



Dated: 21st September, 2018

To

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

- 1. Proceedings of 19th Annual General Meeting held on 20th September, 2018
(Reg. 30 of SEBI (Listing and Obligations and Disclosure Requirements) Regulations 2015)
("referred herein as Listing Regulations")**
- 2. Details of voting results and proceedings of 19th Annual General Meeting of PTC India Limited (Reg. 44 of Listing Regulation)**

Sir/Madam,

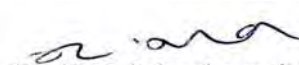
The 19th Annual General Meeting of PTC India Limited was held on **Thursday, 20th September, 2018, at 12.30 P.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010.**

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

- (a) Proceedings and Voting results of the 19th Annual General Meeting as per Regulation 30 of Listing Regulations ;
- (b) Report of Scrutinizer dated 21st September, 2018, pursuant to Regulation 44 of Listing Regulations as well as Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

This is for your record and information.

Thanking You,


(Rajiv Maheshwari)
Company Secretary


PFS-4998

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: 011-41659500. Fax: 011-41659144

Website: www.ptcindia.com



**19TH ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON THURSDAY,
SEPTEMBER 20, 2018 AT 12.30 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 19th Annual General Meeting (AGM). The e-voting was open from Monday, September 17, 2018 (9:00 am) to Wednesday, September 19, 2018 (5:00 pm).

In line with the 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 19th 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 19, 2018 and poll received till the conclusion of the meeting and submitted their report on 21.09.2018.

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

S. No.	Particulars	% of votes in favour (approx.)	% of votes Against (approx.)
1.	Resolution 1: Ordinary Resolution To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018, together with Board's Report, and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 and report of Auditors thereon.	100.00	0.00

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2.	Resolution 2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2017-18.	100.00	0.00
3.	Resolution 3: Ordinary Resolution To appoint a Director in the place of Shri Ravi Prakash Singh (DIN:05240974) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	73.87	26.13
4.	Resolution 4: Ordinary Resolution To appoint a Director in the place of Shri Chinmoy Gangopadhyay (DIN:02271398) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	71.08	28.92
5.	Resolution 5: Ordinary Resolution To appoint Shri Anand Kumar Gupta (DIN:07269906) as Non-Executive Nominee Director.	73.81	26.19
6.	Resolution 6: Ordinary Resolution Appointment of Ms. Sushama Nath (DIN: 05152061) as an Independent Director.	99.77	0.23
7.	Resolution 7: Ordinary Resolution Appointment of Ms. Bharti Prasad (DIN: 03025537) as an Independent Director.	99.78	0.22
8.	Resolution 8: Ordinary Resolution Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) as an Independent Director.	99.99	0.01

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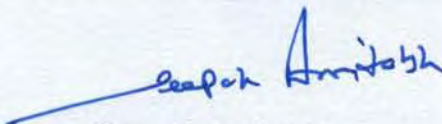
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9.	Resolution 9: Ordinary Resolution Appointment of Shri Devendra Swaroop Saxena (DIN: 08185307) as an Independent Director.	99.99	0.01
10.	Resolution 10: Ordinary Resolution Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director	91.88	8.12
11.	Resolution 11: Ordinary Resolution Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director	91.88	8.12
12.	Resolution 11: Ordinary Resolution Deletion of Article 113 (i) of Articles of Association of the Company	96.33	3.67

Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 19th AGM of PTC India Limited have been duly approved by the Shareholders with requisite majority.

Date: 21.09.2018
Place: New Delhi


Deepak Amitabh
(DIN 01061535)
Chairman
PTC India Ltd.

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 20, 2018		
Total Number of Shareholders as on cut-off Date i.e. September 13, 2018	146257		
Number of shareholders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy	Total
Promoters and Promoter Group	3	1	4
Public-Institutional	0	1	1
Public-Others	247	0	247
Total	250	2	252
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public-Institutional: Public-Others:	Not Arranged		

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(ii) Voting by members:

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/ Special)	Mode of Voting	Remarks
1	To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018, together with Board's Report, and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 and report of Auditors thereon.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2017-18.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
3	To appoint a Director in the place of Shri Ravi Prakash Singh (DIN: 05240974) 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 Chinmoy Gangopadhyay (DIN:02271398) 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 Anand Kumar Gupta (DIN:07269906) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Ms. Sushama Nath (DIN: 05152061) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority

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7	Appointment of Ms. Bharti Prasad (DIN: 03025537) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
8	Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
9	Appointment of Shri Devendra Swaroop Saksena (DIN: 08185307) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
10	Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
11	Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director.	Ordinary	E Voting & Ballot Papers	The resolution was passed with requisite majority
12	Deletion of Article 113 (i) of Articles of Association of the Company.	Special	E Voting & Ballot Papers	The resolution was passed with requisite majority.

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

The Mode of Voting for all resolution was:

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

Results of Voting in the prescribed format are annexed herewith.

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Voting Results

Date of AGM	20 September 2018
Total number of shareholders on record date	146257
No. of shareholders present in the meeting either in person or through proxy:	252
Promoters and Promoter Group:	4
Public:	248
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

1	Resolution 1: To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018, together with Board's Report, and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 and report of Auditors thereon.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in the agenda/resolution?			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00			-	-
			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	16,95,37,130	e-voting	14,31,68,171	84.45	14,31,68,171	-	100.00	0.00
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,31,68,171	84.45	14,31,68,171	-	100.00	0.00
	Public-Others	7,84,71,191	e-voting	13,75,201	1.75	13,74,985	216	99.98	0.02
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,64,478	14.61	1,14,64,262	216	100.00	0.00
	Total A	29,60,08,321		20,26,32,649	68.46	20,26,32,433	216	100.00	0.00

2	Resolution 2: To consider declaration of dividend for the Financial Year 2017-18.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in the agenda/resolution?			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 against over Votes Polled

	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
		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	16,95,37,130	e-voting	14,36,72,972	84.74	14,36,72,972	-	100.00	0.00
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	14,36,72,972	84.74	14,36,72,972	-	100.00	0.00
Public-Others	7,84,71,191	e-voting	13,75,941	1.75	13,75,822	119	99.99	0.01
		Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
		Sub-total	1,14,65,218	14.61	1,14,65,099	119	100.00	0.00
Total A	29,60,08,321		20,31,38,190	68.63	20,31,38,071	119	100.00	0.00

3	Resolution 3: To appoint a Director in the place of Shri Ravi Prakash Singh (DIN:05240974) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.							
	Ordinary Resolution							
	Whether promoter/ promoter group are interested in the agenda/resolution?		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
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00
			Poll	4,80,00,000	100.00	4,80,00,000	-	100.00
			Sub-total	4,80,00,000	100.00	4,80,00,000	-	100.00
	Public-Institutional	16,95,37,130	e-voting	14,36,73,092	84.74	9,06,12,069	5,30,61,023	63.07
			Poll	-	0.00	-	-	0.00
			Sub-total	14,36,73,092	84.74	9,06,12,069	5,30,61,023	63.07
	Public-Others	7,84,71,191	e-voting	13,74,234	1.75	13,58,227	16,007	98.84
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00
			Sub-total	1,14,63,511	14.61	1,14,47,504	16,007	99.86
	Total	29,60,08,321		20,31,36,603	68.63	15,00,59,573	5,30,77,030	73.87

4	Resolution 4: To appoint a Director in the place of Shri Chinmoy Gangopadhyay (DIN:02271398) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.							
	Ordinary Resolution							
	Whether promoter/ promoter group are interested in the agenda/resolution?		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
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100
			e-voting					
			Poll					

Promoters and Promoter Group	4,80,00,000	e-voting		0.00	-	-	0.00	0.00
		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	16,95,37,130	e-voting	14,36,73,092	84.74	8,49,37,159	5,87,35,933	59.12	40.88
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	14,36,73,092	84.74	8,49,37,159	5,87,35,933	59.12	40.88
Public-Others	7,84,71,191	e-voting	13,74,309	1.75	13,60,132	14,177	98.97	1.03
		Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
		Sub-total	1,14,63,586	14.61	1,14,49,409	14,177	99.88	0.12
Total	29,60,08,321		20,31,36,678	68.63	14,43,86,568	5,87,50,110	71.08	28.92

Special Business

5	Special Business								
	Resolution 5: To appoint Shri Anand Kumar Gupta (DIN:07269906) as Non-Executive Nominee Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
	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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting		0.00			#DIV/0!	#DIV/0!
			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	16,95,37,130	e-voting	14,36,73,092	84.74	9,04,81,594	5,31,91,498	62.98	37.02
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,73,092	84.74	9,04,81,594	5,31,91,498	62.98	37.02
	Public-Others	7,84,71,191	e-voting	13,74,059	1.75	13,60,642	13,417	99.02	0.98
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,63,336	14.61	1,14,49,919	13,417	99.88	0.12
	Total	29,60,08,321		20,31,36,428	68.63	14,99,31,513	5,32,04,915	73.81	26.19

6	Resolution 6: Appointment of Ms. Sushama Nath (DIN: 05152061) as an Independent Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in the agenda/resolution?			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,73,092	84.74	14,32,27,241	4,45,851	99.69	0.31
		Poll	-	0.00	-	-	0.00	0.00
		Sub-total	14,36,73,092	84.74	14,32,27,241	4,45,851	99.69	0.31
Public-Others	7,84,71,191	e-voting	13,73,301	1.75	13,60,119	13,182	99.04	0.96
		Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
		Sub-total	1,14,62,578	14.61	1,14,49,396	13,182	99.88	0.12
Total	29,60,08,321		20,31,35,670	68.62	20,26,76,637	4,59,033	99.77	0.23

7	Resolution 7: Appointment of Ms. Bharti Prasad (DIN: 03025537) as an Independent Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in the agenda/resolution?			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,73,092	84.74	14,32,27,241	4,45,851	99.69	0.31
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,73,092	84.74	14,32,27,241	4,45,851	99.69	0.31
	Public-Others	7,84,71,191	e-voting	13,72,959	1.75	13,61,906	11,053	99.19	0.81
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,62,236	14.61	1,14,51,183	11,053	99.90	0.10
Total	29,60,08,321		20,31,35,328	68.62	20,26,78,424	4,56,904	99.78	0.22	

8	Resolution 8: Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) as an Independent Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,73,092	84.74	14,36,73,092	-	100.00	0.00
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,73,092	84.74	14,36,73,092	-	100.00	0.00

	Public-Others	7,84,71,191	e-voting	13,74,159	1.75	13,63,546	10,613	99.23	0.77
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,63,436	14.61	1,14,52,823	10,613	99.91	0.09
Total	29,60,08,321		20,31,36,528	68.63	20,31,25,915	10,613	99.99	0.01	

9	Resolution 9: Appointment of Shri Devendra Swaroop Saxena (DIN: 08185307) as an Independent Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,73,092	84.74	14,36,73,092		100.00	0.00
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,73,092	84.74	14,36,73,092	-	100.00	0.00
	Public-Others	7,84,71,191	e-voting	13,74,259	1.75	13,61,981	12,278	99.11	0.89
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,63,536	14.61	1,14,51,258	12,278	99.89	0.11
Total	29,60,08,321		20,31,36,628	68.63	20,31,24,350	12,278	99.99	0.01	

10	Resolution 10: Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,72,972	84.74	12,71,83,169	1,64,89,803	88.52	11.48
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,72,972	84.74	12,71,83,169	1,64,89,803	88.52	11.48
	Public-Others	7,84,71,191	e-voting	13,69,804	1.75	13,56,620	13,184	99.04	0.96
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00

			Sub-total	1,14,59,081	14.60	1,14,45,897	13,184	99.88	0.12
	Total	29,60,08,321		20,31,32,053	68.62	18,66,29,066	1,65,02,987	91.88	8.12

11	Resolution 11: Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director.								
	Ordinary Resolution								
	Whether promoter/ promoter group are interested in			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			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	16,95,37,130	e-voting	14,36,72,972	84.74	12,71,83,169	1,64,89,803	88.52	11.48
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,36,72,972	84.74	12,71,83,169	1,64,89,803	88.52	11.48
	Public-Others	7,84,71,191	e-voting	13,73,879	1.75	13,60,625	13,254	99.04	0.96
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,63,156	14.61	1,14,49,902	13,254	99.88	0.12
	Total	29,60,08,321		20,31,36,128	68.63	18,66,33,071	1,65,03,057	91.88	8.12

12	Resolution 12: Deletion of Article 113 (i) of Articles of Association of the Company.								
	Special Resolution								
	Whether promoter/ promoter group are interested in			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 against over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Promoters and Promoter Group	4,80,00,000	e-voting	-	0.00	-	-	0.00	0.00
			Poll	3,60,00,000	75.00	3,60,00,000	-	100.00	0.00
			Sub-total	3,60,00,000	75.00	3,60,00,000	-	100.00	0.00
	Public-Institutional	16,95,37,130	e-voting	14,05,57,015	82.91	13,37,56,758	68,00,257	95.16	4.84
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	14,05,57,015	82.91	13,37,56,758	68,00,257	95.16	4.84
	Public-Others	7,84,71,191	e-voting	13,74,030	1.75	12,72,749	1,01,281	92.63	7.37
			Poll	1,00,89,277	12.86	1,00,89,277	-	100.00	0.00
			Sub-total	1,14,63,307	14.61	1,13,62,026	1,01,281	99.12	0.88
	Total	29,60,08,321		18,80,20,322	63.52	18,11,18,784	69,01,538	96.33	3.67

Date:

Ref. No.:

SCRUTINIZER'S REPORT ON E-VOTING

To
The Chairman
PTC India Limited,

19th Annual General Meeting of the Members of the Company, held on Thursday, 20th day of September, 2018 at 12:30 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, Sector-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 Monday, September 17, 2018 (9:00 am) to Wednesday, September 19, 2018 (5:00 pm).

The Notice dated August 14, 2018 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on Thursday, 20th day of September, 2018 at 12:30 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 Thursday, 13th September, 2018, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 12 in the Notice of the AGM of PTC India Limited.

The voting period for e-voting commenced on Monday, September 17, 2018 (9:00 am) to Wednesday, September 19, 2018 (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. Nitesh Latwal

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 – (ORDINARY RESOLUTION):

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

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	385*	144543156	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	2	216	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	
	-	-	

*5 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 5 folios are 409 and all the shares were casted in favor of the resolution.



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

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

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	391*	145048794	100.00
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	2	119	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	
	-	-	

***5 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 5 folios are 409 and all the shares were casted in favor of the resolution.**



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

To appoint a Director in the place of Shri Ravi Prakash Singh (DIN: 05240974) 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 voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	297*	91970296	63.41
(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
	88*	53077030	36.59
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

To appoint a Director in the place of Shri Chinmoy Gangopadhyay (DIN: 02271398) 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 voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	289*	86297291	59.50
(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
	94*	58750110	40.50
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

To appoint Shri Anand Kumar Gupta (DIN:07269906) 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
	303*	91842236	63.32
(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*	53204915	36.68
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

Appointment of Ms. Sushama Nath (DIN: 05152061) 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
	358*	144587360	99.68
(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
	24*	459033	0.32
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

Appointment of Ms. Bharti Prasad (DIN: 03025537) 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
	356*	144589147	99.68
(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
	23*	456904	0.32
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) 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
	362*	145036638	99.99
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	20*	10613	0.01
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

Appointment of Shri Devendra Swaroop Saksena (DIN: 08185307) 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
	360*	145035073	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
	23*	12278	0.00
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 201 shares were casted in favor and 188 shares were casted against the resolution.**



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

Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing 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
	335*	128539789	88.62
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	41*	16502987	11.38
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 1 share was casted in favor and 388 shares were casted against the resolution.**



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

Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing 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
	339*	128543794	88.62
(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
	42*	16503057	11.38
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 1 share was casted in favor and 388 shares were casted against the resolution.**



(I) **Item No. 12– (SPECIAL RESOLUTION):**

Deletion of Article 113 (i) of Articles of Association of the Company

(i)	Voted in favour of the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	340*	135029507	95.14
(ii)	Voted against the resolution:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	% of total number of valid votes cast
	40*	6901538	4.86
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

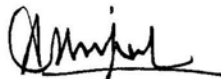
***4 folios are excluded whose name were not appearing in the list of shareholders as on cut off date i.e 13.09.2018. Total shares voted by the 4 folios are 389 out which 163 shares were casted in favor and 226 shares were casted against the resolution.**



The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries



Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002



Place: New Delhi
Date: 21.09.2018



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

19th Annual General Meeting of the Members of the Company, held on Thursday, 20th day of September, 2018 at 12:30 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, Sector-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 19th Annual General Meeting of the Members of PTC India Limited ("the Company") held on Thursday, 20th day of September, 2018 at 12:30 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.

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

Resolution No. 1 (ORDINARY RESOLUTION)

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

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 2 (ORDINARY RESOLUTION)**To consider declaration of dividend for the Financial Year 2017-18.**

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in the place of Shri Ravi Prakash Singh (DIN: 05240974) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 4 (ORDINARY RESOLUTION)

To appoint a Director in the place of Shri Chinmoy Gangopadhyay (DIN: 02271398) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 5 (ORDINARY RESOLUTION)

To appoint Shri Anand Kumar Gupta (DIN:07269906) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 6 (ORDINARY RESOLUTION)**Appointment of Ms. Sushama Nath (DIN: 05152061) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 7 (ORDINARY RESOLUTION)**Appointment of Ms. Bharti Prasad (DIN: 03025537) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 8 (ORDINARY RESOLUTION)

Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 9 (ORDINARY RESOLUTION)

Appointment of Shri Devendra Swaroop Saxena (DIN: 08185307) 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 10 (ORDINARY RESOLUTION)

Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 11 (ORDINARY RESOLUTION)**Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing 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
	35	58089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	
	2	2	



Resolution No. 12 (SPECIAL RESOLUTION)

Deletion of Article 113 (i) of Articles of Association of the Company.

(i)	Voted in favour of the resolution:		
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	34	46089277	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
	-	-	0.00
(iii)	Invalid Votes:		
	Number of members voted in E-voting	Number of votes cast (Shares) – E- Voting	
	2	2	



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



Ashish Kapoor
Scrutinizer
CP No 7504
FCS No. 8002



Place: New Delhi
Date: 21.09.2018

Ashish Kapoor & Associates

Company Secretaries

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

Email: ashishkapoorandassociates@gmail.com

Mobile: 9871444755, Landline: 011-47037706



Date:

Ref. No.:

ANNEXURE-1

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

To,

The Chairman

PTC India Limited

CIN: L40105DL1999PLC099328

2nd Floor, NBCC Tower,

15, Bhikaji Cama Place, New Delhi - 110 066

19th Annual General Meeting of the Members of ptc India Limited, held on Thursday, 20th day of September, 2018 at 12:30 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 19th AGM of the members of the Company, held on Thursday, 20th day of September, 2018 at 12:30 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 informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of notice of AGM on 25th August 2018 by E-mail, by Registered Post and by courier.

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

The Company appointed National Securities Depositories Limited ("NSDL") as the agency for providing the remote e-voting platform.

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

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



through remote e-voting, such as their name, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.

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

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

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

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

The results of remote e-voting were unblocked on the NSDL remote e-voting platform in the presence of Mr. Sachin Kasturia and Mr. Ankit Sharma and downloaded the remote e-voting results.

We observed that:

- a) 37 Members had cast their votes at the AGM.
- b) 398 Members had cast their votes through remote e-voting.

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

Based on the aforesaid results, we report that 11 Ordinary Resolution and 1 Special Resolution as set out in Item No.1 to Item No. 12 of the Notice of the AGM 14th August 2018, have been passed with the requisite majority.

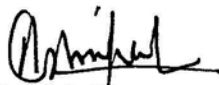


A Compact Disc (CD) containing a list of equity shareholders who voted **"FOR"/ "AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,
Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES
Company Secretaries


Ashish Kapoor



Scrutinizer

CP No 7504

FCS No. 8002

Place: New Delhi

Date: 21.09.2018

CONSOLIDATED RESULTS

Item No. 1 – (ORDINARY RESOLUTION):

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

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
385	144543156	35	58089277	202632433	100.00
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	216	0	0	216	0.00
Invalid votes:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	
0	0	2	2	2	

RESULT

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



Item No. 2 – (ORDINARY RESOLUTION):

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

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
391	145048794	35	58089277	203138071	100.00
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	119	0	0	119	0.00
Invalid votes:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	
0	0	2	2	2	

RESULT

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



Item No. 3 – (ORDINARY RESOLUTION):

To appoint a Director in the place of Shri Ravi Prakash Singh (DIN:05240974) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
297	91970296	35	58089277	150059573	73.87
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
88	53077030	0	0	53077030	26.13
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	
0	0	2	2	2	

RESULT

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



Item No. 4 – (ORDINARY RESOLUTION):

To appoint a Director in the place of Shri Chinmoy Gangopadhyay (DIN:02271398) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
289	86297291	35	58089277	144386568	71.08
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
94	58750110	0	0	58750110	28.92
Invalid votes:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	
0	0	2	2	2	

RESULT

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



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Shri Anand Kumar Gupta (DIN:07269906) as Non-Executive Nominee Director.

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
303	91842236	35	58089277	149931513	73.81
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
78	53204915	0	0	53204915	26.19
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	
0	0	2	2	2	

RESULT

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



Item No. 6 – (ORDINARY RESOLUTION):**Appointment of Ms. Sushama Nath (DIN: 05152061) as an Independent Director.**

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
358	144587360	35	58089277	202676637	99.77
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
24	459033	0	0	459033	0.23
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	
0	0	2	2	2	

RESULT

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



Item No. 7 – (ORDINARY RESOLUTION):**Appointment of Ms. Bharti Prasad (DIN: 03025537) as an Independent Director.**

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
356	144589147	35	58089277	202678424	99.78
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
23	456904	0	0	456904	0.22
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	
0	0	2	2	2	

RESULT

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



Item No. 8 – (ORDINARY RESOLUTION):**Appointment of Shri Sutirtha Bhattacharya (DIN: 00423572) as an Independent Director.**

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
362	145036638	35	58089277	203125915	99.99
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
20	10613	0	0	10613	0.01
Invalid votes:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	
0	0	2	2	2	

RESULT

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



Item No. 9 – (ORDINARY RESOLUTION):

Appointment of Shri Devendra Swaroop Saxena (DIN: 08185307) as an Independent Director.

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
360	145035073	35	58089277	203124350	99.99
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
23	12278	0	0	12278	0.01
Invalid votes:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	
0	0	2	2	2	

RESULT

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



Item No. 10 – (ORDINARY RESOLUTION):

Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director.

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
335	128539789	35	58089277	186629066	91.88
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
41	16502987	0	0	16502987	8.12
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	
0	0	2	2	2	

RESULT

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



Item No. 11 – (ORDINARY RESOLUTION):

Re-appointment of Shri Deepak Amitabh (DIN: 01061535) as Chairman & Managing Director

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
339	128543794	35	58089277	186633071	91.88
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
42	16503057	0	0	16503057	8.12
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	
0	0	2	2	2	

RESULT

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



Item No. 12 – (SPECIAL RESOLUTION):**Deletion of Article 113 (i) of Articles of Association of the Company**

Voted in favour of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/ Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
340	135029507	34	46089277	181118784	96.33
Voted in against of the resolution:					
Number of members voted in E-voting	Number of votes cast (Shares) – E-Voting	Number of Members/Proxies voted - Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-Voting and Poll	% of total number of valid votes cast
40	6901538	0	0	6901538	3.67
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	
0	0	2	2	2	

RESULT

Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 12 of the Notice of the AGM dated 14th August 2018 has been passed with requisite majority.

