



Date: 26th March, 2015

To
The Listing Department
National Stock Exchange Limited
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

The Listing Department
Bombay Stock Exchange Limited
Rotunda Building, 1st Floor
Mumbai Samachar Marg
Mumbai – 400 001

Dear Sir

Subject: Result of Postal Ballot.

Please find enclosed the result of Postal Ballot (including e-voting) in prescribed format along with Scrutinizer's report dated 24.03.2015.

Thanking You,

For PTC India Financial Services Limited

A handwritten signature in blue ink, appearing to read 'Vishal Goyal', is written over a circular stamp or seal.

Vishal Goyal
(Company Secretary)

Encl: As above.

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

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of Postal Ballot/E Voting are furnished below:

Date of declaration of results: March 25,2015

Resolution 1: To appoint Dr. Uddesh Kohli (DIN: 00183409) as a non-executive Independent Director 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
	(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	-	0.000000	-	-	0.000000	0.000000
		Postal Ballot	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
		Sub-total	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
Public-Institutional	7,61,16,381	e-voting	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
		Postal Ballot	-	0.000000	-	-	0.000000	0.000000
		Sub-total	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
Public-Others	14,87,16,953	e-voting	2,89,530	0.194685	2,75,438	14,092	95.132801	4.867199
		Postal Ballot	5,457	0.003669	5,354	103	98.112516	1.887484
		Sub-total	2,94,987	0.198355	2,80,792	14,195	95.187924	4.812076
Total A	56,20,83,335		34,74,30,860	61.811272	34,74,16,665	14,195	99.995914	0.004085

Resolution 2: To appoint Mr. Surinder Singh Kohli (DIN: 00169907) as a non-executive Independent Director 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
	(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
		Postal Ballot	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
		Sub-total	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
Public-Institutional	7,61,16,381	e-voting	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
		Postal Ballot	-	0.000000	-	-	0.000000	0.000000
		Sub-total	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
Public-Others	14,87,16,953	e-voting	2,89,177	0.194448	2,73,565	15,612	94.601230	5.398770
		Postal Ballot	4,457	0.002997	4,354	103	97.689028	2.310972
		Sub-total	2,93,634	0.197445	2,77,919	15,715	94.648099	5.351901
Total A	56,20,83,335		34,74,29,507	61.811031	34,74,13,792	15,715	99.995476	0.004523



Resolution 3: To appoint Mr. Ramarao Muralidharan Coimbatore (DIN: 02443277) as a non-executive Independent Director 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
	(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	-	0.000000	-	-	0.000000	0.000000
		Postal Ballot	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
		Sub-total	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
Public-Institutional	7,61,16,381	e-voting	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
		Postal Ballot	-	0.000000	-	-	0.000000	0.000000
		Sub-total	98,85,872	12.987838	98,85,872	-	100.000000	0.000000
Public-Others	14,87,16,953	e-voting	2,89,588	0.194724	2,77,206	12,382	95.724270	4.275730
		Postal Ballot	4,457	0.002997	4,354	103	97.689028	2.310972
		Sub-total	2,94,045	0.197721	2,81,560	12,485	95.754051	4.245949
Total	56,20,83,335		34,74,29,918	61.811105	34,74,17,433	12,485	99.996406	0.003593

Resolution 4: To appoint Mr. Ved KumarJain (DIN: 00485623) as a non-executive Independent Director 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
	(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	-	0.000000	-	-	0.000000	0.000000
		Postal Ballot	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
		Sub-total	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
Public-Institutional	7,61,16,381	e-voting	98,85,872	12.987837	98,85,872	-	100.000000	0.000000
		Poll	-	0.000000	-	-	0.000000	0.000000
		Sub-total	98,85,872	12.987837	98,85,872	-	100.000000	0.000000
Public-Others	14,87,16,953	e-voting	2,89,183	0.1944519	2,74,851	14,332	95.043969	4.956031
		Postal Ballot	4,457	0.0029970	4,354	103	97.689028	2.310972
		Sub-total	2,93,640	0.1974489	2,79,205	14,435	95.084117	4.915883
Total	56,20,83,335		34,74,29,513	61.8110325	34,74,15,078	14,435	99.995845	0.004154



Resolution 5: To appoint Mr. Surender Kumar Tuteja (DIN: 00594076) as a non-executive Independent Director 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
	(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	-	0.000000	-	-	0.000000	0.000000
		Postal Ballot	337250001	100.000000	337250001	-	100.000000	0.000000
		Sub-total	33,72,50,001	100.000000	33,72,50,001	-	100.000000	0.000000
Public-Institutional	7,61,16,381	e-voting	98,85,872	12.987838	79,77,736	19,08,136	80.698354	19.301646
		Postal Ballot	-	0.000000	-	-	0.000000	0.000000
		Sub-total	98,85,872	12.987838	79,77,736	19,08,136	80.698354	19.301646
Public-Others	14,87,16,953	e-voting	2,89,181	0.194451	2,73,339	15,842	94.521770	5.478230
		Postal Ballot	4,457	0.002997	4,354	103	97.689028	2.310972
		Sub-total	2,93,638	0.197448	2,77,693	15,945	94.569845	5.430155
Total	56,20,83,335		34,74,29,511	61.811032	34,55,05,430	19,24,081	99.446195	0.553804



**POSTAL BALLOT OF PTC INDIA FINANCIAL SERVICES LTD.
Declaration of Results of Postal Ballot**

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 Postal Ballot dated 6th Feb, 2015. The e-voting was open from 21st February 2015, 9:00 A.M. to 22nd March 2015, 6:00 P.M.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic and physical votes received up to 6:00 P.M. on 22nd March 2015.

The Consolidated Results, as per the Scrutinizers' Report dated 24.03.2015 are as follows:

S.No.	Particulars	% of votes in favour	% of votes Against
1.	Resolution: 1: Ordinary Resolution Appointment of Dr. Uddesh Kumar Kohli (DIN: 00183409) as a non-executive Independent Director of the Company.	99.995914	0.004085
2.	Resolution -2: Ordinary Resolution Appointment of Mr. Surinder Singh Kohli (DIN: 00169907) as a non-executive Independent Director of the Company.	99.995476	0.004523
3.	Resolution -3: Ordinary Resolution Appointment of Mr. Ramarao Muralidharan Coimbatore (DIN: 02443277) as a non-executive Independent Director of the Company.	99.996406	0.003593
4.	Resolution -4: Ordinary Resolution Appointment of Mr. Ved Kumar Jain (DIN: 00485623) as a non-executive Independent Director of the Company.	99.995845	0.004154

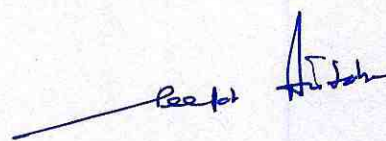
PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
(A subsidiary of PTC India Limited)

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5.	Resolution -5: Ordinary Resolution Appointment of Mr. Surender Kumar Tuteja (DIN: 00594076) as a non-executive Independent Director of the Company.	99.446195	0.553804
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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of Postal Ballot dated 6th Feb, 2015 have been duly approved by the Shareholders with requisite majority.



Deepak Amitabh
Chairman
PTC India Financial Services Ltd.

25/03/2015



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Details of Voting Results

(i) Attendance of members:

1	Total no. of shareholders as on the cut-off date (February 6, 2015)	102365
2	Total no. of shareholders who opted for e-voting	185
3	Total no. of shareholders who opted for physical postal ballot	14
4	Total no. of shareholders who participated in the postal ballot process	199

(ii) Voting by members:

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	Appointment of Dr. Uddesh Kumar Kohli (DIN: 00183409) as a non-executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority
2	Appointment of Mr. Surinder Singh Kohli (DIN: 00169907) as a non-executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority
3	Appointment of Mr. Ramarao Muralidharan Coimbatore (DIN: 02443277) as a non-executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority
4	Appointment of Mr. Ved Kumar Jain (DIN: 00485623) as a non-executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority

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5	Appointment of Mr. Surender Kumar Tuteja (DIN: 00594076) as a non-executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority
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(iii) **Results of poll/Postal ballot/E Voting by members:**

The Mode of Voting for all resolution was:

- a) E Voting; and
- b) Postal Ballot Form provided to those shareholders who did not had their e-mail IDs registered with the Registrar/Company.

Results of Voting in the prescribed format are annexed herewith.



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ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

The Chairman,
PTC India Financial Services Limited
7th Floor, Telephone Exchange Building,
8 Bhikaji Cama Place,
New Delhi-110066

Dear Sir,

1. The Board of Directors of the Company by means of the letter dated February 5, 2015 has appointed me as Scrutinizer for conducting the Postal Ballot voting process.
2. I submit my report as under:
 - 2.1 The Company completed dispatch of notices to all the Shareholders of the Company on February 20, 2015:
 - a) in physical mode along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope, to those Shareholders, whose e-mail ID is not registered with the Company; and
 - b) in electronic form through Karvy Computershare Pvt. Ltd. along with the details of User ID and Password to the members, whose e-mail ID is registered with the Company as on February 6, 2015.
 - 2.2 Particulars of all the postal ballots received from the Shareholders have been entered in a Register separately maintained for the purpose.
 - 2.3 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
 - 2.4 The Postal Ballot Forms were duly opened and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of Beneficiaries as on February 6, 2015.
 - 2.5 All the Postal Ballot Forms received upto the close of working hours i.e. 6:00 PM on 22nd March, 2015, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

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2.6 Envelopes containing postal ballot forms received after close of working hours on 22nd March, 2015 were not considered for our scrutiny. Such envelopes aggregated to 9(Nine) in numbers which are not opened and are separately kept.

3. The result of the Postal Ballot is as under :

(a) **Resolution No-1: To appoint Dr. Uddesh Kumar Kohli (DIN: 00183409) as a non-executive Independent Director of the Company.**

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	9	337255355	99.999821
Postal Ballot in E-Voting Form	169*	10161310	99.861509
Total	178	347416665	99.995914

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	16*	14092	0.138490
Total	20	14195	0.004085

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	1	500
Postal Ballot in E-Voting Form	3	710
Total	4	1210



*Out of total e-voting ballots 185, 3 shareholders voted both “in favour” and “against” of the resolution. Thus these 3 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 1 is taken as passed by Shareholders of the Company with requisite majority.

(b) **Resolution No-2:** To appoint **Mr. Surinder Singh Kohli** (DIN: 00169907) as a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	166*	10159437	99.846565
Total	174	347413792	99.995476

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	16*	15612	0.153434
Total	20	15715	0.004523

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	5	1123
Total	7	2623



*Out of total e-voting ballots 185, 2 shareholders voted both “in favour” and “against” of the resolution. Thus these 2 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 2 is taken as passed by Shareholders of the Company with requisite majority.

(c) **Resolution No-3:** To appoint **Mr. Ramarao Muralidharan Coimbatore** (DIN: 02443277) as a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	170*	10163078	99.878315
Total	178	347417433	99.996406

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	15*	12382	0.121684
Total	19	12485	0.003593

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	3	712
Total	5	2212



*Out of total e-voting ballots 185, 3 shareholders voted both “in favour” and “against” of the resolution. Thus these 3 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 3 is taken as passed by Shareholders of the Company with requisite majority.

(d) **Resolution No-4: To appoint Mr. Ved Kumar Jain (DIN: 00485623) as a non-executive Independent Director of the Company.**

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	167*	10160723	99.859145
Total	175	347415078	99.995845

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	17*	14332	0.140854
Total	21	14435	0.004154

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	4	1111
Total	6	2611



*Out of total e-voting ballots 185, 3 shareholders voted both “in favour” and “against” of the resolution. Thus these 3 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 4 is taken as passed by Shareholders of the Company with requisite majority.

(e) **Resolution No-5:** To appoint Mr. Surender Kumar Tuteja (DIN: 00594076), a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	164*	8251075	81.091223
Total	172	345505430	99.446195

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	20*	1923978	18.908776
Total	24	1924081	0.553804

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	4	1111
Total	6	2611



*Out of total e-voting ballots 185, 3 shareholders voted both “in favour” and “against” of the resolution. Thus these 3 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 5 is taken as passed by Shareholders of the Company with requisite majority.

4. Hence, it is hereby declared that all the resolutions were passed by the Shareholders of the Company with requisite majority.

Thanking you.

Yours Faithfully,



Ashish Kapoor
Practicing Company Secretary

C.P No: 7504

Scrutinizer

Place: Delhi

Date: 24.03.2015