



POSTAL BALLOT NOTICE

Dear Member (s),

NOTICE is hereby given that the resolutions/ businesses as set below are proposed to be passed by shareholders of PTC India Limited (**"the Company"/ "PTC"**) pursuant to the provisions of Section 110, Section 108 of the Companies Act, 2013 (**the "Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**) including any statutory modification(s) or re-enactment(s) thereof, from time to time being in force and Regulation 17(1C), Regulation 25, Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) as amended from time to time, Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (**the "MCA"**) vide its General Circular No. 14/ 2020 dated April 8, 2020 and latest being 09/2024 dated September 19, 2024 (**"MCA Circulars"**) for seeking approval of the Shareholders through postal ballot.

The Explanatory Statement pursuant to Section 102 of the Act and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the proposed resolutions is annexed hereto.

In compliance with the aforesaid provisions and MCA Circulars, this Postal Ballot Notice (**"Notice"**) is being sent only through electronic mode to all its members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent (**"RTA"**) or Depositories as on Monday, December 30, 2024 (**"Cut Off Date"**) and the communication to assent/ dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA/ Depositories, please follow the process provided in the notes to this Notice.

Further, in compliance with the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (**"NSDL"**) as the agency to provide remote e-voting facility to all its members. Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. The remote E-voting facility shall commence from Saturday, January 04, 2025 at 09.00 am and end on Sunday, February 02, 2025 at 05.00 pm.

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Company Secretary
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2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110068

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

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E-mail: info@ptcindia.com Website: www.ptcindia.com,



SPECIAL BUSINESSES

Item No. 1: To appoint Shri Rajneesh Agarwal (DIN: 10816601) as Non-Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an *Ordinary Resolution*

“RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Rajneesh Agarwal (DIN : 10816601), who was appointed as an additional director in the category of Nominee Director of NHPC Limited (NHPC) by the Board of Directors w.e.f. November 12, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of NHPC whose office shall be liable to retire by rotation.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: To appoint Ms. Mini Ipe (DIN: 07791184) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a *Special Resolution*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Regulation 16, 17 and 25 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any amendments thereto or re-enactment thereof, for the time being in force) and on the recommendations of the Nomination & Remuneration Committee, the Board of the Company has appointed, Ms. Mini Ipe (DIN: 07791184), as an Additional Director in the category of Independent Director w.e.f. December 07, 2024 and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from December 07, 2024 and upto December 06, 2027 and shall not be liable to retire by rotation.

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FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For **PTC India Limited**

Place: New Delhi
Date: January 03, 2025


Rajiv Maheshwari
Company Secretary
Membership No. F4998

RAJIV MAHESHWARI
Company Secretary
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NOTES:

1. The relevant Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Monday, December 30, 2024 ("**Cut-off Date**"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. In terms of above referred MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email addresses are registered with the Company / depository participant(s), as on Cut-off Date.
4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**the "SEBI Listing Regulations"**) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
6. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at www.evoting.nsdl.com from Saturday, January 04, 2025 (09:00 A.M. IST) and end on Sunday, February 02, 2025 (5:00 PM IST) (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
7. Mr. Ashish Kapoor, Practicing Company Secretary (FCS No. 8002 and CP No. 7504) has been appointed, as the Scrutinizer (hereinafter referred as the "**Scrutinizer**") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairman or any other person authorized by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorized person immediately.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.ptcindia.com and the website of

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NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. February 02, 2025.

10. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.ptcindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
11. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company as well as electronically on all working days except Saturdays and Sundays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. Sunday, February 02, 2025. Any Member interested in inspection may write to cs@ptcindia.com.
12. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving this Notice by email to cs@ptcindia.com. Members holding shares in demat form can update their email address with their Depository Participants.

13. Instructions for Remote E-Voting –

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

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	<p>name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link

	available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use.

Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a

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Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at ashishkapoorandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on:022-4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@ptcindia.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@ptcindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
14. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.

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- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines.
 - If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the website at www.ptcindia.com.
15. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

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15, Bhikaji Cama Place, New Delhi-110066

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PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500,41595100, 46484200, Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com,



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 AND ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

Item No. 1: To appoint Shri Rajneesh Agarwal (DIN: 10816601) as Non-Executive Nominee Director

Shri Rajneesh Agarwal (DIN: 10816601), aged about 58 years is holding the position of Executive Director of NHPC Limited (NHPC). Shri Rajneesh Agarwal was appointed as an Additional Director on the Board of Company w.e.f. November 12, 2024 as Nominee of NHPC.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Rajneesh Agarwal as Non-Executive Director on the Board of PTC. The above appointment of Shri Rajneesh Agarwal, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the shareholders of the Company.

The Company has received various declarations/ confirmations from Shri Rajneesh Agarwal including Shri Rajneesh Agarwal does not have any shareholding in the Company.

The Company has also received from Sh. Rajneesh Agarwal (i) consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director under Section 164 of the Act and (iii) a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

A brief profile of Shri Rajneesh Agarwal and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General

Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Brief resume of Shri Rajneesh Agarwal

Shri Rajneesh Agarwal has been appointed as nominee Director of NHPC and is currently working as Executive Director (Nepal Projects, Quality Assurance & Inspection and Project Investigation) of NHPC Ltd. (NHPC). A graduate in Civil Engineering from IIT, Roorkee, he has an experience of over 35 years in survey and investigation, design and engineering, construction and operation & maintenance of hydroelectric projects. He has worked as Head of the Project of 480 MW Uri Power Station and 540 MW Chamera-I Power Station in the past. He has played crucial role in devising the business strategy and consultancy business vertical of NHPC Ltd. He was also the Secretary of the NHPC Task Force for development of 02 large hydroelectric projects in Myanmar and is heading NHPC's global endeavor of development of 03 large hydroelectric projects in Nepal. He has attended Transfer of Technology program with Coyne-et-Belier, France in design of dams. He was also a member of the Indian Delegation to World Energy Congress at Abu Dhabi.

The Board considers that his continued association would be of immense benefit to the Company.

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RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower



Accordingly, the Board recommends the resolution set out at Item no. 1 of the notice in relation to the appointment of Shri Rajneesh Agarwal as Nominee Director, for the approval of shareholders of the Company as an Ordinary Resolution.

Except Shri Rajneesh Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the Postal Ballot.

Item No. 2: To appoint Ms. Mini Ipe (DIN: 07791184) as an Independent Director

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors has appointed, Ms. Mini Ipe (DIN: 07791184) as an Additional Director and designated as the Independent Director of the Company for a term of 3 consecutive years with effect from December 07, 2024 and upto December 06, 2027.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Mini Ipe for the office of Director of the Company. The above appointment of Ms. Mini Ipe, as an Independent Director requires approval of the shareholders of the Company. Ms. Mini Ipe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received various declarations/ confirmations from Ms. Mini Ipe including that she does not have any shareholding in the Company.

In the opinion of the Nomination & Remuneration and the Board and based upon the declaration of the appointee, Ms. Mini Ipe fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI Listing Regulations. Ms. Mini Ipe is independent of the management and possesses appropriate skills, experience and knowledge of Govt. sector, as have been identified by the Board of Directors of the Company.

A brief profile of Ms. Mini Ipe and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Brief resume of Ms. Mini Ipe

Ms. Mini Ipe, aged about 61 years (Ex- MD, Life Insurance Corporation of India) has rich and diverse experience of more than 37 years in insurance sector. Ms. Mini Ipe holds master's degree in commerce and has distinguished experience at Life Insurance Corporation of India in various capacities including multiple chief executive/ Board director roles.

She has worked in various capacities and handled important assignments with great success. She has handled the portfolios of investment, claims, P&GS, Finance/ accounts, policy direction regulatory compliance, etc. She was Zonal Manager In-charge of South Central Zone, Hyderabad and holds distinction of being first Lady Zonal Manager (In-Charge) of LIC. She has been

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RAJESH SHARMA
Company Secretary
PTC India Limited
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recognized as "India's top 100 women in finance" in the year 2000 by the Association of International Wealth Management of India.

Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier.


The Company has also received from Ms. Mini Ipe (i) consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8, to the effect that she is not disqualified to be appointed as Director under Section 164 of the Act; (iii) declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act & Regulation 16(1)(b) of the SEBI Listing Regulations; and (iv) a certificate stating that she is not debarred from appointment pursuant to any order of SEBI or any other Authority.

Board is of view that Ms. Mini Ipe skills, background and capabilities are aligned to the role expected from her. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Mini Ipe as Independent Director, for the approval of members of the Company as an Special Resolution.

A copy of the letter setting out the terms and conditions of appointment of Independent Director is available at the website of the Company www.ptcindia.com.

Except Ms. Mini Ipe, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the Postal Ballot.

By order of the Board of Directors
For **PTC India Limited**


Rajiv Maheshwari
Company Secretary
Membership No. F4998

Place: New Delhi
Date: January 03, 2025

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



Annexure- A

Additional Information on Director (s) recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Sl. No.	Name of Director	Shri Rajneesh Agarwal	Ms. Mini Ipe
1	DIN	10816601	07791184
2	Date of Birth (Age)	July 20, 1966 (aged about 58 years)	August 19, 1963 (aged about 61 years)
3	Nationality	Indian	Indian
4	Date of First Appointment on the Board	November 12, 2024	December 07, 2024
5	Qualifications	BE(Civil) IIT Roorkee	M.Com- Andhra University
6	Brief Profile, experience in specific functional area	Provided in Explanatory Statement	
7	Terms and conditions of appointment	Appointed as Nominee Director of NHPC Limited	Appointed as Independent Director to hold the office for period of three (3) years with effect from 07th December 2024
8	Details of remuneration sought to be paid	Nil (Sitting Fee will be paid to the Nominating Company i.e. NHPC Limited)	Only Sitting Fee will be paid
9	Remuneration last drawn	Not Applicable	Not Applicable
10	Number of Board/ Committee Meetings attended during the year FY24-25	4 Board Meetings	3 Board Meetings
11	Number of shares held either directly or for beneficial basis for any other person	Nil	Nil
12	Directorships held in other Companies	-	1. Axis Bank Limited 2. Life Insurance Corporation (International) B.S.C. (c)
13	Chairman/Member of Committees of Board of Director of other Companies	-	Axis Bank Limited 1. Member- NRC 2. Member- ACB 3. Member- CSC 4. Chairperson- SCMLVF

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RAJIV MAHESHWARI

Company Secretary

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			Life Insurance Corporation (International) B.S.C. (c) 1. Member- ACB 2. Chairperson- RMC
14	Relationships with other Directors/KMP inter-se	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company
15	Listed entities from which the Director has resigned in the past three years.	Nil	Nil

By order of the Board of Directors
for **PTC India Limited**

Rajiv Maheshwari
Company Secretary
Membership No. F4998

Place: New Delhi
Date: January 03, 2025

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
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