



**Dated: 28<sup>th</sup> June, 2023**

**To**  
**Listing Deptt. / Deptt. of Corporate Relations,**  
**The Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai,  
Fax- 022-22722037/ 39/41/61/3121/22723719  
**Scrip Code: 532524**

**Listing Deptt.**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra – Kurla Complex, Bandra (E), Mumbai -51  
Fax-022-26598237/ 38 - 022-26598347/ 48  
**Company Code: PTC**

**Sub: Proceedings of 7<sup>th</sup> Extra Ordinary General Meeting held on 28<sup>th</sup> June, 2023 along with the Voting Results and Scrutinizer's Report**

**Sir/Madam,**

The 7<sup>th</sup> Extra Ordinary General Meeting ("EGM") of PTC India Limited was held on Wednesday, 28<sup>th</sup> June, 2023 at 11:30 A.M. through Video Conferencing.

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

- a) Summary of Proceedings of EGM, as required under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirement's) Regulations, 2015;
- b) Voting Results and Report of Scrutinizer dated 28<sup>th</sup> June, 2023, 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 Limited**

**Rajiv Maheshwari**  
**(Company Secretary)**  
FCS- 4998

**PTC India Limited**

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500, 41595100, 46484200, Fax: 011-41659144

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



## **SUMMARY OF PROCEEDINGS OF 7<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING OF PTC INDIA LIMITED HELD ON WEDNESDAY, JUNE 28, 2023, AT 11:30 A.M.**

In view of COVID-19 pandemic, SEBI vide its circular dated May 12, 2020, circular dated January 15, 2021, circular dated May 13, 2022, Circular dated January 5, 2023 in line with the Ministry of Corporate Affairs (“MCA”) circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020 and January 13, 2021, June 23, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “Circulars”) provided relaxation to companies to hold its General Meeting (“GM”) through Video-Conferencing (“VC”) in calendar year 2023 upto September 30, 2023.

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 votes. The e-voting was open from Sunday, June 25, 2023 (9:00 am) to Tuesday, June 27, 2023 (5:00 pm).

In line with the circulars issued by SEBI & MCA to hold its General Meeting through VC, the voting at the 7<sup>th</sup> Extra Ordinary General Meeting (“EGM”) of the Company has been offered to the Shareholders through e-voting system provided by National Securities Depository Limited (“NSDL”), therefore, at the 7<sup>th</sup> EGM, e-voting was conducted by means of Insta Poll.

Mr. Ashish Kapoor, Practicing Company Secretary (Proprietor, M/s. Ashish Kapoor & Associates) was appointed as the Scrutinizer for conducting remote e-voting and voting through electronic voting system at EGM in fair and transparent manner. The Scrutinizer have carried out the scrutiny of all the electronic votes received through remote e-voting up to 5:00 P.M. on June 27, 2023 and votes received through e-voting at EGM till 15 minutes after the conclusion of the meeting, i.e., June 28, 2023, and submitted their report on June 28, 2023.

### **PTC India Limited**

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The Consolidated Results, as per the Scrutinizers' Report dated June 28, 2023, are as follows:

S. No.	Particulars	% of votes in favour (Approx.)	% of votes Against (Approx.)
1.	<b>Resolution: 1:</b> Special Resolution <b>Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director</b>	<b>99.94</b>	<b>0.06</b>
2.	<b>Resolution: 2:</b> Special Resolution <b>Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director</b>	<b>99.94</b>	<b>0.06</b>
3.	<b>Resolution: 3:</b> Special Resolution <b>Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director</b>	<b>99.94</b>	<b>0.06</b>
4.	<b>Resolution: 4:</b> Ordinary Resolution <b>Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman &amp; Managing Director (CMD)</b>	<b>77.71</b>	<b>22.29</b>
5.	<b>Resolution: 5:</b> Ordinary Resolution <b>Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director</b>	<b>98.20</b>	<b>1.80</b>
6.	<b>Resolution: 6:</b> Ordinary Resolution <b>Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director</b>	<b>98.20</b>	<b>1.80</b>

Based on the consolidated Report of the Scrutinizer(s), Resolution nos.1-6 as set out in the Notice of 7<sup>th</sup> EGM has been duly approved by the Shareholders with requisite majority. The report of the Scrutinizer(s) is enclosed.

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**Date: 28/06/2023**  
**Place: New Delhi**

**SD/-**  
**Dr. Rajib Kumar Mishra**  
**(DIN 06836268)**  
**Chairman**  
**PTC India Ltd.**

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**Details of Voting Results**

**(i) Attendance of members:**

Date of the Extra Ordinary General Meeting	<b>June 28, 2023</b>
Total Number of Shareholders as on cut-off Date i.e. June 21, 2023	<b>As on cut-off date i.e., June 21, 2023: 203978</b>
Number of shareholders present in the meeting either in person or through proxy:	<b>As the EGM was held through Videoconferencing, therefore, in terms of the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the facility for appointment of proxy was not made available for the EGM.</b>
Promoters and Promoter Group	
Public-Institutional	
Public-Others	
<b>No. of Shareholders attended the Extra Ordinary General Meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	<b>1</b>
Public Institutional & Others	<b>107</b>
Total	<b>108</b>

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**(ii) Voting by members:**

**Agenda-wise**

<b>Item No in the Notice</b>	<b>Subject</b>	<b>Resolution (Ordinary/Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	<b>Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director</b>	Special	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority
2	<b>Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director</b>	Special	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority
3	<b>Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director</b>	Special	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority
4	<b>Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman &amp; Managing Director (CMD)</b>	Ordinary	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority
5	<b>Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director</b>	Ordinary	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority
6	<b>Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director</b>	Ordinary	Remote E-Voting and E-Voting at EGM	The resolution was passed with requisite majority

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

The Mode of Voting for all resolution was:

- Remote E Voting; and
- E-Voting at EGM by members who did not participate in the E Voting process to exercise their votes and who attended the EGM through VC.

Results of Voting in the prescribed format are annexed herewith:

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Voting Results								
Date of EGM		28 June 2023						
Total number of shareholders on record date		203978						
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								
Promoters and Promoter Group:		1						
Public:		107						
<b>1</b>	<b>Resolution 1: Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director</b>							
<b>Special Resolution</b>								
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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	10,71,28,774	61,760	99.94	0.06
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>10,71,28,774</b>	<b>61,760</b>	<b>99.94</b>	<b>0.06</b>
Public-Others	13,22,48,256	Remote e-voting	29,79,891	2.25	29,49,850	30,041	98.99	1.01
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,18,592</b>	<b>2.28</b>	<b>29,86,121</b>	<b>32,471</b>	<b>98.92</b>	<b>1.08</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,09,126</b>	<b>53.45</b>	<b>15,81,14,895</b>	<b>94,231</b>	<b>99.94</b>	<b>0.06</b>

2 Resolution 2: Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director								
Special 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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	10,71,28,774	61,760	99.94	0.06
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>10,71,28,774</b>	<b>61,760</b>	<b>99.94</b>	<b>0.06</b>
Public-Others	13,22,48,256	Remote e-voting	29,78,641	2.25	29,50,268	28,373	99.05	0.95
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,17,342</b>	<b>2.28</b>	<b>29,86,539</b>	<b>30,803</b>	<b>98.98</b>	<b>1.02</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,07,876</b>	<b>53.45</b>	<b>15,81,15,313</b>	<b>92,563</b>	<b>99.94</b>	<b>0.06</b>



3 Resolution 3: Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director								
Special 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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	10,71,28,774	61,760	99.94	0.06
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>10,71,28,774</b>	<b>61,760</b>	<b>99.94</b>	<b>0.06</b>
Public-Others	13,22,48,256	Remote e-voting	29,78,441	2.25	29,49,253	29,188	99.02	0.98
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,17,142</b>	<b>2.28</b>	<b>29,85,524</b>	<b>31,618</b>	<b>98.95</b>	<b>1.05</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,07,676</b>	<b>53.45</b>	<b>15,81,14,298</b>	<b>93,378</b>	<b>99.94</b>	<b>0.06</b>

4 Resolution 4: Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD)								
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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	7,29,82,405	3,42,08,129	68.09	31.91
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>7,29,82,405</b>	<b>3,42,08,129</b>	<b>68.09</b>	<b>31.91</b>
Public-Others	13,22,48,256	Remote e-voting	29,80,952	2.25	19,34,340	10,46,612	64.89	35.11
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,19,653</b>	<b>2.28</b>	<b>19,70,611</b>	<b>10,49,042</b>	<b>65.26</b>	<b>34.74</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,10,187</b>	<b>53.45</b>	<b>12,29,53,016</b>	<b>3,52,57,171</b>	<b>77.71</b>	<b>22.29</b>

5	Resolution 5: Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director							
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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	10,48,14,307	23,76,227	97.78	2.22
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>10,48,14,307</b>	<b>23,76,227</b>	<b>97.78</b>	<b>2.22</b>
Public-Others	13,22,48,256	Remote e-voting	29,78,041	2.25	25,01,761	4,76,280	84.01	15.99
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,16,742</b>	<b>2.28</b>	<b>25,38,032</b>	<b>4,78,710</b>	<b>84.13</b>	<b>15.87</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,07,276</b>	<b>53.45</b>	<b>15,53,52,339</b>	<b>28,54,937</b>	<b>98.20</b>	<b>1.80</b>

6 Resolution 6: Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director								
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	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.00	0.00
		Poll (E-Voting)	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	11,57,60,065	Remote e-voting	10,71,90,534	92.60	10,48,14,307	23,76,227	97.78	2.22
		Poll (E-Voting)	-	0.00	-	0	0.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>10,71,90,534</b>	<b>92.60</b>	<b>10,48,14,307</b>	<b>23,76,227</b>	<b>97.78</b>	<b>2.22</b>
Public-Others	13,22,48,256	Remote e-voting	29,77,341	2.25	25,08,774	4,68,567	84.26	15.74
		Poll (E-Voting)	38,701	0.03	36,271	2430	93.72	6.28
		Postal Ballot (if applicable)		0.00	0	0	0.00	0.00
		<b>Sub-total</b>	<b>30,16,042</b>	<b>2.28</b>	<b>25,45,045</b>	<b>4,70,997</b>	<b>84.38</b>	<b>15.62</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>15,82,06,576</b>	<b>53.45</b>	<b>15,53,59,352</b>	<b>28,47,224</b>	<b>98.20</b>	<b>1.80</b>

Date:28/06/2023  
Place: New Delhi

SD/-  
Dr. Rajib Kumar Mishra  
(DIN 06836268)  
Chairman  
PTC India Ltd.

Date:

Ref. No.:

### REPORT OF SCRUTINIZER

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

To,  
Dr. Rajib Kumar Mishra  
The Chairman & Managing Director  
PTC India Limited  
CIN: L40105DL1999PLC099328  
2<sup>nd</sup> Floor, NBCC Tower,  
15, Bhikaji Cama Place, New Delhi - 110 066

7<sup>th</sup> (Seventh) Extra Ordinary General Meeting (“EGM”) of the Members of PTC India Limited (“PTC” or “the Company”) held on Wednesday, 28<sup>th</sup> day of June 2023 at 11:30 AM, through Video Conferencing (“VC”).

Dear Sir,

I, **Ashish Kapoor**, Practicing Company Secretary (Proprietor, M/s. Ashish Kapoor & Associates), appointed as the Scrutinizer pursuant to Section 108 of Companies Act, 2013 (“the Act”) read with rule 20 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 Regulation; and
- (ii) Voting through electronic voting system at EGM.

Due to COVID-19 pandemic, Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 & January 5, 2023 in line with the Ministry of Corporate Affairs (“MCA”) circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23, 2021, December 8, 2021,



December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as “Circulars”) provided relaxation to Companies to hold their General Meetings through Video- Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) instead of holding of physical General Meetings upto September 30, 2023.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and voting through electronic voting system at EGM.

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 EGM through VC and voting by electronic means for the resolutions contained in the Notice of Seventh (7<sup>th</sup>) EGM of the Company held on June 28, 2023.

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 EGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the EGM.

In respect to the resolutions proposed at the 7<sup>th</sup> Extra Ordinary General Meeting of equity shareholders of PTC India Limited held on June 28, 2023, at 11:30 AM through VC. I hereby submit that:

1. The remote e-voting period remained open from 9:00 a.m. Sunday, June 25, 2023, up to 5:00 p.m. Tuesday, June 27, 2023.
2. The Notice of the EGM and the e-voting instructions slip were sent only by the electronic mode (e-mail to those members whose email addresses were registered with the Company / Depository Participants / Depositories) pursuant to MCA Circular No. 20/2020 dated May 5, 2020 read with Circular no. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 date June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 19/2021 date December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No 11/2022 dated December 22, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 SEBI/HO/CFD/CMD2/CIR/P/2022/62 & SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 & January 5, 2023 respectively (hereinafter collectively referred to as “the Circulars”).



3. The Voting rights were reckoned as on Wednesday, June 21, 2023, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the commencement of e-voting at the EGM, the shareholders present at the EGM through VC voted through e-voting facility provided by NSDL.
5. After the conclusion of the Extra Ordinary General Meeting, the votes cast through remote e-voting were unblocked on June 28, 2023, at 12:15 PM in the presence of two witnesses:
  - i. Ambica Kapoor
  - ii. Sachin Kasturiawho are not in the employment of the Company. Thereafter, the details containing, interalia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL i.e., <https://www.evoting.nsdl.com/>. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized and results were prepared.
6. As per the information given by the NSDL the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL was blocked and only those members who were present at the EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
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 EGM was locked by NSDL.
8. The e-voting system was scrutinized. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company.
9. We observed that:
  - a) 15 Members had cast their votes during the EGM through e-voting facility.
  - b) 691 Members had cast their votes through remote e-voting before EGM.
10. Based on the data provided by NSDL e-voting system, I hereby submit:
  - a) The resolution wise result of the remote e-voting herewith annexed as Annexure-A.
  - b) The resolution wise result of e-voting at the EGM through VC, herewith annexed as Annexure -B
  - c) The resolution wise consolidated result of remote e-voting and e-voting at the EGM through VC herewith annexed as Annexure -C.



Based on the aforesaid results, we report that 3 Special Resolution as set out in Item No.1 to Item No.3 and 3 Ordinary Resolution as set out in Item No.4 to Item No. 6 of the Notice of the EGM dated June 5, 2023, has 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 Extra Ordinary General Meeting.

Thanking you,  
Yours faithfully,

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



*Ashish Kapoor*

**Ashish Kapoor  
Proprietor**

**C.P. No.: 7504**

**UDIN: F008002E000517698**

**Place: New Delhi  
Date: June 28, 2023**



**ANNEXURE-A**  
**Remote E-Voting Results**

**Item No. 1 – (SPECIAL RESOLUTION):**

**Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	655	158078624	99.94
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	36	91801	0.06
(iii)	<b>Abstain</b> Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

**Item No. 2 – (SPECIAL RESOLUTION):**

**Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	651	158079042	99.94
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	37	90133	0.06
(iii)	<b>Abstain</b> Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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**Item No. 3 – (SPECIAL RESOLUTION):**

**Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director**

(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
	650	158078027	99.94
(ii)	Voted against the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	37	90948	0.06
(iii)	Abstain Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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

**Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD)**

(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
	556	122916745	77.71
(ii)	Voted against the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	134	35254741	22.29
(iii)	Abstain Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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

**Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	640	155316068	98.20
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	47	2852507	1.80
(iii)	<b>Abstain</b> Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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

**Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	641	155323081	98.20
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	45	2844794	1.80
(iii)	<b>Abstain</b> Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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**ANNEXURE-B**  
**Results of E-Voting at EGM**

**Item No. 1 – (SPECIAL RESOLUTION):**

**Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director**

<b>(i) Voted in favour of the resolution:</b>			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
<b>(ii) Voted against the resolution:</b>			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
<b>(iii) Abstain Votes:</b>			
	Number of members voted through VC	Total number of votes	
	0	0	

**Item No. 2 – (SPECIAL RESOLUTION):**

**Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director**

<b>(i) Voted in favour of the resolution:</b>			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
<b>(ii) Voted against the resolution:</b>			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
<b>(iii) Abstain Votes:</b>			
	Number of members voted through VC	Total number of votes	
	0	0	

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**Item No. 3 – (SPECIAL RESOLUTION):**

**Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
(iii)	<b>Abstain</b> Votes:		
	Number of members voted through VC	Total number of votes	
	0	0	

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

**Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD)**

(i)	Voted <b>in favour</b> of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
(ii)	Voted <b>against</b> the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
(iii)	<b>Abstain</b> Votes:		
	Number of members voted through VC	Total number of votes	
	0	0	

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

**Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director**

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes	
	0	0	

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

**Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director**

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	14	36271	93.72
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	2430	6.28
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes	
	0	0	

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**ANNEXURE-C**  
**Consolidated Results**

**Item No. 1 – (SPECIAL RESOLUTION):**

**Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director**

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	669	158078624	36271	158114895	99.94
Voted against	37	91801	2430	94231	0.06
Total	706	158170425	38701	158209126	100.00
Abstained	0	0	0	0	

**RESULT:** Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.

**Item No. 2 – (SPECIAL RESOLUTION):**

**Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director**

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	665	158079042	36271	158115313	99.94
Voted against	38	90133	2430	92563	0.06
Total	703	158169175	38701	158207876	100.00
Abstained	0	0	0	0	

**RESULT:** Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 2 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.

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**Item No. 3 – (SPECIAL RESOLUTION):**

**Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director**

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	664	158078027	36271	158114298	99.94
Voted against	38	90948	2430	93378	0.06
Total	702	158168975	38701	158207676	100.00
Abstained	0	0	0	0	

**RESULT:** Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 3 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.

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

**Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD)**

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	570	122916745	36271	122953016	77.71
Voted against	135	35254741	2430	35257171	22.29
Total	705	158171486	38701	158210187	100.00
Abstained	0	0	0	0	

**RESULT:** Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.

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

Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as a Non-Executive Nominee Director

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	654	155316068	36271	155352339	98.20
Voted against	48	2852507	2430	2854937	1.80
Total	702	158168575	38701	158207276	100.00
Abstained	0	0	0	0	

RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.


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

Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as a Non-Executive Nominee Director

Particulars	Number of members voted through Remote E-voting & VC at EGM	Number of votes cast in			% of total number of valid votes
		Remote E-votes	Votes through VC	Total	
Voted in favour	655	155323081	36271	155359352	98.20
Voted against	46	2844794	2430	2847224	1.80
Total	701	158167875	38701	158206576	100.00
Abstained	0	0	0	0	

RESULT: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the EGM dated June 5, 2023, has been passed with requisite majority.

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

  
*Ashish Kapoor*  
Ashish Kapoor  
Proprietor  
C.P. No.: 7504  
UDIN: F008002E000517698

Place: New Delhi  
Date: June 28, 2023,