

**9<sup>th</sup> ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LTD. HELD ON  
THURSDAY, 24<sup>TH</sup> SEPTEMBER, 2014 AT 10:30 A.M.**

**Declaration of Results of e-voting and poll**

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 9<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 20<sup>th</sup> September 2015, 9:00 A.M. to 23<sup>rd</sup> September 2015, 5:00 P.M.

In line with the relevant provisions of the Companies Act, 2013, read with relevant rules, thereunder 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 9<sup>th</sup> AGM, voting was conducted by means of the poll.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting e-voting and polling at AGM in a 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 20<sup>th</sup> September 2015 and poll received till the conclusion of the meeting and submitted their report on 25.09.2015.

The Consolidated Results, as per the Scrutinizers' Report dated 25.09.2015 are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	<b>Resolution -1:</b> Ordinary Resolution Adoption of audited financial statements of the Company for the year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	100	0
2.	<b>Resolution -2:</b> Ordinary Resolution Declaration of dividend on Equity Shares for Financial Year 2014-15	100	0
3.	<b>Resolution -3:</b> Ordinary Resolution Re-appointment of Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	100	0
4.	<b>Resolution -4:</b> Ordinary Resolution Ratification of the appointment of the Statutory Auditors and	100	0

**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



	to fix their remuneration.		
5.	<b>Resolution -5:</b> Ordinary Resolution Appointment Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer of the Company.	100	0
6.	<b>Resolution -6:</b> Ordinary Resolution Appointment of Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd.	100	0
7.	<b>Resolution -7:</b> Ordinary Resolution Appointment of Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.	100	0
8.	<b>Resolution -8:</b> Special Resolution Issuance of Non-Convertible Debentures on private placement basis	99.95	0.05

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 9<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

s/d-

**Deepak Amitabh**  
Chairman  
PTC India Financial Services Ltd.

  
ACS : 19/24

**Vishal Goyal**  
Company Secretary  
PTC India Financial Services Limited  
7th Floor, Telephone Exchange Building  
8 Bhikaji Cama Place, New Delhi-110066

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**Details of Voting Results**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>September 24, 2015</b>		
Total Number of Shareholders as on cut-off Date i.e. September 17, 2015	<b>120412</b>		
Number of shareholders present in the meeting either in person or through proxy:	<b>Present in Person</b>	<b>Present Through Proxy</b>	<b>Total</b>
Promoters and Promoter Group	<b>1</b>	<b>0</b>	<b>1</b>
Public-Institutional	<b>0</b>	<b>1</b>	<b>1</b>
Public-Others	<b>678</b>	<b>9</b>	<b>687</b>
Total	<b>679</b>	<b>10</b>	<b>689</b>
No. of Shareholders attended the meeting through Video Conferencing	<b>Not Arranged</b>		
Promoters and Promoter Group:			
Public-Institutional :			
Public-Others :			

**(ii) Voting by members:**

**Agenda-wise**

<b>Item No in the Notice</b>	<b>Subject</b>	<b>Resolution (Ordinary/ Special)</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1	Adoption of audited financial statements of for the year ended	Ordinary	E Voting & Ballot	The resolution was passed with

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	March 31, 2015, the reports of the Board of Directors and Auditors thereon.		Papers	requisite majority
2	Declaration of dividend on Equity Shares for Financial Year 2014-15	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	Re-appointment of Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	Ratification of the appointment of the Statutory Auditors and to fix their remuneration.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Issuance of Non-Convertible Debentures on private placement basis.	Special	E Voting & Ballot Papers	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) 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 results: September 25, 2015

Resolution 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on the said date (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon

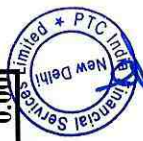
**Ordinary Resolution**

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 Poll	- 33,72,50,001	0.00 100.00	- 33,72,50,001	-	- 100.00	- 0.00
		<b>Sub-total</b>	<b>33,72,50,001</b>	<b>100.00</b>	<b>33,72,50,001</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	7,70,98,186	e-voting Poll	1,32,69,313 -	17.21 0.00	1,32,69,313 -	-	100.00 0.00	0.00 -
		<b>Sub-total</b>	<b>1,32,69,313</b>	<b>17.21</b>	<b>1,32,69,313</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	14,77,35,148	e-voting Poll	54,78,325 23,002	3.71 0.02	54,78,325 23,002	-	100.00 100.00	0.00 0.00
		<b>Sub-total</b>	<b>55,01,327</b>	<b>3.72</b>	<b>55,01,327</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total A</b>	<b>56,20,83,335</b>		<b>35,60,20,641</b>	<b>63.34</b>	<b>35,60,20,641</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 2: To consider declaration of 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	33,72,50,001	e-voting Poll	- 33,72,50,001	- 100.00	- 33,72,50,001	-	- 100.00	- 0.00
		<b>Sub-total</b>	<b>33,72,50,001</b>	<b>100.00</b>	<b>33,72,50,001</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	7,70,98,186	e-voting Poll	1,42,13,560 -	18.44 -	1,42,13,560 -	-	100.00 -	0.00 -
		<b>Sub-total</b>	<b>1,42,13,560</b>	<b>18.44</b>	<b>1,42,13,560</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	14,77,35,148	e-voting Poll	54,78,325 23,002	3.71 0.02	54,78,325 23,002	-	100.00 100.00	0.00 0.00
		<b>Sub-total</b>	<b>55,01,327</b>	<b>3.72</b>	<b>55,01,327</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total A</b>	<b>56,20,83,335</b>		<b>35,69,64,888</b>	<b>63.51</b>	<b>35,69,64,888</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>





**Resolution 3: To re-appoint Dr. Pawan Singh (DIN: 00044987), 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	33,72,50,001	e-voting Poll	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
Public-Institutional	7,70,98,186	e-voting Poll	1,42,13,560	18.44	1,42,13,560	-	100.00	0.00	
		Sub-total	1,42,13,560	18.44	1,42,13,560	-	100.00	0.00	
Public-Others	14,77,35,148	e-voting Poll	54,78,225	3.71	54,78,125	100	100.00	0.00	
		Sub-total	23,002	100.00	23,002	100	100.00	0.00	
<b>Total</b>	<b>56,20,83,335</b>		<b>35,69,64,788</b>	<b>63.51</b>	<b>35,69,64,688</b>	<b>100</b>	<b>100.000</b>	<b>0.000</b>	

**Resolution 4: To ratify the appointment of the Statutory Auditors and to fix their remuneration.**

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 Poll	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00	
Public-Institutional	7,70,98,186	e-voting Poll	1,42,13,560	18.44	1,42,13,560	-	100.00	0.00	
		Sub-total	1,42,13,560	18.44	1,42,13,560	-	100.00	0.00	
Public-Others	14,77,35,148	e-voting Poll	54,78,325	3.71	54,78,325	-	100.00	0.00	
		Sub-total	3,302	0.00	3,302	-	100.00	0.00	
<b>Total</b>	<b>56,20,83,335</b>		<b>35,69,45,188</b>	<b>63.50</b>	<b>35,69,45,188</b>	<b>-</b>	<b>100.000</b>	<b>0.000</b>	

**SPECIAL BUSINESS**

**Resolution 5: To appoint Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer 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 Poll Sub-total	33,72,50,001 33,72,50,001	100.00 100.00	33,72,50,001 33,72,50,001	-	100.00 100.00	0.00 0.00
Public-Institutional	7,70,98,186	e-voting Poll Sub-total	1,42,13,560 1,42,13,560	18.44 18.44	1,42,13,560 1,42,13,560	-	100.00 100.00	0.00 0.00
Public-Others	14,77,35,148	e-voting Poll Sub-total	54,78,275 23,002 55,01,277	3.71 0.02 3.72	54,78,175 23,002 55,01,177	100	100.00 100.00 100.00	0.00 0.00 0.00
<b>Total</b>	<b>56,20,83,335</b>		<b>35,69,64,838</b>	<b>63.51</b>	<b>35,69,64,738</b>	<b>100</b>	<b>100.000</b>	<b>0.000</b>

**Resolution 6: To appoint Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd.**

**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 Poll Sub-total	33,72,50,001 33,72,50,001	100.00 100.00	33,72,50,001 33,72,50,001	-	100.00 100.00	0.00 0.00
Public-Institutional	7,70,98,186	e-voting Poll Sub-total	1,42,13,560 1,42,13,560	18.44 18.44	1,42,13,560 1,42,13,560	-	100.00 100.00	0.00 0.00
Public-Others	14,77,35,148	e-voting Poll Sub-total	54,78,275 23,002 55,01,277	3.71 100.00 3.72	54,78,074 23,002 55,01,076	201	100.00 100.00 100.00	0.00 0.00 0.00





Total	56,20,83,335	35,69,64,838	63.51	35,69,64,637	201	100,000	0.000	
<b>Resolution 7: To appoint Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd.</b>								
<b>Ordinary Resolution</b>								
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 Poll	33,72,50,001	100.00	33,72,50,001	-	100.000	0.00
		<b>Sub-total</b>	<b>33,72,50,001</b>	<b>100.00</b>	<b>33,72,50,001</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	7,70,98,186	e-voting Poll	1,42,13,560	18.44	1,42,13,560	-	100.00	0.00
		<b>Sub-total</b>	<b>1,42,13,560</b>	<b>18.44</b>	<b>1,42,13,560</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	14,77,35,148	e-voting Poll	54,78,275	3.71	54,78,075	200	100.00	0.00
		<b>Sub-total</b>	<b>23,002</b>	<b>100.00</b>	<b>23,002</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>	<b>56,20,83,335</b>		<b>55,01,277</b>	<b>3.72</b>	<b>55,01,077</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>
			<b>35,69,64,838</b>	<b>63.51</b>	<b>35,69,64,638</b>	<b>200</b>	<b>100.000</b>	<b>0.000</b>
<b>Resolution 8: Issuance of Non-Convertible Debentures on private placement basis.</b>								
<b>Special Resolution</b>								
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 Poll	33,72,50,001	100.00	33,72,50,001	-	100.000	0.00
		<b>Sub-total</b>	<b>33,72,50,001</b>	<b>100.00</b>	<b>33,72,50,001</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	7,70,98,186	e-voting Poll	1,42,13,560	18.44	1,23,67,979	18,45,581	87.02	12.98
		<b>Sub-total</b>	<b>1,42,13,560</b>	<b>18.44</b>	<b>1,23,67,979</b>	<b>18,45,581</b>	<b>87.02</b>	<b>12.98</b>
Public-Others	14,77,35,148	e-voting Poll	54,78,225	3.71	54,78,124	101	100.00	0.00
		<b>Sub-total</b>	<b>23,002</b>	<b>100.00</b>	<b>23,002</b>	<b>101</b>	<b>100.000</b>	<b>0.00</b>
<b>Total</b>	<b>56,20,83,335</b>		<b>55,01,227</b>	<b>103.71</b>	<b>55,01,126</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
			<b>35,69,64,788</b>	<b>63.51</b>	<b>35,51,19,106</b>	<b>18,45,682</b>	<b>99.48</b>	<b>0.52</b>



# ASHISH KAPOOR & ASSOCIATES

## COMPANY SECRETARIES

### ANNEXURE-1

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

To,

Shri Deepak Amitabh  
Chairman

**PTC India Financial Services Limited**

7th Floor, Telephone Exchange Building,  
8 Bhikaji Cama Place, New Delhi - 110 066

Ref: 9<sup>th</sup> Annual General Meeting of the members of PTC India Financial Services Limited held on Thursday, September 24, 2015 at 10.30 a.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 Financial Services 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 9<sup>th</sup> AGM of the members of the Company, held on Thursday, September 24, 2015 at at 10.30 a.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 Karvy Computershare Private Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of the Karvy Computershare Private Limited for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:



M: 9871444755

O: 011-47037706

ASHISHKAPOORANASSOCIATES@GMAIL.COM



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

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended on the said date (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon. (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
104	18747638	5	337273003	356020641	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
NIL	NIL	NIL	NIL	NIL	NIL

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	946247	1	20	946267

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 :**

**To consider declaration of dividend 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
106	19691885	5	337273003	356964888	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
NIL	NIL	NIL	NIL	NIL	NIL

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	2000	1	20	2020

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:**

**To re-appoint Dr. Pawan Singh (DIN: 00044987), who retires by rotation at this Annual General Meeting and being eligible has offered 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
<b>104</b>	<b>19691685</b>	<b>5</b>	<b>337273003</b>	<b>356964688</b>	<b>100.00%</b>

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
<b>1</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>100</b>	<b>0.00%</b>

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
<b>2</b>	<b>2100</b>	<b>1</b>	<b>20</b>	<b>2120</b>

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:**

**To ratify the appointment of the Statutory Auditors and to fix their remuneration.  
(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
<b>106</b>	<b>19691885</b>	<b>4</b>	<b>337253303</b>	<b>356945188</b>	<b>100.00%</b>

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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
<b>1</b>	<b>2000</b>	<b>2</b>	<b>19720</b>	<b>21720</b>

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:**

**To appoint Dr. Ashok Haldia (DIN:00818489) as Managing Director & Chief Executive Officer 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
104	19691735	5	337273003	356964738	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
2	2050	1	20	2070

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:**

**To appoint Mr. Ajit Kumar (DIN: 06518591) as Nominee Director of PTC India Ltd. (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
102	19691634	5	337273003	356964637	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
3	201	NIL	NIL	201	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
2	2050	1	20	2070

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:**

**To appoint Mr. Radhakrishnan Nagarajan (DIN: 00701892) as Nominee Director of PTC India Ltd. (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
103	19691635	5	337273003	356964638	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
2	2050	1	20	2070

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:**

**Issuance of Non-Convertible Debentures on private placement basis. (Special 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
97	17846103	5	337273003	355119106	99.95%

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
8	1845682	NIL	NIL	1845682	0.05%

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
2	2100	1	20	2120

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 Special 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  
Company Secretaries  
CP No 7504  
FCS No. 8002**

**Place: New Delhi  
Date: September 25, 2015**