

Dated: 1st October, 2019

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

Sub:

- 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. Bhikali Care New Delhi-110066

PTC India Limited



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.

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

The Consolidated Results, as per the Scrutinizers' Report dated 01.10.2019 (enclosed), are as follows:

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

2nd Floor, NBCC Tower, 15 BhikajiCama Place New Delhi - 110 066 Tel: 011-41659500. Fax: 011-41659144

Website: www.ptcindia.com



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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..

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

Date: 01.10.2019 Place: New Delhi



Details of Voting Results

(i) Attendance of members:

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Date of the Annual General Meeting	September 30, 2	019	
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	



Voting by members: (ii)

Agenda-wise

Item No in the Notice	Subject	Resolution (Ordinary/S pecial)	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	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 Papers	& Ballot	The resolution has not been passed with requisite majority
	Lillined (FTS)				

(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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Date of AGM	Monday, September 30, 2019
Total number of shareholders on record date	138688
No. of shareholders present in the meeting either in	134
person or through proxy:	
Promoters and Promoter Group:	m
Public:	131
No. of Shareholders attended the meeting through	lin
Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

-	and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2019 and report or Auditor's Unereon. Ordinary Resolution			2.0					
	Whether promoter/ promoter group are interested in the advanta/resolution?	oromoter group are		No			z		
	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	No. of Votes in % of votes in favour Against 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
	Dromotore and	48 000 000	e-voting	1	0.00			ı	
		000/000/01		36.000.000	75.00	36,000,000		100.00	0.00
	Promoter around		Sub-total	36.000.000	75.00	36,000,000		100.00	0.00
	Inchination and and	168 117 757	a-voting	138.249.761	82.09	138,249,761	1	100.00	0.00
	רמטוונר-ווואנונמנוסוופו	101' ITL'00T	Poll	-	0.00		1	0.00	0.00
			Sub-total	138.249.761	82.09	138,249,761		100.00	0.00
	Dublic_Othere	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	r	100.00	0.00
		1	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

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Ordinary Resolution								
Whether promoter/ promoter group are interested in	promoter group are		No					
the agenda/resolution:	U:						0/ of unter in faulur	% of votes in against
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	No. or votes in 7% or votes in ravour Against over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(2)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	1-1					•	0.00	0.00
Promoters and	48,000,000	ف ا			000 000 36		100.00	0.00
Promoter Group		Poll	36,000,000		nnn'nnn'nc	8	00.001	000
		Sub-total	36,000,000	75.00	36,000,000	r	100.00	0.00
Indiantitudial allowed	168 A17 757	a-voting	138.644.374	82.32	138,644,374		100.00	0.00
Public-Inscitutional	1011111001	Doll	-	0.00			0.00	0.00
		Sub-total	138.644.374	82.32	138,644,374		100.00	0.00
Dublic Othors	79 590 564	e-voting	109.679	0.14	107,779	1,900	98.27	1.73
		Poll	10.094.442	12.68	10,094,442		100.00	0.00
		Sub-total	10.204.121	12.82	10,202,221	1,900	99.98	0.02
Total A	296,008,321		184,848,495	62.45	184,846,595	1,900	100.00	0.00

Resolution 3: To appo	Resolution 3: To appoint a Director in the place of Shri Mahesh	e place of Shri Ma	ahesh Kumar Mitta	l (DIN: 02889021) who r	etires by rotation a	t this Annual Ger	Kumar Mittal (DIN: 02889021) who retires by rotation at this Annual General Meeting and being eligible offers	ng eligible offers
himself for re-appointment.	tment.		-					
Ordinary Resolution								
Whether promoter/ promoter group are interested in	promoter group are		Yes					
the agenda/resolution?						1000 100 100 100 100 100 100 100 100 10		
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	No. of Votes in % of votes in favour Against 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
		a-wating		0.00	ı	81	0.00	0.00
Promoters and	40,000,000	Doll	36 000 000		36,000,000	Ĩ	100.00	0.00
Promoter Group		Cub total	36 000 000		36.000.000	1	100.00	0.00
		oup-total	000'000'0C	20101	176 074 358	12 570 016	90.93	9.07
Public-Institutional	168,417,757	e-voting	138,644,374	75.28	000'+/0'07T	0T0'0 / C'7T		000
		Poll	•	0.00) 	0.00	0.00
		Suh-total	138.644.374	82.32	126,074,358	12,570,016	90.93	9.07
Dublic Others	70 500 56A	e-voting	107.154	0.13	85,337	21,817	79.64	20.36
	toriorrie	Poll	10.094.442	12.68	10,094,442	•	100.00	0.00
		Suh-total	10.201.596	12.82	10,179,779	21,817	99.79	0.21
Tatal	206 008 321	200	184.845.970	62.45	172,254,137	12,591,833	93.19	6.81

Special Business

Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?	romoter group are ក?		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	No. of Votes in % of votes in favour Against 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
Deconstant and		e-voting		0.00	,	•	0.00	0.00
	000'000'01	Poll	36.000.000		36,000,000		100.00	0.00
Promoter Group		Sub-total	36.000.000		36,000,000	•	100.00	0.00
Dublic loctitutional	168 417 757	e-voting	138.644.374	82.32	126,074,358	12,570,016	90.93	9.07
רמטווכ-וווזטווענוטוומו	10 1/ 17 L 100 T	Poll	-	0.00	r		0.00	0.00
		Sub-total	138.644.374	82.32	126,074,358	12,570,016	90.93	9.07
Dublic Others	79 590 564	e-voting	107,154	0.13	90,715	16,439	84.66	15.34
		Pollo	10.094,442	12.68	10,094,442		100.00	0.00
		Sub-total	10,201,596	12.82	10,185,157	16,439	99.84	0.16
-	100 000 000		184 845 970	62.45	172,259,515	12,586,455	93.19	6.81

Resolution 3. 10 appoint Sint Neveri Brushan Capita Commence		-						
OI ULI I A RESOLUCION								
Whether promoter/ promoter group are interested in	romoter group are		Yes					
the agenda/resolution?	15							
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	No. of Votes in % of votes in favour Against 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
Promotor and		e-voting		0.00	2	I	00.0	0.00
		Poll	36.000.000	75.00	36,000,000	•	100.00	0.00
Promoter Group		Sub-total	36,000.000	75.00	36,000,000	•	100.00	0.00
Dublic lastitutional	168 117 757	a-voting	138.644.374	82.32	126,074,358	12,570,016	90.93	9.07
Public-Institutional	in i'itt'ont	Poll	-	0.00	-1	ı	0.00	0.00
		Sub-total	138,644,374	82.32	126,074,358	12,570,016	90.93	9.07
Dublic Othors	79 590 564	e-voting	107.134	0.13	90,695	16,439	84.66	15.34
	toriorrici	Poll	10.094,442	12.68	10,094,442		100.00	0.00
		Sub-total	10,201,576	12.82	10,185,137	16,439	99.84	0.16
	100 000 200		184,845,950	62.45	172,259,495	12,586,455	93.19	6.81

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Ordinary Resolution	Negoliation of the manual of t							
Whether promoter/ pro	Whether promoter/ promoter group are interested in the acounta/resolution?	i i i	No				•	
	No of charac	Mode of Voting	No of Valid	% of Votes Polled on	No. of Votes in	No. of Votes in	% of votes in favour	% of votes in against
category		9	Votes Polled	Outstanding Shares	Favour	Against	over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
-	000 000 01	o wating	1	0.00			0.00	0.00
Promoters and	48,000,000	Poll	36,000,000	75.00	36,000,000		100.00	0.00
Promoter Group		Cith-total	36.000.000	75.00	36,000,000	•	100.00	0.00
Dublic Institutional	168 417 757	e-voting	138,644,374	82.32	138,413,447	230,927	99.83	0.17
	101/17L'00T	Poll	1	0.00	2	1	0.00	0.00
		Sub-total	138,644,374	82.32	138,413,447	230,927	99.83	0.17
Dublic Others	70 500 564	e-voting	107.154	0.13	90,290	16,864	84.26	15.74
Public-Others	toriorrici	Doll	10 094 442	12.68	10,094,442	•	100.00	0.00
		Sub-total	10.201.596	12.82	10,184,732	16,864	99.83	0.17
		July-total	104 OVE 070	62 A5	184 598 179	247.791	99.87	0.13
Resolution 7: Appointment of Dr. Atmanand (DIN: Ub398097) as	tment of Dr. Atman	and (DIN: 063980			я			24
Ordinary Resolution								
Whether promoter/ promoter group are interested in the arenda/resolution?	promoter group are in?	e interested in	No					•
Catagory	No of shares	Mode of Voting	No of Valid	% of Votes Polled on	No. of Votes in	No. of Votes in	\$	% of votes in against
109900	Held		Votes Polled	Outstanding Shares	Favour	Against	over Votes Polled	over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
		a-voting		0.00	•	Ē	0.00	00.00
Promoters and	40,000,000		36.000.000		36,000,000	ά.	100.00	00.00
Promoter Group		Suh-total	36.000.000		36,000,000		100.00	0.00
lowerty states 1 - 11 - A	160 117 757	e-voting	138.644.374	82.32	138,413,447	230,927	99.83	0.17
Public-Institutional	101'1T+'00T	Poll	-	0.00		1415	0.00	0.00
		Suh-total	138.644.374		138,413,447	230,927	99.83	0.17
Dublic Others	70 500 564		107.154		91,115	16,039		14.97
Public-Outers			10,094,442		10,094,442		100.00	0.00
		Sub-total	10,201,596	12.82	10,185,557	16,039	99.84	0.16
					100 001 FOF	220 246	1000	C1 0

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Resolution 8: Monetization of PTC's investment in PTC Energy Limited (PEL). Special Resolution

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ng No of Valid % of Votes Polled on Votes Polled No. of Votes in Favour % of votes in Against % of votes in Against % of votes in Against votes Polled Outstanding Shares Favour Against % of votes in Against % of votes in tavour votes Polled Outstanding Shares Favour Against % of votes in tavour votes Polled 0.000 75.00 36,000,000 75.00 36,000,000 100.00 36,000,000 75.00 36,000,000 75.00 36,000,000 100.00 100.00 137,309,874 81.53 81,113,611 56,196,263 59.07 100.00 137,309,874 81.53 81,113,611 56,196,263 59.07 100.00 137,309,874 81.53 81,113,611 56,196,263 59.07 100.00 137,309,874 81.53 81,113,611 56,196,263 59.07 100.00 100,094,442 0.10 0.14 107,058 2,621 97.61 100,094,442 10,094,442 12,621 97.61 99.97<	Whether promoter/	Whether promoter/ promoter group are interested in		No					
(1) (2) (2) (3)=(2)/(1)*100 (4) (5) (6)=(4)/(2)*100 (7) moters and moter and moter Group 48,000,000 e-voting 36,000,000 75.00 36,000,000 - 0.00 0.00 0.00 moter Group Poll 36,000,000 75.00 36,000,000 75.00 36,000,000 - 100.000 100.	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
Total 48,000,000 e-voting -voting 55,00 55,00 55,00 56,000,000 - 0.00 0.00 moter Group Poll 36,000,000 75,00 36,000,000 - 100.000 100.00 100.00 react Group Sub-total 36,000,000 75,00 36,000,000 - 100.00 100		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
model and both point Touch of point 36,000,000 75.00 36,000,000 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 100.00 - 0.00 - 0.00 - 0.00 0.00 - 0.00 0.00 - 0.00 0.00 - 0.00	Due anotomor				0.00	1		0.00	0.00
Discription Sub-total 36,000,000 75.00 36,000,000 - 100.00 <	Promoter Groun	00000		36,000,000	75.00	36,000,000		100.00	0.00
ic-Institutional 168,417,757 e-voting 137,309,874 81.53 81,113,611 56,196,263 59.07 0 poll poll 137,309,874 81.53 81,113,611 56,196,263 59.07 0 ublic-Others 79,590,564 e-voting 137,309,874 81.53 81,113,611 56,196,263 59.07 0 ublic-Others 79,590,564 e-voting 100,94,422 0.14 107,058 2,621 97.61 0 ublic-Others 79,590,564 e-voting 10,094,442 12.68 10,094,442 100.00 97.61 0 ublic-Others 79,590,564 e-voting 10,094,442 12.68 10,094,442 97.61 0 sub-total 10,094,442 12.68 10,094,442 99.97 0 <td< td=""><td></td><td></td><td>Sub-total</td><td>36,000,000</td><td>75.00</td><td>36,000,000</td><td></td><td>100.00</td><td>0.00</td></td<>			Sub-total	36,000,000	75.00	36,000,000		100.00	0.00
	Inchination and and and		_	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
blic-Others 79,590,564 e-voting 137,309,874 81.53 81,113,611 56,196,263 59.07 9 vblic-Others 79,590,564 e-voting 109,679 0.14 107,058 2,621 97.61 97.61 Poll 10,094,442 12.68 10,094,442 100.00 - 100.00 99.97 89.93 89.93 89.93 89.33 89	רמטווכ-ווופרורמרוסוומו				0.00			0.00	00.0
blic-Others 79,590,564 e-voting 109,679 0.14 107,058 2,621 97.61 P Poll 10,094,442 12.68 10,094,442 100.00 100.00 100.00 100.00 100.00 2,621 99.97 100.00 2,621 99.97 100.00 2,621 99.97 100.00 2,620 29.33 296,008,321 296,008,321 183,513,995 62.00 127,315,111 56,198,884 69.38 69.38 100.00 127,315,111 105,138,84 109.38 100.00 100.0			Sub-total	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
Difference Description Description <thdescription< th=""> <thdescription< th=""></thdescription<></thdescription<>	Dublic Othors	79 590 564		109,679	0.14	107,058	2,621	97.61	2.39
Sub-total 10,204,121 12.82 10,201,500 2,621 99.97 296,008,321 183,513,995 62.00 127,315,111 56,198,884 69.38				10,094,442	12.68	10,094,442	T	100.00	0.00
296,008,321 183,513,995 62.00 127,315,111 56,198,884 69.38			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

4	Pocolintion 9: Monetization of PTC's investment in PTC India Financial Services Limited (PFS).	ation of PTC's inves	stment in PTC Ind	lia Financial Service	as Limited (PFS).				
ת									
	Special Resolution								
	Whether promoter/ promoter group are interested in	fromoter group are		No					
	Category	No. of shares	Mode of Voting	No of Valid	% of Votes Polled on	No. of Votes in	No. of Votes in	~	% of votes in against
	6.09.000	4		Votes Polled	Outstanding Shares	Favour	Against	over Votes Polled	over Votes Polled
		(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Para sectore of		e-voting		0.00	1	1	0.00	0.00
	Promoter Groun	pop 'pop 'pt		36.000.000		36,000,000	e	100.00	0.00
			Sub-total	36,000,000		36,000,000	I	100.00	0.00
	lenoitutitan oildud	168 417 757	e-voting	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
	רמטווכ-ווופטרמטסוומו	10.11.1.001	Poll		0:00	1	3	0.00	0.00
			Sub-total	137,309,874	81.53	81,113,611	56,196,263	59.07	40.93
	Dublic-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	ı	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
	10101								

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.:

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

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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



Page 1 of 11

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:		
x	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.



Page 2 of 11

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 çast	en en annese provinsione en
	2	75	

*Two shareholders have partially voted.



Page **3** of **11**

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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:	ــــــــــــــــــــــــــــــــــــــ	
	Number of members voted	Number of votes cast	
	2	75	and the second

*Two shareholders have partially voted.



Page 4 of 11

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
	-	<u>ت</u>	-
(iii)	Invalid Votes:		
•	Number of members voted	Number of votes cast	
	2	75	

*Two shareholders have partially voted.



Page 5 of 11

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	Number of votes	% of total
	voted	cast	number of valid
	(in person or by proxy)		votes cast
	-	1 <u>11</u> 1	-
•			
(iii)	Invalid Votes:		
	Number of members voted	Number of votes	
	Number of members voted	cast	
	2	75	

*Two shareholders have partially voted.



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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:		
8	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.



Page 7 of 11

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	Number of votes	% of total
	voted	cast	number of valid
	(in person or by proxy)		votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:		
	Number of members present and	Number of votes	% of total
	voted	cast	number of valid
•	(in person or by proxy)		votes cast
	e-	-	•
(iii)	Invalid Votes:		
	Number of members voted in E-	Number of votes	
	voted	cast	
(*19)	2	75	

*Two shareholders have partially voted.



Page 8 of 11

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	Number of votes	% of total
	voted	cast	number of valid
	(in person or by proxy)		votes cast
	*33	46094442	100.00
(ii)	Voted against the resolution:	•	
•	Number of members present and	Number of votes	% of total
	voted	cast	number of valid
	(in person or by proxy)		votes cast
· • · · • • • • • • • • • • • • • • • •	-	<u>-</u>	-
(iii)	Invalid Votes:		
18	Number of members voted	Number of votes	
	Number of members voted	cast	
	2	75	

*Two shareholders have partially voted.



Page **9** of **11**

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.



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- 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

& 1000 Membership NO. F8002 Ashis any Secre Scrutinizer CP No 7504 FCS No. 8002

Place: New Delhi Date: 01.10.2019

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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:

To

SCRUTINIZER'S REPORT ON E-VOTING

Ref. No .:

Ji

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.



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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) <u>Item No. 1 – (ORDIANRY RESOLUTION):</u>

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:	I	
	Number of members voted	Number of votes cast	% of total number of valid votes cast
	6	2120	0.001
(iii)	Invalid Votes:		_l
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them	
	-	-	



Page Z of 7

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(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:	273 138752153 against the resolution: Number of members voted Number of votes cast %	
	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	Total number of votes	1
	(in person or by proxy)	cast by	
	whose votes were declared invalid	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 reappointment.

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



Page 3 of 7

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

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



Page 4 of 7

(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:	0	I
	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	Total number of votes				
	(in person or by proxy)	cast by				
	whose votes were declared invalid	Them				



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(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:	I					
	Total number of members	Total number of votes					
	(in person or by proxy)	cast by					
	whose votes were declared invalid	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:	1	1			
	Number of members voted	Number of votes cast	% of total number of valid votes cast			
	82	56201684	40.898			
(iii)	Invalid Votes:	1	1			
	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by Them				
	÷	-				



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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.

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Thanking you, Yours faithfully,

For ASHISH KAPOOR & ASSOCIATES

Company Secretaries apoor & As Membership NO. F8002 Ashish Kapoor any Secte

Scrutinizer CP No 7504 FCS No. 8002

Place: New Delhi Date: 01.10.2019

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

Page 2 of 9



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.

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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

\$ 10008

Membership NO. F8002

y Sect

Ashish Kapoor Scrutinizer CP No 7504 FCS No. 8002

Place: New Delhi Date: 01.10.2019

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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.

Voting Method	Votes in	Assent	Votes in	Dissent	Invalid Votes
	Nos.	%age	Nos.	%age	Nos.
E-Voting	138357220	99.998	2120	0.001	0
Poll	46094442	100.00	0	0	75
TOTAL	184451662	99.999	2120	0.001	75
	Method E-Voting Poll	Method Nos. E-Voting 138357220 Poll 46094442	Method Nos. %age E-Voting 138357220 99.998 Poll 46094442 100.00	Method Nos. %age Nos. E-Voting 138357220 99.998 2120 Poll 46094442 100.00 0	Method Nos. %age Nos. %age E-Voting 138357220 99.998 2120 0.001 Poll 46094442 100.00 0 0

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

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.

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Item No. 2'- (ORDINARY RESOLUTION):

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

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

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

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.

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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 reappointment.

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

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

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	E-Voting	126165073	90.929	12586455	9.071	0
Resolution	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.



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Item No. 5 - (ORDINARY RESOLUTION):

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

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

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

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.

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

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

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.



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Item No. 7 - (ORDINARY RESOLUTION):

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

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

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

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:
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Item No of Notice	Voting Method	Votes in Assent		Votes in Dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No 8	E-Voting	81220669	59.104	56198884	40.896	0
Special Resolution	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.



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Item No. 9 - (SPECIAL RESOLUTION):

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

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

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

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

any Sect

Company Secretaries 2000r & 4 Membership NO. F8002

Ashish Kapoor Scrutinizer CP No 7504 FCS No. 8002

Place: New Delhi Date: 01.10.2019

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