

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 BhikajiCama Place New Delhi - 110 066 Tel: 011-41659500. Fax: 011-41659144
Website: www.ptcindia.com

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2nd Floor, NBCC Town



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.

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15. Bhikaji Cama Place, New Comit Hours

16. Bhikaji Cama Place,

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

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

The Mode of Voting for all resolution was:

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

Results of Voting in the prescribed format are annexed herewith.

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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.

	% of Votes Polled on Outstanding Shares	No. or votes in Favour	No. or votes in	No. 01 Votes III /8 OI votes III lavoar	
(2)			Against	over Votes Polled	over Votes Polled
4,80,00,000	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(5)*100
4,80,00,000				000	000
4,80,00,000	0.00	7		0.00	0000
0000000	100.00	4,80,00,000	,	100.00	0.00
	100 00	4.80,00,000	•	100.00	0.00
4,80,00,000	100.00	-///:		700 00	000
6.86.47.562	77.59	6,86,47,562	1	100.00	0.00
look a footo	000		3	0.00	0.00
1	0.00			47 154	000
6 86 47 562	77.59	6,86,47,562	•	100.00	0.00
=00/11/00/0	0000	000 11 000	000	100.00	0.00
4,62,11,409	78.97	4,02,11,203	201	2000	
1 00 00 00 0	6.27	1,00,00,020	y	100.00	00.00
2000000	40.10	5 63 11 330	200	100.00	0.00
5,62,11,429	35.24	5,02,11,263	007	201001	
17 28 58 991	58.40	17,28,58,791	200	100.00	0.00
	1,00,00,020 5,62,11,429 17,28,58,991		5.27 35.24 58.40 1	35.24 1,00,00,020 35.24 5,62,11,229 58.40 17,28,58,791	35.24 5,62,11,229 200 58.40 17,28,58,791 200

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

Ordinary Resolution

tregory No. of shares Mode of Voting No of Valid % of Votes Polled Outstanding Shares in Favour Against No. of spanes Held Votes Polled Outstanding Shares in Favour Against Over Votes Polled noters and oter Group 4,80,00,000 e-voting 4,80,00,000 100.00 4,80,00,000 - 0.00 oter Group Sub-total 7,88,01,021 89.06 7,88,01,021 - 0.00 Institutional 8,84,78,384 e-voting 7,88,01,021 89.06 7,88,01,021 - 0.00 Sub-total 7,88,01,021 89.06 7,88,01,021 - 0.00 - 0.00 Inc-Others 15,95,29,937 e-voting 4,62,11,459 28.97 4,62,11,359 100.00 Sub-total 5,62,11,479 1,00,00,020 - 1,00,00,020 - 1,00,00,020 - 100.00 Asso, total 5,62,11,479 1,00,00,020 - 1,00,00,020 - 100.00 Asso, total 5,62,11,379 100.00 - 100.00 Asso, total 1,830,12,400 100 100	Ordinary Resolution						ai - of Motor in	of of votes in favorir	% of votes in against
(1) (2) (3)=(2)/(1)*100 (4) (5) (6)=(4)/(2)*100 noters and oter Group oter Group at Group oter Group oter Group oter Group at Gro	Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. or votes in Favour	Against	over Votes Polled	over Votes Polled
Operation of Executing of Control of Executions of Executions of Executions of Executions of Executions (a) 100,000 (b) 100,000 (b) 100,000 (b) 100,000 (b) 100,000 (b) 100,000 (c) 100,000		(4)		(6)	(3)=(2)/(1)*100	(4)	(2)	(6)=(4)/(2)*100	(7)=(5)/(5)*100
oter Group e-voting - 0.00 4,80,00,000 100.00 4,80,00,000 - 0.00 100.00 4,80,00,000 - 0.00 100.00 4,80,00,000 - 0.00 100.00		(1)		(-)	600		•	0.00	00.00
Oter Group Sub-total 4,80,00,000 100.00 4,80,00,000 - - Oter Group Sub-total 4,80,00,000 100.00 4,80,00,000 - - Institutional 8,84,78,384 e-voting 7,88,01,021 89.06 7,88,01,021 - Sub-total 7,88,01,021 89.06 7,88,01,021 - - Sub-total 7,88,01,021 89.06 7,88,01,021 - - Poll 7,88,01,021 89.06 7,88,01,021 - - Sub-total 7,88,01,021 28.97 4,62,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,479 35.24 5,62,11,379 100 18,30,12,400 100 100 100 100	Promoters and	4.80.00.000	e-voting	L	0.00			0000	000
Oter Group Sub-total 4,80,00,000 100.00 4,80,00,000 - Institutional 8,84,78,384 e-voting 7,88,01,021 89.06 7,88,01,021 - Sub-total 7,88,01,021 89.06 7,88,01,021 - - Sub-total 7,88,01,021 89.06 7,88,01,021 - - Poll 7,88,01,021 89.06 7,88,01,021 - - Sub-total 4,62,11,459 28.97 4,62,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,779 35.24 5,62,11,379 100 35.24 18,30,12,400 100 100			llod	4 80.00.000		4,80,00,000		100.00	0.00
Sub-total 8,84,78,384 e-voting 7,88,01,021 89.06 7,88,01,021 -	Promoter Group		lott total	000 00 00 0		4.80,00,000	•	100.00	0.00
Institutional 8,84,78,384 e-voting 7,88,01,021 89.06 7,88,01,021 - 0.00			Sub-total	4,60,00,00				00 001	000
Institutional 8,04,70,304 Poll - 0.00		000 07 00 0		7 88 01 021		7,88,01,021		100.00	00.0
Sub-total 7,88,01,021 89.06 7,88,01,021 - Aic-Others 15,95,29,937 e-voting 4,62,11,459 28.97 4,62,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,479 35.24 5,62,11,379 100 18,30,12,400 100	Public-Institutional	400,01,40,0		in de la contraction de la con				00.0	0.00
Sub-total 7,88,01,021 89.06 7,88,01,021 - Alic-Others 15,95,29,937 e-voting 4,62,11,459 28.97 4,62,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,479 35.24 5,62,11,379 100 18,30,12,400 100			Poll		00.0				000
Augustoda 15,95,29,937 e-voting 4,62,11,459 28.97 4,62,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,479 35.24 5,62,11,379 100 18,30,12,400 100			Cub total	7 88 01 021	90.68	7,88,01,021		100.00	0.00
Alic-Others 15,95,29,937 e-voting 4,62,11,459 28.97 4,02,11,359 100 Poll 1,00,00,020 6.27 1,00,00,020 - Sub-total 5,62,11,479 35.24 5,62,11,379 100 18,30,12,400 100 100			Sub-total			1 62 11 250	100	100.00	0.00
Sub-total 5,62,11,479 6.27 1,00,00,020 - 1.00,00,000 5.00 - 1.00,00,00,020 - 1.00 5,62,11,379 100 100 100 100 100 100 100 100 100 10	Dublic-Others	15 95 29 937	e-voting	4,62,11,459		4,04,11,000			000
Sub-total 5,62,11,479 35.24 5,62,11,379 100 100 100 100 100 100 100 100 100 10	- apilic-oliga	- clocket	D IIVG	1 00 00 020		1,00,00,020		100.00	0.00
Sub-total 5,62,11,479 55.25 61.83 18,30,12,400 100				1,00,00,00,00		5 62 11.379		100.00	00.00
18 30.12,400 100			Sub-total	5,02,11,415		-1-1-1	007	00000	000
COCKET COCKET	Total A	29 60 08 321		18,30,12,500		18,30,12,400	100	100.00	20:0



Resolution 3: To appoint a Director in place of Shri. Hemant Bhargava (DIN: 01922717), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Ordinary Resolution						The state of the s		L
Category	No. of shares Held	No. of shares Mode of Voting Held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	No. of Votes in % of votes in favour Against 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	4,80,00,000	e-voting	1	ž		ï	0.00	0.00
Promoter Groun		Poll	4,80,00,000	100.00	4,80,00,000	t	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	j.	100.00	00.00
Public-Institutional	8.84.78,384	e-voting	7,88,01,021	90.68	1,88,91,676	5,99,09,345	23.97	76.03
	1 1 1	Poll	t	0.00	•	•	0.00	0.00
		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	4,62,11,454	28.97	4,62,07,219	4,235	66.66	0.01
	, , , , , , , , , , , , , , , , , , , ,	Poll	1,00,00,020	6.27	1,00,00,020		100.00	0.00
		Sub-total	5,62,11,474	35.24	5,62,07,239	4,235	66.66	0.01
Total	29.60.08.321		18,30,12,495	61.83	12,30,98,915	5,99,13,580	67.26	32.74

Ordinary Resolution								
Category	No. of shares Held	No. of shares Mode of Voting Held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	No. of Votes in % of votes in favour Against 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	4.80.00,000	e-voting	•	0.00	7		0.00	0.00
Promoter Groun		Poll	4,80,00,000	100.00	4,80,00,000	1	100.00	0.00
200		Sub-total	4,80,00,000	100.00	4,80,00,000		100.00	0.00
Public-Institutional	8.84.78.384	e-voting	7,34,00,469	82.96	799'05'21'9	56,49,802	92.30	7.70
		Poll	t	0.00	h	1	0.00	0.00
		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	4,62,11,414	28.97	4,62,10,339	1,075	100.00	0.00
		Poll	1,00,00,020	6.27	1,00,00,020	ı	100.00	0.00
		Sub-total	5,62,11,434	35.24	5,62,10,359	1,075	100.00	0.00
Total	29.60.08.321		17,76,11,903	00.09	17,19,61,026	56,50,877	96.82	3.18

Resolution 4: Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company



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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	No. of Votes in % of votes in favour Against 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	4,80,00,000	e-voting	1	0.00	•	-	00:0	00'0
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	4	100.00	00.00
		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	90.68	3,72,28,220	4,15,72,801	47.24	52.76
		Poll		0.00	•	1	0.00	0.00
		Sub-total	7,88,01,021	90.68	3,72,28,220	4,15,72,801	47.24	52.76
Public-Others	15,95,29,937	e-voting	4,62,11,459	28.97	4,62,10,609	850	100.00	0.00
		Poll	1,00,00,020	6.27	1,00,00,020	ı	100.00	0.00
		Sub-total	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

Ordinary Resolution								
Category	No. of shares Held	No. of shares Mode of Voting Held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	No. of Votes in % of votes in favour Against over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(2)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	4,80,00,000	e-voting	1	0.00	1	1	0.00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	4	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	90.68	7,88,01,021	4	100.00	0.00
		Poll		0.00	,	i.	0.00	0.00
		Sub-total	7,88,01,021	90.68	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



Ordinary Resolution								
Category	No. of shares Held	No. of shares Mode of Voting Held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	No. of Votes in % of votes in favour Against over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(5)*100
Promoters and	4 80 00 000	e-voting	ĭ	0.00	1	i.	00:00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000)	100.00	0.00
ממח מומלים		Sub-total	4,80,00,000	100.00	4,80,00,000		100.00	0.00
Public lastitutional	8 84 78 384	e-voting	7.88.01.021	89.06	7,88,01,021	·	100.00	0.00
rubiic-iiistitutioiiai	100000000	Poll	-	0.00	1	ŧ	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	4,62,09,039	2,420	66.66	0.01
		Poll	1.00,00,020	6.27	1,00,00,020	j.	100.00	0.00
		Sub-total	5,62,11,479	35.24	5,62,09,059	2,420	100.00	0.00
Total	29 60 08 321		18.30.12.500	61.83	18,30,10,080	2,420	100.00	00.0

Ordinary Resolution					The second secon			
Category	No. of shares Held	No. of shares Mode of Voting Held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	No. of Votes in % of votes in favour Against over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(2)	(6)=(4)/(2)*100	(7)=(5)/(5)*100
Promoters and	4 80 00 000	e-voting	-	0.00	*		0.00	0.00
Bromotor Group		Poll	4.80,00,000	100.00	4,80,00,000		100.00	0.00
בוסוווסובו פוסמלי		Sub-total	4,80,00,000	100.00	4,80,00,000	•	100.00	0.00
lencitutitad oildud	8 87 78 384	A-voting	7.88.01.021	89.06	7,88,01,021		100.00	0.00
rubile-illstitutioliai	1000000000	Poll		0.00	1	1	0.00	00.00
		Sub-total	7.88.01.021	89.06	7,88,01,021	1	100.00	00.00
Dublic Others	15 95 29 937	e-voting	4.62.11.459	28.97	4,62,10,314	1,145	100.00	00.00
rapiiconicis	100100100101	Poll	1.00,00,020	6.27	1,00,00,020		100.00	00.00
		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

Resolution 8: Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director



5

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		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	Number of votes	Number of	203146407-257-307-	Total number of votes
members voted in E-voting	cast (Shares) – E- Voting	woted - Poll	votes cast (Shares) – Poll	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



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(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:

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

iii Invalid Votes:

A CONTRACTOR AND CO.	Number of votes cast (Shares) – E-		Number of votes cast	Total number of votes cast through E-Voting
in E-voting	Voting		(Shares) - Poll	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) <u>Item No. 3</u>:

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

ii. Voted against the resolution:

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

iii. Invalid Votes:

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



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(d) <u>Item No. 4</u>:

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	% of total number of valid votes cas
197	113961006	10	58000020	Poll 171961026	96.82%

ii. Voted against the resolution:

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

iii. Invalid Votes:

Number of	Number of Number of votes		Number of	Total number of votes
members voted	cast (Shares) - E-	Members/Proxies	votes cast	cast through E-Voting
in E-voting	Voting	voted - Poll	(Shares) - Poll	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) <u>Item No. 5</u>:

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

i. Voted in favour of the resolution:

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

ii. Voted against the resolution:

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

iii Invalid Votes:

Number of	Number of votes	Number of	Number of	Total number of votes
	cast (Shares) - E-		votes cast	cast through E-Voting
in E-voting	Voting		(Shares) – Poll	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.



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

ii. Voted against the resolution:

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

iii. Invalid Votes:

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



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(g) <u>Item No. 7</u>:

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

i. Voted in favour of the resolution:

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

iii. Invalid Votes:

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

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(h) <u>Item No. 8</u>:

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

i. Voted in favour of the resolution:

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

ii. Voted against the resolution:

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

iii. Invalid Votes:

members voted in E-voting	cast (Shares) – E-	Members/Proxies	votes cast	cast through E-Voting
	Voting	voted - Poll	(Shares) – Poll	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

Scrutinizer CP No 7504 FCS No. 8002

Place: New Delhi

Date: September 25, 2015