



Dated: 26th September 2017

To

Manager Listing Department/ Department of Corporate Relations BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	General Manager National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
---	--

Sub :

- 1. Proceedings of 18th Annual General Meeting held on 25th September, 2017
(Reg. 30 of SEBI (Listing and Obligations and Disclosure Requirements) Regulations 2015)
("referred herein as Listing Regulations")**
- 2. Details of voting results and proceedings of 18th Annual General Meeting of PTC India Limited (Reg. 44 of Listing Regulation)**

Sir/Madam,

The 18th Annual General Meeting of PTC India Limited was held on Monday, 25th September, 2017, at 11.00 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010.

In this regard, we would like to submit the following documents:-

- (a) Proceedings and Voting results of the 18th Annual General Meeting held on 25th September, 2017 as per Regulation 30 of Listing Regulations ;
- (b) Report of Scrutinizer dated 26th September, 2017, pursuant to Regulation 44 of Listing Regulations as well as Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

This is for your record and information.

Thanking You,
For PTC India Limited


Rajiv Maheshwari
(Company Secretary)

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



**18th ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON MONDAY,
SEPTEMBER 25, 2017 AT 2.30 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 18th Annual General Meeting (AGM). The e-voting was open from Friday, September 22, 2017 (9:00 am) to Sunday, September 24, 2017 (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 18th 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 24, 2017 and poll received till the conclusion of the meeting and submitted their report on 26.09.2017.

The Consolidated Results, as per the Scrutinizers' Report dated 26.09.2017, 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 (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.	100.00	0.00

PTC India Limited

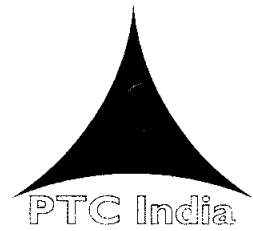
(Formerly known as Power Trading Corporation of India Limited)
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659500. Fax: 011-41659144
Website: www.ptcindia.com



2.	Resolution 2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2016-17.	100.00	0.00
3.	Resolution 3: Ordinary Resolution To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	80.39	19.61
4.	Resolution 4: Ordinary Resolution To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	80.39	19.61
5.	Resolution 5: Ordinary Resolution To ratify appointment of Statutory Auditor and fix their remuneration.	100.00	0.00
6.	Resolution 6: Ordinary Resolution To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.	72.88	27.12
7.	Resolution 7: Ordinary Resolution To appoint Shri Mahesh Kumar Mittal (DIN:02889021) as Non- Executive Nominee Director.	72.33	27.67
8.	Resolution 8: Ordinary Resolution To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director.	72.91	27.09

PTC India Limited

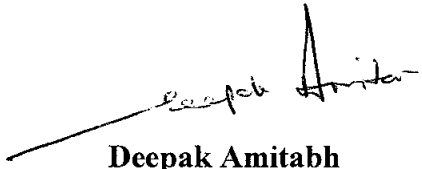
(Formerly known as Power Trading Corporation of India Limited)
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659500. Fax: 011-41659144
Website: www.ptcindia.com



9.	Resolution 9: Ordinary Resolution To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non- Executive Nominee Director.	72.91	27.09
10.	Resolution 10: Ordinary Resolution Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director	100.00	0.00
11.	Resolution 11: Ordinary Resolution Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director	100.00	0.00
12.	Resolution 12: Ordinary Resolution Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive)	29.39	70.61

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 18th AGM have been duly approved by the Shareholders with requisite majority except for resolution in Item no 12 in which votes cast in favour are less than the votes cast against, therefore the resolution in Item no 12 is not passed for want of requisite majority.

Date: 26.09.2017
Place: New Delhi


Deepak Amitabh
(DIN 01061535)
Chairman
PTC India Ltd.

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



Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 25, 2017		
Total Number of Shareholders as on cutoff Date i.e. September 18, 2017	139494		
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	135	0	135
Total	140	0	140
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional: Public-Others:	Not Arranged		

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



(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 (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2016-17.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	To appoint Shri Chinmoy Gangopadhyay (DIN:02271398)	Ordinary	E Voting & Ballot Papers	The resolution was passed with

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



	as Non-Executive Nominee Director.			requisite majority
7	To appoint Shri Mahesh Kumar Mittal (DIN:02889021) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
9	To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
10	Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
11	Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
12	Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive)	Ordinary	E Voting & Ballot Papers	The resolution was not passed with requisite majority.

(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.

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

Voting Results

Date of AGM	25 September 2017
Total number of shareholders on record date	139494
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	136
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

1	Resolution 1: To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2017 and report of Auditor's thereon.							
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	4,80,00,000	e-voting		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
Public-Institutional	17,91,09,403	e-voting	13,09,65,245	73.12	13,09,65,245	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total		13,09,65,245	73.12	13,09,65,245	-	100.00
Public-Others	6,88,98,918	e-voting	94,24,545	13.68	94,24,273	272	100.00	0.00
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total		1,94,95,221	28.30	1,94,94,949	272	100.00
Total A	29,60,08,321		19,84,60,466	67.05	19,84,60,194	272	100.00	0.00

S. S. S.

2 Resolution 2: To consider declaration of dividend for the Financial Year 2016-17.								
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	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	17,91,09,403	e-voting	13,09,65,245	73.12	13,09,65,245	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	13,09,65,245	73.12	13,09,65,245	-	100.00	0.00
Public-Others	6,88,98,918	e-voting	94,25,097	13.68	94,24,042	1,055	99.99	0.01
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,94,95,773	28.30	1,94,94,718	1,055	99.99	0.01
Total A	29,60,08,321		19,84,61,018	67.05	19,84,59,963	1,055	100.00	0.00

3 Resolution 3: To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting 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	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	17,91,09,403	e-voting	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
Public-Others	6,88,98,918	e-voting	22,53,286	3.27	22,49,951	3,335	99.85	0.15
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,23,23,962	17.89	1,23,20,627	3,335	99.97	0.03
Total	29,60,08,321		18,90,67,207	63.87	15,20,00,302	3,70,66,905	80.39	19.61

2.2.2017

4 Resolution 4: To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment								
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	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	17,91,09,403	e-voting	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
Public-Others	6,88,98,918	e-voting	22,11,026	3.21	22,07,631	3,395	99.85	0.15
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,81,702	17.83	1,22,78,307	3,395	99.97	0.03
Total	29,60,08,321		18,90,24,947	63.86	15,19,57,982	3,70,66,965	80.39	19.61

5 Resolution 5: To ratify appointment of Statutory Auditor and fix their remuneration.								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	e-voting		0.00			#DIV/0!	#DIV/0!
		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	17,91,09,403	e-voting	13,09,65,245	73.12	13,09,65,245	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	13,09,65,245	73.12	13,09,65,245	-	100.00	0.00
Public-Others	6,88,98,918	e-voting	94,21,007	13.67	94,19,663	1,344	99.99	0.01
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,94,91,683	28.29	1,94,90,339	1,344	99.99	0.01
Total	29,60,08,321		19,84,56,928	67.04	19,84,55,584	1,344	100.00	0.00

2.2.2011

Special Business

6 Resolution 6: To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) 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	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	17,91,09,403	e-voting	12,87,43,245	71.88	7,74,75,115	5,12,68,130	60.18	39.82
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,74,75,115	5,12,68,130	60.18	39.82
Public-Others	6,88,98,918	e-voting	22,12,006	3.21	22,09,576	2,430	99.89	0.11
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,682	17.83	1,22,80,252	2,430	99.98	0.02
Total	29,60,08,321		18,90,25,927	63.86	13,77,55,367	5,12,70,560	72.88	27.12

7 Resolution 7: To appoint Shri Mahesh Kumar Mittal (DIN:02889021) 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	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	17,91,09,403	e-voting	12,87,43,245	71.88	7,64,42,392	5,23,00,853	59.38	40.62
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,64,42,392	5,23,00,853	59.38	40.62
Public-Others	6,88,98,918	e-voting	22,12,236	3.21	22,09,761	2,475	99.89	0.11
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,912	17.83	1,22,80,437	2,475	99.98	0.02
Total	29,60,08,321		18,90,26,157	63.86	13,67,22,829	5,23,03,328	72.33	27.67

a. n. n.

8 Resolution 8: To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the			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	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	17,91,09,403	e-voting	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
Public-Others	6,88,98,918	e-voting	22,12,226	3.21	22,10,831	1,395	99.94	0.06
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,902	17.83	1,22,81,507	1,395	99.99	0.01
Total	29,60,08,321		18,90,26,147	63.86	13,78,26,686	5,11,99,461	72.91	27.09

9 Resolution 9: To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non- Executive Nominee Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the			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	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	17,91,09,403	e-voting	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
Public-Others	6,88,98,918	e-voting	22,11,666	3.21	22,11,051	615	99.97	0.03
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,342	17.83	1,22,81,727	615	99.99	0.01
Total	29,60,08,321		18,90,25,587	63.86	13,78,26,906	5,11,98,681	72.91	27.09

10 Resolution 10: Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the			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	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	17,91,09,403	e-voting	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00
Public-Others	6,88,98,918	e-voting	22,12,216	3.21	22,10,766	1,450	99.93	0.07
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,892	17.83	1,22,81,442	1,450	99.99	0.01
Total	29,60,08,321		18,90,26,137	63.86	18,90,24,687	1,450	100.00	0.00

11 Resolution 11: Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director								
Ordinary Resolution								
Whether promoter/ promoter group are interested in the			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	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	17,91,09,403	e-voting	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00
Public-Others	6,88,98,918	e-voting	22,12,266	3.21	22,11,831	435	99.98	0.02
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,942	17.83	1,22,82,507	435	100.00	0.00
Total	29,60,08,321		18,90,26,187	63.86	18,90,25,752	435	100.00	0.00

Handwritten signature

12	Resolution 12: Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive)							
Ordinary Resolution								
Whether promoter/ promoter group are interested in the			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	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	4,80,00,000	100.00	0	4,80,00,000	0.00	100.00
		Sub-total	4,80,00,000	100.00	-	4,80,00,000	0.00	100.00
Public-Institutional	17,91,09,403	e-voting	9,88,73,535	55.20	3,96,46,415	5,92,27,120	40.10	59.90
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	9,88,73,535	55.20	3,96,46,415	5,92,27,120	40.10	59.90
Public-Others	6,88,98,918	e-voting	94,91,127	13.78	92,73,094	2,18,033	97.70	2.30
		Poll	1,00,70,676	14.62	115	1,00,70,561	0.00	100.00
		Sub-total	1,95,61,803	28.39	92,73,209	1,02,88,594	47.40	52.60
Total	29,60,08,321		16,64,35,338	56.23	4,89,19,624	11,75,15,714	29.39	70.61

Handwritten signature

Ashish Kapoor & Associates

Company Secretaries

Off.: F 150, Venus Appt, Sector-9, Rohini, New Delhi-110085

Email: ashishkapoorandassociates@gmail.com

Mobile: 9871444755, Landline: 011-47037706



Date

Ref No

FORM No. MGT-13 Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
PTC India Limited
New Delhi

18th Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 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, Proprietor of M/s. Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 18th Annual General Meeting of the Members of PTC India Limited ("the Company") held on Monday, 25th day of September, 2017 at 02:30 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.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box(s) kept for polling were locked in my presence with due identification marks placed by me.
2. The Locked Ballot box(s) were subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.



Page 1 of 14

Scanned by CamScanner

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll are as under:

Resolution No. 1 (ORDINARY RESOLUTION)

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 2 (ORDINARY RESOLUTION)

To consider declaration of dividend for the Financial Year 2016-17.

(i) Voted in favour of the resolution:			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii) Voted against the resolution:			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii) Invalid Votes:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 4 (ORDINARY RESOLUTION)

To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 5 (ORDINARY RESOLUTION)

To ratify appointment of Statutory Auditor and fix their remuneration.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 6 (ORDINARY RESOLUTION)

To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 7 (ORDINARY RESOLUTION)

To appoint Shri Mahesh Kumar Mittal (DIN:02889021) as Non- Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 8 (ORDINARY RESOLUTION)

To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) - E-Voting	
	-	-	



Resolution No. 9 (ORDINARY RESOLUTION)

To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non- Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 10 (ORDINARY RESOLUTION)

Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director.

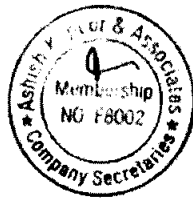
(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 11 (ORDINARY RESOLUTION)

Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



Resolution No. 12 (ORDINARY RESOLUTION)

Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive).


(i) Voted in favour of the resolution:			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	6	115	0.00
(ii) Voted against the resolution:			
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	9	58070561	100.00
(iii) Invalid Votes:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	-	-	



5. 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.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The report on combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries


Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002



Place: New Delhi
Date: 26.09.2017

Ashish Kapoor & Associates

Company Secretaries

Off.: F-150, Venus Appt, Sector-9, Rohini, New Delhi-110085

Email: ashishkapoorandassociates@gmail.com

Mobile: 9871444755, Landline: 011-47037706



SCRUTINIZER'S REPORT ON E-VOTING

Date

To
The Chairman
PTC India Limited,

Ref. No.:

18th Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 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.

Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi-110085, 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 Friday, September 22, 2017 (9:00 am) to Sunday, September 24, 2017 (5:00 pm).

The Notice dated August 14, 2017 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on Monday, 25th day of September, 2017 at 02:30 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.

The Company has availed the e-voting facility offered by **National Securities Depository Limited** for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date of Monday, 18th September, 2017, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 7 in the Notice of the AGM of PTC India Limited.



Page 1 of 14

Scanned by CamScanner

The voting period for e-voting commenced on Friday, September 22, 2017 (9:00 am) to Sunday, September 24, 2017 (5:00 pm) and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of following two witnesses not being in the employment of the Company:

1. Sachin Kasturia
2. Ankit Jain

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the NSDL e-voting system.

I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

(a) Item No. 1 – (ORDINARY RESOLUTION):

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	340	140389518	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	5	272	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	



(b) **Item No. 2 – (ORDINARY RESOLUTION):**

To consider declaration of dividend for the Financial Year 2016-17.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	341	140389287	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	7	1055	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	-



(c) **Item No. 3 (ORDINARY RESOLUTION):**

To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	262	93929626	71.70
(ii) Voted against the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	78	37066905	28.30
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(d) **Item No. 4 – (ORDINARY RESOLUTION):**

To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	256	93887306	71.69
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	78	37066965	28.31
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(e) **Item No. 5 (ORDINARY RESOLUTION)**

To ratify appointment of Statutory Auditor and fix their remuneration.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	332	140384908	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	11	1344	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(f) **Item No. 6 – (ORDINARY RESOLUTION):**

To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	248	79684691	60.85
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	87	51270560	39.15
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(g) **Item No. 7 – (ORDINARY RESOLUTION):**

To appoint Shri Mahesh Kumar Mittal (DIN:02889021) as Non- Executive Nominee Director.

(i) Voted in favour of the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	245	78652153	60.06
(ii) Voted against the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	91	52303328	39.94
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(h) **Item No. 8 – (ORDINARY RESOLUTION):**

To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director.

(i) Voted in favour of the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	251	79756010	60.90
(ii) Voted against the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	85	51199461	39.10
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(i) **Item No. 9 – (ORDINARY RESOLUTION):**

To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non- Executive Nominee Director.

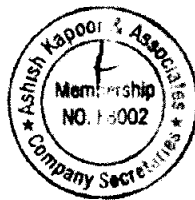
(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	251	79756230	60.90
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	84	51198681	39.10
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(j) **Item No. 10- (ORDINARY RESOLUTION):**

Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director.

(i) Voted in favour of the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	322	130954011	100.00
(ii) Voted against the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	14	1450	0.00
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(k) **Item No. 11- (ORDINARY RESOLUTION):**

Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director.

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	327	130955076	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	10	435	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(l) **Item No. 12– (ORDINARY RESOLUTION):**

Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive)

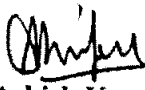
(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	237	48919509	45.14
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	105	59445153	54.86
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary 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: 26.09.2017

Ashish Kapoor & Associates

Company Secretaries

Off.: F-150, Venus Appt, Sector-9, Rohini, New Delhi-110085

Email: ashishkapoorandassociates@gmail.com

Mobile: 9871444755, Landline: 011-47037706



Date

ANNEXURE-1

Ref No.:

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

18th Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 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, appointed as the Scrutinizer by the Board of Directors of PTC India Limited (The Company), for the purpose of:

- Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended, and;
- Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended,

on the Resolutions contained in the Notice of the 18th AGM of the members of the Company, held on Monday, 25th day of September 2017 at 02:30 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 National Securities Depository Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:



Page 1 of 14

(a) **Item No. 1 – (ORDINARY RESOLUTION):**

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.

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
340	140389518	15	58070676	198460194	100.00
ii. Voted in against 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
5	272	0	0	272	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	
-	-	-	-	-	

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.

Page 2 of 14



(b) **Item No. 2 – (ORDINARY RESOLUTION):**

To consider declaration of dividend for the Financial Year 2016-17.

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
341	140389287	15	58070676	198459963	100.00
ii. Voted in against 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
7	1055	0	0	1055	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	
-	-	-	-	-	

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 – (ORDINARY RESOLUTION):**

To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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
262	93929626	15	58070676	152000302	80.39
ii. Voted in against 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
78	37066905	0	0	37066905	19.61
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	
-	-	-	-	-	

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.

Page 4 of 14



(d) **Item No. 4 – (ORDINARY RESOLUTION):**

To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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
256	93887306	15	58070676	151957982	80.39
ii. Voted in against 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
78	37066965	0	0	37066965	19.61
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	
-	-	-	-	-	

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.



(c) **Item No. 5 – (ORDINARY RESOLUTION):**

To ratify appointment of Statutory Auditor and fix their remuneration.

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
332	140384908	15	58070676	198455584	100.00
ii. Voted in against 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
11	1344	0	0	1344	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	
-	-	-	-	-	

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 – (ORDINARY RESOLUTION):**

To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.

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
248	79684691	15	58070676	137755367	72.88
ii. Voted in against 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
87	51270560	0	0	51270560	27.12
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	
-	-	-	-	-	

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 – (ORDINARY RESOLUTION):**

To appoint Shri Mahesh Kumar Mittal (DIN:02889021) as Non- Executive Nominee Director.

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
245	78652153	15	58070676	136722829	72.33
ii. Voted in against 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
91	52303328	0	0	52303328	27.67
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	
-	-	-	-	-	

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 – (ORDINARY RESOLUTION):**

To appoint Shri Krishna Singh Nagnyal (DIN:06857451) as Non-Executive Nominee Director.

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
251	79756010	15	58070676	137826686	72.91
ii. Voted in against 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
85	51199461	0	0	51199461	27.09
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	
-	-	-	-	-	

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.



(i) **Item No. 9 – (ORDINARY RESOLUTION):**

To appoint Shri Arun Kumar Verma (DIN: 02190047) as Non- Executive Nominee Director.

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
251	79756230	15	58070676	137826906	72.91
ii. Voted in against 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
84	51198681	0	0	51198681	27.09
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	
-	-	-	-	-	

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. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(j) **Item No. 10 – (ORDINARY RESOLUTION):**

Appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director.

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
322	130954011	15	58070676	189024687	100.00
ii. Voted in against 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
14	1450	0	0	1450	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	
-	-	-	-	-	

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. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(k) **Item No. 11 – (ORDINARY RESOLUTION):**

Appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director

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
327	130955076	15	58070676	189025752	100.00
ii. Voted in against 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
10	435	0	0	435	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	
-	-	-	-	-	

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. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



(l) **Item No. 12 – (ORDINARY RESOLUTION):**

Appointment of Mr. Mathew Cyriac (DIN 01903606) as a Director (Non-Executive)

iv. 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
237	48919509	6	115	48919624	29.39
v. Voted in against 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
105	59445153	9	58070561	117515714	70.61
vi. 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	
-	-	-	-	-	

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 less than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 12 as set out in the Notice of the AGM is not passed in favour of the resolution with requisite majority.

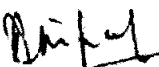


A Compact Disc (CD) containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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: 26.09.2017