

ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

The Chairman,
PTC India Financial Services Limited
7th Floor, Telephone Exchange Building,
8 Bhikaji Cama Place,
New Delhi-110066

Dear Sir,

1. The Board of Directors of the Company by means of the letter dated February 5, 2015 has appointed me as Scrutinizer for conducting the Postal Ballot voting process.
2. I submit my report as under:
 - 2.1 The Company completed dispatch of notices to all the Shareholders of the Company on February 20, 2015:
 - a) in physical mode along with the Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope, to those Shareholders, whose e-mail ID is not registered with the Company; and
 - b) in electronic form through Karvy Computershare Pvt. Ltd. along with the details of User ID and Password to the members, whose e-mail ID is registered with the Company as on February 6, 2015.
 - 2.2 Particulars of all the postal ballots received from the Shareholders have been entered in a Register separately maintained for the purpose.
 - 2.3 The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots forms.
 - 2.4 The Postal Ballot Forms were duly opened and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of Beneficiaries as on February 6, 2015.
 - 2.5 All the Postal Ballot Forms received upto the close of working hours i.e. 6:00 PM on 22nd March, 2015, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

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2.6 Envelopes containing postal ballot forms received after close of working hours on 22nd March, 2015 were not considered for our scrutiny. Such envelopes aggregated to 9(Nine) in numbers which are not opened and are separately kept.

3. The result of the Postal Ballot is as under :

(a) **Resolution No-1:** To appoint **Dr. Uddesh Kumar Kohli** (DIN: 00183409) as a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	9	337255355	99.999821
Postal Ballot in E-Voting Form	169*	10161310	99.861509
Total	178	347416665	99.995914

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	16*	14092	0.138490
Total	20	14195	0.004085

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	1	500
Postal Ballot in E-Voting Form	3	710
Total	4	1210



*Out of total e-voting ballots 185, 3 shareholders voted both "in favour" and "against" of the resolution. Thus these 3 ballots included in both i.e "in favour" and "against" the resolutions.

Hence, based on above result, Resolution 1 is taken as passed by Shareholders of the Company with requisite majority.

(b) Resolution No-2: To appoint **Mr. Surinder Singh Kohli** (DIN: 00169907) as a non-executive Independent Director of the Company.

(i) Votes in favour of the Resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	166*	10159437	99.846565
Total	174	347413792	99.995476

(ii) Votes against the Resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	16*	15612	0.153434
Total	20	15715	0.004523

(iii) Invalid votes:

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	5	1123
Total	7	2623



*Out of total e-voting ballots 185, 2 shareholders voted both “in favour” and “against” of the resolution. Thus these 2 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 2 is taken as passed by Shareholders of the Company with requisite majority.

(c) **Resolution No-3:** To appoint **Mr. Ramarao Muralidharan Coimbatore** (DIN: 02443277) as a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	170*	10163078	99.878315
Total	178	347417433	99.996406

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	15*	12382	0.121684
Total	19	12485	0.003593

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	3	712
Total	5	2212



*Out of total e-voting ballots 185, 3 shareholders voted both “in favour” and “against” of the resolution. Thus these 3 ballots included in both i.e “in favour” and “against” the resolutions.

Hence, based on above result, Resolution 3 is taken as passed by Shareholders of the Company with requisite majority.

(d) **Resolution No-4:** To appoint **Mr. Ved Kumar Jain** (DIN: 00485623) as a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	167*	10160723	99.859145
Total	175	347415078	99.995845

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	17*	14332	0.140854
Total	21	14435	0.004154

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	4	1111
Total	6	2611



*Out of total e-voting ballots 185, 3 shareholders voted both "in favour" and "against" of the resolution. Thus these 3 ballots included in both i.e "in favour" and "against" the resolutions.

Hence, based on above result, Resolution 4 is taken as passed by Shareholders of the Company with requisite majority.

(e) **Resolution No-5:** To appoint **Mr. Surender Kumar Tuteja** (DIN: 00594076), a non-executive Independent Director of the Company.

(i) **Votes in favour of the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	8	337254355	99.999969
Postal Ballot in E-Voting Form	164*	8251075	81.091223
Total	172	345505430	99.446195

(ii) **Votes against the Resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical Form	4	103	0.000030
Postal Ballot in E-Voting Form	20*	1923978	18.908776
Total	24	1924081	0.553804

(iii) **Invalid votes:**

Particulars	No. of members voted	No. of votes cast by them
Postal Ballot in Physical Form	2	1500
Postal Ballot in E-Voting Form	4	1111
Total	6	2611



*Out of total e-voting ballots 185, 3 shareholders voted both "in favour" and "against" of the resolution. Thus these 3 ballots included in both i.e "in favour" and "against" the resolutions.

Hence, based on above result, Resolution 5 is taken as passed by Shareholders of the Company with requisite majority.

4. Hence, it is hereby declared that all the resolutions were passed by the Shareholders of the Company with requisite majority.

Thanking you.

Yours Faithfully,



Ashish Kapoor
Practicing Company Secretary

C.P No: 7504

Scrutinizer

Place: Delhi

Date: 24.03.2015