



Dated: 23rd September, 2020

To

Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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Sub : Proceedings of 14th Annual General Meeting held on 22nd September, 2020 along with the Voting Results and Scrutinizer's Report

Sir/Madam,

The 14th Annual General Meeting ("AGM") of PTC India Financial Services Limited was held on Tuesday, 22nd September 2020 at 11: 00 A.M. through Video Conferencing.

In this regard, we would like to submit the following documents:-

- Summary of Proceedings of AGM, as required under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirement's) Regulations, 2015;
- Voting Results and Report of Scrutinizer dated 23rd September 2020, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement's) Regulations, 2015 and Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015.

This is 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



**14TH ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LIMITED
HELD ON TUESDAY, SEPTEMBER 22, 2020 AT 11:00 A.M.**

The 14th Annual General Meeting (AGM) of the Members of PTC India Financial Services Limited (“PFS” or “the Company”) was held on Tuesday, 22nd September 2020 at 11:00 a.m. through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”). The meeting was held in compliance with the General Circular nos. 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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 remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 14th Annual General Meeting (“AGM”) dated August 21 2020. The remote e-voting was open from Saturday, September 19, 2020 (9:00 am) to Monday, September 21, 2020 (5:00 pm).

The AGM was attended by the Directors (includes Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee), Senior Officers of the Company, representatives of Statutory Auditor’s, Secretarial Auditor’s and also by the Scrutinizer.

In line with the circulars issued by SEBI & MCA to hold its AGM through VC/OAVM, the voting at the AGM has been offered to the Shareholders through e-voting system provided by Kfin Technologies Private Limited. Therefore, at the 14th AGM, voting was conducted by means of VC.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting remote e-voting and voting through electronic voting system at AGM in fair and transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received through remote e-voting up to 5:00 P.M. on September 21, 2020 and votes received through e-voting at AGM till the conclusion of the meeting, i.e. September 22, 2020, and submitted their report on September 23, 2020.

During the AGM, the Shareholder’s queries were duly replied by the Company and the suggestions given by the Shareholders were also noted.

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The Consolidated Results, as per the Scrutinizers' Report dated September 23, 2020, 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 (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.	99.9999	0.0001
2.	Resolution -2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2019-20.	99.9993	0.0007
3.	Resolution -3: Ordinary Resolution To re-appoint Shri Naveen Kumar (DIN: 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	99.9910	0.0090
4.	Resolution -4: Ordinary Resolution To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.	99.9912	0.0088
5.	Resolution -5: Ordinary Resolution To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non-Executive Nominee Director of the Company.	99.9867	0.0133
6.	Resolution -6: Ordinary Resolution To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non- Executive Nominee Director of the Company.	99.9913	0.0087
7.	Resolution -7: Ordinary Resolution To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.	99.9956	0.0044

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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 14th AGM have been duly approved by the Shareholders with requisite majority.

Sd/-

Deepak Amitabh
(DIN 01061535)

Chairman

PTC India Financial Services Ltd.

Date: 23.09.2020

Place: New Delhi

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 22, 2020
Total Number of Shareholders as on cut-off Date i.e. September 15, 2020	121461
Number of shareholders present in the meeting either in person or through proxy:	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through Video Conferencing / Other Audio-Visual Means
Promoters and Promoter Group	
Public-Institutional	
Public-Others	
No. of Shareholders attended the Annual General Meeting through Video Conferencing / Other Audio-Visual Means:	
Promoters and Promoter Group:	1
Public Institutional & Others	84
Total	85

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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 (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2019-20.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
3	To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
4	To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
5	To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non- Executive Nominee Director of the Company.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
6	To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non-	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with

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	Executive Nominee Director of the Company.			requisite majority
7	To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority

(iii) Results of Remote E-Voting and E-Voting at AGM by members:

The mode of Voting for all resolution was:

- a) Remote E Voting; and
- b) E-Voting at AGM by members who did not participate in the remote e -voting process to exercise their votes and who attended the AGM through VC.

Results of Voting in the prescribed format are annexed herewith.

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Voting Results

Date of AGM	22 September 2020
Total number of shareholders on record date	121461
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	1
Promoters and Promoter Group:	84
Public:	84

1 Resolution 1: To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	-	100.00	0.00
		Poll (E-Voting)	0	0.0000	0	-	0.00	0.00
		Postal Ballot (if applicable)	0	0.0000	0	-	0.00	0.00
		Sub-total	41,74,50,001	100.0000	41,74,50,001	-	100.00	0.00
Public-Institutional	2,48,15,140	Remote e-voting	32,83,015	13.2299	32,83,015	-	100.00	0.00
		Poll (E-Voting)	0.00	0.0000	0	-	0.00	0.00
		Postal Ballot (if applicable)	-	0.0000	0	-	0.00	0.00
		Sub-total	32,83,015	13.2299	32,83,015	-	100.00	0.00
Public-Others	20,00,18,194	Remote e-voting	1,46,879	0.0734	1,46,306	573	99.6099	0.3901
		Poll (E-Voting)	2,140	0.0011	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	0	0.0000	0.00	-	0.00	0.00
		Sub-total	1,49,019	0.0745	1,48,435	584	99.6081	0.3919
Total A	64,22,83,335		42,08,82,035	65.5290	42,08,81,451	584	99.9999	0.0001



2 Resolution 2: To consider declaration of dividend for the Financial Year 2019-20.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	-	100.0000	0.0000
		Poll (E-Voting)	-	0.0000	-	-	0.0000	0.0000
		Postal Ballot (if applicable)	-	0.0000	-	-	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	-	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	36,22,399	14.5975	36,22,399	-	100.0000	0.0000
		Poll (E-Voting)	-	0.0000	-	-	0.0000	0.0000
		Postal Ballot (if applicable)	-	0.0000	-	-	0.0000	0.0000
		Sub-total	36,22,399	14.5975	36,22,399	-	100.0000	0.0000
Public-Others	20,00,18,194	Remote e-voting	1,46,879	0.0734	1,43,756	3,123	97.8738	2.1262
		Poll (E-Voting)	2,140	0.0011	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	-	0.0000	-	-	0.0000	0.0000
		Sub-total	1,49,019	0.0745	1,45,885	3,134	97.8969	2.1031
Total A	64,22,83,335		42,12,21,419	65.5819	42,12,18,285	3,134	99.9993	0.0007



3 Resolution 3: To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? No								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	3622399	14.5975	36,22,399	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	-	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	-	-	0.0000	0.0000
		Sub-total	3622399	14.5975	36,22,399	-	100.0000	0.0000
Public-Others	20,00,18,194	Remote e-voting	146279	0.0731	1,08,411	37,868	74.1125	25.8875
		Poll (E-Voting)	2140	0.0011	2,123	17	99.2056	0.7944
		Postal Ballot (if applicable)	0	0.0000	-	-	0.0000	0.0000
		Sub-total	148419	0.0742	1,10,534	37,885	74.4743	25.5257
Total	64,22,83,335		42,12,20,819	65.5818	42,11,82,934	37,885	99.9910	0.0090

Special Business



4 Resolution 4: To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	36,22,399	14.5975	36,22,399	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	36,22,399	14.5975	36,22,399	-	100.0000	0.0000
Public-Others	20,00,18,194	Remote e-voting	1,46,279	0.0731	1,09,221	37,058	74.6662	25.3338
		Poll (E-Voting)	2,140	0.0011	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	1,48,419	0.0742	1,11,350	37,069	75.0241	24.9759
Total	64,22,83,335		42,12,20,819	65.5818	42,11,83,750	37,069	99.9912	0.0088



5 Resolution 5: To appoint Dr. Ajit Kumar [DIN: 06518591] as a Non- Executive Nominee Director of the Company.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares Held		No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	36,22,399	14.5975	36,03,123	19,276	99.4679	0.5321
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	36,22,399	14.5975	36,03,123	19,276	99.4679	0.5321
Public-Others	20,00,18,194	Remote e-voting	1,46,279	0.0731	1,09,571	36,708	74.9055	25.0945
		Poll (E-Voting)	2,140	0.0111	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	1,48,419	0.0742	1,11,700	36,719	75.2599	24.7401
Total	64,22,83,335		42,12,20,819	65.5818	42,11,64,824	55,995	99.9867	0.0133



6 Resolution 6: To appoint Shri Rajiv Malhotra (DIN: 02383396) as a Non- Executive Nominee Director of the Company.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	36,22,399	14.5975	36,22,399	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0.00	0.0000	0.0000
		Sub-total	36,22,399	14.5975	36,22,399	0	100.0000	0.0000
Public-Others	20,00,18,194	Remote e-voting	1,46,279	0.0731	1,09,619	36,660	74.9383	25.0617
		Poll (E-Voting)	2,140	0.0011	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	1,48,419	0.0742	1,11,748	36,671	75.2922	24.7078
Total	64,22,83,335		42,12,20,819	65.5818	42,11,84,148	36,671	99.9913	0.0087



7 Resolution 7: To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% 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
(1)	(1)	(2)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	41,74,50,001	Remote e-voting	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	41,74,50,001	100.0000	41,74,50,001	0	100.0000	0.0000
Public-Institutional	2,48,15,140	Remote e-voting	36,22,399	14.5975	36,22,399	0	100.0000	0.0000
		Poll (E-Voting)	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	36,22,399	14.5975	36,22,399	0	100.0000	0.0000
Public-Others	20,00,18,194	Remote e-voting	1,28,279	0.0641	1,09,549	18730	85.3990	14.6010
		Poll (E-Voting)	2,140	0.0011	2,129	11	99.4860	0.5140
		Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000
		Sub-total	1,30,419	0.0652	1,11,678	18741	85.6302	14.3698
Total	64,22,83,335		42,12,02,819	65.5790	42,11,84,078	18741	99.9956	0.0044



Ashish Kapoor & Associates
Company Secretaries



Off.: F-150, Venus Appt, Sector-9, Rohini, New Delhi-110085
Email: ashishkapoorandassociates@gmail.com
Mobile: 9871444755, Landline: 011-47037706

Date:

Ref. No.:

REPORT OF SCRUTINIZER

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Shri Deepak Amitabh
The Chairman
PTC India Financial Services Limited
CIN: L65999DL2006PLC153373
7th Floor, Telephone Exchange Building,
8 Bhikaji Cama Place, New Delhi - 110 066

14th (Fourteenth) Annual General Meeting (“AGM”) of the Members of PTC India Financial Services Limited (“PFS” or “the Company”) held on Tuesday, 22nd September 2020 at 11:00 A.M. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).

Dear Sir,

I, **Ashish Kapoor**, Practicing Company Secretaries, appointed as the Scrutinizer pursuant to provisions of Section 108 & 109 of Companies Act, 2013 (“the Act”) read with rule 20 & 21 of Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the purpose of:



- (i) Scrutinizing the remote e-voting process under Section 108 of the Act read with rule 20 of Companies (Management and Administration) Rules, 2014 as amended and pursuant to Regulation 44 of the SEBI Listing Regulations
- (ii) Voting through electronic voting system at the AGM.

Due to present COVID-19 pandemic, Securities and Exchange Board of India ("SEBI") vide its circular dated may 12, 2020, in line with the Ministry of Corporate Affairs ("MCA") circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "Circulars") provided relaxation to Companies to hold their AGM through VC/OAVM instead of holding of physical AGM.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and circulars issued by MCA and SEBI relating to conducting of the AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of Fourteenth (14th) AGM of the Company dated September 22 2020.

My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by Kfin Technologies Private Limited ("KFintech), the agency engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

In respect resolutions proposed at the 14th AGM of the Company held on September 22, 2020 at 11.00 AM through VC/OAVM, I hereby submit that:

1. The remote e-voting period remained open from 9.00 a.m. Saturday, September 19 2020 up to 5.00 p.m. Monday, September 21 2020.
2. The Annual Report for FY 2019-2020, the Notice of the 14th AGM and the e-voting instructions were sent only by the electronic mode (e-mail to those members whose email addresses were registered with the Company / Depository Participants / Registrar and Share Transfer Agent in terms of Circulars issued by MCA/ SEBI..



3. The voting rights were reckoned as on closing hours of Tuesday, September 15, 2020 being the cut-off date for the purpose of deciding the entitlements of members for the voting.
4. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked on September 22, 2020 at 12:17 PM in the presence of two witnesses.
 - i. Ankit Sharma
 - ii. Sachin Kasturiawho are not in the employment of the Company.

Thereafter, the details containing, interalia, the list of Shareholders who voted "in favor" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of KFintech i.e., <https://evoting.karvy.com/>. Based on the report generated by KFintech and relied upon by me, data regarding the remote e-voting was scrutinized and results were prepared.
5. After the commencement of e-voting at the AGM, the shareholders present at the AGM through VC voted through e-voting facility provided by KFintech.
6. As per the information given by the RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFintech was blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) at the AGM was locked by KFintech under my instructions.
8. The e-voting system was scrutinized. The e-votes were reconciled with the records maintained by the Company / KFintech and the authorizations lodged with the Company/ KFintech.
9. The e-votes cast at the AGM were unblocked at 12:17 PM on Tuesday, 22nd September 2020 after the conclusion of the AGM.
10. We observed that:
 - a) 8 Members had cast their votes during the AGM through e-voting facility.
 - b) 210 Members had cast their votes through remote e-voting before AGM.



11. Based on the data provided by KFintech e-voting system, I hereby submit:

- a) The result of the remote e-voting resolution wise is annexed herewith as **Annexure-A**.
- b) The result of e-voting at the AGM through VC, resolution wise is annexed herewith as **Annexure-B**.
- c) The Consolidated result resolution wise of remote e-voting and e-voting at the AGM through VC is annexed herewith as **Annexure-C**.

Based on the aforesaid results, we report that 7 Ordinary Resolution as set out in Item No.1 to Item No. 7 of the Notice of the AGM, have been passed with the requisite majority.

The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid AGM.

Thanking you,
Yours faithfully,

**For Ashish Kapoor & Associates
Company Secretaries
ICSI Unique Code: S2007DE093800**



A handwritten signature in black ink, appearing to read "Ashish Kapoor".

**Ashish Kapoor
Proprietor**

C.P. No.: 7504

UDIN: F008002B000758501

**Place: New Delhi
Date: 23.09.2020**

ANNEXURE-A
Remote E-Voting Results

Item No. 1 – (ORDINARY RESOLUTION):

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	201	420879322	99.9999
(ii)	Voted against the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	7	573	0.0001
(iii)	Abstain Votes:		
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	339385	

Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2019-20.

(i)	Voted in favour of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	204	421216156	99.9993
(ii)	Voted against the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	5	3123	0.0007
(iii)	Abstain Votes:		
	Number of members voted by remote e-voting	Total number of votes cast by them	
	1	1	



Item No. 3 – (ORDINARY RESOLUTION):

To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	193	421180811	99.9910
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	15	37868	0.0090
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	601	

Item No. 4 – (ORDINARY RESOLUTION):

To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	194	421181621	99.9912
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	14	37058	0.0088
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	601	



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non- Executive Nominee Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	195	421162695	99.9867
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	13	55984	0.0133
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	601	

Item No. 6 – (ORDINARY RESOLUTION):

To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non- Executive Nominee Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	*197	421182019	99.9913
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	*12	36660	0.0087
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	601	

*Note: *One Shareholder holding 52 shares voted 50 shares in favour of resolution & 2 shares against the resolution.*



Item No. 7 – (ORDINARY RESOLUTION):

To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	*196	421181949	99.9956
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	*13	18730	0.0044
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes cast by them	
	2	601	

*Note 1: *One Shareholder holding 52 shares voted 30 shares in favour of resolution & 22 shares against the resolution.*

Note 2: One Shareholder holding 20000 shares has less voted for 18000 shares.



ANNEXURE-B
Results of E-Voting at AGM

Item No. 1 – (ORDINARY RESOLUTION):

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.

(i) Voted in favour of the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii) Voted against the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii) Abstain Votes:			
	Number of members voted through VC	Total number of votes cast by them	
	0	0	

Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2019-20.

(i) Voted in favour of the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii) Voted against the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii) Abstain Votes:			
	Number of members voted through VC	Total number of votes cast by them	
	0	0	



Item No. 3 – (ORDINARY RESOLUTION):

To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	6	2123	99.2056
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	2	17	0.7944
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes cast by them	
	0	0	

Item No. 4 – (ORDINARY RESOLUTION):

To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes cast by them	
	0	0	



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non- Executive Nominee Director of the Company.

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes cast by them	
	0	0	

Item No. 6 – (ORDINARY RESOLUTION):

To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non- Executive Nominee Director of the Company.

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes cast by them	
	0	0	



Item No. 7 – (ORDINARY RESOLUTION):

To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	7	2129	99.4860
(ii) Voted against the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	11	0.5140
(iii) Abstain Votes:			
	Number of members voted through VC	Total number of votes cast by them	
	0	0	



ANNEXURE-C
Consolidated Results

Item No. 1 – (ORDINARY RESOLUTION):

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	208	420879322	2129	420881451	99.9999
Voted against	8	573	11	584	0.0001
Total	216	420879895	2140	420882035	100

Abstained	2	339385	0	339385
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.

Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2019-20.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	211	421216156	2129	421218285	99.9993
Voted against	6	3123	11	3134	0.0007
Total	217	421219279	2140	421221419	100

Abstained	1	1	0	1
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.



Item No. 3 – (ORDINARY RESOLUTION):

To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	199	421180811	2123	421182934	99.9910
Voted against	17	37868	17	37885	0.0090
Total	216	421218679	2140	421220819	100

Abstained	2	601	0	601
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.

Item No. 4 – (ORDINARY RESOLUTION):

To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	201	421181621	2129	421183750	99.9912
Voted against	15	37058	11	37069	0.0088
Total	216	421218679	2140	421220819	100

Abstained	2	601	0	601
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non- Executive Nominee Director of the Company.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	202	421162695	2129	421164824	99.9867
Voted against	14	55984	11	55995	0.0133
Total	216	421218679	2140	421220819	100

Abstained	2	601	0	601
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.

Item No. 6 – (ORDINARY RESOLUTION):

To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non- Executive Nominee Director of the Company.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	204	421182019	2129	421184148	99.9913
Voted against	13	36660	11	36671	0.0087
Total	217	421218679	2140	421220819	100

Abstained	2	601	0	601
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.

*Note: *One Shareholder holding 52 shares voted 50 shares in favor of resolution & 2 shares against the resolution.*



Item No. 7 – (ORDINARY RESOLUTION):

To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company.

Particulars	Number of members voted through Remote E-voting & VC at AGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	203	421181949	2129	421184078	99.9956
Voted against	14	18730	11	18741	0.0044
Total	217	421200679	2140	421202819	

Abstained	2	601	0	601
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RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 7 of the Notice of the AGM dated August 21, 2020 has been passed with requisite majority.

*Note 1: *One Shareholder holding 52 shares voted 30 shares in favor of resolution & 22 shares against the resolution.*

Note 2: One Shareholder holding 20000 shares has less voted for 18000 shares.

Thanking you,
Yours faithfully,

For Ashish Kapoor & Associates
Company Secretaries
ICSI Unique Code: S2007DE093800



Ashish Kapoor
Ashish Kapoor
Proprietor

C.P. No.: 7504

UDIN: F008002B000758501

Place: New Delhi
Date: 23.09.2020