

**8th ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LTD. HELD ON
FRIDAY, 26TH SEPTEMBER, 2014 AT 11:30 A.M.**

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and clause 35B of the Listing Agreement, 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 8th Annual General Meeting (AGM). The e-voting was open from 19th September 2014, 9:00 A.M. to 21st September 2014, 6:00 P.M.

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 8th 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 6:00 P.M. on 21st September 2014 and poll received till the conclusion of the meeting and submitted their report on 27.09.2014.

The Consolidated Results, as per the Scrutinizers' Report dated 27.09.2014 are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution -1: Ordinary Resolution Adoption of audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	100	0
2.	Resolution -2: Ordinary Resolution Declaration of dividend on Equity Shares for Financial Year 2013-14	100	0
3.	Resolution -3: Ordinary Resolution Appointment of Shri C.R. Muralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment	100	0

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



4.	Resolution -4: Ordinary Resolution Appointment of Shri Ved Kumar Jain (DIN 00485623), who retires by rotation and being eligible, offers himself for re-appointment	100	0
5.	Resolution -5: Ordinary Resolution Appointment of Statutory Auditor.	100	0
6.	Resolution -6: Ordinary Resolution Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as Managing Director & Chief Executive Officer.	98.30	1.70
7.	Resolution -7: Special Resolution Increase in borrowing power of the Board of Directors of the Company	100	0
8.	Resolution -8: Special Resolution Creation of security on the properties of the Company in favour of the lenders.	100	0
9.	Resolution -9: Ordinary Resolution Increase in authorized share capital of the Company	98.29	1.71
10.	Resolution -10: Special Resolution Issuance of non-convertible debentures on private placement basis.	100	0

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





Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 8th AGM have been duly approved by the Shareholders with requisite majority.

Deepak Amitabh
Chairman

PTC India Financial Services Ltd.

Date :- 27th September, 2014

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



Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 26, 2014		
Total Number of Shareholders as on cut-off Date i.e. August 22, 2014	103038		
Number of shareholders present in the meeting either in person or through proxy: 36726	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	1	0	1
Public-Institutional	0	0	0
Public-Others	36640	85	36725
Total	36641	85	36726
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional : Public-Others :	Not Arranged		

(ii) Voting by members:

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	Adoption of audited financial statements of for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

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



2	Declaration of final dividend.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	Appointment of Shri C.R. Muralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	Appointment of Shri Ved Kumar Jain (DIN 00485623), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment of Statutory Auditor.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as Managing Director & Chief Executive Officer.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Increase in borrowing power of the Board of Directors of the Company	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Creation of security on the properties of the Company in favour of the lenders.	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority

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



9	Increase in authorized share capital of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
10	Issuance of non-convertible debentures on private placement basis.	Special	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.

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



PTC India Financial Services Ltd.

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E Voting/Ballot Papers are
Date of declaration of results: 27th September, 2014

Resolution 1: Adoption of Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00
		Poll	337250001	100.00	337250001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00
Public-Others	16,75,31,413	e-voting	1,13,21,979	6.76	1,13,21,979	-	100.00	0.00
		Poll	22,537	0.01	22,537	-	100.00	0.00
		Sub-total	1,13,44,516	6.77	1,13,44,516	-	100.00	0.00
Total A	56,20,83,335		35,62,20,273	63.37	35,62,20,273	-	100.00	0.00

Resolution 2: Declaration of final dividend.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00
		Poll	337250001	100.00	337250001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00
Public-Others	16,75,31,413	e-voting	1,13,22,179	6.76	1,13,22,179	-	100.00	0.00
		Poll	22,537	0.01	22,537	-	100.00	0.00
		Sub-total	1,13,44,716	6.77	1,13,44,716	-	100.00	0.00
Total A	56,20,83,335		35,62,20,473	63.38	35,62,20,473	-	100.00	0.00



Resolution 3: Appointment of Shri C.R. Murralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting Poll	- 337250001	0.00 100.00	- 337250001	-	0.00 100.00	0.00 0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting Poll	76,25,756 -	13.31 -	76,25,756 -	-	100.00 0.00	0.00 0.00
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00
Public-Others	16,75,31,413	e-voting Poll	1,13,21,979 22,537	6.76 100.00	1,13,17,134 22,537	4,845	99.96 100.00	0.04 0.00
		Sub-total	1,13,44,516	6.77	1,13,39,671	4,845	99.96	0.04
Total	56,20,83,335		35,62,20,273	63.37	35,62,15,428	4,845	99.999	0.001

Resolution 4: Appointment of Shri Ved Kumar Jain (DIN: 00485623), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting Poll	- 337250001	0.00 100.00	- 337250001	-	0.00 100.00	0.00 0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting Poll	76,25,756 -	13.31 0.00	76,25,756 -	-	100.00 0.00	0.00 0.00
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00
Public-Others	16,75,31,413	e-voting Poll	1,13,21,979 22,537	6.76 0.01	1,13,14,609 22,537	7,370 -	99.93 100.00	0.07 0.00
		Sub-total	1,13,44,516	6.77	1,13,37,146	7,370	99.94	0.06
Total	56,20,83,335		35,62,20,273	63.37	35,62,12,903	7,370	99.998	0.002

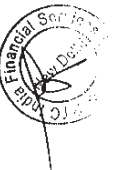


Resolution 5: Appointment of Statutory Auditor.

Ordinary Resolution								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00
		Poll	337250001	100.00	337250001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00
Public-Others	16,75,31,413	e-voting	1,13,22,179	6.76	1,13,21,929	250	100.00	0.00
		Poll	22,537	0.01	22,537	-	100.00	0.00
		Sub-total	1,13,44,716	6.77	1,13,44,466	250	100.00	0.00
Total	56,20,83,335		35,62,20,473	63.38	35,62,20,223	250	100.000	0.000

Resolution 6: Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as Managing Director & Chief Executive Officer

Ordinary Resolution								
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00
		Poll	337250001	100.00	337250001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	15,52,682	60,73,074	20.36	79.64
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	76,25,756	13.31	15,52,682	60,73,074	20.36	79.64
Public-Others	16,75,31,413	e-voting	1,13,21,979	6.76	1,13,21,979	-	100.00	0.00
		Poll	22,537	100.00	22,537	-	100.00	0.00
		Sub-total	1,13,44,516	6.77	1,13,44,516	-	100.00	0.00
Total	56,20,83,335		35,62,20,273	63.37	35,01,47,199	60,73,074	98.295	1.705



SPECIAL BUSINESS

Resolution 7: Increase in borrowing power of the Board of Directors of the Company

Special Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled	
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	337250001	100.00	337250001	-	100.000	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00	
		Poll	-	0.00	-	-	0.00	0.00	
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00	
Public-Others	16,75,31,413	e-voting	1,13,20,979	6.76	1,13,13,869	7,110	99.94	0.06	
		Poll	22,537	100.00	22,537	-	100.000	0.00	
		Sub-total	1,13,43,516	6.77	1,13,36,406	7,110	99.94	0.06	
Total	56,20,83,335		35,62,19,273	63.37	35,62,12,163	7,110	99.998	0.002	

Resolution 8: Creation of security on the properties of the Company in favour of the lenders

Special Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled	
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	337250001	100.00	337250001	-	100.000	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
Public-Institutional	5,73,01,921	e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00	
		Poll	-	0.00	-	-	0.00	0.00	
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00	
Public-Others	16,75,31,413	e-voting	1,13,21,979	6.76	1,13,16,884	5,095	99.95	0.05	
		Poll	22,537	100.00	22,537	-	100.000	0.00	
		Sub-total	1,13,44,516	106.76	1,13,39,421	5,095	99.96	0.04	
Total	56,20,83,335		35,62,20,273	63.37	35,62,15,178	5,095	99.999	0.001	



Resolution 9 : Increase in authorized share capital of the Company.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled	
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	337250001	100.00	337250001	-	100.000	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	0.00
		e-voting	76,25,756	13.31	15,52,682	60,73,074	20.36	79.64	0.00
Public-Institutional	16,75,31,413	Poll	-	0.00	-	-	0.00	0.00	
		Sub-total	76,25,756	13.31	15,52,682	60,73,074	20.36	79.64	0.00
		e-voting	1,13,17,179	6.76	1,13,16,929	250	100.00	0.00	0.00
		Poll	22,537	100.00	22,537	-	100.000	0.00	0.00
Sub-total	1,13,39,716	106.76	1,13,39,466	106.76	250	100.00	0.00	0.00	
Total	56,20,83,335		35,62,15,473	63.37	35,01,42,149	60,73,324	98.295	1.705	

Resolution 10 : Issuance of non-convertible debentures on private placement basis.

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in Favour over Votes Polled	% of votes in against over Votes Polled	
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	337250001	100.00	337250001	-	100.000	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	0.00
		e-voting	76,25,756	13.31	76,25,756	-	100.00	0.00	0.00
Public-Institutional	5,73,01,921	Poll	-	0.00	-	-	0.00	0.00	
		Sub-total	76,25,756	13.31	76,25,756	-	100.00	0.00	0.00
		e-voting	1,13,21,979	6.76	1,13,21,629	350	100.00	0.00	0.00
		Poll	22,537	100.00	22,537	-	100.000	0.00	0.00
Sub-total	1,13,44,516	106.76	1,13,44,166	106.76	350	100.00	0.00	0.00	
Total	56,20,83,335		35,62,20,273	63.37	35,62,19,923	350	100.000	0.000	



ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

Scrutinizer's Report

[Pursuant to Clause 35B of Listing Agreement and pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

8th Annual General Meeting of the Members of PTC India Financial Services Limited, to be held on Friday, 26th September, 2014 at 11.30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road, Delhi Cantt. New Delhi-110010.

Dear Sir,

I, Ashish Kapoor, Proprietor of Ashish Kapoor & Associates, practicing Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi-110085, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of Listing Agreement and under the provisions section 108 of the Companies Act, 2013 read with Sub Rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) referred to in this report.

I submit my report as under:

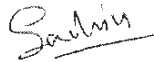
1. The e-voting period remained open from Friday, September 19, 2014 (9:00 am) to Sunday, September 21, 2014 (6:00 pm).
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 22, 2014 were entitled for e-voting on the proposed resolutions (item no 1 to 10) as set out in the notice of the 8th AGM of the Company dated 26th September, 2014.

Page | 1



- The votes were unblocked on 21st September, 2014 at 6:44 p.m. in the presence of two witnesses, Mr. Sachin Kasturia, R/o A-107, Surajmal Vihar, Delhi – 110092 and Ms. Surbhi Garg, R/o C-2/238, Yamuna Vihar, Delhi-110053 who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



Sachin Kasturia



Surbhi Garg

- The total paid up Equity Share Capital of the Company as on Friday, August 22, 2014 was Rs. 5,620,833,350/- (Rupees Five Hundred Sixty Two Crore Eight Lakh Thirty Three Thousand Three Hundred Fifty Only) divided into 5,62,083,335 (Fifty Six Crore Twenty Lakh Eighty Three Thousand Three Hundred Thirty Five) shares of **Rs. 10/-** (Rupees Ten Only).
- Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of Karvy Computershare Pvt Ltd (www.evoting.karvy.com) which is annexed herewith as **ANNEXURE-A-1**
- The Result of E voting exercised by the Shareholders is as under:



(a) **Resolution No. 1- Adoption of Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.**

i. Voted **in favour** of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
52	18947735	99.999%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes against
0	0	0.00%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
1	200

(b) **Resolution No. 2- Declaration of final dividend.**

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
53	18947935	100%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	0	0.00%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
0	0



(c) **Resolution No. 3- Appointment of Shri C.R. Muralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
51	18942890	99.973%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
1	4845	0.026%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	200

(d) **Resolution No. 4- Appointment of Shri Ved Kumar Jain (DIN 00485623), who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
*50	18940365	99.960%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
*3	7370	0.039%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	200

**Note: As per the online report generated through the system of E-voting provide by the Company, I hereby bring to the notice of the Chairman that Ballot No. 50348 has casted vote both in "Favour" & "Against" for resolution No 4, therefore I had counted the number of shares casted in favour of resolution in 'Votes Casted in Favour' & number of shares casted against in 'Votes Casted Against'. Further Ballot No 50348 is considered as voter for both 'Votex Casted in Favour' & 'Votes Casted Against'.*



(e) **Resolution No. 5- Appointment of Statutory Auditor**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
52	18947685	99.999%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
1	250	0.001%

iii. Abstained Votes:

Number of Voters	Number of Votes
0	0

(f) **Resolution No. 6- Appointment of Shri Rajender Mohan Malla (DIN: 00136657) as Managing Director & Chief Executive Officer.**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
40	12874661	67.948%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
12	6073074	32.051%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	200



(g) **Resolution No. 7-** Increase in borrowing power of the Board of Directors of the Company.

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
*49	18939625	99.956%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
*4	7110	0.04%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	1200

**Note: As per the online report generated through the system of E-voting provide by the Company, I hereby bring to the notice of the Chairman that Ballot No. 50348 has casted vote both in "Favour" & "Against" for resolution No 7, therefore I had counted the number of shares casted in favour of resolution in 'Votes Casted in Favour' & number of shares casted against in 'Votes Casted Against'. Further Ballot No 50348 is considered as voter for both 'Votes Casted in Favour' & 'Votes Casted Against'. However the Voter has not cast vote in respect of 1000 shares for which those shares are taken under abstained Votes.*

(h) **Resolution No. 8-** Creation of security on the properties of the Company in favour of the lenders

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
50	18942640	99.972%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	5095	0.027%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	200



(i) **Resolution No. 9- Increase in authorized share capital of the Company**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
39	12869611	67.920%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
13	6073324	32.053%

iii. Abstained Votes:

Number of Voters	Number of Votes
1	5000

(j) **Resolution No. 10- Issuance of non-convertible debentures on private placement basis**

i. Voted in favour of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
50	18947385	99.997%

ii. Voted against the resolution:

Number of voters	Number of Votes in against	% of Votes in against
2	350	0.002%

iii. Abstained Votes:

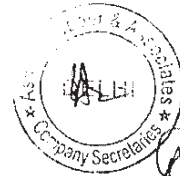
Number of Voters	Number of Votes
1	200



7. 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.

For ASHISH KAPOOR & ASSOCIATES

Company Secretaries



Ashish Kapoor

Scrutiniser

CP No 7504

Place: New Delhi

Date: 22.09.2014



Ashish Kapoor

Company Name : PTC INDIA FINANCIAL SERVICES LTD
 Voting Begins on : 19 Sep 2014 09:00:00
 Voting Ends on : 21 Sep 2014 18:00:00
 Result Date : 23 Sep 2014
 Benpos Date : 22 Aug 2014
 Contact Person : MR.VISHAL GOYAL, COMPANY SECRETARY

	ELE	53	18947935	52	10947735	0	0	1	200
1	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	52	18947735	0	0	1	200
	ELE	53	18947935	53	18947935	0	0	0	0
2	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	53	18947935	0	0	0	0
	ELE	53	18947935	51	18942890	1	4845	1	200
3	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	51	18942890	1	4845	1	200
	ELE	53	18947935	50	18940365	3	7370	1	200
4	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	50	18940365	3	7370	1	200
	ELE	53	18947935	52	18947685	1	250	0	0
5	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	52	18947685	1	250	0	0
	ELE	53	18947935	40	12874661	12	6073074	1	200
6	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	40	12874661	12	6073074	1	200
	ELE	53	18947935	49	18939625	4	7110	1	200
7	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	49	18939625	4	7110	1	200
	ELE	53	18947935	50	18942640	2	5095	1	200
8	PHY	0	0	0	0	0	0	0	0
	TOTAL	53	18947935	50	18942640	2	5095	1	200
	ELE	53	18947935	39	12869611	13	6073324	1	5000



9/24/2014

:: Online Voting ::

	PHY	U	U	U	U	U	U	U
TOTAL	53	18947935	39	12869611	13	6073324	1	5000
ELE	53	18947935	50	18947385	2	350	1	200
10 PHY	0	0	0	0	0	0	0	0
TOTAL	53	18947935	50	18947385	2	350	1	200



ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

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

For 8th Annual General Meeting of the Equity Shareholders of PTC India Financial Services Limited, held on Friday, 26th September, 2014 at 11:30 a.m. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010

Dear Sir,

I, Ashish Kapoor, Proprietor of Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi 110085, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 8th Annual General Meeting of the equity shareholders of PTC India Financial Services Limited ("the Company") held on Friday, 26th September, 2014 at 11:30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was 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.



Page 1 of 12

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 is as under:

a) **Resolution No. 1**

Adoption of audited Balance Sheet as at 31st March 2014, Profit and Loss Account (including all the documents attached to it) for the year ended on that date and the Report of the Board of Directors and Auditors thereon.

(ORDINARY RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



b) Resolution No. 2

Declaration of dividend for the Financial Year 2013-14.

(ORDINARY RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



c) Resolution No. 3

Appointment of Shri C.R. Muralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment.

(ORDINARY RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



d) **Resolution No. 4**

Appointment of Shri Ved Kumar Jain (DIN 00485623), who retires by rotation and being eligible, offers himself for re-appointment.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted **in against** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



e) Resolution No. 5

Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration no. 015125N) as Statutory Auditor for financial year 2014-15.

(ORDINARY RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



f) Resolution No. 6

Appointment of Shri Rajender Mohan Malla (DIN: 00136657) as Managing Director & Chief Executive Officer.

(ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted **in against** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



g) Resolution No. 7

Increase in borrowing power of the Board of Directors of the Company.

(SPECIAL RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



h) Resolution No. 8

Creation of security on the properties of the Company in favour of the lenders.

(SPECIAL RESOLUTION):

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted **in against** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



(i) **Resolution No. 9**

Increase in authorized share capital of the Company

(ORDINARY RESOLUTION):

(iv) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(v) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(vi) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176



Resolution 10

Issuance of non-convertible debentures on private placement basis

(SPECIAL RESOLUTION):

(i) Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
93	337272538	100%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
10	176

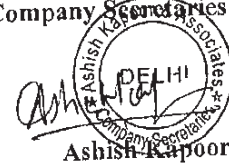


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

For **ASHISH KAPOOR & ASSOCIATES**
Company Secretaries



Ashish Kapoor
Scrutinizer
C P No 7504

Place: New Delhi
Date: September 27, 2014

ANNEXURE 1

Consolidated Results of voting (By E-voting and voting through ballot papers) for resolution nos. 1 to 10 of the notice of the AGM of "PTC India Financial Services Limited" held on Friday 26th September, 2014 at 11:30 a.m.										
Particulars	E-voting			Polling			Consolidated			
	No. of members who voted	No. of shares for which votes cast	% of votes to total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members voting (in person or by proxy or through E-voting)	No. of votes cast by them	% of total no. of valid votes cast	
Ordinary Business:										
Resolution No. 1	Voted in favour	52	18947735	100.00%	93	337272538	100.00	145	356220273	100.00
Adoption of audited Balance Sheet as at 31st March 2014, Profit and Loss Account (including all the documents attached to it) for the year ended on that date and the Report of the Board of Directors and Auditors thereon.	Voted against	0	0		0	0	0	0	0	0.00
	Invalid votes	1	200	0.00%	10	176		11	376	0.00
Resolution No.2	Voted in favour	53	18947935	100.00%	93	337272538	100.00	145	356220473	100.00
Declaration of dividend for the Financial Year 2013-14	Voted against	0	0		0	0	0	0	0	0.00
	Invalid votes	0	0		10	176		10	176	0.00
Resolution No.3	Voted in favour	51	18942890	99.97%	93	337272538	100.00	144	356215428	100.00
Appointment of Shri C.R. Muralidharan (DIN: 02443277), who retires by rotation and being eligible, offers himself for re-appointment	Voted against	1	4845	0.03%	0	0	0	1	4845	0.00
	Invalid votes	1	200		10	176		11	376	0.00
Resolution No.4	Voted in favour	50	18940365	99.95%	93	337272538	100.00	143	356212903	100.00
Appointment of Shri Ved Kumar Jain (DIN: 00485823), who retires by rotation and being eligible, offers himself for re-appointment	Voted against	3	7370	0.04%	0	0	0	3	7370	0.00
	Invalid votes	1	200		10	176		11	376	0.00
Resolution No.5	Voted in favour	51	18947585	100.00%	93	337272538	100.00	145	356220223	100.00
Appointment of M/s. Deloitte Haskins & Selis, Chartered Accountants (ICAI Registration no. 015125N) as Statutory Auditor for financial year 2014-15	Voted against	1	250	0.00%	0	0	0	1	250	0.00
	Invalid votes	0	0		10	176		10	176	0.00
Resolution No.6	Voted in favour	40	12874661	67.95%	93	337272538	100.00	133	350147199	98.30
Appointment of Shri Rajender Mohan Malia (DIN: 00136657) as Managing Director & Chief Executive Officer	Voted against	12	6073074	32.05%	0	0	0	12	6073074	1.70
	Invalid votes	1	200		10	176		11	376	0.00
Special Business:										
Resolution No.7	Voted in favour	49	18939625	99.96%	93	337272538	100.00	142	356212163	100.00
Increase in borrowing power of the Board of Directors of the Company.	Voted against	4	7110	0.04%	0	0	0	4	7110	0.00
	Invalid votes	1	1100		10	176		11	1376	0.00
Resolution No.8	Voted in favour	50	18942640	99.97%	93	337272538	100.00	143	356215178	100.00
Creation of security on the properties of the Company in favour of the lenders	Voted against	2	5095	0.027%	0	0	0	2	5095	0.00
	Invalid votes	1	200		10	176		11	376	0.00
Resolution No.9	Voted in favour	39	12869511	67.92%	93	337272538	100.00	132	350142149	98.29
Increase in authorized share capital of the Company	Voted against	13	6073324	32.05%	0	0	0	13	6073324	1.70
	Invalid votes	1	5000		10	176		11	5176	0.00
Resolution No.10	Voted in favour	50	18947385	99.997%	93	337272538	100.00	143	356219923	100.00
Issuance of non-convertible debentures on private placement basis	Voted against	2	350	0.002%	0	0	0	2	350	0.00
	Invalid votes	1	200		10	176		11	376	0.00

