



15TH ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON FRIDAY, 26TH SEPTEMBER, 2014 AT 3.00 P.M

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 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 15th 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 provisions of the Companies Act, 2013 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 15th AGM, voting was conducted by means of poll.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting e-voting and polling at AGM in 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 27th September 2014.

The Consolidated Results, as per the Scrutinizers' Report dated 26th September, 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.	91.45	0.00
2.	Resolution 2: Ordinary Resolution Declaration of dividend on Equity Shares for Financial Year 2013-14	100	0.00
3.	Resolution 3: Ordinary Resolution Appointment of Director in place of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.	70.56	29.44
4.	Resolution 4: Ordinary Resolution	84.11	15.89

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN: L40105DL1999PLC099328

Regd. Office: 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659127, 41659128, 41659500. Fax: 011-41659126
E-mail: info@ptcindia.com Website: www.ptcindia.com

	Appointment of Director in place of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible offers himself for re-appointment.		
5.	Resolution 5: Ordinary Resolution Appointment of Director in place of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible offers himself for re-appointment.	85.65	14.35
6.	Resolution 6: Ordinary Resolution Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.	96.91	0.71
7.	Resolution 7: Ordinary Resolution Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	84.11	15.89
8.	Resolution 8: Ordinary Resolution Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director.	81.02	18.98

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 15th AGM have been duly approved by the Shareholders with requisite majority.

Date: 27.09.14

Place: New Delhi

For PTC India Ltd.


Chairman & Managing Director

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 26, 2014		
Total Number of Shareholders as on cutoff Date i.e. August 22, 2014	156353		
Number of shareholders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	4	Nil	4
Public-Institutional	Nil	1	1
Public-Others	25965	159	26124
Total	25969	160	26129
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 the Company 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
2	Declaration of dividend on Equity Shares for Financial Year 2013-14.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	Appointment of Director in place of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

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Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
4	Appointment of Director in place of Shri Ravi Prakash Singh (DIN 05240974), 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 Director in place of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

(iii) Results of poll/Postal ballot/E Voting by members:

The Mode of Voting for all resolution was:

- E Voting; and
- Physical Ballot Papers provided to those shareholders and proxies who did not participate in the E Voting process to exercise their votes and who attended the AGM personally.

Results of Voting in the prescribed format are annexed herewith.

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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 furnished be

Date of declaration of results:

Resolution 1: Adoption of Profit & Loss Account for the year ended March 31, 2014 and Balance Sheet as at that date and Reports of the Board of Directors and 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	
Promoters and Promoter Group	48,000,000	e-voting	-	(3)=(2)/(1)*100	-	-	0.00	0.00	
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00	
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00	
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	40,726,381	-	100.00	0.00	
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00	
		Sub-total	49,968,719	66.18	49,968,719	-	100.00	0.00	
Public-Others	172,499,986	e-voting	60,535,511	35.09	60,535,311	200	100.00	0.00	
		Poll	81,484	0.05	81,481	3	100.00	0.00	
		Sub-total	60,616,995	35.14	60,616,792	203	100.00	0.00	
Total A	296,008,321		158,585,714	53.57	158,585,511	203	100.00	0.00	

Resolution 2: Declaration of final dividend and confirmation of interim dividend paid.

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	48,000,000	e-voting	-	(3)=(2)/(1)*100	-	-	0.00	0.00	
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00	
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00	
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	40,726,381	-	100.00	0.00	
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00	
		Sub-total	49,968,719	66.18	49,968,719	-	100.00	0.00	
Public-Others	172,499,986	e-voting	75,360,391	43.69	75,360,391	-	100.00	0.00	
		Poll	81,484	0.05	81,481	3	100.00	0.00	
		Sub-total	75,441,875	43.73	75,441,872	3	100.00	0.00	
Total A	296,008,321		173,410,594	58.58	173,410,591	3	100.00	0.00	

Resolution 3: Appointment of Mr. Mukesh Kumar Goel (DIN 00239813), 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	48,000,000	e-voting Poll	- 48,000,000	- 100.00	- 48,000,000	- -	0.00 100.00	0.00 0.00
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00
Public-Institutional	75,508,335	e-voting Poll	40,726,381 9,242,338	53.94 12.24	4,494,401 9,242,338	36,231,980 -	11.04 100.00	88.96 0.00
		Sub-total	49,968,719	66.18	13,736,739	36,231,980	27.49	72.51
Public-Others	172,499,986	e-voting Poll	75,358,816 81,484	43.69 0.05	60,533,396 81,481	14,825,420 3	80.33 100.00	19.67 0.00
		Sub-total	75,440,300	43.73	60,614,877	14,825,423	80.35	19.65
Total	296,008,321		173,409,019	58.58	122,351,616	51,057,403	70.56	29.44

Resolution 4: Appointment of Mr. Ravi Prakash Singh (DIN 05240974), 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	48,000,000	e-voting Poll	- 48,000,000	0.00 100.00	- 48,000,000	- -	0.00 100.00	0.00 0.00
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00
Public-Institutional	75,508,335	e-voting Poll	40,726,381 9,242,338	53.94 12.24	13,174,167 9,242,338	27,552,214 -	32.35 100.00	67.65 0.00
		Sub-total	49,968,719	66.18	22,416,505	27,552,214	44.86	55.14
Public-Others	172,499,986	e-voting Poll	75,358,816 81,484	43.69 0.05	75,358,276 81,481	540 3	100.00 100.00	0.00 0.00
		Sub-total	75,440,300	43.73	75,439,757	543	100.00	0.00
Total	296,008,321		173,409,019	58.58	145,856,262	27,552,757	84.11	15.89

Resolution 5: Appointment of Mr. Srinivasan Balachandran (DIN 01962996), 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	48,000,000	e-voting Poll	- 48,000,000	0.00 100.00	- 48,000,000	-	0.00 100.00	0.00 0.00
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00
Public-Institutional	75,508,335	e-voting Poll	40,726,381 9,242,338	53.94 12.24	15,847,025 9,242,338	24,879,356	38.91 100.00	61.09 0.00
		Sub-total	49,968,719	66.18	25,089,363	24,879,356	50.21	49.79
Public-Others	172,499,986	e-voting Poll	75,358,816 81,484	43.69 0.05	75,358,276 81,481	540 3	100.00 100.00	0.00 0.00
		Sub-total	75,440,300	43.73	75,439,757	543	100.00	0.00
Total	296,008,321		173,409,019	58.58	148,529,120	24,879,899	85.65	14.35

Resolution 6: Appointment of 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	48,000,000	e-voting Poll	- 48,000,000	0.00 100.00	- 48,000,000	-	0.00 100.00	0.00 0.00
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00
Public-Institutional	75,508,335	e-voting Poll	36,598,115 9,242,338	48.47 12.24	35,364,100 9,242,338	1,234,015	96.63 100.00	3.37 0.00
		Sub-total	45,840,453	60.71	44,606,438	1,234,015	97.31	2.69
Public-Others	172,499,986	e-voting Poll	75,359,691 81,484	43.69 0.05	75,358,316 81,481	1,375 3	100.00 100.00	0.00 0.00
		Sub-total	75,441,175	43.73	75,439,797	1,378	100.00	0.00
Total	296,008,321		169,281,628	57.19	168,046,235	1,235,393	99.27	0.73

SPECIAL BUSINESS

Resolution 7: Appointment of Ms. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director

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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00	
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00	
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	13,174,167	27,552,214	32.35	67.65	
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00	
		Sub-total	49,968,719	66.18	22,416,505	27,552,214	44.86	55.14	
Public-Others	172,499,986	e-voting	75,359,216	43.69	75,358,616	200	100.00	0.00	
		Poll	81,484	0.05	81,481	3	100.00	0.00	
		Sub-total	75,440,700	43.73	75,440,097	203	100.00	0.00	
Total	296,008,321		173,409,419	58.58	145,856,602	27,552,417	84.11	15.89	

Resolution 8: Appointment of Mr. Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director

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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00	
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00	
		Sub-total	48,000,000	100.00	48,000,000	-	100.00	0.00	
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	7,811,886	32,914,495	19.18	80.82	
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00	
		Sub-total	49,968,719	66.18	17,054,224	32,914,495	34.13	65.87	
Public-Others	172,499,986	e-voting	75,359,216	43.69	75,358,476	340	100.00	0.00	
		Poll	81,484	0.05	81,481	3	100.00	0.00	
		Sub-total	75,440,700	43.73	75,439,957	343	100.00	0.00	
Total	296,008,321		173,409,419	58.58	140,494,181	32,914,838	81.02	18.98	


RAJIV MAHESHWAR
 Company Secretary
PTC India Limited
 2nd Floor, NBCC Tower
 15, Bhiokali Carma Place, New Delhi-110016

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

15th Annual General Meeting of the Members of PTC India Limited, to be held on Friday, 26th September, 2014 at 3.00 p.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 8) as set out in the notice of the 15th AGM of the Company dated 26th September, 2014.



3. The votes were unblocked on 21st September, 2014 at 6:37 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

4. The total paid up Equity Share Capital of the Company as on Friday, August 22, 2014 was Rs. 2,960,083,210/- (Rupees Two Hundred Ninety Six Crore Eighty Three Thousand Two Hundred Ten Only) divided into 2,96,008,321 (Twenty Nine Crore Sixty Lakh Eight Thousand Three Hundred Twenty One) shares of **Rs. 10/-** (Rupees Ten Only).
5. Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of CDSL (www.evotingindia.com).
6. 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
134	101261692	87.23%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes against
2	200	0.0002%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
7	14824880

(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
143	116086772	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 Mukesh Kumar Goel (DIN 00239813), 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
84	65027797	56.02%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
57	51057400	43.98%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
2	1575

(d) **Resolution No. 4- Appointment of Shri Ravi Prakash Singh (DIN 05240974), 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
110	88532443	76.26%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
31	27552754	23.73%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
2	1575



(e) **Resolution No. 5- Appointment of Shri Srinivasan Balachandran (DIN 01962996), 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
93	91205301	78.57%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
48	24879896	21.43%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
2	1575

(f) **Resolution No. 6- Appointment of Statutory Auditor.**

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

Number of voters	Number of Votes in favour	% of Votes in favour
132	110722416	95.38%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
6	1235390	1.06%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
5	4128966



(g) **Resolution No. 7- Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.**

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

Number of voters	Number of Votes in favour	% of Votes in favour
112	88532783	76.26%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
29	27552414	23.73%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
2	1575

(h) **Resolution No. 8- Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director**

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

Number of voters	Number of Votes in favour	% of Votes in favour
105	83170362	71.64%

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
36	32914835	28.35%

iii. **Abstained Votes:**

Number of Voters	Number of Votes
2	1575



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 & 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 Limited
New Delhi-66

For 15th Annual General Meeting of the Equity Shareholders of PTC India Limited, held on Friday, 26th September, 2014 at 3.00 p.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 15th Annual General Meeting of the equity shareholders of PTC India Limited ("the Company") held on Friday, 26th September, 2014 at 3:00 P.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(s) kept for polling were locked in my presence with due identification marks placed by me.
2. The Locked Ballot box(s) were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

Page 1 of 10



4. The results of the Poll 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.

(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
55	57323819	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
3	3	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
1	1



b) **Resolution No. 2**

Declaration of dividend on Equity Shares for 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
55	57323819	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
3	3	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
1	1



c) **Resolution No. 3**

Appointment of Shri Mukesh Kumar Goel (DIN 00239813), 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
55	57323819	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
3	3	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
1	1



d) **Resolution No. 4**

Appointment of Shri Ravi Prakash Singh (DIN 05240974), 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
55	57323819	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
3	3	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
1	1



e) **Resolution No. 5**

Appointment of Shri Srinivasan Balachandran (DIN 01962996), 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
55	57323819	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
3	3	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
1	1



f) **Resolution No. 6**

Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.

(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
55	57323819	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
3	3	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
1	1



g) **Resolution No. 7**

Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.

(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
55	57323819	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
3	3	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
1	1



h) **Resolution No. 8**

Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director.

(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
55	57323819	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
3	3	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
1	1



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 26, 2014

ANNEXURE-1

Consolidated Results of voting (By E-voting and voting through ballot papers) for resolution nos. 1 to 8 of the notice of the AGM of "PTC India Limited" held on Friday 26th September, 2014 at 3:00 p.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 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.	Voted in favour	134	101261692	87.23%	55	57323819	100.00	189	158585511	91.45
	Voted against	2	200	0.0002%	3	3	0.00	5	203	0.00
	Invalid votes	7	14824880	-	1	1	-	8	14824881	-
Resolution No.2 Declaration of dividend on Equity Shares for Financial Year 2013-14.	Voted in favour	143	116086772	100%	55	57323819	100.00	198	173410591	100.00
	Voted against	0	0	0.00%	3	3	0.00	3	3	0.00
	Invalid votes	0	0	-	1	1	-	1	1	-
Resolution No.3 Appointment of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment	Voted in favour	84	65027797	56.02%	55	57323819	100.00	139	122351616	70.56
	Voted against	57	51057400	43.98%	3	3	0.00	60	51057403	29.44
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.4 Appointment of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible, offers himself for re-appointment.	Voted in favour	110	88532443	76.26%	55	57323819	100.00	165	145856262	84.11
	Voted against	31	27552754	23.73%	3	3	0.00	34	27552757	15.89
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.5 Appointment of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible, offers himself for re-appointment.	Voted in favour	93	91205301	78.57%	55	57323819	100.00	148	148529120	85.65
	Voted against	48	24879896	21.43%	3	3	0.00	51	24879899	14.35
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.6 Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company	Voted in favour	132	110722416	95.38%	55	57323819	100.00	187	168046235	96.91
	Voted against	6	1235390	1.06%	3	3	0.00	9	1235393	0.71
	Invalid votes	5	4128966	-	1	1	-	6	4128967	-
Resolution No.7 Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	Voted in favour	112	88532783	76.26%	55	57323819	100.00	167	145856602	84.11
	Voted against	29	27552414	23.73%	3	3	0.00	32	27552417	15.89
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.8 Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director.	Voted in favour	105	83170362	71.64%	55	57323819	100.00	160	140494181	81.02
	Voted against	36	32914835	28.35%	3	3	0.00	39	32914838	18.98
	Invalid votes	2	1575	-	1	1	-	3	1576	-

