

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
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Sub :

- 1. Proceedings of 11th 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 11th Annual General Meeting of PTC India Financial Services Limited**
(Reg. 44 of Listing Regulation)

Sir/Madam,

The 11th Annual General Meeting of PTC India Financial Services 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.

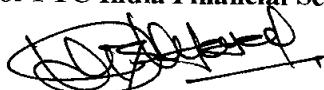
In this regard, we would like to submit the following documents:-

- Proceedings and Voting results of the 11th Annual General Meeting held on 25th September, 2017 as per Regulation 30 of Listing Regulations ;
- 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 Financial Services Limited



Vishal Goyal

(Company Secretary)

Enclosed : as above

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

**11TH ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LIMITED HELD ON
MONDAY, SEPTEMBER, 25, 2017 AT 11:00 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 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 11th Annual General Meeting (AGM) dated August 14, 2017. 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 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 11th 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 24th September 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
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 re-appoint Dr. Ashok Haldia (DIN: 00818489) who retires	100.00	0.00

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	by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.		
4.	Resolution -4: Ordinary Resolution To ratify the appointment of the Statutory Auditors and to fix their remuneration.	100.00	0.00
5.	Resolution -5: Ordinary Resolution To appoint Shri Arun Kumar (DIN: 01853255) as Nominee Director.	96.80	3.20
6.	Resolution -6: Ordinary Resolution To appoint Shri Kulamani Biswal (DIN: 03318539) as Nominee Director.	96.84	3.16
7.	Resolution -7: Ordinary Resolution To appoint Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director.	97.44	2.56
8.	Resolution -8: Ordinary Resolution To appoint Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company.	100.00	0.00
9.	Resolution -9: Special Resolution Increase in borrowing power of the Board of Directors of the Company.	97.44	2.56
10.	Resolution -10: Special Resolution Creation of security on the properties of the Company in favour of the lenders.	97.44	2.56
11.	Resolution -11: Special Resolution Issuance of Non-Convertible Debentures on private placement basis.	96.89	3.11



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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 11th AGM have been duly approved by the Shareholders with requisite majority.

Date: 26.09.2017
Place: New Delhi

Deepak Amitabh
(DIN 01061535)
Chairman
PTC India Financial Services Ltd.

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 25, 2017		
Total Number of Shareholders as on cut-off Date i.e. September 18, 2017	125609		
Number of shareholders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	1	0	1
Public-Institutional	0	0	0
Public-Others	323	0	323
Total	324	0	324
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged		
Promoters and Promoter Group:			
Public-Institutional :			
Public-Others :			

(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 re-appoint Dr. Ashok Haldia (DIN: 00818489) 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	To ratify the appointment of the Statutory Auditors and to fix their remuneration.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	To appoint Shri Arun Kumar (DIN: 01853255) as Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	To appoint Shri Kulamani Biswal (DIN: 03318539) as Nominee Director	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

7	To appoint Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	To appoint Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
9	Increase in borrowing power of the Board of Directors of the Company.	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority
10	Creation of security on the properties of the Company in favour of the lenders.	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority
11	Issuance of Non-Convertible Debentures on private placement basis.	Special	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.

Date of the AGM/EGM	PTC INDIA FINANCIAL SERVICES LTD 25-09-2017
Total number of shareholders on record date	125609
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	323
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2017							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	15002884	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	15002884	0	100.00	0.00
Public- Non Institutions	E-Voting	185503825	2527070	1.36	2520570	6500	99.74	0.26
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2533670	1.37	2527170	6500	99.74	0.26
Total		642283335	434986555	67.73	434980055	6500	100.00	0.00

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To recommend dividend for the Financial Year 2016-17							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	15002884	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	15002884	0	100.00	0.00
Public- Non Institutions	E-Voting	185503825	2527070	1.36	2527070	0	100.00	0.00
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2533670	1.37	2533670	0	100.00	0.00
Total		642283335	434986555	67.73	434986555	0	100.00	0.00

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr. Ashok Haldia (DIN: 00818489) as a Director, who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	15002884	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	15002884	0	100.00	0.00
Public- Non Institutions	E-Voting	185503825	2524770	1.36	2524566	204	99.99	0.01
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2531166	204	99.99	0.01
Total		642283335	434984255	67.72	434984051	204	100.00	0.00

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of 5 statutory Auditor and fix their Remuneration in this regard							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	15002884	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	15002884	0	100.00	0.00
Public- Non Institutions	E-Voting	185503825	2524770	1.36	2524616	254	99.99	0.01
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2531216	254	99.99	0.01
Total		642283335	434984355	67.72	434984101	254	100.00	0.00

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Arun Kumar (DIN: 01853255) as Nominee Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	3109867	13893017	7.40	92.60
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	1109867	13893017	7.40	92.60
Public- Non institutions	E-Voting	185503825	2524770	1.36	2518103	6667	99.74	0.26
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2524703	6667	99.74	0.26
Total		642283335	434984255	67.72	421084571	13899684	96.80	3.20

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Kulamani Biswal (DIN: 03318539) as Nominee Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	1263393	13739491	8.42	91.58
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	1263393	13739491	8.42	91.58
Public- Non Institutions	E-Voting	185503825	2524770	1.36	2518103	6667	99.74	0.26
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2524703	6667	99.74	0.26
Total		642283335	434984255	67.72	421238097	13746158	96.84	3.16

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Resolution No.		7						
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Nominee Director						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	3891157	11111727	25.94	74.06
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	3891157	11111727	25.94	74.06
Public- Non Institutions	E-Voting	185503825	2524770	1.36	2518103	6667	99.74	0.26
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2524703	6667	99.74	0.26
Total		642283335	434984255	67.72	423865861	11118394	97.44	2.56

Resolution No.		8						
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	15002884	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	15002884	0	100.00	0.00
Public- Non Institutions	E-Voting	185503825	2524770	1.36	2517656	7114	99.72	0.28
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2531370	1.36	2524256	7114	99.72	0.28
Total		642283335	434984255	67.72	434977141	7114	100.00	0.00

Resolution No.		9						
Resolution required: (Ordinary/ Special)		SPECIAL - Increase in borrowing power of the Board of Directors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	3871881	11131003	25.81	74.19
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	3871881	11131003	25.81	74.19
Public- Non Institutions	E-Voting	185503825	2526870	1.36	2517553	9917	99.63	0.37
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2533470	1.37	2524153	9917	99.63	0.37
Total		642283335	434986355	67.72	423846035	11140320	97.44	2.56

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Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Creation of security on the properties of the Company in favour of the lenders							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	3871881	11131003	25.81	74.19
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	3871881	11131003	25.81	74.19
Public- Non Institutions	E-Voting	185503825	2526770	1.36	2514106	12664	99.50	0.50
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2533370	1.37	2520706	12664	99.50	0.50
Total		642283335	434986255	67.72	423842588	11143667	97.44	2.56

Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Issuance of Non-Convertible Debentures on private placement basis							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	417450001	0	0.00	00	0	0.00	0.00
	Poll		417450001	100.00	417450001	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		417450001	100.00	417450001	0	100.00	0.00
Public- Institutions	E-Voting	39329509	15002884	38.15	1495794	13507090	9.97	90.03
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		15002884	38.15	1495794	13507090	9.97	90.03
Public- Non Institutions	E-Voting	185503825	2526870	1.36	2518283	8587	99.66	0.34
	Poll		6600	0.00	6600	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		2533470	1.37	2524883	8587	99.66	0.34
Total		642283335	434986355	67.72	421470678	13515677	96.89	3.11

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

FORM No. MGT-13

Ref No.:

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 Financial Services Limited
New Delhi

11th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, September 25, 2017 at 11:00 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, 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 11th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, September 25, 2017 at 11.00 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.

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 13

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 is 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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E-Voting	
	1	175	



Resolution No. 2 - (ORDINARY RESOLUTION)

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

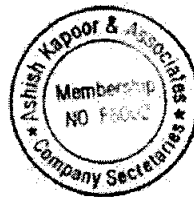
(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	5	417456601	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 3 - (ORDINARY RESOLUTION)

To re-appoint Dr. Ashok Haldia (DIN: 00818489) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

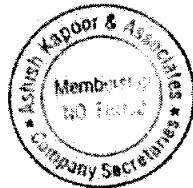
(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	5	417456601	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 4 - (ORDINARY RESOLUTION)

To ratify the appointment of the Statutory Auditors and to 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
	5	417456601	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
	-	-	-
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 5 – (ORDINARY RESOLUTION)

To appoint Shri Arun Kumar (DIN: 01853255) as 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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E-Voting	
	1	175	



Resolution No. 6 – (ORDINARY RESOLUTION)

To appoint Shri Kulamani Biswal (DIN: 03318539) as 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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E-Voting	
	1	175	



Resolution No. 7 – (ORDINARY RESOLUTION)

To appoint Dr. Rajib Kumar Mishra (DIN: 06836268) as 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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E-Voting	
	1	175	



Resolution No. 8 – (ORDINARY RESOLUTION)

To appoint Dr. Pawan Singh (DIN: 00044987) as Whole-Time Director of the Company.

(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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 9 – (SPECIAL RESOLUTION)

Increase in borrowing power of the Board of Directors of the Company.

(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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 10 – (SPECIAL RESOLUTION)

Creation of security on the properties of the Company in favour of the lenders.

(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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



Resolution No. 11 – (SPECIAL RESOLUTION)

Issuance of Non-Convertible Debentures on private placement basis.


(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
	5	417456601	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
	-	-	-
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast (Shares) – E- Voting	
	1	175	



5. A Compact Disc (CD) containing a list of Members 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-I** with this report.
8. All of the above mentioned resolutions have been 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

Date

SCRUTINIZER'S REPORT ON E-VOTING

Ref. No.:

To
The Chairman
PTC India Financial Services Limited,

11th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, September 25, 2017 at 11.00 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.

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 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 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, September 25, 2017 at 11.00 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.

The Company has availed the e-voting facility offered by Karvy Computershare Private 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, September 18, 2017, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 11 in the Notice of the AGM of PTC India Financial Services Limited.



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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 Karvy Computershare Private Limited 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. Nitesh Latwal

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited 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
	121	17523454	99.96
(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
	1	6500	0.04
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	1	100	



(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
	122	17529954	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
	-	-	-
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	1	100	



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

To re-appoint Dr. Ashok Haldia (DIN: 00818489) who retires by rotation at this Annual General Meeting and being eligible has offered 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
	117	17527450	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
	2	204	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	
	4	2400	



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

To ratify the appointment of the Statutory Auditors and to 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
	117	17527500	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
	3	254	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	
	3	2300	



(e) **Item No. 5 – (SPECIAL RESOLUTION):**

To appoint Shri Arun Kumar (DIN: 01853255) as 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
	76	3627970	20.70
(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
	43	13899684	79.30
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	4	2400	



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

To appoint Shri Kulamani Biswal (DIN: 03318539) as 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
	79	3781496	21.57
(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
	40	13746158	78.43
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	4	2400	



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

To appoint Dr. Rajib Kumar Mishra (DIN: 06836268) as 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
	84	6409260	36.57
(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
	35	11118394	63.43
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	4	2400	



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

To appoint Dr. Pawan Singh (DIN: 00044987) as Whole-Time Director of the Company.

(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
	115	17520540	99.96
(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
	4	7114	0.04
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	4	2400	



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

Increase in borrowing power of the Board of Directors of the Company.

(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
	80	6389434	36.45
(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
	41	11140320	63.55
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	2	300	



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

Creation of security on the properties of the Company in favour of the lenders.

(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
	80	6385987	36.43
(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
	40	11143667	63.57
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	3	400	



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

Issuance of Non-Convertible Debentures on private placement basis.

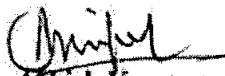
(i) Voted in favour of the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	76	4014077	22.90
(ii) Voted against the resolution:			
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	45	13515677	77.10
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	2	300	



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:

Ref No.:

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

11th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Monday, September 25, 2017 at 11.00 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, appointed as the Scrutinizer by the Board of Directors of PTC Financial Services 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 11th AGM of the members of the Company, held on Monday, September 25, 2017 at 11.00 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:



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(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
121	17523454	5	417456601	434980055	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
1	6500	-	-	6500	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	
1	100	1	175	275	

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 – (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
122	17529954	5	417456601	434986555	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
-	-	-	-	-	-
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	100	1	175	275	

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 re-appoint Dr. Ashok Haldia (DIN: 00818489) who retires by rotation at this Annual General Meeting and being eligible has offered 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
117	17527450	5	417456601	434984051	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
2	204	-	-	204	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	
4	2400	1	175	2575	

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 – (ORDINARY RESOLUTION):**

To ratify the appointment of the Statutory Auditors and to 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
117	17527500	5	417456601	434984101	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
3	254	-	-	254	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	
3	2300	1	175	2475	

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 – (ORDINARY RESOLUTION):

To appoint Shri Arun Kumar (DIN: 01853255) as 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
76	3627970	5	417456601	421084571	96.80
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
43	13899684	-	-	13899684	3.20
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	
4	2400	1	175	2575	

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 Kulamani Biswal (DIN: 03318539) as 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
79	3781496	5	417456601	421238097	96.84
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
40	13746158	-	-	13746158	3.16
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	
4	2400	1	175	2575	

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 Dr. Rajib Kumar Mishra (DIN: 06836268) as 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
84	6409260	5	417456601	423865861	97.44
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
35	11118394	-	-	11118394	2.56
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	
4	2400	1	175	2575	

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 Dr. Pawan Singh (DIN: 00044987) as Whole-Time Director of the Company.

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
115	17520540	5	417456601	434977141	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
4	7114	-	-	7114	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	
4	2400	1	175	2575	

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 – (SPECIAL RESOLUTION):**

Increase in borrowing power of the Board of Directors of the Company.

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
80	6389434	5	417456601	423846035	97.44
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
41	11140320	-	-	11140320	2.56
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	300	1	175	475	

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



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

Creation of security on the properties of the Company in favour of the lenders.

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
80	6385987	5	417456601	423842588	97.44
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
40	11143667	-	-	11143667	2.56
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	400	1	175	575	

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



(k) Item No. 11 – (SPECIAL RESOLUTION):

Issuance of Non-Convertible Debentures on private placement basis.

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
76	4014077	5	417456601	421470678	96.89
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
45	13515677	-	-	13515677	3.11
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	300	1	175	475	

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

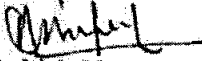


A Compact Disc (CD) containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries


Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002



Place: New Delhi
Date: 26.09.2017