



**Dated: 31<sup>st</sup> December, 2022**

**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 23<sup>rd</sup> Annual General Meeting held on 30<sup>th</sup> December, 2022 along with the Voting Results and Scrutinizer's Report**

**Sir/Madam,**

The 23<sup>rd</sup> Annual General Meeting (“AGM”) of PTC India Limited was held on Friday, 30<sup>th</sup> December, 2022 at 3:00 P.M. through Video Conferencing.

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

- a) Summary of Proceedings of AGM, as required under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirement's) Regulations, 2015;
- b) Voting Results and Report of Scrutinizer dated 31<sup>st</sup> December, 2022, 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  
Digitally Signed

**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 23<sup>rd</sup> ANNUAL GENERAL MEETING OF PTC  
INDIA LIMITED HELD ON FRIDAY, DECEMBER 30, 2022, AT 3:00 P.M.**

In view of COVID-19 pandemic recently, SEBI vide its circular dated May 12, 2020 and circular dated January 15, 2021, 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 and May 5, 2022 (collectively referred to as “Circulars”) provided relaxation to companies to hold its Annual General Meeting (“AGM”) through Video-Conferencing (“VC”) in calendar year 2022.

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 23<sup>rd</sup> AGM dated December 6, 2022 and addendum to the Notice of the 23<sup>rd</sup> AGM dated December 14, 2022. The e-voting was open from Tuesday, December 27, 2022 (9:00 am) to Thursday, December 29, 2022 (5:00 pm).

In line with the circulars issued by SEBI & MCA to hold its Annual General Meeting through VC, the voting at the Annual General Meeting (“AGM”) has been offered to the Shareholders through e-voting system provided by National Securities Depository Limited (“NSDL”), therefore, at the 23<sup>rd</sup> AGM, 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 AGM 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 December 29, 2022 and votes received through e-voting at AGM till 15 minutes after the conclusion of the meeting, i.e., December 30, 2022, and submitted their report on December 31, 2022.

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The Consolidated Results, as per the Scrutinizers' Report dated December 31, 2022, 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 year ended 31 <sup>st</sup> March, 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2022 and report of Auditors thereon.	73.635	26.635
2.	<b>Resolution -2:</b> Ordinary Resolution To consider declaration of final dividend for the Financial Year 2021-22.	99.965	0.035
3.	<b>Resolution -3:</b> Ordinary Resolution To appoint a director in place of Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	82.567	17.433
4.	<b>Resolution -4:</b> Ordinary Resolution To appoint a Director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment	60.222	39.778
5.	<b>Resolution -5:</b> Ordinary Resolution To appoint Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee Director	93.309	6.691

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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 23<sup>rd</sup> AGM have been duly approved by the Shareholders with requisite majority. The report of the Scrutinizer(s) is enclosed.

**Date: 31/12/2022**  
**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 Annual General Meeting	<b>December 30, 2022</b>
Total Number of Shareholders as on cut-off Date i.e. December 23, 2022	<b>As on cut-off date i.e. December 23, 2022 : 214995</b>
Number of shareholders present in the meeting either in person or through proxy:	<b>As the AGM 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 AGM.</b>
Promoters and Promoter Group	
Public-Institutional	
Public-Others	
<b>No. of Shareholders attended the Annual General Meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	<b>2</b>
Public Institutional & Others	<b>115</b>
Total	

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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	To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2022 and report of Auditors thereon.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
2	To consider declaration of final dividend for the Financial Year 2021-22.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
3	To appoint a director in place of Dr. Rajib Kumar Mishra (DIN: 06836268) 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 a Director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority
5	To appoint Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee Director	Ordinary	Remote E-Voting and E-Voting at AGM	The resolution was passed with requisite majority

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**(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 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

<b>Date of AGM</b>	<b>30 December 2022</b>							
<b>Total number of shareholders on record date</b>	<b>214995</b>							
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>NA</b>							
Promoters and Promoter Group:	<b>NA</b>							
Public:	<b>NA</b>							
<b>No. of Shareholders attended the meeting through Video Conferencing</b>								
Promoters and Promoter Group:	<b>2</b>							
Public:	<b>115</b>							
<b>1</b>	<b>Resolution 1: To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2022 and report of Auditors thereon.</b>							
<b>Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
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	100.0000	4,80,00,000	0	100.000	0.000
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.0000</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	11,02,43,709	Remote e-voting	7,19,00,423	65.2195	3,78,80,756	3,40,19,667	52.685	47.315
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>7,19,00,423</b>	<b>65.2195</b>	<b>3,78,80,756</b>	<b>3,40,19,667</b>	<b>52.685</b>	<b>47.315</b>
Public-Others	13,77,64,612	Remote e-voting	1,79,63,738	13.0394	1,56,29,739	23,33,999	87.007	12.993
		Poll (E-Voting)	22,973	0.0167	22,673	300	98.694	1.306
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>1,79,86,711</b>	<b>13.0561</b>	<b>1,56,52,412</b>	<b>23,34,299</b>	<b>87.022</b>	<b>12.978</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>13,78,87,134</b>	<b>46.5822</b>	<b>10,15,33,168</b>	<b>3,63,53,966</b>	<b>73.635</b>	<b>26.365</b>



2	Resolution 2: To consider declaration of final dividend for the Financial Year 2021-22.							
<b>Ordinary 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	100.0000	4,80,00,000	0	100.000	0.000
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.0000</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	11,02,43,709	Remote e-voting	10,22,46,154	92.7456	10,22,46,154	0	100.000	0.000
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>10,22,46,154</b>	<b>92.7456</b>	<b>10,22,46,154</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Others	13,77,64,612	Remote e-voting	1,79,63,433	13.0392	1,79,04,878	58,555	99.674	0.326
		Poll (E-Voting)	22,973	0.0167	22,973	0	100.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>1,79,86,406</b>	<b>13.0559</b>	<b>1,79,27,851</b>	<b>58,555</b>	<b>99.674</b>	<b>0.326</b>
<b>Total A</b>	<b>29,60,08,321</b>		<b>16,82,32,560</b>	<b>56.8337</b>	<b>16,81,74,005</b>	<b>58,555</b>	<b>99.965</b>	<b>0.035</b>

<b>3</b>	<b>Resolution 3: To appoint a Director in the place of Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.</b>							
<b>Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>No. of shares Held</b>	<b>Mode of Voting</b>	<b>No of Valid Votes Polled</b>	<b>% of Votes Polled on Outstanding Shares</b>	<b>No. of Votes in Favour</b>	<b>No. of Votes in Against</b>	<b>% of votes in favour over Votes Polled</b>	<b>% of votes in against over Votes Polled</b>
	<b>(1)</b>		<b>(2)</b>	<b>(3)=(2)/(1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
Promoters and Promoter Group	4,80,00,000	Remote e-voting	4,80,00,000	100.00	4,80,00,000	0	100.000	0.000
		Poll (E-Voting)	0	0.00	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.00	0	0	0.000	0.000
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.00</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	11,02,43,709	Remote e-voting	7,29,07,789	66.1333	5,14,33,501	2,14,74,288	70.546	29.454
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>7,29,07,789</b>	<b>66.1333</b>	<b>5,14,33,501</b>	<b>2,14,74,288</b>	<b>70.546</b>	<b>29.454</b>
Public-Others	13,77,64,612	Remote e-voting	1,79,50,810	13.0301	1,52,34,098	27,16,712	84.866	15.134
		Poll (E-Voting)	22,973	0.0167	3,140	19,833	13.668	86.332
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>1,79,73,783</b>	<b>13.0467</b>	<b>1,52,37,238</b>	<b>27,36,545</b>	<b>84.775</b>	<b>15.225</b>
<b>Total</b>	<b>29,60,08,321</b>		<b>13,88,81,572</b>	<b>46.9181</b>	<b>11,46,70,739</b>	<b>2,42,10,833</b>	<b>82.567</b>	<b>17.433</b>

<b>4</b>	<b>Resolution 4: To appoint a Director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.</b>							
<b>Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>No. of shares Held</b>	<b>Mode of Voting</b>	<b>No of Valid Votes Polled</b>	<b>% of Votes Polled on Outstanding Shares</b>	<b>No. of Votes in Favour</b>	<b>No. of Votes in Against</b>	<b>% of votes in favour over Votes Polled</b>	<b>% of votes in against over Votes Polled</b>
	<b>(1)</b>		<b>(2)</b>	<b>(3)=(2)/(1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
Promoters and Promoter Group	4,80,00,000	Remote e-voting	4,80,00,000	100.0000	4,80,00,000	0	100.000	0.000
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.0000</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	11,02,43,709	Remote e-voting	10,22,46,154	92.7456	3,78,66,503	6,43,79,651	37.035	62.965
		Poll (E-Voting)	0	0.0000	0	0.00	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>10,22,46,154</b>	<b>92.7456</b>	<b>3,78,66,503</b>	<b>6,43,79,651</b>	<b>37.035</b>	<b>62.965</b>
Public-Others	13,77,64,612	Remote e-voting	1,79,59,533	13.0364	1,54,40,686	25,18,847	85.975	14.025
		Poll (E-Voting)	22,973	0.0167	3,140	19,833	13.668	86.332
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>1,79,82,506</b>	<b>13.0531</b>	<b>1,54,43,826</b>	<b>25,38,680</b>	<b>85.883</b>	<b>14.117</b>
<b>Total</b>	<b>29,60,08,321</b>		<b>16,82,28,660</b>	<b>56.8324</b>	<b>10,13,10,329</b>	<b>6,69,18,331</b>	<b>60.222</b>	<b>39.778</b>

5 Resolution 5: To appoint Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee Director.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in			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	100.0000	4,80,00,000	0	100.000	0.000
		Poll (E-Voting)	0	0.0000	0	0	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>4,80,00,000</b>	<b>100.0000</b>	<b>4,80,00,000</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public-Institutional	11,02,43,709	Remote e-voting	10,22,46,154	92.7456	9,20,18,727	1,02,27,427	89.997	10.003
		Poll (E-Voting)	0	0.0000	0	0.00	0.000	0.000
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>10,22,46,154</b>	<b>92.7456</b>	<b>9,20,18,727</b>	<b>1,02,27,427</b>	<b>89.997</b>	<b>10.003</b>
Public-Others	13,77,64,612	Remote e-voting	1,79,55,206	13.0332	1,69,39,286	10,15,920	94.342	5.658
		Poll (E-Voting)	22,973	0.0167	10,923	12,050	47.547	52.453
		Postal Ballot (if applicable)	0	0.0000	0	0	0.000	0.000
		<b>Sub-total</b>	<b>1,79,78,179</b>	<b>13.0499</b>	<b>1,69,50,209</b>	<b>10,27,970</b>	<b>94.282</b>	<b>5.718</b>
<b>Total</b>	<b>29,60,08,321</b>		<b>16,82,24,333</b>	<b>56.8309</b>	<b>15,69,68,936</b>	<b>1,12,55,397</b>	<b>93.309</b>	<b>6.691</b>

Date: 31/12/2022  
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 (Addl. Charge)**  
**PTC India Limited**  
**CIN: L40105DL1999PLC099328**  
**2<sup>nd</sup> Floor, NBCC Tower,**  
**15, Bhikaji Cama Place, New Delhi - 110 066**

**23<sup>rd</sup> (Twenty Third) Annual General Meeting (“AGM”) of the Members of PTC India Limited (“PTC” or “the Company”) held on Friday, 30<sup>th</sup> December 2022 at 3:00 P.M. 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 AGM.



Due to present COVID-19 pandemic, Securities and Exchange Board of India (“SEBI”) vide its circular dated May 12, 2020 and January 15, 2021, 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 and May 5, 2022 (collectively referred to as “Circulars”) provided relaxation to Companies to hold their AGM through Video- Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) instead of holding of physical AGM.

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 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 and voting by electronic means for the resolutions contained in the Notice of Twenty Third (23<sup>rd</sup>) AGM of the Company held on December 30, 2022.

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 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 AGM.

In respect to the resolutions proposed at the 23<sup>rd</sup> Annual General Meeting of equity shareholders of PTC India Limited held on December 30, 2022, at 3:00 PM through VC. I hereby submit that:

1. The remote e-voting period remained open from 9:00 a.m. Tuesday, December 27, 2022, up to 5:00 p.m. Thursday, December 29, 2022.
2. The Annual Report, the Notice of the AGM 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 and Circular No. 02/2022 dated may 05, 2022 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively (hereinafter collectively referred to as "the Circulars").

3. The Voting rights were reckoned as on Friday, December 23, 2022, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on December 30, 2022, at 4:50 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.
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 NSDL.
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 NSDL 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 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. The e-votes cast at the AGM were unblocked at 4:50 PM on Friday, December 30, 2022, after the conclusion of the AGM.



10. We observed that:

- a) 9 Members had cast their votes during the AGM through e-voting facility.
- b) 802 Members had cast their votes through remote e-voting before AGM.

11. 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 AGM through VC, herewith annexed as Annexure -B
- c) The resolution wise consolidated result of remote e-voting and e-voting at the AGM through VC herewith annexed as Annexure -C.

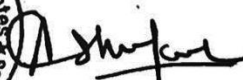
Based on the aforesaid results, we report that 5 Ordinary Resolution as set out in Item No.1 to Item No. 5 of the Notice of the AGM dated December 6, 2022, and addendum to the Notice of AGM dated December 14, 2022, have been passed with the requisite majority.

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 Annual General Meeting.

Thanking you,  
Yours faithfully,

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



  
**Ashish Kapoor**  
**Proprietor**  
**C.P. No.: 7504**  
**UDIN: F008002D002842779**

**Place: New Delhi**  
**Date: December 31, 2022**



**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 year ended 31<sup>st</sup> March 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March 2022 and report of Auditors 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
	685	101510495	73.631
(ii)	Voted against the resolution:		
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	114	36353666	26.369
(iii)	Abstain Votes:		
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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

**To consider declaration of final dividend for the Financial Year 2021-22.**

<b>(i) Voted in favour of the resolution:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	775	168151032	99.965
<b>(ii) Voted against the resolution:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	27	58555	0.035
<b>(iii) Abstain Votes:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Total number of votes</b>	
	0	0	

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

**To appoint a director in place of Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

<b>(i) Voted in favour of the resolution:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	653	114667599	82.579
<b>(ii) Voted against the resolution:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	141	24191000	17.421
<b>(iii) Abstain Votes:</b>			
	<b>Number of members voted by remote e-voting</b>	<b>Total number of votes</b>	
	0	0	



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

To appoint a director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself 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
	638	101307189	60.228
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	160	66898498	39.772
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes	
	0	0	

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

To appoint Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee 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
	697	156958013	93.316
(ii) Voted against the resolution:			
	Number of members voted by remote e-voting	Number of votes cast	% of total number of valid votes cast
	101	11243347	6.684
(iii) Abstain Votes:			
	Number of members voted by remote e-voting	Total number of votes	
	0	0	



**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 year ended 31<sup>st</sup> March 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 and report of Auditors 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
	8	22673	98.694
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	1	300	1.306
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes	
	0	0	

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

To consider declaration of final dividend for the Financial Year 2021-22.

(i)	Voted in favour of the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	9	22973	100.000
(ii)	Voted against the resolution:		
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	0	0	0
(iii)	Abstain Votes:		
	Number of members voted through VC	Total number of votes cast by them	
	0	0	



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

To appoint a director in place of Dr. Rajib Kumar Mishra (DIN: 06836268) 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
	4	3140	13.668
(ii) Voted against the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	5	19833	86.332
(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 a director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself 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
	4	3140	13.668
(ii) Voted against the resolution:			
	Number of members voted through VC	Number of votes cast	% of total number of valid votes cast
	5	19833	86.332
(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 Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee Director.**

<b>(i) Voted in favour of the resolution:</b>			
	<b>Number of members voted through VC</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	6	10923	47.547
<b>(ii) Voted against the resolution:</b>			
	<b>Number of members voted through VC</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
	3	12050	52.453
<b>(iii) Abstain Votes:</b>			
	<b>Number of members voted through VC</b>	<b>Total number of votes cast by them</b>	
	0	0	

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**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 year ended 31<sup>st</sup> March 2022, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 and report of Auditors 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	693	101510495	22673	101533168	73.635
Voted against	115	36353666	300	36353966	26.365
Total	808	137864161	22973	137887134	100.000
Abstained	0	0	0	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 December 6, 2022, has been passed with requisite majority.

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

**To consider declaration of final dividend for the Financial Year 2021-22.**

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	784	168151032	22973	168174005	99.965
Voted against	27	58555	0	58555	0.035
Total	811	168209587	22973	168232560	100.000

Abstained	0	0	0	0
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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 December 6, 2022, has been passed with requisite majority.

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

To appoint a director in place of Dr. Rajib Kumar Mishra (DIN: 06836268) 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	657	114667599	3140	114670739	82.567
Voted against	146	24191000	19833	24210833	17.433
Total	803	138858599	22973	138881572	100.000

Abstained	0	0	0	0
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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 December 6, 2022, has been passed with requisite majority.

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

To appoint a director in the place of Smt. Parminder Chopra (DIN: 08530587) who retires by rotation at this Annual General Meeting and being eligible offers herself 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	642	101307189	3140	101310329	60.222
Voted against	165	66898498	19833	66918331	39.778
Total	807	168205687	22973	168228660	100.000

Abstained	0	0	0	0
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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 December 6, 2022, has been passed with requisite majority.

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

**To appoint Shri Mohammad Afzal (DIN: 09762315) as Non-Executive Nominee Director.**

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	703	156958013	10923	156968936	93.309
Voted against	104	11243347	12050	11255397	6.691
Total	807	168201360	22973	168224333	100.000

Abstained	0	0	0	0
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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 Addendum to the Notice of the AGM dated December 14, 2022, has been passed with requisite majority.

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



*(Signature)*  
**Ashish Kapoor**

**Proprietor**

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

**UDIN: F008002D002842779**

**Place: New Delhi**

**Date: December 31, 2022**