



Dated: 01<sup>st</sup> October, 2019

To

Manager Listing Department/ Department of Corporate Relations <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	General Manager <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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Sub :

1. Proceedings of 13<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019  
(Reg. 30 of SEBI (Listing and Obligations and Disclosure Requirements) Regulations 2015)  
("Listing Regulations")
2. Details of voting results and proceedings of 13<sup>th</sup> Annual General Meeting of PTC India Financial Services Limited (Reg. 44 of Listing Regulations)

Sir/Madam,

The 13<sup>th</sup> Annual General Meeting of PTC India Financial Services Limited was held on **Monday, 30<sup>th</sup> September, 2019 at 10.30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010.**


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

- (a) Proceedings and Voting results of the 13<sup>th</sup> Annual General Meeting as per Regulation 30 of Listing Regulations;
- (b) Report of Scrutinizer dated 01<sup>st</sup> October, 2019, pursuant to Regulation 44 of Listing Regulations as well as 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

**13<sup>TH</sup> ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LIMITED HELD ON  
MONDAY, SEPTEMBER 30, 2019 AT 10:30 A.M.**

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 13<sup>th</sup> Annual General Meeting (AGM) dated August 30, 2019. The e-voting was open from Friday, September 27, 2019 (9:00 am) to Sunday, September 29, 2019 (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 13<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 September 29, 2019 and poll received till the conclusion of the meeting and submitted their report on October 1, 2019

The Consolidated Results, as per the Scrutinizers' Report dated October 1, 2019 (enclosed) are as follows:

S. No.	Particulars	% of votes in favour (Approx.)	% of votes Against (Approx.)
1.	<b>Resolution -1:</b> Ordinary Resolution  To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, 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, 2019 and report of Auditor's thereon.	100.00	0.00
2.	<b>Resolution -2:</b> Ordinary Resolution  To consider declaration of dividend for the Financial Year 2018-19.	100.00	0.00
3.	<b>Resolution -3:</b> Ordinary Resolution  To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this AGM and being eligible offers himself for re-appointment.	100.00	0.00

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4.	<b>Resolution -4:</b> Special Resolution To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.	100.00	0.00
5.	<b>Resolution -5:</b> Ordinary Resolution To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director & CEO of the Company.	99.99	0.01
6.	<b>Resolution -6:</b> Special Resolution To re-appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company.	99.91	0.09
7.	<b>Resolution -7:</b> Ordinary Resolution To appoint Dr. Nagesh Singh (DIN: 08550944) 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 13<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.



*Deepak Amitabh*  
**Deepak Amitabh**  
(DIN 01061535)  
Chairman

**PTC India Financial Services Ltd.**

**Date: October 1, 2019**  
**Place: New Delhi**

**Details of Voting Results**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>September 30, 2019</b>		
Total Number of Shareholders as on cut-off Date i.e. September 23, 2019	<b>126282</b>		
Number of shareholders present in the meeting either in person or through proxy:	<b>Present in Person</b>	<b>Present Through Proxy</b>	<b>Total</b>
Promoters and Promoter Group	<b>1</b>	<b>0</b>	<b>1</b>
Public-Institutional	<b>0</b>	<b>0</b>	<b>0</b>
Public-Others	<b>106</b>	<b>0</b>	<b>106</b>
Total	<b>107</b>	<b>0</b>	<b>107</b>
No. of Shareholders attended the meeting through Video Conferencing	<b>Not Arranged</b>		
Promoters and Promoter Group:			
Public-Institutional :			
Public-Others :			



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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, 2019, 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, 2019 and report of Auditor's thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2018-19.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this AGM and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director & CEO of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	To re-appoint Mrs. Pravin Tripathi (DIN: 06913463) as an	Special	E Voting & Ballot Papers	The resolution was passed with

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	Independent Director of the Company.			requisite majority
7	To appoint Dr. Nagesh Singh (DIN: 08550944) as an Independent Director of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

**(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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	PTC INDIA FINANCIAL SERVICES LTD
Date of the AGM/EGM	30-09-2019
Total number of shareholders on record date	126282
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	1
Public:	106
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, 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, 2019 and report of Auditor's thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	54,56,884	21.83	54,56,884	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>54,56,884</b>	<b>21.83</b>	<b>54,56,884</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	11,03,960	600	99.95	0.05
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,12,362</b>	<b>600</b>	<b>99.95</b>	<b>0.05</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,40,19,847</b>	<b>66.02</b>	<b>42,40,19,247</b>	<b>600</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No.</b>	<b>2</b>							
<b>Resolution required: (Ordinary/Special)</b>	<b>ORDINARY - To consider declaration of dividend for the Financial Year 2018-19.</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	57,96,268	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00



	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>57,96,268</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	11,04,560	0	100.00	0.00
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,12,962</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,43,59,231</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No.</b>	<b>3</b>							
<b>Resolution required: (Ordinary/Special)</b>	<b>ORDINARY - To re-appoint Shri Naveen Kumar (DIN : 00279627) who retires by rotation at this AGM and being eligible offers himself for re-appointment</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	57,96,268	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

*b*

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>57,96,268</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	10,98,443	6,117	99.45	0.55
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,06,845</b>	<b>6,117</b>	<b>99.45</b>	<b>0.55</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,43,53,114</b>	<b>6,117</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No.</b>	4							
<b>Resolution required: (Ordinary/Special)</b>	SPECIAL - To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	57,96,268	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

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	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>57,96,268</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	10,99,253	5,307	99.52	0.48
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,07,655</b>	<b>5,307</b>	<b>99.52</b>	<b>0.48</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,43,53,924</b>	<b>5,307</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No.</b>	<b>5</b>							
<b>Resolution required: (Ordinary/Special)</b>	<b>ORDINARY - To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director &amp; CEO of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	57,48,924	47,344	99.18	0.82
	Poll		0	0.00	0	0	0.00	0.00

*b*

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>57,48,924</b>	<b>47,344</b>	<b>99.18</b>	<b>0.82</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	10,99,353	5,207	99.53	0.47
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,07,755</b>	<b>5,207</b>	<b>99.53</b>	<b>0.47</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,43,06,680</b>	<b>52,551</b>	<b>99.99</b>	<b>0.01</b>

<b>Resolution No.</b>	<b>6</b>							
<b>Resolution required: (Ordinary/Special)</b>	<b>SPECIAL -To re-appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	54,09,540	3,86,728	93.33	6.67
	Poll		0	0.00	0	0	0.00	0.00

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	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>54,09,540</b>	<b>3,86,728</b>	<b>93.33</b>	<b>6.67</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	10,98,443	6,117	99.45	0.55
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,06,845</b>	<b>6,117</b>	<b>99.45</b>	<b>0.55</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,39,66,386</b>	<b>3,92,845</b>	<b>99.91</b>	<b>0.09</b>

<b>Resolution No.</b>	<b>7</b>							
<b>Resolution required: (Ordinary/Special)</b>	<b>ORDINARY - To appoint Dr. Nagesh Singh (DIN: 08550944) as an Independent Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	41,74,50,001	0	0.00	0	0	0.00	0.00
	Poll		41,74,50,001	100.00	41,74,50,001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>41,74,50,001</b>	<b>100.00</b>	<b>41,74,50,001</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	2,49,96,491	57,96,268	23.19	57,96,268	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>57,96,268</b>	<b>23.19</b>	<b>57,96,268</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	19,98,36,843	11,04,560	0.55	10,99,343	5,217	99.53	0.47
	Poll		8,402	0.00	8,402	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>11,12,962</b>	<b>0.56</b>	<b>11,07,745</b>	<b>5,217</b>	<b>99.53</b>	<b>0.47</b>
	<b>Total</b>	<b>64,22,83,335</b>	<b>42,43,59,231</b>	<b>66.07</b>	<b>42,43,54,014</b>	<b>5,217</b>	<b>100.00</b>	<b>0.00</b>

*Handwritten signature or mark*

Date:

Ref. No.:

### 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  
**Mr. Deepak Amitabh**  
**Chairman**  
**PTC India Financial Services Limited**  
**New Delhi**

**13<sup>th</sup> (Thirteenth) Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, 30<sup>th</sup> day of September 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr.Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.**

Dear Sir,

I, CS Ashish Kapoor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having office at F-150, Venus Apartments, Sector-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of conducting poll at the 13<sup>th</sup> Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, 30th day of September, 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010 and to submit my report thereon.

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



Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

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 are as under:

**Resolution 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, 2019, 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, 2019 and report of Auditor's thereon.

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	Voted <b>against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	





**Resolution No. 2 - (ORDINARY RESOLUTION)**

**To consider declaration of dividend for the Financial Year 2018-19**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	Voted <b>against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



**Resolution No. 3 - (ORDINARY RESOLUTION)**

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

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	Voted <b>against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



**Resolution No. 4 - (SPECIAL RESOLUTION)**

**To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.**

(i)	<b>Voted in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	<b>Voted against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



**Resolution No. 5 – (ORDINARY RESOLUTION)**

**To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director & CEO of the Company.**

(i)	<b>Voted in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	<b>Voted against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



**Resolution No. 6 – (SPECIAL RESOLUTION)**

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

(i)	<b>Voted in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	<b>Voted against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



**Resolution No. 7 – (ORDINARY RESOLUTION)**

**To appoint Dr. Nagesh Singh (DIN: 08550944) as an Independent Director of the Company**


(i)	Voted <b>in favour</b> of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	34	417458403	100.00
(ii)	Voted <b>against</b> the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	<b>Invalid Votes:</b>		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast	
	-	-	



5. Details 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  
Scrutinizer  
CP No 7504  
FCS No. 8002



**Place: New Delhi**  
**Date: October 1, 2019**

Date:

Ref. No.:

**SCRUTINIZER'S REPORT ON E-VOTING**

To  
Mr. Deepak Amitabh  
The Chairman  
PTC India Financial Services Limited,

13<sup>th</sup> (Thirteenth) Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, 30<sup>th</sup> day of September 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.

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, CS Ashish Kapoor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having office at F-150, Venus Apartments, Sector-9, Rohini, Delhi-110085, 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 Friday, September 27, 2019 (9:00 am) to Sunday, September 29, 2019 (5:00 pm) and to submit my report thereon.

The Notice dated August 30, 2019 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 Monday, 30<sup>th</sup> day of September, 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.

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

The Shareholders of the Company holding shares as on the "cut-off" date of Monday, September 23, 2019, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 7 in the Notice of the AGM of PTC India Financial Services Limited.

Page 1 of 6





The voting period for e-voting commenced on Friday, September 27, 2019 (9:00 am) and concluded on Sunday, September 29, 2019 (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. Nitesh Latwal

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 my Report as under on the result of the voting through electronic means in respect of the said Resolutions:

**(a) 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, 2019, 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, 2019 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	64	6560844	99.991
(ii)	Voted against the resolution:		
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	4	600	0.009
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

**NOTE 1:** 1 shareholder holding 339384 shares abstained itself from voting on this resolution, therefore, his vote was not accounted for.

**NOTE 2:** \*1 Shareholder holding 410 shares voted 310 shares in favour of the resolution & 100 shares against the resolution.



(b) **Item No. 2 – (ORDINARY RESOLUTION):**

To consider declaration of dividend for the Financial Year 2018-19

(i) Voted <b>in favour</b> of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	68	6900828	100.00
(ii) Voted <b>against</b> the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii) <b>Invalid Votes:</b>			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	

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

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

(i) Voted <b>in favour</b> of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	58	6894711	99.911
(ii) Voted <b>against</b> the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	10	6117	0.089
(iii) <b>Invalid Votes:</b>			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(d) **Item No. 4 – (SPECIAL RESOLUTION):**

To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	61*	6895521	99.923
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	8*	5307	0.077
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

NOTE: \*1 Shareholder holding 410 shares voted 210 shares in favour of the resolution & 200 shares against the resolution.

(e) **Item No. 5 – (ORDINARY RESOLUTION):**

To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director & CEO of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	59	6848277	99.238
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	9	52551	0.762
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(f) **Item No. 6 – (SPECIAL RESOLUTION):**

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

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	56	6507983	94.307
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	12	392845	5.693
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

(g) **Item No. 7 – (ORDINARY RESOLUTION):**

To appoint Dr. Nagesh Singh (DIN: 08550944) as an Independent Director of the Company.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	60	6895611	99.924
(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
	9	5217	0.076
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

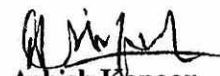
NOTE: \*1 Shareholder holding 410 shares voted 400 shares in favour of the resolution & 10 shares against the resolution.



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**



**Ashish Kapoor**  
**Scrutinizer**  
**CP No 7504**  
**FCS No. 8002**



**Place: New Delhi**  
**Date: October 1, 2019**

Date:

Ref. No.:

### ANNEXURE-1

#### CONSOLIDATED REPORT OF SCRUTINIZER (ON E-VOTING & POLL)

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

13<sup>th</sup> (Thirteenth) Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, 30<sup>th</sup> day of September 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.

Dear Sir,

I, CS Ashish Kapoor of Ashish Kapoor & Associates, Company Secretaries, 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 13<sup>th</sup> AGM of the members of the Company, held on Monday, 30<sup>th</sup> day of September 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010 and to submit report thereon.

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of notice of AGM as under:

- a) On September 5, 2019 by E-mail to 99151 members who has registered their email IDs with the Company/Depositories.
- b) On September 5, 2019 by Registered Post/Courier to appx. 27396 members in physical form.

Voting rights were reckoned as on Monday, September 23, 2019 being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at AGM.

The Company appointed **Karvy Fintech Private Limited ("Karvy")** as the agency for providing the remote e-voting platform.

Remote e-voting platform was open from 9.00 a.m. on Friday, September 27, 2019 till 5.00 p.m. on Sunday, September 29, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Karvy.



In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their name, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy, the remote e-voting agency provided us with the names, DP ID, Client ID/folios and shareholding of the members who had cast their votes through remote e-voting.

The Company provided the ballot papers to the members attending the AGM who had not cast their votes through remote e-voting to cast their votes.

On completion of voting at the AGM, Karvy provided us with the list of members who had cast their votes, their holding details and details of votes cast on the Resolutions

Votes were reconciled with the records maintained by the Company and Karvy, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/proxies logged with the Company.

The results of remote e-voting were unblocked on the Karvy remote e-voting platform in the presence of Mr. Sachin Kasturia and Mr. Nitesh Latwal and downloaded the remote e-voting results.

We observed that:

- a) 34 Members had cast their votes at the AGM.
- b) 68 Members had cast their votes through remote e-voting.





Based on the report of Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Karvy for the E-Voting process, the consolidated result with respect to each item on agenda as set out in the Notice of AGM dated August 30, 2019, is **enclosed herewith.**

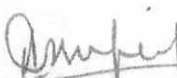
Based on the aforesaid results, we report that 5 Ordinary Resolutions and 2 Special Resolutions as set out in Item No.1 to Item No. 7 of the Notice of the AGM August 30, 2019, have been passed with the requisite majority.

Details of 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: 01.10.2019**

## 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, 2019, 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, 2019 and report of Auditor's thereon.

Voted in "Favour" or "Against" the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 1 Ordinary Resolution	E-Voting	6560844	99.991	600	0.009	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	424019247	100	600	0	-

**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 30, 2019 has been passed with requisite majority.

### Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2018-19

Voted in "Favour" or "Against" the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 2 Ordinary Resolution	E-Voting	6900828	100	0	0	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	424359231	100	0	0	-

**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 30, 2019 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 AGM and being eligible offers himself for re-appointment.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 3 Ordinary Resolution	E-Voting	6894711	99.911	6117	0.089	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	424353114	99.999	6117	0.001	-

**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 30, 2019 has been passed with requisite majority.

**Item No. 4 – (SPECIAL RESOLUTION):**

To appoint M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 4 Ordinary Resolution	E-Voting	6895521	99.923	5307	0.077	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	424353924	99.999	5307	0.001	-

**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 30, 2019 has been passed with requisite majority.



**Item No. 5 – (ORDINARY RESOLUTION):**

To appoint Dr. Pawan Singh (DIN : 00044987) as Managing Director & CEO of the Company.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 5 Ordinary Resolution	E-Voting	6848277	99.238	52551	0.762	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	424306680	99.988	52551	0.012	-

**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 30, 2019 has been passed with requisite majority.

**Item No. 6 – (SPECIAL RESOLUTION):**

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

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 6 Ordinary Resolution	E-Voting	6507983	94.307	392845	5.693	-
	Poll	417458403	100	-	0	-
	<b>TOTAL</b>	423966386	99.907	392845	0.093	-

**RESULT:** Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 6 of the Notice of the AGM dated August 30, 2019 has been passed with requisite majority.



**Item No. 7 – (ORDINARY RESOLUTION):**

To appoint Dr. Nagesh Singh (DIN: 08550944) as an Independent Director of the Company.

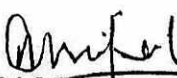
Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 7 Ordinary Resolution	<b>E-Voting</b>	6895611	99.924	5217	0.076	-
	<b>Poll</b>	417458403	100	-	0	-
	<b>TOTAL</b>	424354014	99.999	5217	0.001	-

**RESULT:** Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 7 of the Notice of the AGM dated August 30, 2019 has been passed with requisite majority.

Thanking you,  
Yours faithfully,

**For ASHISH KAPOOR & ASSOCIATES**  
Company Secretaries

  
Ashish Kapoor  
Scrutinizer  
CP No 7504  
FCS No. 8002



Place: New Delhi  
Date: 01.10.2019