

**PTC INDIA LTD.
NEW DELHI**

Minutes of the 13th Annual General Meeting of the Members of PTC India Ltd. held on Friday, the 21st September, 2012 at 04:30 p.m. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi – 110001

Present:

Shri T.N. Thakur	: Chairman & Managing Director
Shri Deepak Amitabh	: Director
Shri Dipak Chatterjee	: Director
Shri Bhuvnesh Maheshwari	: Partner, M/s. K.G. Somani & Co. Statutory Auditors
Dr. Rajib Mishra	: Executive Director
Shri Rajiv Maheshwari	: Company Secretary

In Attendance

Fourteen thousand, three hundred and twenty five only (14, 325) members (including proxies) holding 103722064 number of equity shares recorded presence during the meeting.

The Chairman stated that since quorum (5 members present in person) for the meeting in terms of Articles of Association of the Company is present, formal proceeding of the meeting could commence.

The Chairman formally extended a very warm welcome to all the members and other invitees to the 13th Annual General Meeting of the Company and introduced his colleagues on the Board, giving brief of their qualifications and expertise in specific functional area.

Shri Rajiv Maheshwari, Company Secretary read the notice dated 16th August, 2012 convening the 13th AGM.

The Chairman read his statement, copies of which were circulated to the members.

With the consent of the members present, the Directors' Report was taken as read.

The Chairman then asked representative of M/s. K.G. Somani & Co., New Delhi to read the Auditors' Report dated 30th May, 2012 on the Accounts of the Company for the Financial Year ended 31st March, 2012. Representative of M/s. K.G. Somani & Co. read the Auditors Report. A copy of the certificate from the Statutory Auditors in pursuance of the para 14.1 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 was placed during the meeting.

Queries of the Members were suitably clarified after which the resolutions were taken up as stated in the subsequent paragraphs.

- 1 Shri Harish Saran proposed and Shri Rakesh Kumar seconded the following resolution as ordinary Resolution:

“Resolved that the Profit & Loss Account of the Company for the Financial Year ended 31st March, 2012 and Balance Sheet as on that date together with the Directors’ Report, Auditors’ Report and other Annexure be and are hereby received, considered and adopted.”

The Chairman put the resolution for adoption of Accounts of the Company to vote by show of hands and it was passed with requisite majority.

- 2 Shri Surender Singh proposed and Shri Kalyan Raman seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to provision of Section 205 and other applicable provisions of the Companies Act, 1956, dividend at the rate of 15% (Rs.1.5 per equity share of Rs.10 each) be and is hereby declared for the financial year 2011-12, out of the profits of the Company on the 294,97,3571 equity shares of Rs. 10/- each fully paid up to be paid as per the ownership as on closing hours of 13th September, 2012.”

The Chairman put the resolution for declaration of dividend to vote by show of hands and it was passed with requisite majority.

- 3 Smt. Rashmi Sharma proposed and Shri Ashok Kumar seconded the following resolution as ordinary Resolution:

“Resolved that Shri M.K. Goel, one of the Directors retiring by rotation, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

The Chairman put the resolution for appointment of Shri M.K. Goel as Director of the company to vote by show of hands and it was passed with requisite majority.

- 4 Shri Rakesh Kumar proposed and Shri Balraj Kumar seconded the following resolution as ordinary Resolution:

“Resolved that Shri S. Balachandran, one of the Directors retiring by rotation, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

The Chairman put the resolution for appointment of Shri S. Balachandran as Director of the company to vote by show of hands and it was passed with requisite majority.

- 5 Shri Amit Pareek proposed and Shri Ashok Kumar seconded the following resolution as special Resolution:

“Resolved that pursuant to the provisions of Section 224A of the Companies Act, 1956, M/s K.G Somani & Co. Chartered Accountants (ICAI Registration no.006591N), 3/15, Asif Ali Road, New Delhi-110002, be and is hereby appointed as the Statutory Auditor of the Company for the Financial Year 2012 – 2013 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

Further resolved that Board of Directors/ Audit Committee of the Company be and is hereby authorized to take necessary actions in this regard.”

The Chairman put the resolution for appointment and for fixing of the remuneration for the Statutory Auditors for the Financial Year 2012-2013 to vote by show of hands and it was passed with requisite majority.

- 6 Smt. Veena Kapoor proposed and Shri S. Mittal seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to Section 257 of the Companies Act, 1956, Smt. Rita Acharya be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts including filing of necessary intimation with ROC for above purpose.”

The Chairman put the resolution for appointment of Smt. Rita Acharya to vote by show of hands and it was passed with requisite majority.

- 7 Shri Amit Pareek proposed and Shri A.K. Sharma seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to Section 257 of the Companies Act, 1956, Shri Ravi P. Singh be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts including filing of necessary intimation with ROC for above purpose.”

The Chairman put the resolution for appointment of Shri Ravi P. Singh to vote by show of hands and it was passed with requisite majority.

- 8 Shri P.C. Kapoor proposed and Shri Krishan Pathak seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to Section 257 of the Companies Act, 1956, Shri Anil Razdan be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts including filing of necessary intimation with ROC for above purpose.”

The Chairman put the resolution for appointment of Shri Anil Razdan to vote by show of hands and it was passed with requisite majority.

- 9 Shri Kalyan Raman proposed and Shri Ajay Khurana seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to Section 257 of the Companies Act, 1956, Shri Dhirendra Swarup be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts including filing of necessary intimation with ROC for above purpose.”

The Chairman put the resolution for appointment of Shri Dhirendra Swarup to vote by show of hands and it was passed with requisite majority.

- 10 Shri Surender Singh proposed and Shri Permanand seconded the following resolution as ordinary Resolution:

“Resolved that pursuant to Section 257 of the Companies Act, 1956, Shri H.L. Bajaj be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts including filing of necessary intimation with ROC for above purpose.”

The Chairman put the resolution for appointment of Shri H.L. Bajaj to vote by show of hands and it was passed with requisite majority.

The Meeting concluded with a Vote of Thanks to the Chair.

(T.N. Thakur)
Chairman & Managing Director

Date: - 21st September, 2012