



Dated: 1st October, 2019

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 20th Annual General Meeting held on 30th September, 2019**
(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 20th Annual General Meeting of PTC India Limited (Reg. 44 of Listing Regulation)**

Sir/Madam,


The 30th Annual General Meeting of PTC India Limited was held on **Monday, 30th September, 2019, 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 20th Annual General Meeting as per Regulation 30 of Listing Regulations;
- (b) Report of Scrutinizer dated 1st October, 2019, 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
Enclsoed : a/a

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

PTC India Limited

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



**20TH ANNUAL GENERAL MEETING OF PTC INDIA LTD. HELD ON MONDAY,
SEPTEMBER 30, 2019 AT 12.30 P.M**

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 20th Annual General Meeting (AGM). The e-voting was open from Friday, September 27, 2019 (9:00 am) to Sunday, September 29, 2019 (5:00 pm).

In line with the provisions of the Companies Act, 2013, read with relevant rules, thereunder 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 20th 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 29, 2019 and poll received till the conclusion of the meeting, i.e. September 30, 2019, and submitted their report on 01.10.2019.

The Consolidated Results, as per the Scrutinizers' Report dated 01.10.2019 (enclosed), 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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.	100.00	0.00
2.	Resolution 2: Ordinary Resolution To consider declaration of dividend for the Financial Year 2018-19.	100.00	0.00

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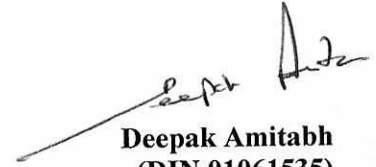
3.	Resolution 3: Ordinary Resolution To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN:02889021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	93.19	6.81
4.	Resolution 4: Ordinary Resolution To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.	93.19	6.81
5.	Resolution 5: Ordinary Resolution To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director.	93.19	6.81
6.	Resolution 6: Ordinary Resolution Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director.	99.87	0.13
7.	Resolution 7: Ordinary Resolution Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director.	99.87	0.13
8.	Resolution 8: Special Resolution Monetization of PTC's investment in PTC Energy Limited (PEL).	69.38	30.62
9.	Resolution 9: Special Resolution Monetization of PTC's investment in PTC India Financial Services Limited (PFS).	69.37	30.63

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Based on the consolidated Report for the Scrutinizer(s), all Resolutions as set out in the Notice of 20th AGM of PTC India Limited have been duly approved by the Shareholders with requisite majority except resolution no. 8 and 9..



Deepak Amitabh
(DIN 01061535)
Chairman and Managing Director
PTC India Ltd.

Date: 01.10.2019
Place: New Delhi

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Details of Voting Results

(i) Attendance of members:

Date of the Annual General Meeting	September 30, 2019		
Total Number of Shareholders as on cut-off Date i.e. September 23, 2019	138688		
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	0	3
Public-Institutional	0	0	0
Public-Others	131	0	131
Total	134	0	134
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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
2	To consider declaration of dividend for the Financial Year 2018-19.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
3	To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN:02889021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
4	To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
5	To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
6	Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
7	Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director.	Ordinary	E Voting & Ballot Papers	The resolution has been passed with requisite majority
8	Monetization of PTC's investment in PTC Energy Limited (PEL).	Special	E Voting & Ballot Papers	The resolution has not been passed with requisite majority

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9	Monetization of PTC's investment in PTC India Financial Services Limited (PFS)	Special	E Voting & Ballot Papers	The resolution has not been passed with requisite majority
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(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.

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Voting Results

Monday, September 30, 2019

Date of AGM	138688
Total number of shareholders on record date	134
No. of shareholders present in the meeting either in person or through proxy:	3
Promoters and Promoter Group:	131
Public:	Nil
No. of Shareholders attended the meeting through Video Conferencing	NA
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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.									
	Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	No. of shares Held	Mode of Voting		No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in 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					
		Poll		36,000,000	75.00	36,000,000	-	100.00	0.00	
		Sub-total		36,000,000	75.00	36,000,000	-	100.00	0.00	
Public-Institutional	168,417,757	e-voting		138,249,761	82.09	138,249,761	-	100.00	0.00	
		Poll		-	0.00			0.00	0.00	
		Sub-total		138,249,761	82.09	138,249,761	-	100.00	0.00	
Public-Others	79,590,564	e-voting		109,579	0.14	107,459	2,120	98.07	1.93	
		Poll		10,094,442	12.68	10,094,442	-	100.00	0.00	
		Sub-total		10,204,021	12.82	10,201,901	2,120	99.98	0.02	
Total A	296,008,321			184,453,782	62.31	184,451,662	2,120	100.00	0.00	

Resolution 2: To consider declaration of dividend for the Financial Year 2018-19.

Resolution 2		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		No				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	48,000,000	e-voting Poll	- 36,000,000	0.00 75.00	- 36,000,000	-	0.00 100.00	0.00 0.00	
Public-Institutional	168,417,757	e-voting Poll	138,644,374	82.32 0.00	138,644,374	-	100.00	0.00	
Public-Others	79,590,564	e-voting Poll	109,679 10,094,442	0.14 12.68	107,779 10,094,442	1,900	98.27 100.00	1.73 0.00	
Total A	296,008,321		184,848,495	62.45	184,846,595	1,900	100.00	0.00	

Resolution 3: To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN: 02889021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution 3		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		No				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	48,000,000	e-voting Poll	- 36,000,000	0.00 75.00	- 36,000,000	-	0.00 100.00	0.00 0.00	
Public-Institutional	168,417,757	e-voting Poll	138,644,374	82.32 0.00	126,074,358	12,570,016	90.93 0.00	9.07 0.00	
Public-Others	79,590,564	e-voting Poll	107,154 10,094,442	0.13 12.68	85,337 10,094,442	21,817	90.93 79.64	9.07 20.36	
Total	296,008,321		184,845,970	62.45	172,254,137	12,591,833	93.19	6.81	

Special Business

Resolution 4: To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.									
Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in 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 Poll	36,000,000	0.00 75.00	36,000,000	-	0.00 100.00	0.00 0.00	
		Sub-total	36,000,000	75.00	36,000,000	-	100.00	0.00	
Public-Institutional	168,417,757	e-voting Poll	138,644,374	82.32 0.00	126,074,358	12,570,016	90.93 0.00	9.07 0.00	
		Sub-total	138,644,374	82.32	126,074,358	12,570,016	90.93	9.07	
Public-Others	79,590,564	e-voting Poll	107,154	0.13 12.68	90,715	16,439	84.66 100.00	15.34 0.00	
		Sub-total	10,201,596	12.82	10,185,157	16,439	99.84	0.16	
Total	296,008,321		184,845,970	62.45	172,259,515	12,586,455	93.19	6.81	

Resolution 5: To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director									
Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over Votes Polled	% of votes in 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 Poll	36,000,000	0.00 75.00	36,000,000	-	0.00 100.00	0.00 0.00	
		Sub-total	36,000,000	75.00	36,000,000	-	100.00	0.00	
Public-Institutional	168,417,757	e-voting Poll	138,644,374	82.32 0.00	126,074,358	12,570,016	90.93 0.00	9.07 0.00	
		Sub-total	138,644,374	82.32	126,074,358	12,570,016	90.93	9.07	
Public-Others	79,590,564	e-voting Poll	107,134	0.13 12.68	90,695	16,439	84.66 100.00	15.34 0.00	
		Sub-total	10,201,576	12.82	10,185,137	16,439	99.84	0.16	
Total	296,008,321		184,845,950	62.45	172,259,495	12,586,455	93.19	6.81	

Whether promoter/ promoter group are interested in	No		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
	No. of shares Held	(1)							
Promoters and Promoter Group	48,000,000	(1)	e-voting	-	0.00	-	-	0.00	0.00
			Poll	36,000,000	75.00	36,000,000	-	100.00	0.00
			Sub-total	36,000,000	75.00	36,000,000	-	100.00	0.00
Public-Institutional	168,417,757		e-voting	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
Public-Others	79,590,564		e-voting	109,679	0.14	107,058	2,621	97.61	2.39
			Poll	10,094,442	12.68	10,094,442	-	100.00	0.00
			Sub-total	10,204,121	12.82	10,201,500	2,621	99.97	0.03
Total	296,008,321			183,513,995	62.00	127,315,111	56,198,884	69.38	30.62

Resolution 9: Monetization of PTC's investment in PTC India Financial Services Limited (PFS).

Whether promoter/ promoter group are interested in	No		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
	No. of shares Held	(1)							
Promoters and Promoter Group	48,000,000	(1)	e-voting	-	0.00	-	-	0.00	0.00
			Poll	36,000,000	75.00	36,000,000	-	100.00	0.00
			Sub-total	36,000,000	75.00	36,000,000	-	100.00	0.00
Public-Institutional	168,417,757		e-voting	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
			Poll	-	0.00	-	-	0.00	0.00
			Sub-total	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
Public-Others	79,590,564		e-voting	109,679	0.14	104,258	5,421	95.06	4.94
			Poll	10,094,442	12.68	10,094,442	-	100.00	0.00
			Sub-total	10,204,121	12.82	10,198,700	5,421	99.95	0.05
Total	296,008,321			183,513,995	62.00	127,312,311	56,201,684	69.37	30.63

(Handwritten mark)



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
Mr. Deepak Amitabh
Chairman & Managing Director
PTC India Limited
New Delhi

20th (Twentieth) Annual General Meeting of the Members of PTC India Limited (PTC) held on Monday, 30th day of September 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt., New Delhi- 110010

Dear Sir,

I, CS Ashish Kapoor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having office at F-150, Venus Apartments, Sector-9, Rohini, Delhi 110085, appointed as the Scrutinizer for the purpose of conducting poll at the 20th Annual General Meeting of the Members of PTC India Limited ("the Company") held on Monday, 30th day of September, 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt., New Delhi- 110010 and to submit my report thereon.

I hereby 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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes * cast	% of total number of valid votes cast
	*33	46094442	100
(ii)	Voted against the resolution:		
	Number of members present and Voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 2 (ORDINARY RESOLUTION)

To consider declaration of dividend for the Financial Year 2018-19.

(i)	Voted in favour of the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100
(ii)	Voted against the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN: 02889021) 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 voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 4 (ORDINARY RESOLUTION)

To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 5 (ORDINARY RESOLUTION)

To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director.

(i) Voted in favour of the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii) Voted against the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii) Invalid Votes:			
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 6 (ORDINARY RESOLUTION)

Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director.

(i)	Voted in favour of the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Resolution No. 7 (ORDINARY RESOLUTION)

Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director.

(i) Voted in favour of the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii) Voted against the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii) Invalid Votes:			
	Number of members voted in E-voted	Number of votes cast	
	2	*75	

*Two shareholders have partially voted.



Resolution No. 8 (SPECIAL RESOLUTION)

Monetization of PTC's investment in PTC Energy Limited (PEL).

(i) Voted in favour of the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii) Voted against the resolution:			
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii) Invalid Votes:			
	Number of members voted	Number of votes cast	
	2	*75	

*Two shareholders have partially voted.



Resolution No. 9 (SPECIAL RESOLUTION)

Monetization of PTC's investment in PTC India Financial Services Limited (PFS).

(i)	Voted in favour of the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:		
	Number of members present and voted (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
	-	-	-
(iii)	Invalid Votes:		
	Number of members voted	Number of votes cast	
	2	*75	


*Two shareholders have partially voted.




5. Details of members 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: 01.10.2019

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:

SCRUTINIZER'S REPORT ON E-VOTING

Ref. No.:

To
Mr. Deepak Amitabh
The Chairman & Managing Director,
PTC India Limited

20th (Twentieth) Annual General Meeting of the Members of PTC India Limited (PTC) will be held on Monday, 30th day of September 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, 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, CS Ashish Kapoor of M/s. Ashish Kapoor & Associates, Practicing Company Secretaries having 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 Friday, September 27, 2019 (9:00 am) to Sunday, September 29, 2019 (5:00 pm) and to submit my report thereon.

The Notice dated August 23, 2019 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on Monday, 30th day of September 2019 at 12:30 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.

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

The Shareholders of the Company holding shares as on the "cut-off" date of Monday, September 23, 2019, were entitled to vote on the proposed resolution as set out at the item nos. 1 to 9 in the Notice of the AGM of PTC India Limited.



The voting period for e-voting commenced on Friday, September 27, 2019 (9:00 am) to Sunday, September 29, 2019 (5:00 pm) and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked 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 my 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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.

(i)	Voted in favour of the resolution:		
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	269	138357220	99.999
(ii)	Voted against the resolution:		
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	6	2120	0.001
(iii)	Invalid Votes:		
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



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

To consider declaration of dividend for the Financial Year 2018-19.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	273	138752153	99.999
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	4	1900	0.001
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

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

To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN: 02889021) 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	Number of votes cast	% of total number of valid votes cast
	252	126159695	90.925
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	23	12591833	9.075
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



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

To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	257	126165073	90.929
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	18	12586455	9.071
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

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

To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	256	126165053	90.929
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	18	12586455	9.071
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



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

Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	257	138503737	99.821
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	18	247791	0.179
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

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

Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director.

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	259	138504562	99.822
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	16	246966	0.178
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



(h) **Item No. 8 – (SPECIAL RESOLUTION):**

Monetization of PTC's investment in PTC Energy Limited (PEL).

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	197	81220669	59.104
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	79	56198884	40.896
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	

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

Monetization of PTC's investment in PTC India Financial Services Limited (PFS).

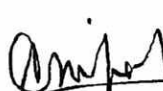

(i) Voted in favour of the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	194	81217869	59.102
(ii) Voted against the resolution:			
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	82	56201684	40.898
(iii) Invalid Votes:			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



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: 01.10.2019

Ashish Kapoor & Associates
Company Secretaries



Off.: F-150, Venus Appt, Sector-9, Rohini, New Delhi-110085
Email: ashishkapoorandassociates@gmail.com
Mobile: 9871444755, Landline: 011-47037706

Date:

ANNEXURE-1

Ref. No.:

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

To,
Mr. Deepak Amitabh
The Chairman & Managing Director
PTC India Limited
CIN: L40105DL1999PLC099328
2nd Floor, NBCC Tower,
15, Bhikaji Cama Place, New Delhi - 110 066

20th (Twentieth) Annual General Meeting of the Members of PTC India Limited (PTC) held on Monday, 30th day of September 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt., New Delhi- 110010

Dear Sir,

I, CS Ashish Kapoor of Ashish Kapoor & Associates, Practicing 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 20th AGM of the members of the Company, held on Monday, 30th day of September 2019 at 12:30 P.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan

Page 1 of 9



Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt., New Delhi- 110010 and to submit report thereon.

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 as under:

- a) On September 6, 2019 by E-mail to 104220 members who has registered their email IDs with the Company/Depositories.
- b) On September 6, 2019 by courier to 33300 members (approx.) in physical form.

Voting rights were reckoned as on Monday, September 23, 2019, 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 Friday, September 27, 2019 till 5.00 p.m on Sunday, September 29, 2019 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 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. Nitesh Latwal and downloaded the remote e-voting results.

We observed that:

- a) 35 Members had cast their votes at the AGM. (out which, votes cast by 2 members were invalid)
- b) 277 Members had cast their votes through remote e-voting.

Based on the report of 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 August 23, 2019, is enclosed herewith.

Based on the aforesaid results, we report that 7 Ordinary Resolutions as set out in Item No.1 to Item No. 7 of the Notice of the AGM, have been passed with the requisite majority and we further report that 2 Special Resolutions as set out in Item No 8 to Item 9 of the Notice of the AGM, have not been passed with the requisite majority.

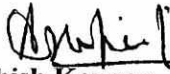



Details of members who voted "FOR"/ "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E-Voting and Poll were sealed and handed over to the Company Secretary of the Company 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: 01.10.2019

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, 2019, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report of Auditor's thereon.

Voted in "Favour" or "Against" the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 1 Ordinary Resolution	E-Voting	138357220	99.998	2120	0.001	0
	Poll	46094442	100.00	0	0	75
	TOTAL	184451662	99.999	2120	0.001	75

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 August 23, 2019 has been passed with requisite majority.

Item No. 2 – (ORDINARY RESOLUTION):

To consider declaration of dividend for the Financial Year 2018-19.

Voted in "Favour" or "Against" the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 2 Ordinary Resolution	E-Voting	138752153	99.999	1900	0.001	0
	Poll	46094442	100.00	0	0	75
	TOTAL	184846595	99.999	1900	0.001	75

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 August 23, 2019 has been passed with requisite majority.



Item No. 3 – (ORDINARY RESOLUTION):

To appoint a Director in the place of Shri Mahesh Kumar Mittal (DIN:02889021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 3 Ordinary Resolution	E-Voting	126159695	90.925	12591833	9.075	0
	Poll	46094442	100.00	0	0	75
	TOTAL	172254137	93.188	12591833	6.812	75

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 August 23, 2019 has been passed with requisite majority.

Item No. 4 – (ORDINARY RESOLUTION):

To appoint Shri Rajeev Kumar Chauhan (DIN: 02018931) as Non-Executive Nominee Director.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 4 Ordinary Resolution	E-Voting	126165073	90.929	12586455	9.071	0
	Poll	46094442	100.00	0	0	75
	TOTAL	172259515	93.191	12586455	6.809	75

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 August 23, 2019 has been passed with requisite majority.



Item No. 5 – (ORDINARY RESOLUTION):

To appoint Shri Naveen Bhushan Gupta (DIN: 00530741) as Non-Executive Nominee Director.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 5 Ordinary Resolution	E-Voting	126165053	90.929	12586455	9.071	0
	Poll	46094442	100.00	0	0	75
	TOTAL	172259495	93.191	12586455	6.809	75

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 August 23, 2019 has been passed with requisite majority.

Item No. 6 – (ORDINARY RESOLUTION):

Appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 6 Ordinary Resolution	E-Voting	138503737	99.821	247791	0.179	0
	Poll	46094442	100.00	0	0	75
	TOTAL	184598179	99.866	247791	0.134	75

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 August 23, 2019 has been passed with requisite majority.



Item No. 7 – (ORDINARY RESOLUTION):

Appointment of Dr. Atmanand (DIN: 06398097) as an Independent Director.

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 7 Ordinary Resolution	E-Voting	138504562	99.822	246966	0.178	0
	Poll	46094442	100.00	0	0	75
	TOTAL	184599004	99.866	246966	0.134	75

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 August 23, 2019 has been passed with requisite majority.

Item No. 8 – (SPECIAL RESOLUTION):

Monetization of PTC’s investment in PTC Energy Limited (PEL).

Voted in “Favour” or “Against” the Resolution:

Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 8 Special Resolution	E-Voting	81220669	59.104	56198884	40.896	0
	Poll	46094442	100.00	0	0	75
	TOTAL	127315111	69.376	56198884	30.624	75

RESULT: Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 8 of the Notice of the AGM dated August 23, 2019 has not been passed with requisite majority.



Item No. 9 – (SPECIAL RESOLUTION):

Monetization of PTC's investment in PTC India Financial Services Limited (PFS).

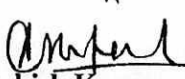
Voted in "Favour" or "Against" the Resolution:


Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 9 Special Resolution	E-Voting	81217869	59.102	56201684	40.898	0
	Poll	46094442	100.00	0	0	75
	TOTAL	127312311	69.375	56201684	30.625	75

RESULT: Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 9 of the Notice of the AGM dated August 23, 2019 has not been 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: 01.10.2019