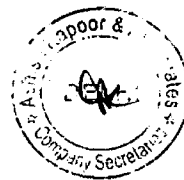
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



d) **Resolution No. 4**

To ratify the appointment of the Statutory Auditors and to fix their remuneration.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



e) **Resolution No. 5**

To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



f) **Resolution No. 6**

To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution:

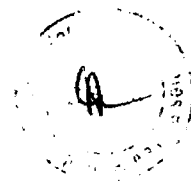
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	337251355	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
0	0



5. A Compact Disc (CD) containing a list of Members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The report on combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have been passed with requisite majority.


Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries


Ashish Kapoor
Company Secretary

Scrutinizer
CP No 7504
FCS No. 8002

Place: New Delhi
Date: 28.09.2016

100




**ASHISH KAPOOR & ASSOCIATES
COMPANY SECRETARIES**

F-150, Venus Apartment,
Rohini, Sector - 9,
Delhi - 110085

Phone: +91-011-47037706

Email-ashishkapoorandassociates@gmail.com

Contact Nos.: 9871444755 & 9818162621

**ANNEXURE-1
CONSOLIDATED REPORT OF SCRUTINIZER (ON E-VOTING & POLL)**

To,

Shri Deepak Amitabh
Chairman
PTC India Financial Services Limited
7th Floor, Telephone Exchange Building,
8 Bhikaji Cama Place, New Delhi - 110 066

Ref: 10th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Wednesday, September 28, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Dear Sir,

I, Ashish Kapoor & Associates, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of PTC Financial Services Limited (The Company), for the purpose of:

- Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended, and;
- Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended,

on the Resolutions contained in the Notice of the 10th AGM of the members of the Company, held on Wednesday, September 28, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Based on the report furnished by Karvy Computershare Private Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Karvy Computershare Private Limited for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:



(a) **Item No. 1:**

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
95	19758439	6	337251355	357009794	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	150	0	0	150	0.00

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
0	0	0	0	0

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(b) Item No. 2:

To consider declaration of dividend for the Financial Year 2015-16. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
95	19758589	6	337251355	357009944	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
0	0	0	0	0

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(c) **Item No. 3:**

To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
(Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
90	19737304	6	337251355	356988659	99.99

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
4	20285	0	0	20285	0.01

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
1	1000	0	0	1000

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(d) Item No. 4:

**To ratify the appointment of the Statutory Auditors and to fix their remuneration.
(Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
93	19757339	6	337251355	357008694	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	250	0	0	250	0.00

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
1	1000	0	0	1000

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(e) **Item No. 5:**

To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
93	19747589	6	337251355	356998944	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	10000	0	0	10000	0.00

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
1	1000	0	0	1000

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

(f) **Item No. 6:**

To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
92	19747539	6	337251355	356998894	100.00

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	10050	0	0	10050	0.00

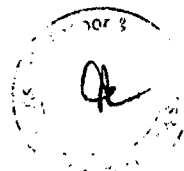
iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
1	1000	0	0	1000

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



A Compact Disc (CD) containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E-Voting and Poll were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries



Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002

Place: New Delhi
Date: 28.09.2016



ASHISH KAPOOR & ASSOCIATES
COMPANY SECRETARIES

F-150, Venus Apartment,
Rohini, Sector - 9,
Delhi - 110085

Phone: +91-011-47037706

Email-ashishkapoorandassociates@gmail.com

Contact Nos.: 9871444755 & 9818162621

SCRUTINIZER'S REPORT ON E-VOTING

To
The Chairman
PTC India Financial Services Limited,

Ref: 10th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Wednesday, September 28, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Sub: **Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

I, Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi-110085 have been appointed as the Scrutinizer by the Board of Directors of PTC India Financial Services Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between Sunday, September 25, 2016 (9:00 am) to Tuesday, September 27, 2016 (5:00 pm).

The Notice dated August 26, 2016 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on Wednesday, September 28, 2016 at 10:30 A.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

The Company has availed the e-voting facility offered by Karvy Computershare Private Limited for conducting e-voting by the Shareholders of the Company.

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The Shareholders of the Company holding shares as on the "cut-off" date of Wednesday, September 21, 2015, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 6 in the Notice of the AGM of PTC India Financial Services Limited.

The voting period for e-voting commenced on Sunday, September 25, 2016 (9:00 am) to Tuesday, September 27, 2016 (5:00 pm) and the Karvy Computershare Private Limited e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of following two witnesses not being in the employment of the Company:

1. Sachin Kasturia
2. Harshit Khanna

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited e-voting system.

I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

(a) Item No. 1:

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

i. Voted **in favour** of the resolution:

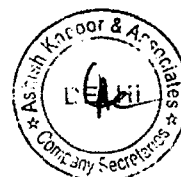
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
95	19758439	100.00

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
1	150	0.00

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
NIL	NIL



(b) Item No. 2:

To consider declaration of dividend for the Financial Year 2015-16. (Ordinary Resolution)

i. Voted **in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
95	19758589	100.00

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
0	0	0.00

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
0	0



(c) **Item No. 3:**

To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
90	19737304	99.90

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
4	20285	0.10

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
1	1000



(d) Item No. 4:

**To ratify the appointment of the Statutory Auditors and to fix their remuneration.
(Ordinary Resolution)**

i. Voted **in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
93	19757339	100.00

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
1	250	0.00

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
1	1000



(e) Item No. 5:

To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company. (Ordinary Resolution)

i. Voted in favour of the resolution:

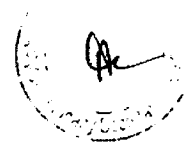
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
93	19747589	99.95

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
1	10000	0.05

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
1	1000



(f) Item No. 6:

To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company. (Ordinary Resolution)

i. Voted **in favour** of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
92	19747539	99.95

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
2	10050	0.05

iii. **Invalid Votes:**

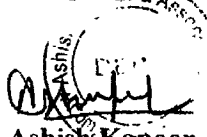
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting
1	1000



The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries

A circular stamp is partially visible behind the signature. The text 'ASHISH KAPOOR & ASSOCIATES' is visible around the perimeter of the stamp. The signature is written in black ink over the stamp.

Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002

Place: New Delhi

Date: 28.09.2016