

Dated: 15th November, 2016

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
--	---

Sub : Details of Postal Ballot Results of PTC India Financial Services Limited

Sir/Madam,

Pursuant to the provisions of Section 110 of the Companies act, 2013 and rule 22 of the companies (management and administration) rules, 2014 relating to passing of the resolution through postal ballot read with regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments thereof ("Listing Regulations"), the Company had also 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 Postal Ballot dated 10th October, 2016.

The voting period for the Postal Ballot commence from 10.00 a.m. on Saturday, October 15, 2016 and end on 5.00 p.m. on Sunday, November 13, 2016 (inclusive of both the days).

Mr. Ashish Kapoor (F-8002), practicing Company Secretary, who was appointed as a Scrutinizer, has submitted his report to the Chairman. The voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of the Scrutinizer is submitted herewith.

Submitted for your record and information.

Thanking You,

For PTC India Financial Services Limited



Vishal Goyal

(Company Secretary)

Enclosed : as above



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



Postal Ballot of PTC India Financial Services Limited

Declaration of results of Postal Ballot

This is to inform that in compliance with the provisions of the Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and based on the report dated November 14, 2016 submitted by the Scrutinizer (Copy enclosed) in respect of special resolutions mentioned in the notice of Postal Ballot dated October 10, 2016, the result of the Postal Ballot (including e-voting) was declared by the Chairman on November 15, 2016 at the Registered Office of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we would like to inform you that the Special Resolutions mentioned in the notice of Postal Ballot dated October 10, 2016 has been passed by the members of the Company by requisite majority.

M/s. Ashish Kapoor & Associates, Practicing Company Secretaries was appointed as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. The Scrutinizer have carried out the scrutiny of all the electronic and physical votes received upto 5:00 P.M. on November 13, 2016.

Please find enclosed the results of voting in the format specified in the Listing Regulations along with Scrutinizer's Report for your reference.

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



Declaration in accordance with clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the business transacted by the Company through the facility of Postal Ballot/E-voting are furnished below:-

1	Company Name	PTC India Financial Services Limited
2	Date of AGM/EGM/Postal Ballot Results	15 th November, 2016
3	Total No of shareholders as on the cutoff date September 30, 2016	121474
4	Total no of shareholders who opted for e-voting	129
5	Total No of shareholders who opted for physical postal ballot	8
6	Total No of shareholders who participated in the postal ballot process	137



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

1. **Resolution No-1:** Issuance of Equity Shares on Preferential Basis to the person belonging to promoter group.

Resolution Required : **Special**
Mode of voting : **Postal Ballot (including E-Voting)**

Resolution 1: Issuance of Equity Shares on Preferential Basis to the person belonging to promoter group.								
Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	33,72,50,001	e-voting	-	0.00	-	-	0	0.00
		Postal Ballot	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	7,26,87,929	e-voting	1,78,81,296	24.60	1,78,81,296	-	100.00	0.00
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	1,78,81,296	24.60	1,78,81,296	-	100.00	0.00
Public-Others	15,21,45,405	e-voting	2,31,906	0.15	98,259	1,33,647	42.37	57.63
		Postal Ballot	16,600	0.01	15,700	900	94.58	5.42
		Sub-total	2,48,506	0.16	1,13,959	1,34,547	45.86	54.14
Total A	56,20,83,335		35,53,79,803	63.23	35,52,45,256	1,34,547	99.96	0.04



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

2. Resolution No-2: Issuance of Bonds on Private Placement basis.

Resolution Required : Special
Mode of voting : Postal Ballot (including E-Voting)

Resolution 2: Issuance of Bonds on Private Placement basis.								
Special 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	33,72,50,001	e-voting	-	0.00	-	-	0.00	0.00
		Postal Ballot	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
		Sub-total	33,72,50,001	100.00	33,72,50,001	-	100.00	0.00
Public-Institutional	7,26,87,929	e-voting	1,78,81,296	24.60	1,28,54,842	50,26,454	71.89	28.11
		Postal Ballot	-	0.00	-	-	0.00	0.00
		Sub-total	1,78,81,296	24.60	1,28,54,842	50,26,454	71.89	28.11
Public- Others	15,21,45,405	e-voting	2,31,906	0.15	2,19,155	12,751	94.50	5.50
		Postal Ballot	16,600	0.01	16,600	-	100.00	0.00
		Sub-total	2,48,506	0.16	2,35,755	12,751	94.87	5.13
Total A	56,20,83,335		35,53,79,803	63.23	35,03,40,598	50,39,205	98.58	1.42

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfincial.com, E-mail: info@ptcfincial.com



Based on the Scrutinizer's Report dated November 14, 2016 it is hereby informed that the above resolutions have been passed by the Shareholders of the Company with requisite majority.

Thanking You



Vishal Goyal
Company Secretary
Membership No. A19124



Place: New Delhi

Date : 15th November, 2016

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

F-150, Venus Apartment,

Rohini, Sector - 9,

Dehli - 110085

Phone: 9871444755

Email-ashishkapoorandassociates@gmail.com

SCRUTINIZER'S REPORT ON POSTAL BALLOT & E-VOTING PROCESS

[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

Sub: Scrutinizer's Report on Postal Ballot and E-Voting process conducted pursuant to the provisions of sections 108 & 110 of the Companies Act, 2013 ("the Act") read with rules 20 & 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

1. The Board of Directors of PTC India Financial Services Limited ("the Company") have vide resolution passed on September 30, 2016, decided to provide to members of the Company, a facility to exercise their voting rights on the resolutions for **"Issuance of equity shares on preferential basis to the person belonging to promoter group"** & **"Issuance of bonds on private placement basis"** pursuant to the provisions of the sections 108 & 110 of the Companies Act, 2013 ("the Act") read with rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 i.e. through electronic means and postal ballot.
2. The Board of Directors of the Company by means of the letter dated October 8, 2016 has appointed me as Scrutinizer for scrutinizing the voting on resolutions through e-voting/postal ballot for ascertaining the requisite majority as per the provisions of the Companies Act, 2013.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through postal ballots and electronic means on the resolutions as mentioned in the postal ballot notice dated October 10, 2016. My responsibility as scrutinizer is restricted to ensure that voting process in the both

Page 1 of 5



manner i.e. through postal ballot and electronic voting is conducted in a fair and transparent manner and make scrutinizers report of the votes cast "in favour" or "against" the resolution stated above, based on the postal ballots received by the Company.

4. I submit my report as under:

- 4.1 The voting through postal ballots and electronic means were remained open from 10.00 A.M. on Saturday, October 15, 2016 to 5.00 P.M. on Sunday, November 13, 2016.
- 4.2 The Company completed dispatch of notices to all the Shareholders of the Company on October 14, 2016:
 - 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 September 30, 2016.
- 4.3 Particulars of all the postal ballots received from the Shareholders have been entered in a Register separately maintained for the purpose.
- 4.4 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.
- 4.5 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 September 30, 2016.
- 4.6 All the Postal Ballot Forms received upto the close of working hours i.e. 5:00 PM on Sunday November 13, 2016, the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.

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



(a) **Resolution No-1:** Issuance of Equity Shares on Preferential Basis to the person belonging to promoter group.

(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	6	337265701	94.90
Postal Ballot in E- Voting Form	110	17979555	5.06
Total	116	355245256	99.96

(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	1	900	0.00
Postal Ballot in E- Voting Form	18	133647	0.04
Total	19	134547	0.04

(iii) **Invalid/Abstain Votes**

No of members	No of votes
2	700

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

