

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

Registered Office : 7th Floor, Telephone Exchange Building,

8 Bhikaji Cama Place, New Delhi - 110 066.

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POSTAL BALLOT FORM

Serial No.

1. Name(s) of
Shareholder(s)
including Joint holders,
if any (in block letters)

2. Regd. address of the
Sole/first named
Shareholder(s)

3. Registered Folio No./
DP ID No./ Client ID No.*
(*Applicable to investors holding
Shares in dematerialized form)

4. Number of Equity Share(s) held

5. I/We hereby exercise my / our vote in respect of the Ordinary Resolution(s) to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the company dated 6th February, 2015 by sending my / our assent / dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Equity Shares	I/ We assent to the Resolutions (For)	I/ We dissent to the Resolutions (Against)
1.	Appointment of Dr. Uddesh Kumar Kohli (DIN: 00183409), as non executive Independent Director of the Company			
2.	Appointment of Mr. Surinder Singh Kohli (DIN: 00169907), as non executive Independent Director of the Company			
3.	Appointment of Mr. Ramarao Muralidharan Coimbatore (DIN: 02443277), as non executive Independent Director of the Company			
4.	Appointment of Mr. Ved Kumar Jain (DIN 00485623), as non executive Independent Director of the Company			
5.	Appointment of Mr. Surender Kumar Tuteja (DIN: 00594076), as non executive Independent Director of the Company			

Place :

Date :

Signature of the Shareholder

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Information

- There will be one Postal Ballot Form/e-voting for every 'Client ID No./Folio No.', irrespective of the number of joint holders.
- Shareholders can opt for only one mode of voting i.e. either by postal ballot or through e-voting. In case you are opting for voting by postal ballot, then please do not cast your vote through e-voting and vice versa. In case Shareholders cast their votes by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
- Mr. Ashish Kapoor of M/s. Ashish Kapoor & Associates, Company Secretaries, having office at F-150, Venus Aptt. Rohini, Sector-9, Delhi-110085 has been appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Voting through physical mode

- A Shareholder entitled to vote and desirous of exercising his/ her vote by a postal ballot may complete Postal Ballot Form and send it to the Scrutinizer in the accompanying prepaid postage Envelope. However, any Envelope containing a Postal Ballot Form, if deposited in person or sent by courier at the expense of such Shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched to the Scrutinizer.
- A Shareholder may convey his/ her/ its assent/ dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. The consent of the Shareholder must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
- The Envelope bears the name of the Scrutinizer. The duly completed Postal Ballot Forms should reach the Scrutinizer before 6:00 PM on 22nd March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholders, has not been received.
- The Postal Ballot Form must be completed and signed by the Shareholder. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature furnished by National Securities Depositories Limited (NSDL)/Central Depository Services (India) Limited (CDSL) or registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
- Unsigned, incomplete, defaced, overwritten, torn, improperly or incorrectly ticked Postal Ballot Forms, or signed Postal Ballot Forms where the Shareholder's signature does not tally will be rejected.
- Where the postal ballot form has been signed by an authorized representative of a body corporate, trust or society, a certified true copy of the resolution of its board of directors authorizing such representative to vote on the resolution on behalf of the body corporate, trust or society should accompany the Postal Ballot Form. If the Postal Ballot Form is signed by a power of attorney holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such power of attorney.
- Shareholders are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed Envelope. All Envelopes will be sent to the Scrutinizer and any extraneous paper found in any Envelope would not be taken cognizance of and will be destroyed by the Scrutinizer.
- A Shareholder may request a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer, not later than the date and time specified at item iii.
- Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
- The Scrutinizer's decision on the validity of the postal ballot form shall be final and binding.
- The postal ballot form along with the 'Postal Ballot Notice' and Statement is being sent to Shareholders having registered address outside India. Since the Envelope is not valid for use from outside India, such Shareholders desiring to exercise their vote from outside India will have to arrange for postage from the country where the Postal Ballot Form is dispatched.
- The votes of a Shareholder will be considered invalid on any of the following grounds:-
 - if the Shareholder's signature does not tally;
 - if the Shareholder has marked his/ her/ its vote both 'FOR' and also 'AGAINST' the 'Resolution' in such a manner that the aggregate Shares voted 'FOR' and 'AGAINST' exceeds total number of Shares held under Serial No. 4 of the Postal Ballot Form i.e. if the Form is improperly or incorrectly ticked;
 - if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - if the Postal Ballot Form is received torn or defaced or overwritten or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholder, or the number of votes, or as to whether the votes are 'FOR' or 'AGAINST', or if the signature could not be verified or one or more of the above grounds.

Voting through electronic mode

The instructions for Shareholders for e-voting are as under:

- a. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 09:00 a.m. (IST) on 21st February, 2015
End of e-voting	Up to 06:00 p.m. (IST) on 22nd March, 2015

- The cut-off date (i.e. the record date) for the purpose of e-voting is 6th February, 2015.

- The procedure and instructions for e-voting are as under:

- Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- Enter the login credentials (i.e. User ID and password mentioned -in the email forwarding the Notice of Postal Ballot, or along with the Notice of Postal Ballot, in case email id is not registered and physical copy of the said Notice is being received by you). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for e-voting, you shall use your existing User ID and password for casting your vote. Password: Your Unique password is printed on the Postal Ballot Form/ via email forwarded through the electronic notice. Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- After entering these details appropriately, click on LOGIN.
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the Event Number for PTC India Financial Services Limited.
- On the voting page you will see the Resolution Description and the options FOR/AGAINST/ABSTAIN for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under FOR/AGAINST or alternatively, you may partially enter any number in FOR and partially in AGAINST but the total number in FOR/ AGAINST taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option ABSTAIN in case you do not want to cast vote.
- You may then cast your vote by selecting an appropriate option and click on Submit.
- A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s).
- Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ashishkapoorandassociates@gmail.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name _ Event no".
- Once the vote on a resolution is cast by a Shareholders, the Shareholders shall not be allowed to change it subsequently. Further, the Shareholders who have casted their vote electronically shall not be allowed to vote again at the Meeting.
- In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>
- The voting rights of the Shareholders shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being
- The Scrutinizer shall after the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Scrutinizer's decision on the validity of the vote shall be final and binding.