



**16th ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON THURSDAY,
SEPTEMBER 24, 2015 AT 3.30 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 16TH Annual General Meeting (AGM). The e-voting was open from September 20, 2015, 9:00 A.M. to September 23, 2015, 5:00 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 16th 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 5:00 P.M. on September 23, 2015 and poll received till the conclusion of the meeting and submitted their report on September 25, 2015.

The Consolidated Results, as per the Scrutinizers' Report dated September 25, 2015, are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution 1: Ordinary Resolution To receive, consider and adopt the Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15.	100.00	0.00
2.	Resolution 2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2014-15.	100.00	0.00
3.	Resolution 3: Ordinary Resolution Appointment of Shri. Hemant Bhargava (DIN: 01922717), who retires by rotation and being eligible, offers himself for re-appointment.	67.26	32.74

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659500. Fax: 011-41659144
Website: www.ptcindia.com

RAJIV MAHESHWARI
 Company Secretary
 PTC India Limited
 2nd Floor, NBCC Tower
 15, Bhikaji Cama Place, New Delhi-110044



4.	Resolution 4: Ordinary Resolution Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company.	96.82	3.18
5.	Resolution 5: Ordinary Resolution Appointment of Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director.	77.28	22.72
6.	Resolution 6: Ordinary Resolution Appointment of Shri. Ajit Kumar (DIN: 06518591) as Whole time Director.	100.00	0.00
7.	Resolution 7: Ordinary Resolution Appointment of Shri Arun Kumar (DIN 01853255) as Whole time Director.	100.00	0.00
8.	Resolution 8: Ordinary Resolution Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director.	100.00	0.00

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 16th AGM have been duly approved by the Shareholders with requisite majority.

R. Maheshwari
FCS-4998
RAJIV MAHESHWARI
Company Secretary
PTC India Limited
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-sd/r
Deepak Amitabh
Chairman & Managing Director
PTC India Ltd.

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 24, 2015		
Total Number of Shareholders as on cutoff Date i.e. September 17, 2015	163621		
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	0	4
Public-Institutional	1	0	1
Public-Others	992	1	993
Total	997	1	998
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	To receive, consider and adopt the Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of	Ordinary	E Voting & Ballot	The resolution was

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	dividend for the Financial Year 2014-15.		Papers	passed with requisite majority
3	Appointment of Shri. Hemant Bhargava (DIN: 01922717), 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	Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment of Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Shri. Ajit Kumar (DIN: 06518591) as Whole time Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Shri Arun Kumar (DIN 01853255) as Whole time Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time 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 below:

Date of declaration of result: September 25, 2015

Resolution 1: To receive, consider and adopt the Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15.

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	4,80,00,000	e-voting Poll	- 4,80,00,000	0.00 100.00	- 4,80,00,000	-	0.00 100.00	0.00 0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	e-voting Poll	6,86,47,562 -	77.59 0.00	6,86,47,562 -	-	100.00 0.00	0.00 0.00
		Sub-total	6,86,47,562	77.59	6,86,47,562	-	100.00	0.00
Public-Others	15,95,29,937	e-voting Poll	4,62,11,409 1,00,00,020	28.97 6.27	4,62,11,209 1,00,00,020	200 -	100.00 100.00	0.00 0.00
		Sub-total	5,62,11,429	35.24	5,62,11,229	200	100.00	0.00
Total A	29,60,08,321		17,28,58,991	58.40	17,28,58,791	200	100.00	0.00

Resolution 2: Declaration of final dividend for the Financial Year 2014-15.

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	4,80,00,000	e-voting Poll	- 4,80,00,000	0.00 100.00	- 4,80,00,000	-	0.00 100.00	0.00 0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	e-voting Poll	7,88,01,021 -	89.06 0.00	7,88,01,021 -	-	100.00 0.00	0.00 0.00
		Sub-total	7,88,01,021	89.06	7,88,01,021	-	100.00	0.00
Public-Others	15,95,29,937	e-voting Poll	4,62,11,459 1,00,00,020	28.97 6.27	4,62,11,359 1,00,00,020	100 -	100.00 100.00	0.00 0.00
		Sub-total	5,62,11,479	35.24	5,62,11,379	100	100.00	0.00
Total A	29,60,08,321		18,30,12,500	61.83	18,30,12,400	100	100.00	0.00

Resolution 3: To appoint a Director in place of Shri. Hemant Bhargava (DIN: 019222717), who retires by rotation at this Annual General Meeting and being eligible has offered 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	4,80,00,000	e-voting Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	e-voting Poll	7,88,01,021	89.06	1,88,91,676	5,99,09,345	23.97	76.03
		Sub-total	7,88,01,021	89.06	1,88,91,676	5,99,09,345	23.97	76.03
Public-Others	15,95,29,937	e-voting Poll	4,62,11,454	28.97	4,62,07,219	4,235	99.99	0.01
		Sub-total	1,00,00,020	6.27	1,00,00,020	-	100.00	0.00
Total	29,60,08,321		18,30,12,495	61.83	12,30,98,915	5,99,13,580	67.26	32.74

Resolution 4: Ratification of Appointment of K. G. Somani as Statutory Auditors 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	4,80,00,000	e-voting Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	e-voting Poll	7,34,00,469	82.96	6,77,50,667	56,49,802	92.30	7.70
		Sub-total	7,34,00,469	82.96	6,77,50,667	56,49,802	92.30	7.70
Public-Others	15,95,29,937	e-voting Poll	4,62,11,414	28.97	4,62,10,339	1,075	100.00	0.00
		Sub-total	1,00,00,020	6.27	1,00,00,020	-	100.00	0.00
Total	29,60,08,321		17,76,11,903	60.00	17,19,61,026	56,50,877	96.82	3.18

SPECIAL BUSINESS

Resolution 5: To appoint Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director.

Ordinary Resolution

Category	No. of shares Held	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	4,80,00,000	-	0.00	-	-	0.00	0.00
		4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	7,88,01,021	89.06	3,72,28,220	4,15,72,801	47.24	52.76
		-	0.00	-	-	0.00	0.00
		7,88,01,021	89.06	3,72,28,220	4,15,72,801	47.24	52.76
Public-Others	15,95,29,937	4,62,11,459	28.97	4,62,10,609	850	100.00	0.00
		1,00,00,020	6.27	1,00,00,020	-	100.00	0.00
		5,62,11,479	35.24	5,62,10,629	850	100.00	0.00
Total	29,60,08,321	18,30,12,500	61.83	14,14,38,849	4,15,73,651	77.28	22.72

Resolution 6: Appointment of Shri. Ajit Kumar (DIN: 06518591) as Whole time 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	8,84,78,384	e-voting	7,88,01,021	89.06	7,88,01,021	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	7,88,01,021	89.06	7,88,01,021	-	100.00	0.00
Public-Others	15,95,29,937	e-voting	4,62,11,459	28.97	4,62,10,314	1,145	100.00	0.00
		Poll	1,00,00,020	6.27	1,00,00,020	-	100.00	0.00
		Sub-total	5,62,11,479	35.24	5,62,10,334	1,145	100.00	0.00
Total	29,60,08,321		18,30,12,500	61.83	18,30,11,355	1,145	100.00	0.00

RAJIV MAHESHWAR

Company Secretary

PTC India Limited

2nd Floor, NBCC Tower

15, Bhikaji Cama Place, New Delhi-110067

3

Resolution 7: Appointment of Shri Arun Kumar (DIN 01853255) as Whole time 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100
							(7)=(5)/(2)*100
Promoters and Promoter Group	4,80,00,000	e-voting Poll	- 4,80,00,000	0.00 100.00	- 4,80,00,000	-	0.00 100.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00
Public-Institutional	8,84,78,384	e-voting Poll	7,88,01,021 -	89.06 0.00	7,88,01,021 -	-	0.00 0.00
		Sub-total	7,88,01,021	89.06	7,88,01,021	-	100.00
Public-Others	15,95,29,937	e-voting Poll	4,62,11,459 1,00,00,020	28.97 6.27	4,62,09,039 1,00,00,020	2,420 -	99.99 100.00
		Sub-total	5,62,11,479	35.24	5,62,09,059	2,420	100.00
Total	29,60,08,321		18,30,12,500	61.83	18,30,10,080	2,420	100.00

Resolution 8: Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time 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
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100
							(7)=(5)/(2)*100
Promoters and Promoter Group	4,80,00,000	e-voting Poll	- 4,80,00,000	0.00 100.00	- 4,80,00,000	-	0.00 100.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00
Public-Institutional	8,84,78,384	e-voting Poll	7,88,01,021 -	89.06 0.00	7,88,01,021 -	-	0.00 0.00
		Sub-total	7,88,01,021	89.06	7,88,01,021	-	100.00
Public-Others	15,95,29,937	e-voting Poll	4,62,11,459 1,00,00,020	28.97 6.27	4,62,10,314 1,00,00,020	1,145 -	100.00 100.00
		Sub-total	5,62,11,479	35.24	5,62,10,334	1,145	100.00
Total	29,60,08,321		18,30,12,500	61.83	18,30,11,355	1,145	100.00

ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES ANNEXURE-1

CONSOLIDATED REPORT OF SCRUTINIZER (ON E-VOTING & POLL)

To,

Shri Deepak Amitabh
Chairman
PTC India Limited
2 nd Floor, NBCC Tower,
15, Bhikaji Cama Place, New Delhi - 110 066

Ref: 16th Annual General Meeting of the members of PTC India Limited held on Thursday, September 24, 2015 at 3.30 p.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi- 110010

Dear Sir,

I, Ashish Kapoor & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of **PTC India Limited**, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between Sunday, September 20, 2015 (9:00 am) to Wednesday, September 23, 2015 (5:00 pm)
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 16th AGM of the members of the Company, held on Thursday, September 24, 2015 at 3.30 p.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi- 110010.

Based on the report furnished by Central Depository Services Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Central Depository Services Limited for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:



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(a) **Item No. 1:**

Adoption of Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15. (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
208	114858771	10	58000020	172858791	100.00%

ii. **Voted against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	200	NIL	NIL	200	0.00%

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
7	10153509	1	1	10153510

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority



(b) Item No. 2 :

Declaration of Final Dividend (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
216	125012380	10	58000020	183012400	100.00%

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	100	NIL	NIL	100	0.00%

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(c) Item No. 3:

Appointment of Shri. Hemant Bhargava (DIN: 01922717), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
133	65098895	10	58000020	123098915	67.26%

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
83	59913580	NIL	NIL	59913580	32.74%

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
1	5	1	1	6

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(d) Item No. 4:

**Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company
(Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
197	113961006	10	58000020	171961026	96.82%

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
17	5650877	NIL	NIL	5650877	3.18%

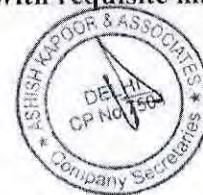
iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
3	5400597	1	1	5400598

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(e) **Item No. 5:**

Appointment of Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
153	83438829	10	58000020	141438849	77.28 %

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
64	41573651	NIL	NIL	41573651	22.72 %

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(f) Item No. 6:

**Appointment of Shri. Ajit Kumar (DIN: 06518591) as Whole time Director
(Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
206	125011335	10	58000020	183011355	100.00%

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	1145	NIL	NIL	1145	0.00%

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(g) Item No. 7:

**Appointment of Shri Arun Kumar (DIN 01853255) as Whole time Director.
(Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
204	125010060	10	58000020	183010080	100.00%

ii. Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
13	2420	NIL	NIL	2420	0.00%

iii. Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(h) Item No. 8:

**Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director
(Ordinary Resolution)**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
206	125011335	10	58000020	183011355	100.00%

ii. Voted **against** the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	1145	NIL	NIL	1145	0.00%

iii. **Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll
NIL	NIL	1	1	1

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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.

The relevant records relating to E-Voting and Poll were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES

Company Secretaries



Ashish Kapoor

Scrutinizer

CP No 7504

FCS No. 8002

Place: New Delhi

Date: September 25, 2015