



Dated: 21st September, 2018

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 12th Annual General Meeting held on 20th September, 2018
(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 12th Annual General Meeting of PTC India Financial Services Limited (Reg. 44 of Listing Regulation)

Sir/Madam,

The 12th Annual General Meeting of PTC India Financial Services Limited was held on **Thursday, 20th September, 2018 at 10.30 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 12th Annual General Meeting as per Regulation 30 of Listing Regulations ;
- (b) Report of Scrutinizer dated 21st September, 2018, 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

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

**12TH ANNUAL GENERAL MEETING OF PTC INDIA FINANCIAL SERVICES LIMITED HELD ON
THURSDAY, SEPTEMBER 20, 2018 AT 10:30 A.M.**

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and 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 12th Annual General Meeting (AGM) dated August 14, 2018. The e-voting was open from Monday, September 17, 2018 (9:00 am) to Wednesday, September 19, 2018 (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 12th 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 19th September 2018 and poll received till the conclusion of the meeting and submitted their report on 21.09.2018

The Consolidated Results, as per the Scrutinizers' Report dated 21.09.2018 are as follows:

S. No.	Particulars	% of votes in favour (Approx.)	% of votes Against (Approx.)
1.	Resolution -1: Ordinary Resolution To consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and report of Auditor's thereon.	100.00	0.00
2.	Resolution -2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2017-18.	100.00	0.00
3.	Resolution -3: Ordinary Resolution To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268) who	98.12	1.88

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	retires 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.	99.92	0.08
5.	Resolution -5: Ordinary Resolution To appoint Shri Naveen Kumar (DIN : 00279627) as Whole-Time Director of the Company.	100.00	0.00
6.	Resolution -6: Ordinary Resolution To appoint Dr. Pawan Singh (DIN : 00044987) as Whole-Time Director of the Company.	99.99	0.01
7.	Resolution -7: Ordinary Resolution To appoint Shri Chinmoy Gangopadhyay (DIN: 02271398) as Nominee Director.	98.40	1.60
8.	Resolution -8: Ordinary Resolution To appoint Shri Harun Rasid Khan (DIN: 07456806) as an Independent Director of the Company.	100.00	0.00
9.	Resolution -9: Ordinary Resolution To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent Director of the Company.	98.52	1.48
10.	Resolution -10: Ordinary Resolution To appoint Shri Santosh Balachnadrán Nayar (DIN: 02715871) as an Independent Director of the Company.	100.00	0.00
11.	Resolution -11: Special Resolution Issuance of Non-Convertible Debentures on private placement basis.	98.08	1.92



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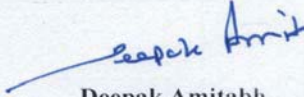
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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 12th AGM have been duly approved by the Shareholders with requisite majority.

Date: 21.09.2018
Place: New Delhi


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

Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 20, 2018		
Total Number of Shareholders as on cut-off Date i.e. September 13, 2018	137860		
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	205	0	205
Total	206	0	206
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional : Public-Others :	Not Arranged		



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(ii) Voting by members:

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/Special)	Mode of Voting	Remarks
1	To consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial statements of the Company for the financial year ended 31st March, 2018 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 2017-18.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268) 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 Naveen Kumar (DIN : 00279627) as Whole-Time Director of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	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

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7	To appoint Shri Chinmoy Gangopadhyay (DIN: 02271398) as Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	To appoint Shri Harun Rasid Khan (DIN: 07456806) as an Independent Director of the Company	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
9	To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent Director of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
10	To appoint Shri Santosh Balachandran Nayar (DIN: 02715871) as an Independent Director of the Company.	Ordinary	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.



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	PTC INDIA FINANCIAL SERVICES LTD
Date of the AGM/EGM	20-09-2018
Total number of shareholders on record date	137860
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	205
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 - To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and report of Auditor's thereon.							
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	28331436	8655571	30.55	8655571	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		8655571	30.55	8655571	0	100.00	0.00
Public- Non Institutions	E-Voting	196501898	115761	0.06	113901	1860	98.39	1.61
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		143537	0.07	141677	1860	98.70	1.30
Total		642283335	426249109	66.36	426247249	1860	100.00	0.00

Resolution No.	2							
Resolution required: (Ordinary/Special)	ORDINARY - To recommend dividend for the Financial Year 2017-18							
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	28331436	8994955	31.75	8994955	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		8994955	31.75	8994955	0	100.00	0.00
Public- Non Institutions	E-Voting	196501898	116261	0.06	115746	515	99.56	0.44
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		144037	0.07	143522	515	99.64	0.36
Total		642283335	426588993	66.42	426588478	515	100.00	0.00



Resolution No.	3							
Resolution required: (Ordinary/Special)	ORDINARY - To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268.) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment							
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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	984712	8010243	10.95	89.05
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	984712	8010243	10.95
Public- Non Institutions	E-Voting	196501898	114761	0.06	98469	16292	85.80	14.20
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142537	0.07	126245	16292	88.57
Total		642283335	426587493	66.42	418560958	8026535	98.12	1.88

Resolution No.	4							
Resolution required: (Ordinary/Special)	ORDINARY - Ratification of appointment of 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	8655571	339384	96.23	3.77
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	8655571	339384	96.23
Public- Non Institutions	E-Voting	196501898	115661	0.06	112930	2731	97.64	2.36
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	143437	0.07	140706	2731	98.10
Total		642283335	426588393	66.42	426246278	342115	99.92	0.08

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Shri Naveen Kumar (DIN : 00279627) 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	0.0000	0.0000
	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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	8994955	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		28331436	8994955	31.75	8994955	0	100.00
Public- Non Institutions	E-Voting	196501898	115261	0.06	98843	16418	85.76	14.24
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	143037	0.07	126619	16418	88.52
Total		642283335	426587993	66.42	426571575	16418	100.00	0.00



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	8947611	47344	99.47	0.53
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	8947611	47344	99.47
Public- Non Institutions	E-Voting	196501898	114921	0.06	98603	16318	85.80	14.20
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142697	0.07	126379	16318	88.56
Total		642283335	426587653	66.42	426523991	63662	99.99	0.01

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Shri Chinmoy Gangopadhyay (DIN: 02271398) 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	2183306	6811649	24.27	75.73
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	2183306	6811649	24.27
Public- Non Institutions	E-Voting	196501898	115021	0.06	98612	16409	85.73	14.27
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142797	0.07	126388	16409	88.51
Total		642283335	426587753	66.42	419759695	6828058	98.40	1.60

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Mr. Harun Rasid Khan (DIN: 07456806) as an Independent 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	8994955	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		28331436	8994955	31.75	8994955	0	100.00
Public- Non Institutions	E-Voting	196501898	115021	0.06	98852	16169	85.94	14.06
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142797	0.07	126628	16169	88.68
Total		642283335	426587753	66.42	426571584	16169	100.00	0.00



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	2682891	6312064	29.83	70.17
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	2682891	6312064	29.83
Public- Non Institutions	E-Voting	196501898	115021	0.06	98903	16118	85.99	14.01
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142797	0.07	126679	16118	88.71
Total		642283335	426587753	66.42	420259571	6328182	98.52	1.48

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - To appoint Shri Santosh Balachandran Nayar (DIN: 02175871) as an Independent 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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	8994955	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		28331436	8994955	31.75	8994955	0	100.00
Public- Non Institutions	E-Voting	196501898	114921	0.06	98693	16228	85.88	14.12
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	142697	0.07	126469	16228	88.63
Total		642283335	426587653	66.4174	426571425	16228	100.00	0.00

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	417450001	100.00	417450001	0	100.00
Public- Institutions	E-Voting	28331436	8994955	31.75	794240	8200715	8.83	91.17
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		28331436	8994955	31.75	794240	8200715	8.83
Public- Non Institutions	E-Voting	196501898	115594	0.06	112047	3547	96.93	3.07
	Poll		27776	0.01	27776	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		196501898	143370	0.07	139823	3547	97.53
Total		642283335	426588326	66.42	418384064	8204262	98.08	1.92



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 Financial Services Limited
New Delhi

12th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Thursday, September 20, 2018 at 10:30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Dear Sir,

I, Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sector-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the **12th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Thursday, September 20, 2018 at 10.30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.**

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



Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

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 consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 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
	58	417477777	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	
	-	-	



Resolution No. 2 - (ORDINARY RESOLUTION)

To consider declaration of dividend for the Financial Year 2017-18

(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
	58	417477777	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	
	-	-	



Resolution No. 3 - (ORDINARY RESOLUTION)

To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268) 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
	58	417477777	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	
	-	-	



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
	58	417477777	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	
	-	-	



Resolution No. 5 – (ORDINARY RESOLUTION)

To appoint Shri Naveen Kumar (DIN : 00279627) 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
	58	417477777	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	
	-	-	



Resolution No. 6 – (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
	58	417477777	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	
	-	-	



Resolution No. 7 – (ORDINARY RESOLUTION)

To appoint Shri Chinmoy Gangopadhyay (DIN: 02271398) 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
	58	417477777	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	
	-	-	

Resolution No. 8 – (ORDINARY RESOLUTION)



To appoint Shri Harun Rasid Khan (DIN: 07456806) as an Independent 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
	58	417477777	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	
	-	-	



Resolution No. 9 – (ORDINARY RESOLUTION)

To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent 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
	58	417477777	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	
	-	-	-



Resolution No. 10 – (ORDINARY RESOLUTION)

To appoint Shri Santosh Balachnadrn Nayar (DIN: 02715871) as an Independent 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
	58	417477777	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	
	-	-	



Resolution No. 11 – (SPECIAL RESOLUTION)

Issuance of Non-Convertible Debentures on private placement basis.

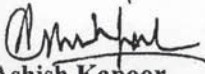
(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	58	41747777	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes 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	
	-	-	



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-1** 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: 21.09.2018

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.:

SCRUTINIZER'S REPORT ON E-VOTING

To
The Chairman
PTC India Financial Services Limited,

12th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Thursday, September 20, 2018 at 10.30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

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, Sector-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 Monday, September 17, 2018 (9:00 am) to Wednesday, September 19, 2018 (5:00 pm).

The Notice dated August 14, 2018 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 Thursday, September 20, 2018 at 10.30 A.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

The Company has availed the e-voting facility offered by Karvy Computershare Private Limited for conducting e-voting by the Shareholders of the Company.

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The Shareholders of the Company holding shares as on the "cut-off" date of Thursday, September 13, 2018, 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.

The voting period for e-voting commenced on Monday, September 17, 2018 (9:00 am) and concluded on Wednesday, September 19, 2018 (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 consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 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
	93	8769472	99.98
(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	1860	0.02
(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	339884	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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

To consider declaration of dividend for the Financial Year 2017-18

(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
	96	9110701	99.99
(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	515	0.01
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	-

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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

To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268) 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
	69	1083181	11.89
(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
	27	8026535	88.11
(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	1500	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



(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
	88	8768501	96.24
(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
	9	342115	3.76
(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	600	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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

To appoint Shri Naveen Kumar (DIN : 00279627) 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
	88	9093798	99.82
(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	16418	0.18
(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	1000	

NOTE: Total No of E-votes casted are 98 out of which 2 (two) E-votes casted partially.



(f) **Item No. 6 – (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
	85	9046214	99.30
(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
	9	63662	0.70
(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	1340	



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

To appoint Shri Chinmoy Gangopadhyay (DIN: 02271398) 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
	70	2281918	25.05
(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
	26	6828058	74.95
(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	1240	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially..



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

To appoint Shri Harun Rasid Khan (DIN: 07456806) as an Independent 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
	86	9093807	99.82
(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	16169	0.18
(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	1240	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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

To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent 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
	74	2781794	30.54
(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
	22	6328182	69.46
(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	1240	

NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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

To appoint Shri Santosh Balachnadrán Nayar (DIN: 02715871) as an Independent 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
	85	9093648	99.82
(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
	9	16228	0.18
(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	1340	



(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
	66	906287	9.95
(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
	31	8204262	90.05
(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	667	

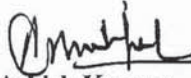
NOTE: Total No of E-votes casted are 98 out which 1 (one) E-vote casted partially.



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: 21.09.2018

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,

The Chairman

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

7th Floor, Telephone Exchange Building,

8 Bhikaji Cama Place, New Delhi - 110 066

12th Annual General Meeting of the Members of PTC India Financial Services Limited, held on Thursday, September 20, 2018 at 10.30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Dear Sir,

I, Ashish Kapoor & Associates, Company Secretaries, 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 12th AGM of the members of the Company, held on Thursday, September 18, 2018 at 10.30 a.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of notice of AGM as under:

- a) On 25th August 2018 by E-mail to 1006634 members who has registered their email IDs with the Company/Depositories.
- b) On 25th August 2018 by Registered Post/Courier to appx. 32,000 members in physical form.

Voting rights were reckoned as on Thursday, 13th September 2018. Being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at AGM.

The Company appointed Karvy Computershare Private Limited ("Karvy") as the agency for providing the remote e-voting platform.

Remote e-voting platform was open from 9.00 a.m. on Monday, 17th September 2018 till 5.00 p.m. on Wednesday, 19th September 2018 and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Karvy.

In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before



the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their name, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy, the remote e-voting agency provided us with the names, DP ID, Client ID/folios and shareholding of the members who had cast their votes through remote e-voting.

The Company provided the ballot papers to the members attending the AGM who had not cast their votes through remote e-voting to cast their votes.

On completion of voting at the AGM, Karvy provided us with the list of members who had cast their votes, their holding details and details of votes cast on the Resolutions

Votes were reconciled with the records maintained by the Company and Karvy, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/proxies logged with the Company.

The results of remote e-voting were unblocked on the Karvy remote e-voting platform in the presence of Mr. Sachin Kasturia and Mr. Nitesh Latwal and downloaded the remote e-voting results.

We observed that:

- a) 58 Members had cast their votes at the AGM.
- b) 98 Members had cast their votes through remote e-voting.

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, the consolidated result with respect to each item on agenda as set out in the Notice of AGM dated 14th August 2018, is enclosed herewith.



Based on the aforesaid results, we report that 10 Ordinary Resolution and 1 Special Resolution as set out in Item No.1 to Item No. 11 of the Notice of the AGM 14th August 2018, have been passed with the 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: 21.09.2018

CONSOLIDATED RESULTS

Item No. 1 – (ORDINARY RESOLUTION):

To consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and report of Auditor's thereon.

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
93*	8769472	58	417477777	426247249	100.00
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*	1860	-	-	1860	0.00
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	339884	-	-	339884	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2017-18

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
96*	9110701	58	417477777	426588478	100.00
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*	515	-	-	515	0.00
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	
-	-	-	-	-	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 3 – (ORDINARY RESOLUTION):

To re-appoint Dr. Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

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
69*	1083181	58	417477777	418560958	98.12
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
27*	8026535	-	-	8026535	1.88
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	1500	-	-	1500	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 4 – (ORDINARY RESOLUTION):

To ratify the appointment of the Statutory Auditors and to fix their remuneration

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
88*	8768501	58	417477777	426246278	99.92
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
9*	342115	-	-	342115	0.08
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	600	-	-	600	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Shri Naveen Kumar (DIN : 00279627) as Whole-Time Director of the Company.

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
88*	9093798	58	417477777	426571575	100.00
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*	16418	-	-	16418	0.00
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	1000	-	-	1000	

*Votes in respect of 02 folios have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 6 – (ORDINARY RESOLUTION):

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

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
85	9046214	58	417477777	426523991	99.99
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
63	63662	-	-	63662	0.01
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	1340	-	-	1340	

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 7 – (ORDINARY RESOLUTION):

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

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
70*	2281918	58	417477777	419759695	98.40
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
26*	6828058	-	-	6828058	1.60
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	1240	-	-	1240	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 7 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 8 – (ORDINARY RESOLUTION):

To appoint Shri Harun Rasid Khan (DIN: 07456806) as an Independent Director of the Company.

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
86*	9093807	58	417477777	426571584	100.00
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*	16169	-	-	16169	0.00
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	1240	-	-	1240	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 8 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 9 – (ORDINARY RESOLUTION):

To appoint Shri Kamlesh Shivji Vikamsey (DIN: 00059620) as an Independent Director of the Company.

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
74*	2781794	58	417477777	420259571	98.52
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
22*	6328182	-	-	6328182	1.48
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	1240	-	-	1240	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 9 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 10 – (ORDINARY RESOLUTION):

To appoint Shri Santosh Balachnadrán Nayar (DIN: 02715871) as an Independent Director of the Company.

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
85	9093648	58	417477777	426571425	100.00
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
9	16228	-	-	16228	0.00
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	1340	-	-	1340	

RESULT

Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 10 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.



Item No. 11 – (SPECIAL RESOLUTION):

Issuance of Non-Convertible Debentures on private placement basis.

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
66*	906287	58	417477777	418384064	98.08
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
31*	8204262	-	-	8204262	1.92
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	667	-	-	667	

*Votes in respect of 01 folio have not been cast in the same manner.

RESULT

Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 11 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.

