

# 9<sup>th</sup> ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LTD. HELD ON THURSDAY, 24<sup>TH</sup> SEPTEMBER, 2014 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 clause 35B of the Listing Agreement, 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 9<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 20th September 2015, 9:00 A.M. to 23<sup>rd</sup> September 2015, 5:00 P.M.

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 evoting has been offered to the Shareholders. Therefore, at the 9<sup>th</sup> 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 20<sup>th</sup> September 2015 and poll received till the conclusion of the meeting and submitted their report on 25.09.2015.

The Consolidated Results, as per the Scrutinizers' Report dated 25.09.2015 are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution: 1: Ordinary Resolution  Adoption of audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	100	0
2.	Resolution -2: Ordinary Resolution  Declaration of dividend on Equity Shares for Financial Year 2014-15	100	0
3.	Resolution -3: Ordinary Resolution  Re-appointment of Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	100	0
4.	Resolution -4: Ordinary Resolution  Ratification of the appointment of the Statutory Auditors and	100	0

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)



.:	to fix their remuneration.		
5.	Resolution -5: Ordinary Resolution  Appointment Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer of the Company.	100	0
6.	Resolution -6:Ordinary Resolution  Appointment of Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd.	100	0
7.	Resolution -7: Ordinary Resolution  Appointment of Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.	100	0
8.	Resolution -8:Special Resolution  Issuance of Non-Convertible Debentures on private placement basis	99.95	0.05

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 9<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

Deepak Amitabh Chairman PTC India Financial Services Ltd.

Company Secretary
Company Secretary
PTC India Financial Services Building
7th Floor, Telephone Exchange Building
8 Bhikaji Cama Place, New Delhi-110066

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

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# **Details of Voting Results**

# (i) Attendance of members:

Date of the Annual General Meeting	September 24	, 2015	
Total Number of Shareholders as on cut-off Date i.e. September 17, 2015	120412		
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	0	1
Public-Institutional	0	1	1
Public-Others	678	9	687
Total	679	10	689
No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group:  Public-Institutional:  Public-Others:		Not Arranged	

# (ii) Voting by members:

## Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/ Special)	Mode of Voting	Remarks
1	Adoption of audited financial statements of for the year ended	Ordinary	E Voting & Ballot	The resolution was passed with

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



				Findricial services Limited
	March 31, 2015, the reports of the Board of Directors and Auditors thereon.		Papers	requisite majority
2	Declaration of dividend on Equity Shares for Financial Year 2014- 15	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	Re-appointment of Dr. Pawan Singh (DIN: 00044987), 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	Appointment Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Issuance of Non-Convertible Debentures on private placement basis.	Special	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.

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E Voting/Ballot Papers are furnished below:

Date of declaration of results: September 25, 2015

Resolution 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on the said date (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								
Category	No. of shares	Mode of	No of Valid Votes	No of Valid Votes   % of Votes Polled on No. of Votes in	No. of Votes in	No. of Votes	% of votes in	% of votes in against
	Held	Voting	Polled	Outstanding Shares	Favour	in Against	favour over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	33 72.50.001	e-voting	2.18	00.0	L	Ē	•	(A)
Dromoter Groun		Poll	33.72.50.001	100.00	33,72,50,001		100.00	0.00
riomora oronia		Sub-total	33.72.50.001	100.00	33,72,50,001		100.00	0.00
Dublic Institutional	7 7 7 9 8 186	e-voting	1.32.69,313	17.21	1,32,69,313		100.00	0.00
r upile-misurumonai	001,00,001,0	Poll		00.00	90		00.00	ı
		Sub-total	1.32,69,313	17.21	1,32,69,313		100.00	0.00
Dublic_Othere	14 77 35 148	e-voting	54,78,325	3.71	54,78,325	T	100.00	0.00
T dollo-Omora	2	Poll	23,002	0.02	23,002		100.00	0.00
		Sub-total	55,01,327	3.72	55,01,327	3	100.00	0.00
Total A	56,20,83,335		35,60,20,641	63.34	35,60,20,641	£	100.00	0.00
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Ordinary Resolution					01 00000000	3		, , ,
Cafegury	No. of shares	Mode of	No of Valid Votes	No of Valid Votes  % of Votes Polled on No. of Votes in	No. of Votes in	No. of Votes	% of votes in	% of votes in against
	Held	Voting	Polled	Outstanding Shares	Favour	in Against	favour over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	33.72.50.001	e-voting						
Dromoter Groun		Poll	33,72,50,001	100.00	33,72,50,001		100.00	0.00
diagram of our	· I	Sub-total	33,72,50,001	100.00	33,72,50,001	(II)	100.00	0.00
Public-Institutional	7.70.98.186	e-voting	1,42,13,560	18.44	1,42,13,560	1	100.00	0.00
T don't arrangement		Poll	1					
		Sub-fotal	1.42.13.560	18.44	1,42,13,560		100.00	0.00
Dublic Others	14 77 35 148	e-voting	54.78.325	3.71	54,78,325	₽.	100.00	0.00
r dollo-culcus	7.7,7,7,7,7	Poll	23,002	0.02	23,002		100.00	0.00
		Sub-total	55.01.327	3.72	55,01,327	II.	100.00	0.00
Total A	555 58 06 95		35.69.64.888	63.51	35,69,64,888	1	100.00	0.00
I Utal A	20,20,02,02		- 3 3 3					The solution of the solution o

Resolution 2:To consider declaration of dividend for the Financial Year 2014-15.

Resolution 3: To re-appoint Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

Category         Mode of Points         No of Valid Votes         % of Votes Polled on Outstanding Shares         No. of Votes in Against Polled Agrees         % of Votes Polled Agrees         % of Votes Polled Agrees         % of Votes In Against Polled In Against Polled Agrees         % of Votes In Against Polled In Again	Ordinary Resolution								
comoters and omoter Group         (1)         (2)         (3)=(2)/(1)*100         (4)         (5)         (6)=(4)/(2)           romoters and omoter Group         33,72,50,001         100.00         33,72,50,001         -         -           A,70,98,186         e-voting         1,42,13,560         18.44         1,42,13,560         -         -           Hic-Institutional licenstitutional abilic-Others         Sub-total         54,78,225         3.71         54,78,125         100           Poll stylic-Others         Poll Sub-total         23,002         100.00         23,002         -           Sub-total stylic-Others         Sub-total stylic-Others         35,01,227         35,01,277         100	Category		Mode of Voting	Valid Votes	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
romoters and omoter Group         33,72,50,001         e-voting         33,72,50,001         100.00         33,72,50,001         -           omoter Group         7,70,98,186         e-voting         1,42,13,560         -         -         -         -           lic-Institutional         Sub-total         1,42,13,560         -         -         -         -         -           Poll         Sub-total         1,42,13,560         -         -         -         -         -           Poll         Sub-total         54,78,225         3.71         54,78,125         100           Poll         23,002         100.00         23,002         -         -           Sub-total         55,01,227         3.72         55,01,127         100           25,00,5325         35,06,64,688         100         100		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
romoters and omoter Group         Poll         33,72,50,001         100.00         33,72,50,001         -           omoter Group         Sub-total         33,72,50,001         -	3	33,72,50,001	e-voting						
omoter Group         Sub-total         33,72,50,001         100.00         33,72,50,001         -           1ic-Institutional         7,70,98,186         e-voting         1,42,13,560         -	Promoters and		Poll	33,72,50,001	100.00			100.00	0.00
Iic-Institutional         7,70,98,186         e-voting         1,42,13,560         - <td>Promoter Group</td> <td></td> <td>Sub-total</td> <td>33,72,50,001</td> <td>100.00</td> <td></td> <td>ľ</td> <td>100.00</td> <td>0.00</td>	Promoter Group		Sub-total	33,72,50,001	100.00		ľ	100.00	0.00
lic-Institutional         Poll         -		7,70,98,186	e-voting	1,42,13,560	18.44		1	100.00	00.00
Sub-total         1,42,13,560         18.44         1,42,13,560         -           14,77,35,148         e-voting         54,78,225         3.71         54,78,125         100           ublic-Others         Poll         23,002         100.00         23,002         100           Sub-total         55,01,227         3.72         55,01,127         100           3.50         35,01,227         35,06,64,688         100	Public-Institutional		Poll	1		1	Ţ	ì	Ĩ
Pollic-Others         Poll Solution         54,78,225         3.71         54,78,125         100           Public-Others         Poll Sub-total         55,01,227         3.72         55,01,127         100           Poll Sub-total         35,01,227         3.72         55,01,127         100			Sub-total	1,42,13,560	18.44	2	ı	100.00	12
Aublic-Others         Poll         23,002         100.00         23,002           Sub-total         55,01,227         3.72         55,01,127         100           20,02,226         35,01,27         30,64,688         100		14,77,35,148	e-voting	54,78,225	3.71		100	100.00	
Sub-total 55,01,227 3.72 55,01,127 100	Public-Others		Poll	23,002	100.00			100.00	
35,69,64,688 100			Sub-total	55,01,227	3.72		100	100.00	0.00
50,20,05,05	Total	56,20,83,335		35,69,64,788	63.51	35,69,64,688	100	100.000	0.000

Ordinary Resolution         Mode of Fates         Mode of Voting         Mode of Voting         No of Valid Votes         % of Votes Pollic           Category         Held         Voting         Polled         (2)         (3)=(2)/(1)*1           Promoters and Promoter Group         33,72,50,001         Poll         1           Promoter Group         7,70,98,186         e-voting         1,42,13,560           Public-Institutional         Sub-total         1,42,13,560           Public-Others         Foll         3,302           Public-Others         Sub-total         54,78,325           Sub-total         54,81,627	To ratify the al	ppointment o	f the Statutory.	Resolution 4: To ratify the appointment of the Statutory Auditors and to fix t	fix their remuneration.				
No. of shares         Mode of Voting         No of Valid Votes           Held         Voting         Polled           33,72,50,001         e-voting         33,72,50,001           Sub-total         33,72,50,001           Sub-total         33,72,50,001           Sub-total         1,42,13,560           Poll         1,42,13,560           Sub-total         54,78,325           Poll         3,302           Sub-total         54,78,325           Poll         3,302           Sub-total         54,78,325           Sub-total         54,81,627	solution	e e							
(1) (2) (3)=(2)/(1)**  33,72,50,001 e-voting Boll 33,72,50,001  Sub-total 33,72,50,001  Sub-total 1,42,13,560  Poll 1,42,13,560  Sub-total 54,78,325  Sub-total 54,81,627			Mode of Voting	No of Valid Votes Polled	% of Votes Polled on No. of Votes in No. of Votes Outstanding Shares Favour in Against	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
33,72,50,001 e-voting Boll 33,72,50,001 Sub-total 33,72,50,001 Sub-total 33,72,50,001 Boll Boll 1,42,13,560 Boll Sub-total 54,78,325 Boll Sub-total 54,81,627		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Poll 33,72,50,001     Sub-total 33,72,50,001     7,70,98,186 e-voting 1,42,13,560     Poll 1,42,13,560     Sub-total 1,42,13,560     54,78,325     Sub-total 54,81,627		3,72,50,001	e-voting						
Sub-total         33,72,50,001           7,70,98,186         e-voting         1,42,13,560           Poll         1,42,13,560           Sub-total         1,42,13,560           Foll         54,78,325           Sub-total         3,302           Sub-total         54,81,627			Poll	33,72,50,001	100.00	33,72,50,001		100.00	0.00
7,70,98,186 e-voting 1,42,13,560 Poll 1,42,13,560 Sub-total 1,42,13,560 Poll 3,302 Sub-total 54,78,325 Sub-total 54,81,627	Group		Sub-total	33,72,50,001	100.00	33,72,50,001	I	100.00	0.00
Poll   1,42,13,560   Sub-total   1,42,13,560   Sub-total   54,78,325   Poll   3,302   Sub-total   54,81,627		7.70.98.186	e-voting	1,42,13,560	18.44	1,42,13,560	Ĭ	100.00	0.00
Sub-total 1,42,13,560 14,77,35,148 e-voting 54,78,325 Poll 3,302 Sub-total 54,81,627	itutional	6 6 6	Poll						
14,77,35,148 e-voting 54,7 Poll Sub-total 54,8	4		Sub-total	1,42,13,560	18.44	1,42,13,560	ı	100.00	
Poll Sub-total 54,8		4.77.35.148	e-voting	54,78,325	3.71	54,78,325	ì	100.00	0.00
Sub-total			Poll	3,302	00.00	3,302	Tr.	100.00	0.00
			Sub-total	54,81,627	3.71	54,81,627	ï	100.00	0.00
Total 56,20,83,335 35,69,45,188	<b>S</b>	36,20,83,335			63.50	35,69,45,188	i	100.000	0.000



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Resolution 5: To appoint Dr. Ashok Haldia (DIN:00818489) as Managing	int Dr. Ashok Hald	ia (DIN:008184	89) as Managing Dir	Director & Chief Executive Officer of the Company	ve Officer of the	company		
Ordinary Resolution								
		Mode of	Soto V Ello V 3. SW	% of Votes Polled on No. of Votes in		No. of Votes	% of votes in favour over Votes	% of votes in against
Category	No. of shares	Voting	Polled	Outstanding Shares Favour		in Against	Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	33,72,50,001	e-voting						
Promoters and		Poll	33,72,50,001	100.00	33,72,50,001		100.00	
Promoter Group		Sub-total	33,72,50,001	100.00	33,72,50,001	7	100.00	0.00
	7,70,98,186	e-voting	1,42,13,560	18.44	1,42,13,560	ï	100.00	0.00
Public-Institutional		Poll						
T dollo mondana		Sub-total	1,42,13,560	18.44	1,42,13,560	5	100.00	
	14.77.35.148	e-voting	54,78,275	3.71	54,78,175	100	100.00	0.00
Public-Others		Poll	23,002	0.02	23,002		100.00	0.00
		Sub-total	55,01,277	3.72	55,01,177	100	100.00	
Total	56,20,83,335		35,69,64,838	63.51	35,69,64,738	100	100.000	0.000
Your								

:	A 7:17	OPINI 0651850	1) as Nominee Direc	Director of PTC India Ltd.					
Resolution 6: 10 appoint Mr. Aju Aumar (DIN: 00210271) as ivolumed	int Mr. Aju numar	(DIIV: 0051055)	1) as ivolunium Direct						-
Ordinary Resolution							% of votes in		-
12 37	Mf. house	Mode of	No of Valid Votes	_	No. of Votes in	No. of Votes	favour over Votes	% of votes in against	-
Category	Held	Voting	Polled		Favour	in Against	Polled	over Votes Polled	
	Θ		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
	33 77 50 001	o voting							_
Promoters and	100,00,27,00	C-voims	100 03 02 00	100 001	33 72 50 001		100.00	0.00	
		Poll	33,72,50,001	100.00					-
Promoter Group		Sub-total	33,72,50,001	100.00	33,72,50,001	•	100.00	0.00	_
	THE LOCAL COLUMN CONTRACTOR CONTR	THE COURT	0,0000000000000000000000000000000000000	10 44			100 001	00.0	-
	7,70,98,186	e-voting	1,42,13,560	18.44	1,42,13,300	•	00:001		
Public-Institutional		Poll	7						_
T dolla librational		Sub-total	1,42,13,560	18.44	1,42,13,560	ı	100.00	0.00	_
	14 77 35 148	e-votino	54,78,275	3.71	54,78,074	201	100.00	0.00	_
7.1.1.5		Poll	23.002	100.00	23,002	1	100.00	0.00	_
rublic-Omers		Sub-total	55.01,277	3.72	55,01,076	201	100.00	0.00	
	_	one com						Saces Limits	10

Total	56,20,83,335	35,69,64,838	63.51	35,69,64,637	201	100.000	0.000
TOTAL							

Resolution 7: To appo	int Mr. Radhakrish	nnan Nagarajan	(DIN: 00701892) as	Resolution 7: To appoint Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.	PTC India Ltd.			
Ordinary Resolution								
				8			% of votes in	
Category	No. of shares	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares Favour	No. of Votes in Favour	No. of Votes in Against	favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	33,72,50,001	e-voting						
Promoters and		Poll	33,72,50,001	100.00	33,72,50,001	£	100.000	
Promoter Group		Sub-total	33,72,50,001	100.00	33,72,50,001	306	100.00	0.00
	7,70,98,186	e-voting	1,42,13,560	18.44	1,42,13,560	ï	100.00	0.00
Public-Institutional		Poll						
		Sub-total	1,42,13,560	18.44	1,42,13,560	Ċ	100.00	0.00
	14.77.35.148	e-voting	54,78,275	3.71	54,78,075	200	100.00	0.00
Public-Others		Poll	23,002	100.00	23,002	1	100.00	0.00
		Sub-total	55,01,277	3.72	55,01,077	200	100.00	0.00
Total	56,20,83,335		35,69,64,838	63.51	35,69,64,638	200	100.000	0.000

Desclusion 8. Issuance of Non-Convertible Debentures on private placement basis.	of Non-Convertible	e Debenfures on	private placement	basis.				
Crecial Becolution								
Special resolution							% of votes in	
Category	No. of shares	Mode of Voting	No of Valid Votes	% of Votes Polled on No. of Votes in Outstanding Shares Favour		No. of Votes in Against	favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
1000	33,72,50,001	e-voting					ALL SELLIE CONTROL OF SELECTION	
Promoters and	10 18 18 18	Poll	33,72,50,001	100.00	33,72,50,001		100.000	0.00
Promoter Group		Sub-total	33,72,50,001	100.00	33,72,50,001	1	100.00	0.00
	7,70,98,186	e-voting	1,42,13,560	18.44	1,23,67,979	18,45,581	87.02	12.98
Public-Institutional		Poll						
		Sub-total	1,42,13,560	18.44	1,23,67,979	18,45,581	87.02	12.98
	14.77.35,148	e-voting	54,78,225	3.71	54,78,124	101	100.00	0.00
Public-Others		Poll	23,002	100.00	23,002		100.000	
		Sub-total	55,01,227	103.71	55,01,126	101	100.00	0.00
Total	56.20.83,335		35,69,64,788	63.51	35,51,19,106	18,45,682	99.48	0.52
Lotai	, , ,							Lines Lim

# ASHISH KAPOOR & ASSOCIATES

#### COMPANY SECRETARIES

#### 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: 9th Annual General Meeting of the members of PTC India Financial Services Limited held on Thursday, September 24, 2015 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 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 20, 2015 (9:00 am) to Wednesday, September 23, 2015 (5:00 pm)
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 9<sup>th</sup> AGM of the members of the Company, held on Thursday, September 24, 2015 at 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) <u>Item No. 1</u>:

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on the said date (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
104	18747638	5	337273003	356020641	100.00%

ii. Voted against the resolution:

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

iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting		(Shares) - Poll	and Poll
3	946247	1	20	946267

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) <u>Item No. 2</u>:

To consider declaration of dividend for the Financial Year 2014-15. (Ordinary Resolution)

## 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
106	19691885	5	337273003	356964888	100.00%

#### ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	Members/Proxies		A DESCRIPTION OF THE PROPERTY OF THE PARTY O	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

## iii. Invalid Votes:

Number of	Number of votes	Number of	Number of votes	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	cast (Shares) -	cast through E-Voting
in E-voting	Voting	voted - Poll	Poll	and Poll
1	2000	1 _	20	2020

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) <u>Item No. 3</u>:

To re-appoint Dr. Pawan Singh (DIN: 00044987), 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	Number of	Number of	Number of	Total number	% of total
members voted	votes cast	Members/	votes cast	of votes cast	number of
in E-voting	(Shares) – E- Voting	Proxies voted - Poll	(Shares) – Poll	through E- Voting and Poll	valid votes cast
104	19691685	5	337273003	356964688	100.00%

## ii. Voted against the resolution:

in 15-young	Voting	voicu - ron	Poll	Voting and	e de la composition della comp
	Voting		Poll	Poll	
in E-voting	(Shares) - E-	voted - Poll	(Shares) -	through E-	
members voted	votes cast	Members/Proxies	votes cast	of votes cast	of valid votes cas
Number of	Number of				% of total numbe

#### iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes cast
members voted	cast (Shares) - E-	Members/Proxies	votes cast	through E-Voting and Poll
in E-voting	Voting	voted - Poll	(Shares) - Poll	
2	2100	1	20	2120

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) <u>Item No. 4</u>:

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
106	19691885	4	337253303	356945188	100.00%

## ii. Voted against the resolution:

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

## iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting	voted - Poll	(Shares) - Poll	and Poll
1	2000	2	19720	21720

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) <u>Item No. 5</u>:

To appoint Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer 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
104	19691735	5	337273003	356964738	100.00%

## ii. Voted against the resolution:

Number of	Number of	Number of	Number of	Total number	% of total
members voted	votes cast	Members/Proxies	votes cast	of votes cast	number of valid
in E-voting	(Shares) - E-	voted - Poll	(Shares) -	through E-	votes cast
	Voting		Poll	Voting and	
				Poll	
1	100	NIL	NIL	100	0.00%

## iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting	voted - Poll	(Shares) - Poll	and Poll
2	2050	1	20	2070

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 Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd. (Ordinary Resolution)

## 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	of votes cast	% of total number of valid votes cast
102	19691634	5	337273003	356964637	100.00%

## ii. Voted against the resolution:

in E-voting	votes cast (Shares) – E- Voting	Members/Proxies voted - Poll	votes cast (Shares) – Poll	through E- Voting and Poll	number of valid votes cast
3	201	NIL	NIL	201	0.00%

#### iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting	voted - Poll	(Shares) - Poll	and Poll
2	2050	1	20	2070

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.



## (g) <u>Item No. 7</u>:

To appoint Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd. (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
103	19691635	5	337273003	356964638	100.00%

## ii. Voted against the resolution:

	200	NIL	NIL	Poll 200	0.00%
in E-voting	(Shares) – E- Voting	voted - Poll	(Shares) – Poll	through E- Voting and	votes cast
members voted	votes cast	Members/Proxies			number of valid
Number of	Number of	Number of	Number of	Total number	% of total

#### iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting	voted - Poll	(Shares) - Poll	and Poll
2	2050	1	20	2070

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. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



# (h) Item No. 8:

Issuance of Non-Convertible Debentures on private placement basis. (Special 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
97	17846103	5	337273003	355119106	99.95%

# 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		Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
8	1845682	NIL	NIL	1845682	0.05%

#### iii. Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes	
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting	
in E-voting	Voting	voted - Poll	(Shares) - Poll	and Poll	
2	2100	1	20	2120	

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 Special Resolution with regard to Item no. 8 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** 

CP No 7504

FCS No. 8002

Place: New Delhi

Date: September 25, 2015