

Dated: 26th September 2017

To

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

#### Sub:

- 1. Proceedings of 18<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> 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 18<sup>th</sup> Annual General Meeting of PTC India Limited (Reg. 44 of Listing Regulation)

#### Sir/Madam,

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

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

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

This is for your record and information.

Thanking You,

For PTC India Limited

Rajiv Maheshwari

(Company Secretary)

PTC India Limited

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



# 18<sup>th</sup> ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON MONDAY, SEPTEMBER 25, 2017 AT 2.30 P.M

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

As per the provisions of the Companies Act, 2013, read with relevant rules, thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 18<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from Friday, September 22, 2017 (9:00 am) to Sunday, September 24, 2017 (5:00 pm).

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 18<sup>th</sup> AGM, voting was conducted by means of poll.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 5:00 P.M. on September 24, 2017 and poll received till the conclusion of the meeting and submitted their report on 26.09.2017.

The Consolidated Results, as per the Scrutinizers' Report dated 26.09.2017, are as follows:

S. No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution 1: Ordinary Resolution  To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.	100.00	0.00

#### PTC India Limited





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

### **PTC India Limited**

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





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

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

Deepak Amitabh (DIN 01061535) Chairman

PTC India Ltd.

Date: 26.09.2017 Place: New Delhi



### **Details of Voting Results**

#### (i) Attendance of members:

Date of the Annual General Meeting	September 25,	2017	
Total Number of Shareholders as on cutoff Date i.e. September 18, 2017	139494		
Number of shareholders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	4	0	4
Public-Institutional	1	0	1
Public-Others	135	0	135
Total	140	0	140
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional: Public-Others:		Not Arranged	





### (ii) Voting by members:

### Agenda-wise

Item No in the	Subject	Resolution (Ordinary/	Mode of Voting	Remarks
Notice		Special)		
1	To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March 2017, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March 2017 and report of Auditor's thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2016-17.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To appoint a Director in the place of Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
4	To appoint a Director in the place of Shri Rajib Kumar Mishra (DIN: 06836268) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	To appoint Shri Chinmoy Gangopadhyay (DIN:02271398) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	To appoint Shri Chinmoy Gangopadhyay (DIN:02271398)	Ordinary	E Voting & Ballot Papers	The resolution was passed with

### **PTC India Limited**







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

#### (iii) Results of poll/Postal ballot/E Voting by members:

The Mode of Voting for all resolution was:

- a) E Voting; and
- b) Physical Ballot Papers provided to those shareholders and proxies who did not participate in the E Voting process to exercise their votes and who attended the AGM personally.

Results of Voting in the prescribed format are annexed herewith.

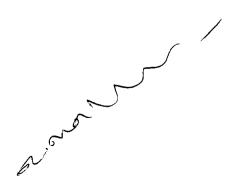


#### **PTC India Limited**

**Voting Results** 

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

Ordinary Resolution								
Whether promoter/ pro	omoter group are interested	in the	No					
agenda/resolution? Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polied on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in again over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
		e-voting		0.00				
Promoters and	4,80,00,000	Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Promoter Group		Sub-total	4,80,00,000		4,80,00,000		100.00	0.00
D. Islanda and	17,91,09,403	e-voting	13,09,65,245	73.12	13,09,65,245	<u>-</u>	100.00	0.00
Public-Institutional	17,51,05,405	Poli	-	0.00			0.00	0.00
		Sub-total	13,09,65,245	73.12	13,09,65,245	•	100.00	0.00
Public-Others	6.88,98,918	e-voting	94,24,545	13.68	94,24,273	<u>272</u>	100.00	0.00
Public-Others	0,00,50,510	Poll	1,00,70,676	14.62	1,00,70,676		100.00	0.00
		Sub-total	1,94,95,221	28.30	1,94,94,949	272	100.00	0.00
Total A	29,60,08,321	3	19,84,60,466	67.05	19,84,60,194	272	100.00	0.00



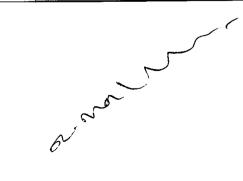
Ordinary Resolution								
Whether promoter/ pr	tell blomoter gloup are micreston man		No				% of votes in against	
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
		e-voting		0.00	-		0.00	0.00
Promoters and	4,80,00,000	Poll	4,80,00,000		4,80,00,000	-	100.00	0.00
Promoter Group		Sub-total	4,80,00,000	<del></del>	4,80,00,000	•	100.00	0.00
0.11: 1. (2. (21.)	17,91,09,403		13,09,65,245	73.12	13,09,65,245		100.00	0.00
Public-Institutional	17,31,03,403	Poll		0.00			0.00	0.00
		5ub-total	13,09,65,245	<del>                                     </del>	13,09,65,245		100.00	0.00
	6,88,98,918	<del></del>	94,25,097	13.68	94,24,042	1,055	99.99	0.01
Public-Others	0,86,56,518	Poll	1,00,70,676		1,00,70,676		100.00	0.00
1		5ub-total	1,94,95,773	<del></del>	1,94,94,718	1,055	99.99	0.01
Total A	29,60,08,321	Jub-total	19,84,61,018		19,84,59,963	1,055	100.00	0.00

<b>Drdinary Resolution</b>								
Whether promoter/ pro	nether promoter/ promoter group are interested in the							
agenda/resolution?  Category	4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4		No of Valid Votes  % of Votes Polled on N		No. of Votes in Favour	No. of Votes in Against	% of votes in favour	% of votes in agains
			Polled	Outstanding Shares			over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*10
		e-voting		0.00	_		0.00	0.00
Promoters and	4,80,00,000	Poll	4,80,00,000		4,80,00,000		100.00	0.00
Promoter Group		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Dublic Lestitutional	17,91,09,403		12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
Public-Institutional	17,51,05,403	Poll	- 22,07,10,210	0.00	-		0.00	0.00
		Sub-total	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
Public-Others	6.88,98,918	<del></del>	22,53,286		22,49,951	3,335	99.85	0.15
Public-Others	0,88,36,318	Poll	1,00,70,676		1,00,70,676		100.00	0.00
		Sub-total	1,23,23,962		1,23,20,627	3,335		0.03
Total	29,60,08,321		18,90,67,207		15,20,00,302	3,70,66,905	80.39	19.61

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Ordinary Resolution								
Whether promoter/ pro agenda/resolution?	omoter group are interested	No						
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in agains over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	4,80,00,000	e-voting		0.00	-	-	0.00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Promoter Group		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100,00	0.00
Public-Institutional	17,91,09,403		12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
T upile institutional	<b>-</b> · / <b>- -</b> / <b>-</b> · · · ·	Poli	-	0.00	<u>-</u>		0.00	0.00
1		Sub-total	12,87,43,245	71.88	9,16,79,675	3,70,63,570	71.21	28.79
Public-Others	6,88,98,918	e-voting	22,11,026	3.21	22,07,631	3,395	99.85	0.15
	-,,,	Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,81,702	17.83	1,22,78,307	3,395	99.97	0.03
Total	29,60,08,321		18,90,24,947	63.86	15,19,57,982	3,70,66,965	80.39	19.61

Ordinary Resolution								<del></del>
Whether promoter/ pro agenda/resolution?	omoter group are interested i	n the	No					
Category	No. of shares Held		No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in aga over Votes Poll
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*10
Promoters and	4,80,00,000	e-voting		0.00			#DIV/0!	#DIV/0!
Promoter Group	1,00,00,000	Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Promoter Group	T T	Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	17,91,09,403	e-voting	13,09,65,245	73.12	13,09,65,245		100.00	0.00
r upile-institutionar	17,51,03,103	Poll		0.00		-	0.00	0.00
	<u> </u>	Sub-total	13,09,65,245	73.12	13,09,65,245	•	100.00	0.00
Public-Others	6,88,98,918	e-voting	94,21,007	13.67	94,19,663	1,344	99.99	0.01
T ablic Others	0,00,00,00	Poli	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
	The state of the s	Sub-total	1,94,91,683	28.29	1,94,90,339	1,344	99.99	0.01
Total	29,60,08,321		19,84,56,928	67.04	19,84,55,\$84	1,344	100.00	0.00



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Special Business

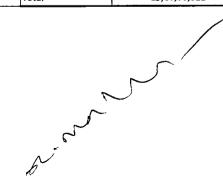
Ordinary Resolution							<u> </u>	
	omoter group are interested	in the	Yes					
agenda/resolution? Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in again over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
				0.00	-	<u>-</u>	0.00	0.00
Promoters and	Poll	e-voting	4,80,00,000		4,80,00,000	-	100.00	0.00
Promoter Group		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
	17,91,09,403		12,87,43,245	71.88	7,74,75,115	5,12,68,130	60.18	39.82
Public-Institutional	17,91,09,403	Poll	12,01,13,213	0.00			0.00	0.00
		Sub-total	12,87,43,245		7,74,75,115	5,12,68,130	60.18	39,82
	6,88,98,918	<del></del>	22,12,006	3,21	22,09,576	2,430	99.89	0.11
Public-Others	, , , ,	Poll	1,00,70,676	14.62	1,00,70,676		100.00	0.00
		Sub-total	1,22,82,682	<del></del>	1,22,80,252	2,430	99.98	0.02
Total	29,60,08,321	Jub-total	18,90,25,927	<del></del>	13,77,55,367	5,12,70,560	72.88	27.12

Ordinary Resolution								
Whether promoter/ pr agenda/resolution?	ether promotery promoter group are interested in the		Yes			No. of Votes in Against	% of votes in favour	% of votes in agains
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	NO. Of Votes in Against	over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
ļ		Queting		0.00	-		0.00	0.00
Promoters and	4,80,00,000	e-voting Poll	4,80,00,000	100.00	4,80,00,000		100.00	0.00
Promoter Group	-	Sub-total	4,80,00,000		4,80,00,000	-	100.00	0.00
	47.04.00.403	e-voting	12,87,43,245		7,64,42,392	5,23,00,853	59.38	40.62
Public-Institutional	17,91,09,403	Poll	12,07,43,213	0.00		<u>-</u>	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,64,42,392	5,23,00,853	59.38	40.62
	5 22 22 24 2		22,12,236		22,09,761	2,475	99.89	0.11
Public-Others	Poll		1,00,70,676		1,00,70,676	-	100.00	0.00
				17.83	1,22,80,437	2,475	99.98	0.02
1		Sub-total	1,22,82,912 18,90,26,157	·	13,67,22,829	5,23,03,328	72.33	27.67

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Ordinary Resolution								
Whether promoter/ pro	omoter group are interested	in the	Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in agains over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
1		Sub-total	4,80,00,000	100.00	4,80,00,000	=	100.00	0.00
Public-Institutional	17,91,09,403	e-voting	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
		Poll	-	0.00	-		0.00	0.00
		Sub-total	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
Public-Others	6,88,98,918	e-voting	22,12,226	3.21	22,10,831	1,395	99.94	0.06
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,902	17.83	1,22,81,507	1,395	99.99	0.01
Total	29,60,08,321		18,90,26,147	63.86	13,78,26,686	5,11,99,461	72.91	27.09

Resolution 9: To appoi	nt 5hri Arun Kumar Verma (E	IN: 02190047) as I	Non- Executive Nominee	Director				
Ordinary Resolution								
Whether promoter/ pr	omoter group are interested	in the	Yes					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding 5hares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in agains over Votes Polled
-	(1)	<b> </b>	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	17,91,09,403	e-voting	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	7,75,45,179	5,11,98,066	60.23	39.77
Public-Others	6,88,98,918	e-voti <b>n</b> g	22,11,666	3.21	22,11,051	615	99.97	0.03
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,342	17.83	1,22,81,727	615	99.99	0.01
Total	29,60,08,321	1	18,90,25,587	63.86	13,78,26,906	5,11,98,681	72.91	27.09



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Ordinary Resolution									
Whether promoter/ pro	omoter group are interested	in the	Yes						
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in agains over Votes Polled	
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and	4,80,00,000	e-voting	-	0.00	~	-	0.00	0.00	
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00	
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00	
Public-Institutional	17,91,09,403	e-voting	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00	
		Poll	-	0.00	-	-	0.00	0.00	
		Sub-total	12,87,43,245	71.88	12,87,43,245	-	100.00	0.00	
Public-Others	6,88,98,918	e-voting	22,12,216	3.21	22,10,766	1,450	99.93	0.07	
	Poll	Poll	1,00,70,676	14.62	1,00,70,676		100.00	0.00	
		Sub-total	1,22,82,892	17.83	1,22,81,442	1,450	99.99	0.01	
Total	29,60,08,321		18,90,26,137	63.86	18,90,24,687	1,450	100.00	0.00	

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Drdinary Resolution								
Whether promoter/ pro	omoter group are interested	in the Y	es					
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in agains over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
Promoter Group		Poll	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
		Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00	0.00
Public-Institutional	17,91,09,403	e-voting	12,87,43,245	71.88	12,87,43,245	=	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	12,87,43,245	71.88	12,87,43,245	=	100.00	0.00
Public-Others	6,88,98,918	e-voting	22,12,266	3.21	22,11,831	435	99.98	0.02
		Poll	1,00,70,676	14.62	1,00,70,676	-	100.00	0.00
		Sub-total	1,22,82,942	17.83	1,22,82,507	435	100.00	0.00
Total	29,60,08,321		18,90,26,187	63.86	18,90,25,752	435	100.00	0.00

Ordinary Resolution									
Whether promoter/ pr	omoter group are interested	in the	Yes						
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in again over Votes Polle	
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and	4,80,00,000	e-voting	-	0.00	-	<u>-</u>	0.00	0.00	
Promoter Group	Poll	Poll	4,80,00,000	100.00	0	4,80,00,000	0.00	100.00	
, , , , , , , , , , , , , , , , , , , ,		Sub-total	4,80,00,000	100.00	1	4,80,00,000	0.00	100.00	
Public-Institutional	17,91,09,403	ļ	9,88,73,535	55.20	3,96,46,415	5,92,27,120	40.10	59.90	
T UDITE MISERCATIONAL	,,	Poll	-	0.00	-	-	0.00	0.00	
		5ub-total	9,88,73,535	55.20	3,96,46,415	5,92,27,120	40.10	59.90	
Public-Others	6,88,98,918	e-voting	94,91,127	13.78	92,73,094	2,18,033	97.70	2.30	
T done others		Poil	1,00,70,676	14.62	115	1,00,70, <b>5</b> 61	0.00	100.00	
		Sub-total	1,95,61,803	28.39	92,73,209	1,02,88,594	47.40	52.60	
Total	29,60,08,321	1000	16,64,35,338	56.23	4,89,19,624	11,75,15,714	29.39	70.61	

### **Ashish Kapoor & Associates**

**Company Secretaries** 

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

Email: ashishkapoorandassociates@gmail.com Mobile: 9871444755, Landline: 011-47037706

Date

Ref No

### FORM No. MGT-13 Report of Scrutinizer

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

To The Chairman PTC India Limited New Delhi

18<sup>th</sup> Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi-110010

Dear Sir.

I, Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 18<sup>th</sup> Annual General Meeting of the Members of PTC India Limited ("the Company") held on Monday, 25th day of September, 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi-110010.

#### I submit my report as under:

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



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

# Resolution No. 1 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:	anterior essential, un processo postular el 3 commencia del consensión de la commencia de commen	
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
ر ئىس مايىدۇ .	15	58070676	100.00
(ii)	Voted against the resolution:	Andrewsking (s. draw - Ambiers Mate Augusticing), coming anythic is an angention industrial record	
and sometimes of the same of t	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid
****** *******************************	The second secon	Û	votes cast
(iii)	Invalid Votes:		
	Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	
A secure organization		*	



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## Resolution No. 2 (ORDINARY RESOLUTION)

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

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



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### Resolution No. 3 (ORDINARY RESOLUTION)

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

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



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## Resolution No. 4 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:								
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast						
erendericke der syname	15	58070676	100.00						
(ii)	Voted against the resolution:								
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast						
manuscript of 10% provides	0	0	0.00						
(iii)	Invalid Votes:								
West designation of the second	Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	Professional Section (1985) and the complete section (1985) an						
Returnation to speed go	-	Balling and a support of the support	and the second s						



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## Resolution No. 5 (ORDINARY RESOLUTION)

To ratify appointment of Statutory Auditor and fix their remuneration.

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



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## Resolution No. 6 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:		
The last representations of a good	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Twentida Blok februar 1970 ok	15	58070676	100.00
(ii)	Voted against the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
THE COURSE OF STREET	0	0	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	
	*	and the state of t	· · · · · · · · · · · · · · · · · · ·



### Resolution No. 7 (ORDINARY RESOLUTION)

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

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



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### Resolution No. 8 (ORDINARY RESOLUTION)

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

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



### Resolution No. 9 (ORDINARY RESOLUTION)

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

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



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### Resolution No. 10 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:		
THE WAY A MAN SHOW SOUTH SOUTH STATES	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
e. especial de la companya de la com	15	58070676	100.00
(ii)	Voted against the resolution:		
······································	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
**************************************	0	0	0.00
(iii)	Invalid Votes:		a. distribution and the contract of the contra
w walkelikelen ng Jelekov	Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	armana armana arma arma arma arma arma a
de su vicinalisma graphogas	-		- PRESENTATION OF THE PROPERTY



### Resolution No. 11 (ORDINARY RESOLUTION)

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

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



# Resolution No. 12 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:		
The same of the sa	Number of members present and voting (in person or by proxy)	Number of votes east by them	% of total number of valid votes cast
	6	115	0.00
(ii)	Voted against the resolution:		
again an air Teorg gor can	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	9	58070561	100.00
(iii)	Invalid Votes:		
erioniae ar dalming of the <del>even</del> e	Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	
MANAGERICAL AND AND SECURITY SHAPES	•	-	garage yana dalah halah dalam basakan yang salih sa sasilat di Malain, yang mangkalah garage salih sasila dalam basakan dalam ba



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- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
- 7. The report on combined result of the votes (electronic and physical) is annexed as Annexure-1 with this report.
- 8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you, Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES Company Secretaries

Membership

NO. F8002

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

To

Ref. No.:

The Chairman
PTC India Limited.

18<sup>th</sup> Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi-110010.

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

#### Dear Sir,

I. Ashish Kapoor, Proprietor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi-110085, appointed as the Scrutinizer by the Board of Directors of PTC India Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between Friday, September 22, 2017 (9:00 am) to Sunday, September 24, 2017 (5:00 pm).

The Notice dated August 14, 2017 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on Monday, 25th day of September, 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi- 110010.

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

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



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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 NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then blocked in the presence of following two witnesses not being in the employment of the Company:

- 1. Sachin Kasturia
- 2. Ankit Jain

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

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

# (a) Item No. 1 – (ORDIANRY 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 340	Number of votes cast (Shares) – E-Voting 140389518	% of total number of valid votes cast 100.00
(ii)	Voted against the resolution:		
,	Number of members voted in E- voting	Number of votes cast (Shares) - E-Voting	% of total number of valid votes cast
	5	272	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	



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

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

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



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

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

(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
<del></del>	202	93929626	71.70
(ii)	Voted against the resolution:		
	Number of members voted in E- voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	78	37066905	28.30
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



# (d) Item No. 4 - (ORDINARY RESOLUTION):

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

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



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

To ratify appointment of Statutory Auditor and fix their remuneration.

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



### (f) Item No. 6 - (ORDINARY RESOLUTION):

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

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



### (g) Item No. 7 - (ORDINARY RESOLUTION):

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

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



# (h) Item No. 8 - (ORDINARY RESOLUTION):

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

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



Page 9 of 14

### (i) Item No. 9 - (ORDINARY RESOLUTION):

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

(i)	Voted in favour of the resolution:	1994 - Carpel Angeldon (n. 1864), de la contraction de la contraction (n. 1884), de la contraction (n.	
	Number of members voted in E- voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	251	79756230	60.90
(ii)	Voted against the resolution:		
	Number of members voted in E- voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	84	51198681	39.10
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-		



Page 10 of 14

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

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

<u>(i)</u>	Voted in favour of the resolution:		
	Number of members voted in E-voting 322	Number of votes cast (Shares) – E-Voting 130954011	% of total number of valid votes cast
(ii)	Voted against the resolution:		
<del>The there is a second to the </del>	Number of members voted in E- voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
····	14	1450	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
		•	



Page 11 of 14

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

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

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



Page 12 of 14

### (l) <u>Item No. 12- (ORDINARY RESOLUTION)</u>:

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

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



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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

NO F8002

Ashish Kapoor Scrutinizer

CP No 7504 FCS No. 8002

Place: New Delhi Date: 26.09.2017

## **Ashish Kapoor & Associates**

**Company Secretaries** 

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

Email: ashishkapoorandassociates@gmail.com Mobile: 9871444755, Landline: 011-47037706

Date

### **ANNEXURE-1**

Ref. No.:

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

To,

Shri Deepak Amitabh Chairman PTC India Limited 2 nd Floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi - 110 066

18<sup>th</sup> Annual General Meeting of the Members of the Company, held on Monday, 25th day of September, 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road Delhi Cantt, New Delhi-110010

Dear Sir,

- I, Ashish Kapoor & Associates, Company Secretaries, appointed as the Scrutinizer by the Board of Directors of PTC India Limited (The Company), for the purpose of:
  - Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended, and;
  - Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended,

on the Resolutions contained in the Notice of the 18<sup>th</sup> AGM of the members of the Company, held on Monday, 25th day of September 2017 at 02:30 P.M. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi-110010.

Based on the report furnished by National Securities Depository Limited on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited for the E-Voting process, we now submit combined report (E-Voting and Poll) as under:



Page 1 of 14

## (a) Item No. 1 - (ORDINARY RESOLUTION):

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

i. Voted i	n favour of the	resolution:	A CONTRACTOR OF THE PARTY OF TH	MM 4 s April 1984 - April 19	
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
340	140389518	15	58070676	198460194	100.00
ii. Voted ii	n against of the	resolution	volumentander og sammentander star og og og star star star og se og	THE STANDARD COLUMN TO STANDARD STANDARD CO. LOS . SANDON CO.	
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poli	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
The state of the s	1 4/2	0	0	272	0.00
iii. Invalid	Votes:				
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	

Vote easted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes easted 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.

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

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

i. Voted in	favour of the r	esolution:	an and an annual state of the s	u de grippe de de communicación de la communic	aş verli galarların azilin ildir veli araşlırı yalışışı rova — a regiriniy, aşışışıyı geyşeni eşti, ç
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxics voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
341	140389287	15	58070676	198459963	100.00
ii. Voted i	against of the	resolution:			
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	1055	0	0	1055	0.00
iii. Invalid Number of members voted in E- voting	votes:  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	
*	•	+	-	ron -	

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 east in favour of the resolution was more than the number of votes east 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.



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#### (c) Item No. 3 – (ORDINARY RESOLUTION):

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

Number of votes cast (Shares) – E- Voting	Number of Members/ Proxics voted - Poll	Number of votes east (Shares) – Poll	Total number of votes cast through E-Voting and Poli	% of total number of valid votes cast
93929626	15	58070676	152000302	80.39
against of the	resolution:			
		Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
37066905	0	0	37066905	19.61
Number of votes cast (Shares) – E-		Number of votes east (Shares) – Poll	Total number of votes cast through E-Voting and	
	Number of votes cast (Shares) – E-Voting  93929626  against of the Number of votes east (Shares) – E-Voting  37066905  votes: Number of votes cast	votes cast (Shares) – E- Voting  93929626  15  against of the resolution: Number of votes cast (Shares) – E- Voting  37066905  Number of votes: Number of votes cast (Shares) – E- Voting  Number of Number of Number of Number of voted - Poll  votes: Number of votes cast (Shares) – E- Voted - Poll	Number of votes cast (Shares) – E-Voting Poll (Shares) – Poll Poll Poll Poll Poll Poll Poll Po	Number of votes cast (Shares) – E-Voting Poll Poll Poll Poll Poll Poll Poll Pol

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.

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## (d) Item No. 4 - (ORDINARY RESOLUTION):

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

A de la constante de la consta	Voted in favo	ur of the resolution	*	er og det en	akan sakan kalanda di pakan kalanda ka
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
256	93887306	15	58070676	151957982	80.39
ii. Voted ii	n against of the	resolution:			
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
78	37066965	0	0	37066965	19.61
iii. Invalid Number of members voted in E- voting	Number of	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	

Vote easted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes easted 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.

Membership Mo. F8002 #

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

To ratify appointment of Statutory Auditor and fix their remuneration.

i. Voted in	favour of the	resolution:			under der gegene der gegen gegen gegen der gegen gehannte an eine der der unter der der eine der der der der d Der gegen der
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxics voted - Poll	Number of votes east (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
	140384908	15	58070676	198455584	100.00
ii. Voted ii	against of the	resolution:			
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies	Number of votes cast (Shares) – Poll	Total number of votes east through E- Voting and Poll	% of total number of valid votes cast
1 1	1344	0	O	1344	0.00
Number of members voted in E- voting	votes:  Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poli	Number of votes cast (Shares) – Poll	Total number of votes east through E-Voting and	
en .	-	-	*	Poll -	والمراورة

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.



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#### (f) <u>Item No. 6 – (ORDINARY RESOLUTION)</u>:

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

Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
248	79684691	15	58070676	137755367	72.88
ii. Voted it	against of the	resolution:	nggan) ng ph. quy di a nikul pana gelamanahanananahananan nakara kabahina (	Angelog and now or managed contribution and managed to the contribution of the contrib	
Number of members voted in E- voting	Number of votes cast	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
87	51270560	0		51270560	27.12
iii. Invalid Number of members voted in E- voting	votes:   Number of votes cast (Shares) - E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes easted 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.



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

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

i. Voted in	favour of the	resolution:			
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
245	78652153	15	58070676	136722829	72.33
Stationary and with the device of the same	n against of the	<del></del>			
Number of members voted in E-	Number of votes cast (Shares) – E-	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) –	Total number of votes cast through E-	% of total number of valid votes
voting	Voting		Poll	Voting and Poll	cast
91	52303328	0	0	52303328	27.67
iii. Invalid					n
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	
		The state of the s		Poli	

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.



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## (h) Item No. 8 - (ORDINARY RESOLUTION):

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

i. Voted in Number of members voted in E- voting	Number of votes cast (Shares) - E-Voting	Number of Members/	Number of votes cast (Shares) – Poll 58070676	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
ii. Voted in Number of members voted in E- voting	n against of the Number of votes cast (Shares) – E- Voting	Number of Members/Proxies	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll 51199461	% of total number of valid votes cast
Number of members voted in E- voting	Number of	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

#### RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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1



### (i) Item No. 9 - (ORDINARY RESOLUTION):

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

i Voted	in favour of th	re resolution:	س نیود د مصمی و پیان در در مصمی مصورت	THE THE PARTY CONTRACTOR OF TH	
Number of members voted in F- voting	votes cast	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
251	79756230	15	58070676	137826906	72.91
, , , , , , , , , , , , , , , , , , , ,	in against of th	anymment of the first passing and our control appearance and	THE STREET STREET, A. S.		an in the second section of the second section is a second section of the section of the second section of the s
Number of members voted in E- voting	Number of votes east (Shares) – E- Voting	Members/Proxies		Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
84	51198681	()		51198681	27.09
iii. Invalid	votes:	William Programme and the Control of	· · · · · · · · · · · · · · · · · · ·		
Number of members voted in E- voting	Number of votes east (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	
-	-	-	•	i _	

Vote casted in both F-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

#### RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Membership NO F8002

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#### (j) <u>Item No. 10 – (ORDINARY RESOLUTION)</u>:

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

i. Voted in	1 favour of the	resolution:			
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
322	130954011	15	58070676	189024687	100.00
ii. Voted i	i n against of the	resolution:	and the second s	<u></u>	
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
14	1450	0	O	1450	0.00
iii. Invalid	votes:				
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	
		*	•	-	

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

#### RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Page 11 of 14

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

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

voted ii	a favour of the	resolution:	Antonio approblemento de la regista de l	Miller From Annie - 2000 Miller Francisco (n. 1964)	e was seen
members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
327	130955076	15	58070676	189025752	100.00
ii. Voted i	n against of the	resolution:	and the state of t	And the control of the second	The state of the s
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
10	435	0	0	435	0.00
iii. Invalid	Votes.				The same of the sa
The state of the s					
Number of members voted in E- voting	Number of	Number of Members/Proxics voted - Poli	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	

Vote easted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes easted in E-voting are taken into account in respect of such shareholder.

#### RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



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#### (l) <u>Item No. 12 – (ORDINARY RESOLUTION)</u>:

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

iv. Voted in	favour of the	resolution:	THE RESERVE THE PROPERTY OF TH	edick-estimater militarist with in recommissions is a company opposite to a garage	
Number of members voted in E- voting	Number of votes cast (Shares) – E- Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	% of total number of valid votes cast
237	48919509	6	115	48919624	29.39
	against of the				
Number of	Number of	Number of	Number of	Total number	% of total
members	votes cast	Members/Proxies	votes cast	of votes cast	number of
voted in E-	(Shares) – E-	voted - Poll	(Shares) –	through E-	valid votes
voting	. Voting	Single-Land Annual Control of the Co	Poli	Voting and Poll	cast
105	59445153	9	58070561	117515714	70.61
vi. Invalid	votes:				
Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E- Voting and Poll	
-	-	•	-	-	

Vote casted in both E-Voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

#### RESULT

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



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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