

Dated: 28<sup>th</sup> September 2016

To

<b>Manager</b> Listing Department/ Department of Corporate Relations <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	<b>General Manager</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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**Sub : Details of voting results and proceedings of 17<sup>th</sup> Annual General Meeting of PTC India Limited**

**Sir/Madam,**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility to the member of the Company in respect of all the items to be transacted at the Annual General Meeting (AGM) on Wednesday, 28<sup>th</sup> September, 2016, at 12.30 P.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010. The e-voting period commenced on 25<sup>th</sup> September, 2016 at 09 : 00 a.m. and ended on 27<sup>th</sup> September, 2016 at 05 : 00 p.m. with cut off date for determining eligibility of shareholders for e-voting being 21<sup>st</sup> September, 2016.

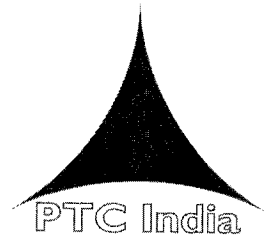
Mr. Ashish Kapoor (F-8002), practising Company Secretary, who was appointed as a Scrutinizer, has submitted his report to the Chairman. In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, proceedings of 10<sup>th</sup> Annual General Meeting of the Company is submitted herewith as Annexure – I. The voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of the Scrutinizer is submitted herewith in Annexure- II.

**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

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The Report of Scrutinizer i.e. Consolidated Report, E-voting Report & Poll (Form MGT-13) is being hosted on the Company's website [www.ptcindia.com.com](http://www.ptcindia.com.com).

Submitted for your record and information.

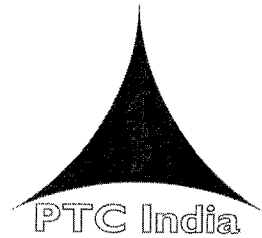
Thanking You,

For PTC India Limited

  
Rajiv Maheshwari  
(Company Secretary)

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Enclosed : as above



**17<sup>th</sup> ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON THURSDAY,  
SEPTEMBER 28, 2016 AT 12.30 P.M**

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

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), 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 17<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from Sunday, September 25, 2016 (9:00 am) to Tuesday, September 27, 2016 (5:00 pm).

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 17<sup>th</sup> 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 27, 2016 and poll received till the conclusion of the meeting and submitted their report on 28.09.2016.

The Consolidated Results, as per the Scrutinizers' Report dated 28.09.2016, are as follows:

S. No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	<b>Resolution 1:</b> Ordinary Resolution  To receive, consider and adopt the Balance Sheet as at 31st March 2016, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the Financial Year 2015-16.	100.00	0.00
2.	<b>Resolution 2:</b> Ordinary Resolution  To consider declaration of dividend for the Financial Year 2015-16.	100.00	0.00

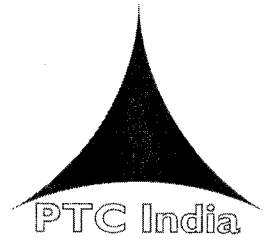
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3.	<b>Resolution 3:</b> Ordinary Resolution Appointment of Shri. Ravi Prakash Singh (DIN: 05240974), who retires by rotation and being eligible, offers himself for re-appointment.	72.40	27.60
4.	<b>Resolution 4:</b> Ordinary Resolution Appointment of Smt. Jyoti Arora (DIN: 00353071), who retires by rotation and being eligible, offers himself for re-appointment.	72.40	27.60
5.	<b>Resolution 5:</b> Ordinary Resolution Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company.	97.91	2.09
6.	<b>Resolution 6:</b> Ordinary Resolution Appointment of Shri Kulamani Biswal (DIN: 03318539) as Non- Executive Nominee Director.	73.52	26.48
7.	<b>Resolution 7:</b> Ordinary Resolution Appointment of Shri Jayant Kumar (DIN 03010235) as a Non- Executive Nominee Director.	76.46	23.54

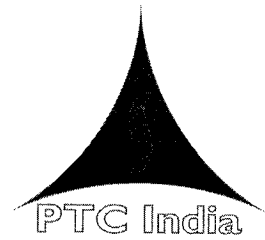
Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 17<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority.

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**Details of Voting Results**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>September 28, 2016</b>		
Total Number of Shareholders as on cutoff Date i.e. September 21, 2016	<b>142824</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	4	-	4
Public-Institutional	2	1	3
Public-Others	63	11	74
<b>Total</b>	<b>69</b>	<b>12</b>	<b>81</b>
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional: Public-Others:	<b>Not Arranged</b>		

**(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	To receive, consider and adopt the Balance Sheet as at 31st March 2016, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the Financial Year 2015-16.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2015-16.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

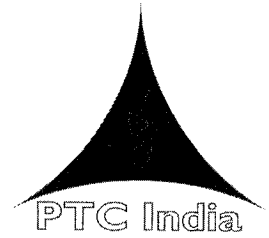
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3	Appointment of Shri. Ravi Prakash Singh (DIN: 05240974), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	Appointment of Smt. Jyoti Arora (DIN: 00353071), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	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
6	Appointment of Shri Kulamani Biswal (DIN: 03318539) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Shri Jayant Kumar (DIN 03010235) as a Non- Executive Nominee 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.

*FLS-4988*  
**For PTC India Ltd.**

*Deepak Amitabh*  
**Deepak Amitabh  
Chairman & Managing Director**

Encl: As above

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## Voting Results

<b>Date of AGM</b>	<b>September 28, 2016</b>
<b>Total number of shareholders on record date</b>	<b>142824</b>
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	4
Public:	77
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NA
Public:	NA

**Resolution 1: To receive, consider and adopt the Balance Sheet as at 31st March 2016, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the Financial Year 2015-16.**

**Ordinary Resolution**

**Whether promoter/ promoter group are interested in the agenda/resolution? No**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	129,019,995	-	100.00	0.00
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>139,019,995</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	67,506,179	e-voting	114,637	0.17	110,997	3,640	96.82	3.18
		Poll	-	-	-	-	0.00	0.00
		<b>Sub-total</b>	<b>114,637</b>	<b>0.17</b>	<b>110,997</b>	<b>3,640</b>	<b>96.82</b>	<b>3.18</b>
<b>Total A</b>	<b>296,008,321</b>		<b>187,134,632</b>	<b>63.22</b>	<b>187,130,992</b>	<b>3,640</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 2: To consider declaration of dividend for the Financial Year 2015-16**

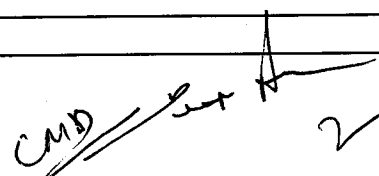
**Ordinary Resolution**

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Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	129,019,995	-	100.00	0.00
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>139,019,995</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Others	67,506,179	e-voting	115,861	0.17	114,151	1,710	98.52	1.48
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>115,861</b>	<b>0.17</b>	<b>114,151</b>	<b>1,710</b>	<b>98.52</b>	<b>0.00</b>
<b>Total A</b>	<b>296,008,321</b>		<b>187,135,856</b>	<b>63.22</b>	<b>187,134,146</b>	<b>1,710</b>	<b>100.00</b>	<b>0.00</b>

Resolution 3: Appointment of Shri. Ravi Prakash Singh (DIN: 05240974), who retires by rotation and being eligible, offers himself for re-appointment.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	-	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	77,387,993	51,632,002	59.98	40.02
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>87,387,993</b>	<b>51,632,002</b>	<b>62.86</b>	<b>37.14</b>
Public-Others	67,506,179	e-voting	108,599	0.16	98,012	10,587	90.25	9.75
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>108,599</b>	<b>0.16</b>	<b>98,012</b>	<b>10,587</b>	<b>90.25</b>	<b>9.75</b>
<b>Total</b>	<b>296,008,321</b>		<b>187,128,594</b>	<b>63.22</b>	<b>135,486,005</b>	<b>51,642,589</b>	<b>72.40</b>	<b>27.60</b>

Resolution 4: Appointment of Smt. Jyoti Arora (DIN: 00353071), who retires by rotation and being eligible, offers himself for re-appointment								
Ordinary Resolution								

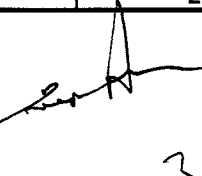
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Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	77,387,993	51,632,002	59.98	40.02
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>87,387,993</b>	<b>51,632,002</b>	<b>62.86</b>	<b>37.14</b>
Public-Others	67,506,179	e-voting	110,197	0.16	99,229	10,968	90.05	9.95
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>110,197</b>	<b>0.16</b>	<b>99,229</b>	<b>10,968</b>	<b>90.05</b>	<b>9.95</b>
<b>Total</b>	<b>296,008,321</b>		<b>187,130,192</b>	<b>63.22</b>	<b>135,487,222</b>	<b>51,642,970</b>	<b>72.40</b>	<b>27.60</b>

Resolution 5: Ratification of Appointment of K. G. Somani as Statutory Auditors of the Company								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	127,635,495	70.71	123,754,561	3,880,934	96.96	3.04
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>137,635,495</b>	<b>76.25</b>	<b>133,754,561</b>	<b>3,880,934</b>	<b>97.18</b>	<b>2.82</b>
Public-Others	67,506,179	e-voting	111,717	0.17	107,560	4,157	96.28	3.72
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>111,717</b>	<b>0.17</b>	<b>107,560</b>	<b>4,157</b>	<b>96.28</b>	<b>3.72</b>
<b>Total</b>	<b>296,008,321</b>		<b>185,747,212</b>	<b>62.75</b>	<b>181,862,121</b>	<b>3,885,091</b>	<b>97.91</b>	<b>2.09</b>

Special Business

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Resolution 6: Appointment of Shri Kulamani Biswal (DIN: 03318539) as Non- Executive Nominee Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	79,479,714	49,540,281	61.60	38.40
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>89,479,714</b>	<b>49,540,281</b>	<b>64.36</b>	<b>35.64</b>
Public-Others	67,506,179	e-voting	113,162	0.17	104,093	9,069	91.99	8.01
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>113,162</b>	<b>0.17</b>	<b>104,093</b>	<b>9,069</b>	<b>91.99</b>	<b>8.01</b>
<b>Total</b>	<b>296,008,321</b>		<b>187,133,157</b>	<b>63.22</b>	<b>137,583,807</b>	<b>49,549,350</b>	<b>73.52</b>	<b>26.48</b>

Resolution 7: Appointment of Shri Jayant Kumar (DIN 03010235) as a Non- Executive Nominee Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		<b>Sub-total</b>	<b>48,000,000</b>	<b>100.00</b>	<b>48,000,000</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutional	180,502,142	e-voting	129,019,995	71.48	84,969,100	44,050,895	65.86	34.14
		Poll	10,000,000	5.54	10,000,000	-	0.00	0.00
		<b>Sub-total</b>	<b>139,019,995</b>	<b>77.02</b>	<b>94,969,100</b>	<b>44,050,895</b>	<b>68.31</b>	<b>31.69</b>
Public-Others	67,506,179	e-voting	113,862	0.17	107,260	6,602	94.20	5.80
		Poll	-	0.00	-	-	0.00	0.00
		<b>Sub-total</b>	<b>113,862</b>	<b>0.17</b>	<b>107,260</b>	<b>6,602</b>	<b>94.20</b>	<b>5.80</b>
<b>Total</b>	<b>296,008,321</b>		<b>187,133,857</b>	<b>63.22</b>	<b>143,076,360</b>	<b>44,057,497</b>	<b>76.46</b>	<b>23.54</b>

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