Date: - 27.09.2014

Listing Deptt. / Deptt. Of Corporate Relations,
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai., Fax- 022-22722037/39/41/61/3121/22723719

Listing Deptt.
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai -51
Fax-022-26598237/38 - 022-26598347/ 48

Dear Sir

Sub:- Declaration in accordance with clause 35A of the listing agreement – AGM dated- 26th September, 2014

Kindly find enclosed the above.

This is for your information and record please.

Thanking you,

Yours sincerely

(Rajiv Maheshwari)
Company Secretary

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110066

Enclsd as above:-

PTC India Limited
(Formerly known as Power Trading Corporation of India Limited)
2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659127,41659128, 41659500. Fax: 011-41659126
E-mail: info@ptcindia.com Website: www.ptcindia.com

PTC India

15TH ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON FRIDAY, 26TH SEPTEMBER, 2014 AT 3.00 P.M

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 and clause 35B of the Listing Agreement, 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 15th Annual General Meeting (AGM). The e-voting was open from 19th September 2014, 9:00 A.M. to 21st September 2014, 6:00 P.M.

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 15th 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 6:00 P.M. on 21st September 2014 and poll received till the conclusion of the meeting and submitted their report on 27th September 2014.

The Consolidated Results, as per the Scrutinizers' Report dated 26th September, 2014, are as follows:

S.No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	**Resolution 1:** Ordinary Resolution Adoption of audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	91.45	0.00
2.	**Resolution 2**: Ordinary Resolution Declaration of dividend on Equity Shares for Financial Year 2013-14	100	0.00
3.	**Resolution 3**: Ordinary Resolution Appointment of Director in place of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.	70.56	29.44
4.	**Resolution 4**: Ordinary Resolution	84.11	15.89

	Appointment of Director in place of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible offers himself for re-appointment.		
5.	**Resolution 5**: Ordinary Resolution Appointment of Director in place of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible offers himself for re-appointment.	85.65	14.35
6.	**Resolution 6**: Ordinary Resolution Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.	96.91	0.71
7.	**Resolution 7**: Ordinary Resolution Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	84.11	15.89
8.	**Resolution 8**: Ordinary Resolution Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director.	81.02	18.98

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 15th AGM have been duly approved by the Shareholders with requisite majority.

Date: 27.09.14

Place: New Delhi

For PTC India Ltd.

Chairman & Managing Director

PTC India

Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	**September 26, 2014**		
Total Number of Shareholders as on cutoff Date i.e. August 22, 2014	**156353**		
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	Nil	4
Public-Institutional	Nil	1	1
Public-Others	25965	159	26124
Total	25969	160	26129
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 Notice	Subject	Resolution (Ordinary/ Special)	Mode of Voting	Remarks
1	Adoption of audited financial statements of the Company for the year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	Declaration of dividend on Equity Shares for Financial Year 2013-14.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	Appointment of Director in place of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

Item No in the Notice	Subject	Resolution (Ordinary/ Special)	Mode of Voting	Remarks
4	Appointment of Director in place of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment of Director in place of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

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

The Mode of Voting for all resolution was:

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.

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E Voting/Ballot Papers are furnished be

Date of declaration of results:

Resolution 1: Addoption of Profit & Loss Account for the year ended March 31,2014 and Balance Sheet as at that date and Reports of the Board of Diractors and Auditor								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	100.00	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	40,726,381	-	100.00	0.00
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**49,968,719**	**-**	**100.00**	**0.00**
Public-Others	172,499,986	e-voting	60,535,511	35.09	60,535,311	200	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**60,616,995**	**35.14**	**60,616,792**	**203**	**100.00**	**0.00**
Total A	**296,008,321**		**158,585,714**	**53.57**	**158,585,511**	**203**	**100.00**	**0.00**

Resolution 2: Declaration of final dividend and confirmation of interim dividend paid.								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	40,726,381	-	100.00	0.00
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**49,968,719**	**-**	**100.00**	**0.00**
Public-Others	172,499,986	e-voting	75,360,391	43.69	75,360,391	-	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,441,875**	**43.73**	**75,441,872**	**3**	**100.00**	**0.00**
Total A	**296,008,321**		**173,410,594**	**58.58**	**173,410,591**	**3**	**100.00**	**0.00**

RAJIV MAHESHWAR
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi

Resolution 3: Appointment of Mr. Mukesh Kumar Goel (DIN 00239813), who retires by rotaion and being eligible, offers himself for re-appointment.								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	-	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	4,494,401	36,231,980	11.04	88.96
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**13,736,739**	**36,231,980**	**27.49**	**72.51**
Public-Others	172,499,986	e-voting	75,358,816	43.69	60,533,396	14,825,420	80.33	19.67
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,440,300**	**43.73**	**60,614,877**	**14,825,423**	**80.35**	**19.65**
Total	**296,008,321**		**173,409,019**	**58.58**	**122,351,616**	**51,057,403**	**70.56**	**29.44**

Resolution 4: Appointment of Mr. Ravi Prakash Singh (DIN 05240974), who retires by rotaion and being eligible, offers himself for re-appointment.								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	13,174,167	27,552,214	32.35	67.65
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**22,416,505**	**27,552,214**	**44.86**	**55.14**
Public-Others	172,499,986	e-voting	75,358,816	43.69	75,358,276	540	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,440,300**	**43.73**	**75,439,757**	**543**	**100.00**	**0.00**
Total	**296,008,321**		**173,409,019**	**58.58**	**145,856,262**	**27,552,757**	**84.11**	**15.89**

RAJIV MAHESHWAR
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110066

Resolution 5: Appointment of Mr. Srinivasan Balachandran (DIN 01962996), who retires by rotaion and being eligible, offers himself for re-appointment.								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	15,847,025	24,879,356	38.91	61.09
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**25,089,363**	**24,879,356**	**50.21**	**49.79**
Public-Others	172,499,986	e-voting	75,358,816	43.69	75,358,276	540	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,440,300**	**43.73**	**75,439,757**	**543**	**100.00**	**0.00**
Total	**296,008,321**		**173,409,019**	**58.58**	**148,529,120**	**24,879,899**	**85.65**	**14.35**

Resolution 6: Appointment of Auditor.								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	36,598,115	48.47	35,364,100	1,234,015	96.63	3.37
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**45,840,453**	**60.71**	**44,606,438**	**1,234,015**	**97.31**	**2.69**
Public-Others	172,499,986	e-voting	75,359,691	43.69	75,358,316	1,375	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,441,175**	**43.73**	**75,439,797**	**1,378**	**100.00**	**0.00**
Total	**296,008,321**		**169,281,628**	**57.19**	**168,046,235**	**1,235,393**	**99.27**	**0.73**

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi - 110066

SPECIAL BUSINESS

Resolution 7: Appointment of Ms. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	13,174,167	27,552,214	32.35	67.65
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**22,416,505**	**27,552,214**	**44.86**	**55.14**
Public-Others	172,499,986	e-voting	75,359,216	43.69	75,358,616	200	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,440,700**	**43.73**	**75,440,097**	**203**	**100.00**	**0.00**
Total	**296,008,321**		**173,409,419**	**58.58**	**145,856,602**	**27,552,417**	**84.11**	**15.89**

Resolution 8: Appointment of Mr. Dinesh Prasad Bhargava (DIN 01277269) as Non Executive Nominee Director								
Ordinary 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 against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	48,000,000	e-voting	-	0.00	-	-	0.00	0.00
		Poll	48,000,000	100.00	48,000,000	-	100.00	0.00
		Sub-total	**48,000,000**	**100.00**	**48,000,000**	**-**	**100.00**	**0.00**
Public-Institutional	75,508,335	e-voting	40,726,381	53.94	7,811,886	32,914,495	19.18	80.82
		Poll	9,242,338	12.24	9,242,338	-	100.00	0.00
		Sub-total	**49,968,719**	**66.18**	**17,054,224**	**32,914,495**	**34.13**	**65.87**
Public-Others	172,499,986	e-voting	75,359,216	43.69	75,358,476	340	100.00	0.00
		Poll	81,484	0.05	81,481	3	100.00	0.00
		Sub-total	**75,440,700**	**43.73**	**75,439,957**	**343**	**100.00**	**0.00**
Total	**296,008,321**		**173,409,419**	**58.58**	**140,494,181**	**32,914,838**	**81.02**	**18.98**

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110

Scrutinizer's Report

[Pursuant to Clause 35B of Listing Agreement and pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman

15th Annual General Meeting of the Members of PTC India Limited, to be held on Friday, 26th September, 2014 at 3.00 p.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road, Delhi Cantt, New Delhi-110010.

Dear Sir,

I, Ashish Kapoor, Proprietor of Ashish Kapoor & Associates, practicing Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi-110085, was appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of Listing Agreement and under the provisions section 108 of the Companies Act, 2013 read with Sub Rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) referred to in this report.

I submit my report as under:

1. The e-voting period remained open from Friday, September 19, 2014 (9:00 am) to Sunday, September 21, 2014 (6:00 pm).

2. The Shareholders of the Company as on the "cut off" date i.e. Friday, August 22, 2014 were entitled for e-voting on the proposed resolutions (item no 1 to 8) as set out in the notice of the 15th AGM of the Company dated 26th September, 2014.

Ashish Kapoor & Associates ★ Company Secretaries ★ DELHI

M: 9871444755
O: 011-47037706
ASHISHKAPOORANASSOCIATES@GMAIL.COM

3. The votes were unblocked on 21st September, 2014 at 6:37 p.m. in the presence of two witnesses, Mr. Sachin Kasturia, R/o A-107, Surajmal Vihar, Delhi – 110092 and Ms. Surbhi Garg, R/o C-2/238, Yamuna Vihar, Delhi-110053 who are not in the employment of the company.

   They have signed below in confirmation of the votes being unblocked in their presence.

Sachin Kasturia **Surbhi Garg**

4. The total paid up Equity Share Capital of the Company as on Friday, August 22, 2014 was Rs. 2,960,083,210/- (Rupees Two Hundred Ninety Six Crore Eighty Three Thousand Two Hundred Ten Only) divided into 2,96,008,321 (Twenty Nine Crore Sixty Lakh Eight Thousand Three Hundred Twenty One) shares of **Rs. 10/-** (Rupees Ten Only).

5. Thereafter, the details containing, inter-alia list of equity shareholders who voted 'FOR' and 'AGAINST', were downloaded from e-voting enabling website of CDSL (www.evotingindia.com).

6. The Result of E voting exercised by the Shareholders is as under:

Ashish Kapoor & Associates ★ Company Secretaries ★ DELHI

(a) Resolution No. 1- Adoption of Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.

i. Voted **in favour** of the resolution:

Number of Voters	Number of Votes in favour	% of Votes in favour
134	**101261692**	**87.23%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes against
2	**200**	**0.0002%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
7	**14824880**

(b) Resolution No. 2- Declaration of final dividend.

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
143	**116086772**	**100%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
0	**0**	**0.00%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
0	**0**

Ashish Kapoor & Associates * Company Secretaries * DELHI

(c) **<u>Resolution No. 3</u>- Appointment of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
84	**65027797**	**56.02%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
57	**51057400**	**43.98%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
2	**1575**

(d) **<u>Resolution No. 4</u>- Appointment of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
110	**88532443**	**76.26%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
31	**27552754**	**23.73%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
2	**1575**

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(e) Resolution No. 5- Appointment of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible, offers himself for re-appointment

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
93	**91205301**	**78.57%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
48	**24879896**	**21.43%**

iii. Abstained Votes:

Number of Voters	Number of Votes
2	**1575**

(f) Resolution No. 6- Appointment of Statutory Auditor.

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
132	**110722416**	**95.38%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
6	**1235390**	**1.06%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
5	**4128966**



(g) <u>Resolution No. 7</u>- Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
112	**88532783**	**76.26%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
29	**27552414**	**23.73%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
2	**1575**

(h) <u>Resolution No. 8</u>- Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director

i. Voted **in favour** of the resolution:

Number of voters	Number of Votes in favour	% of Votes in favour
105	**83170362**	**71.64%**

ii. Voted **against** the resolution:

Number of voters	Number of Votes in against	% of Votes in against
36	**32914835**	**28.35%**

iii. **Abstained Votes**:

Number of Voters	Number of Votes
2	**1575**

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7. 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.

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries



Ashish Kapoor
Scrutiniser
CP No 7504

Place: New Delhi
Date: 22.09.2014

ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

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
Mr. Deepak Amitabh
Chairman
PTC India Limited
New Delhi-66

For 15th Annual General Meeting of the Equity Shareholders of PTC India Limited, held on Friday, 26th September, 2014 at 3.00 p.m. at 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 Ashish Kapoor & Associates, Company Secretaries having its office at F-150, Venus Apartments, Sec-9, Rohini, Delhi 110085, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 15th Annual General Meeting of the equity shareholders of PTC India Limited ("the Company") held on Friday, 26th September, 2014 at 3:00 P.M. at 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.

M: 9871444755
O: 011-47037706
ASHISHKAPOORANASSOCIATES@GMAIL.COM

4. The results of the Poll is as under:

a) **Resolution No. 1**

Adoption of Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	**1**

b) **Resolution No. 2**

Declaration of dividend on Equity Shares for Financial Year 2013-14.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	**1**

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c) **Resolution No. 3**

Appointment of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	0

(iii)**Invalid** Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	**1**

d) **Resolution No. 4**

Appointment of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible, offers himself for re-appointment.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	**1**

e) **Resolution No. 5**

Appointment of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible, offers himself for re-appointment.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	1

f) **Resolution No. 6**

Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	**1**

g) **Resolution No. 7**

Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	**1**

h) **Resolution No. 8**

Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director.

(ORDINARY RESOLUTION):

(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
55	**57323819**	**100%**

(ii) Voted **in against 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
3	**3**	**0**

(iii)Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them
1	1

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 authorized by the Board for safe keeping.

7. The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.

8. All of the above mentioned resolutions have passed with requisite majority.

Thanking you,

Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries



Ashish Kapoor
Scrutinizer
C P No 7504

Place: New Delhi
Date: September 26, 2014

ANNEXURE-1

Consolidated Results of voting (By E-voting and voting through ballot papers) for resolution nos. 1 to 8 of the notice of the AGM of "PTC India Limited" held on Friday 26th September, 2014 at 3:00 p.m.

Particulars		Evoting			Polling			Consolidated		
		No. of members who voted	No. of shares for which votes cast	% of votes to total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total no. of valid votes cast	No. of members voting (in person or by proxy or through E-voting)	No. of votes cast by them	% of total no. of valid votes cast
Ordinary Business:										
Resolution No. 1 Adoption of Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.	Voted in favour	134	101261692	87.23%	55	57323819	100.00	189	158585511	91.45
	Voted against	2	200	0.0002%	3	3	0.00	5	203	0.00
	Invalid votes	7	14824880	-	1	1	-	8	14824881	-
Resolution No.2 Declaration of dividend on Equity Shares for Financial Year 2013-14.	Voted in favour	143	116086772	100%	55	57323819	100.00	198	173410591	100.00
	Voted against	0	0	0.00%	3	3	0.00	3	3	0.00
	Invalid votes	0	0	-	1	1	-	1	1	-
Resolution No.3 Appointment of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation and being eligible, offers himself for re-appointment	Voted in favour	84	65027797	56.02%	55	57323819	100.00	139	122351616	70.56
	Voted against	57	51057400	43.98%	3	3	0.00	60	51057403	29.44
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.4 Appointment of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation and being eligible, offers himself for re-appointment.	Voted in favour	110	88532443	76.26%	55	57323819	100.00	165	145856262	84.11
	Voted against	31	27552754	23.73%	3	3	0.00	34	27552757	15.89
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.5 Appointment of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation and being eligible, offers himself for re-appointment.	Voted in favour	93	91205301	78.57%	55	57323819	100.00	148	148529120	85.65
	Voted against	48	24879896	21.43%	3	3	0.00	51	24879899	14.35
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.6 Appointment of M/s. K.G. Somani & Co., Chartered Accountants as Statutory Auditor of the Company	Voted in favour	132	110722416	95.38%	55	57323819	100.00	187	168046235	96.91
	Voted against	6	1235390	1.06%	3	3	0.00	9	1235393	0.71
	Invalid votes	5	4128966	-	1	1	-	6	4128967	-
Resolution No.7 Appointment of Smt. Jyoti Arora (DIN 00353071) as Non Executive Nominee Director.	Voted in favour	112	88532783	76.26%	55	57323819	100.00	167	145856602	84.11
	Voted against	29	27552414	23.73%	3	3	0.00	32	27552417	15.89
	Invalid votes	2	1575	-	1	1	-	3	1576	-
Resolution No.8 Appointment of Shri Dinesh Prasad Bhargava (DIN 01277269) as a Non Executive Nominee Director.	Voted in favour	105	83170362	71.64%	55	57323819	100.00	160	140494181	81.02
	Voted against	36	32914835	28.35%	3	3	0.00	39	32914838	18.98
	Invalid votes	2	1575	-	1	1	-	3	1576	-

Ashish Kapoor & Associates ★ Company Secretaries ★ DELHI