



POSTAL BALLOT OF PTC INDIA 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.

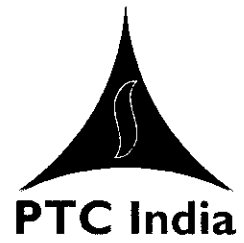
The Consolidated Results, as per the Scrutinizers' Report dated 24.03.2015 are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution: 1: Ordinary Resolution To appoint Shri Dhirendra Swarup (DIN 02878434), as a non executive Independent Director of the Company.	99.995172	0.004827
2.	Resolution -2: Ordinary Resolution To appoint Shri Harbans Lal Bajaj (DIN 00894431), as a non executive Independent Director of the Company.	99.995148	0.0048515
3.	Resolution -3: Ordinary Resolution To appoint Shri Ved Kumar Jain (DIN 00485623), as a non executive Independent Director of the Company.	99.994216	0.0057838
4.	Resolution -4: Ordinary Resolution To appoint Shri Anil Razdan (DIN 00356644), as a non executive Independent Director of the Company.	95.677745	4.322254

PTC India Limited

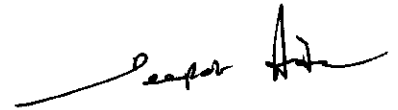
(Formerly known as Power Trading Corporation of India Limited)
CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500, 41595100, 46484200, Fax: 011-41659144
E-mail: info@ptcindia.com Website: www.ptcindia.com



5.	Resolution -5: Ordinary Resolution To appoint Shri Dipak Chatterjee (DIN 03048625), as a non executive Independent Director of the Company.	99.995172	0.0048277
6.	Resolution -6: Ordinary Resolution To appoint Shri Srinivasan Balachandran (DIN 01962996), as a non executive Independent Director of the Company.	71.010029	28.989970

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 & Managing Director
PTC India Ltd.

25/03/15

PTC India Limited

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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)	154496
2	Total no. of shareholders who opted for e-voting	220
3	Total no. of shareholders who opted for physical postal ballot	48
4	Total no. of shareholders who participated in the postal ballot process	268

(ii) **Voting by members:**

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	Appointment of Shri Dhirendra Swarup (DIN 02878434), 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 Shri Harbans Lal Bajaj (DIN 00894431), 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 Shri 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
	Appointment of Shri Anil Razdan (DIN 00356644), as a non executive Independent Director of the Company.			

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4	Appointment of Shri Dipak Chatterjee (DIN 03048625), as a non executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	The resolution was passed with requisite majority
5	Appointment of Shri Srinivasan Balachandran (DIN 01962996), as a non executive Independent Director of the Company.	Ordinary	E Voting & Postal Ballot Form	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
- 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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E-mail: info@ptcindia.com Website: www.ptcindia.com

Resolution 3: To appoint Shri Ved Kumar Jain (DIN 00485623), 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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	-	0.00	-	-	-	0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	101,680,592	-	100.00	0.00
		Postal Ballot	2,842,338	1.55	2,842,338	-	100.00	0.00
		Sub-total	104,522,930	57.17	104,522,930	-	100.00	0.00
Public-Others	65,164,768	e-voting	699,573	1.07	693,542	6,031	99.137903	0.862097
		Postal Ballot	3,327	0.01	3,272	55	98.346859	1.653141
		Sub-total	702,900	1.08	696,814	6,086	99.134158	0.865842
Total	296,008,321		105,225,830	35.55	105,219,744	6,086	99.994216	0.005784

Resolution 4: To appoint Shri Anil Razdan (DIN 00356644), 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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	-	0.00	-	-	-	0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	97,137,549	4,543,043	95.532045	4.467955
		Poll	2,842,338	1.55	2,842,338	-	100.00	0.00
		Sub-total	104,522,930	57.17	99,979,887	4,543,043	95.653544	4.346456
Public-Others	65,164,768	e-voting	699,573	1.07	694,548	5,025	99.281705	0.718295
		Postal Ballot	3,322	0.01	3,262	60	98.193859	1.806141
		Sub-total	702,895	1.08	697,810	5,085	99.276563	0.723437
Total	296,008,321		105,225,825	35.55	100,677,697	4,548,128	95.677745	4.322255

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 Shri Dhirendra Swarup (DIN 02878434), 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	48,000,000	e-voting	-	0.00	-	-	0	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	-	0.00	-	-	0.00	0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	101,680,592	-	100.0	0.00
		Postal Ballot	2,842,338	1.55	2,842,338	-	100.0	0.00
		Sub-total	104,522,930	57.17	104,522,930	-	100.0	0.00
Public-Others	65,164,768	e-voting	699,573	1.07	694,548	5,025	99.281705	0.718295
		Postal Ballot	3,547	0.01	3,492	55	98.449394	1.550606
		Sub-total	703,120	1.08	698,040	5,080	99.277506	0.722494
Total A	296,008,321		105,226,050	35.55	105,220,970	5,080	99.995172	0.004828

Resolution 2: To appoint Shri Harbans Lal Bajaj (DIN 00894431), 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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	-					0.00
		Sub-total	-					0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	101,680,592	-	100.00	0.00
		Postal Ballot	2,842,338	1.55	2,842,338	-	100.00	0.00
		Sub-total	104,522,930	57.17	104,522,930	-	100.00	0.00
Public-Others	65,164,768	e-voting	699,573	1.07	694,548	5,025	99.281705	0.718295
		Postal Ballot	3,342	0.01	3,262	80	97.606224	2.393776
		Sub-total	702,915	1.08	697,810	5,105	99.273739	0.726261
Total A	296,008,321		105,225,845	35.55	105,220,740	5,105	99.995149	0.004851

Resolution 5: To appoint Shri Dipak Chatterjee (DIN 03048625), 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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	-	0.00	-	-	0.00	0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	101,680,592	-	100.00	0.00
		Postal Ballot	2,842,338	1.55	2,842,338	-	100.00	0.00
		Sub-total	104,522,930	57.17	104,522,930	-	100.00	0.00
Public-Others	65,164,768	e-voting	699,573	1.07	694,548	5,025	99.281705	0.718295
		Postal Ballot	3,327	0.01	3,272	55	98.346859	1.653141
		Sub-total	702,900	1.08	697,820	5,080	99.277280	0.722720
Total	296,008,321		105,225,830	35.55	105,220,750	5,080	99.995172	0.004828

Resolution 6: To appoint Shri Srinivasan Balachandran (DIN 01962996), 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	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	-	0.00	-	-	0.00	0.00
Public-Institutional	182,843,553	e-voting	101,680,592	55.61	71,180,754	30,499,838	70.004268	29.995732
		Postal Ballot	2,842,338	1.55	2,842,338	-	100.000000	0.00
		Sub-total	104,522,930	57.17	74,023,092	30,499,838	70.819955	29.180045
Public-Others	65,164,768	e-voting	699,573	1.07	694,542	5,031	99.280847	0.719153
		Postal Ballot	3,317	0.01	3,252	65	98.040398	1.959602
		Sub-total	702,890	1.08	697,794	5,096	99.274993	0.725007
Total	296,008,321		105,225,820	35.55	74,720,886	30,504,934	71.010030	28.989970

ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

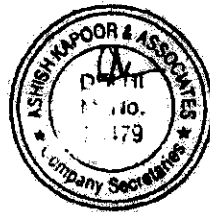
SCRUTINIZER'S REPORT

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

The Chairman,
PTC India Limited
2nd Floor, NBCC Tower,
15 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 MCS Ltd., to those shareholders 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 Ballots 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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O 011-47037708

ASHISHKAPOORANASSOCIATES@GMAIL.COM

2.6 Envelopes containing postal ballot forms received after close of working hours on 22nd March, 2015 were not considered for scrutiny. Such envelopes aggregated to 5 in numbers (Five) which are not opened and are separately kept.

3. The result of the postal ballot is as under :

(a) Resolution No-1: To appoint Shri Dharendra Swarup (DIN 02878434), 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	30	2845830	99.998067
Postal Ballot in E-Voting Form	203	102375140	99.995092
Total	233	105220970 ✓	99.995172

(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	3	55	0.001933
Postal Ballot in E-Voting Form	17	5025	0.004908
Total	20	5080 ✓	0.004827

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	15	2057
Postal Ballot in E-Voting Form	0	0
Total	15	2057



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 Shri Harbans Lal Bajaj (DIN 00894431), 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	28	2845600	99.997189
Postal Ballot in E-Voting Form	203	102375140	99.995092
Total	231	105220740	99.995148

(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	80	0.002811
Postal Ballot in E-Voting Form	17	5025	0.004908
Total	21	5105	0.004851

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	16	2157
Postal Ballot in E-Voting Form	0	0
Total	16	2157

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 Shri 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	29	2845610	99.998067
Postal Ballot in E-Voting Form	200	102374134	99.994109
Total	229	105219744	99.994216

(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	3	55	0.001933
Postal Ballot in E-Voting Form	20	6031	0.005890
Total	23	6086	0.005783

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	16	2157
Postal Ballot in E-Voting Form	0	0
Total	16	2157

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 Shri Anil Razdan (DIN 00356644), 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	28	2845600	99.997892
Postal Ballot in E-Voting Form	198	97832097	95.557667
Total	226	100677697	95.677745

(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	60	0.002108
Postal Ballot in E-Voting Form	22	4548068	4.442333
Total	26	4548128	4.322254

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	16	2157
Postal Ballot in E-Voting Form	0	0
Total	16	2157

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



(c) **Resolution No-5: To appoint Shri Dipak Chatterjee (DIN 03048625), 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	29	2845610	99.998067
Postal Ballot in E-Voting Form	203	102375140	99.995092
Total	232	105220750	99.995172

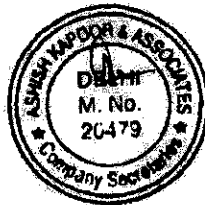
(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	3	55	0.001933
Postal Ballot in E-Voting Form	17	5025	0.004908
Total	20	5080	0.004827

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	16	2157
Postal Ballot in E-Voting Form	0	0
Total	16	2157

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



(f) Resolution No-6: To appoint Shri Srinivasan Balachandran (DIN 01962996), 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	27	2845590	99.997716
Postal Ballot in E-Voting Form	145	71875296	70.204317
Total	172	74720886	71.010029

(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	65	0.002284
Postal Ballot in E-Voting Form	75	30504869	29.795683
Total	79	30504934	28.989970

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	17	2257
Postal Ballot in E-Voting Form	0	0
Total	17	2257

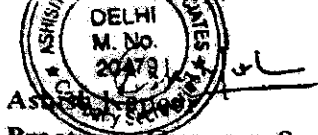
Hence, based on above result, Resolution 6 is taken as passed by Shareholders of the Company with requisite majority.



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,



Practicing Company Secretary

C.P No: 7504

Scrutinizer

Place: Delhi

Date: 24.03.2015