

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

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

Tel: +91 11 26737300 Fax: +91 11 26737373

Website: www.ptcfinancial.com E-mail: info@ptcfinancial.com

NOTICE OF 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the Members of PTC India Financial Services Ltd. will be held on Wednesday, the 28th day of September, 2016 at 10:30 a.m. at Dr. S R KVS Auditorium, Kendriya Vidyalaya No. 2, APS Colony, Delhi-Gurgaon Road, Delhi Cantt, New Delhi- 110010 to transact the following businesses: -

ORDINARY BUSINESS

- To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016 (including any explanatory note annexed thereto, or forming part of, the aforementioned documents) together with the Reports of the Board of Directors and the Auditors thereon.

- To consider declaration of dividend for the Financial Year 2015-16

To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2015-16 as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, dividend at the rate of 12% (Re.1.20 per equity share of ₹ 10/- each) be and is hereby declared for the financial year 2015-16, out of the profits of the Company on the 562,08,3335 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on closing hours of 15th September, 2016.”

- To re-appoint Shri Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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 Shri Ajit Kumar (DIN: 06518591) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director.”

- To ratify the appointment of the Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Deloitte Haskins & Sells Chartered Accountants (ICAI Registration no.015125N), 7th Floor, Building 10B, DLF Cyber City Complex, DLF City Phase II, Gurgaon - 122002, as the Statutory Auditor of the Company for FY 2016-17 be and is hereby ratified and M/s Deloitte Haskins & Sells, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS

- To appoint Mrs. Pravin Tripathi (DIN: 06913463) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Mrs. Pravin Tripathi (DIN: 06913463), as a non-executive Independent Director of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mrs. Pravin Tripathi (DIN: 06913463), Director of the Company who has given a declaration of independence under section 149(6) of the Companies Act, 2013 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from 15th October, 2015 i.e. upto 14th October 2018, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

- To appoint Shri Harbans Lal Bajaj (DIN: 00894431) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Harbans Lal Bajaj (DIN: 00894431), as a non-executive Independent Director of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, Shri Harbans Lal Bajaj (DIN: 00894431), Director of the Company who has given a declaration of independence under section 149(6) of the Companies Act, 2013 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from 30th June, 2016 i.e. upto 29th June, 2019, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors,
For PTC India Financial Services Limited

Sd/-
(Vishal Goyal)
Company Secretary
M. No. A19124

Place: New Delhi
Date: 26th August, 2016

Notes:

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM i.e. MGT-11 FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Any member who is entitled to vote on any resolution may make requisition to the Company in writing at least three days before the commencement of annual general meeting and such member can inspect the proxies during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of contracts or arrangements in which directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the annual general meeting.
7. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment and re-appointment at the AGM, is furnished as annexure to the Notice and forms part of the notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the rules thereunder.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September 2016 to 28th September 2016 (both days inclusive) for determining the names of members eligible for dividend for the financial year ended 31st March, 2016 on Equity Shares, if declared at the meeting.
10. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made within 30 days from the date of declaration.
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 15th September 2016.
 - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 15th September 2016.
11. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
12. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
13. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Members desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to Karvy Computershare Pvt. Ltd., Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialised form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website www.ptcfincial.com.
15. The communication address of our Registrar and Share Transfer Agent (RTA) is M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli,, Financial District, Nanakramguda, Hyderabad - 500 008.
16. Members are requested to notify immediately any change of address and change in bank details etc.:
 - i) to their DP in respect of Shares held in dematerialized from
 - ii) to RTA i.e. M/s Karvy Computershare Pvt. Ltd. in respect of their physical shares, if any, quoting their folio number.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to RTA i.e. M/s Karvy Computershare Private Limited.
18. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed. Members are encouraged to utilize the Electronic Clearing System for receiving Dividends. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the RTA of the Company and correspond with then directly regarding share transfer/transmission/transposition, Demat/Remat, change of address, issue of duplicate share certificates, ECS and nomination facility. Further they are required to submit old certificates for exchange with split share certificate.
19. Members may also note that the Notice of 10th AGM and PFS Annual Report 2015-2016 will be available on the Company's website www.ptcfincial.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
20. None of the Directors/KMPs of the Company is in anyways related to each other.
21. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and/or change in address and bank account,

to Company's Registrar, Karvy Computershare Pvt. Ltd , Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032

22. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or Registrar & Transfer Agent alongwith relevant share certificates.
23. Members desirous of getting any information on any item(s) of business of this Meeting are requested to address their queries to Company Secretary of the Company at the registered office atleast 10 days prior to the date of the meeting, so that the information required can be made readily available at the Meeting.
24. The Company is not providing video conferencing facility for this meeting.
25. Members who wish to claim dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. Karvy Computershare Pvt. Ltd. Members are requested to note that dividend warrant not en-cashed/ claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
26. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means at the 10th AGM of the Company by electronic means and the businesses as contained in this notice may be transacted through e-voting. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating e-voting for AGM.
27. (a) This Notice is being sent to all the members whose name appears as on 26.08.2016 in the Register of members or beneficial owner as received from Karvy Computershare Private Limited (RTA).
(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st September, 2016 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date
28. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
29. The Annual Report 2015-2016, the Notice of 10th AGM and instructions for e-voting, along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
30. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents can not act on nay request directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

31. Non-Resident members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - (c) In terms of notification issued by Securities and Exchange Board of India (SEBI), equity shares if the Company are under compulsory demat trading by all investors. Members are therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
32. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 28th September, 2016
33. Road map showing directions to reach the venue of the AGM is given at the end of this notice.

PROCEDURE AND INSTRUCTIONS FOR EVOTING

Members may cast their votes through electronics means by using an electronics voting system from a place other than the venue of AGM (Remote E-voting) in the manner provided below during the e-voting period as mentioned below:

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

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on Attendance Slip/ Email forwarded through the electronic notice or physical copies sent by courier along with Annual Report and Notice calling the Annual General Meeting.

User - ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the E-voting 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.

- iv) Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- v) The e-voting period commences on 25.09.2016, (9:00 am) and ends on 27.09.2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2016, may cast their vote electronically. The e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi) After entering these details appropriately, click on "LOGIN".
- vii) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company

opts for e-voting through M/s. **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, e-mail ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) You need to login again with the new credentials.
- ix) On successful login, system will prompt to select the 'Event' i.e., 'PTC India Financial Services Ltd.'
- x) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- xi) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast, select 'ABSTAIN'
- xii) After selecting the resolution to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiv) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
- xv) If you are already registered with Karvy Computershare Private Limited (KCPL) for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
- xvi) Mr. Ashish Kapoor (Membership No. F-8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall forward the consolidated report of total votes cast in favour or against through remote e-voting and voting at the venue of the AGM immediately. The Chairman shall within 48 hours of conclusion of AGM declare the result and such result along with the scrutinizer shall be displayed on the website of the Company and on the website of the agency.
- xvii) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.ptcfinancial.com and on website of Service Provider's (https://evoting.karvy.com) immediately after the declaration of result by the Chairman or a person authorised by him. The result shall also be immediately forward to NSE & BSE.
- xviii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two persons not in the employment of the Company.
- xix) At the venue of AGM, voting shall be done through ballor paper and the members attending the AGM, who have not casted their votes by Remote e-voting shall be entitled to cast their votes through ballot paper.
- xx) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member casts votes through Remote e-voting and

also at the AGM, then voting done through Remote Evoting shall prevail and voting done at the AGM shall be treated as invalid.

- xxi) Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares on the cut-off date i.e. 21st September, 2016 may obtain the User ID and password as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS : MYEPWD E-Voting Even Number+ Folio No. or DPID Client ID to 921993399. Example for NSDL:
 - b) If e-mail address or mobile number of the member is registered against folio no. DP ID, Client ID then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter folio no. or DP ID, Client ID and PAN to generate a password.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no.5

Mrs. Pravin Tripathi has worked at various senior positions in Govt. of India. She is a B.A. (Hons.) and Master in English from Punjab University and also IA&AS of 1973 Batch (retired). Mrs. Tripathi was appointed as member of Competition Appellate Tribunal and also worked as member of Airport Economic Regulatory Authority Appellate Tribunal. She has also worked as Deputy Comptroller & Auditor General of India.

Mrs. Pravin Tripathi was appointed as Additional Independent Director by the Board of the Company vide their resolution dated 15th October, 2015. Brief resume and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith. The Company has received a declaration from Mrs. Pravin Tripathi as proposed to be appointed, that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The resolution seeks approval of the shareholders in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Mrs. Pravin Tripathi as Independent Director for the tenure as mentioned in the resolutions mentioned in this notice. Her office of directorship shall not be liable to retire by rotation. In compliance with the provisions of section 149 read with Schedule IV of the Act and the Listing Regulations, the appointment of Mrs. Pravin Tripathi as Independent Director is now being placed before the shareholders for their approval. The terms and conditions of appointment shall be open for inspection by the shareholders at the registered office of the Company during normal business hours on any working day excluding Saturday & Sunday.

Mrs. Pravin Tripathi does not have any shareholding in the Company.

No other Director/KMP or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in appointment of Mrs. Pravin Tripathi except her. The Board recommends the resolution for approval of the shareholders.

Item no. 6

Shri Harbans Lal Bajaj was formerly the Chairperson of Central Electricity Authority and Ex-Officio Secretary to the Government of India (GOI), Technical Member, and Appellate Tribunal for Electricity. Shri Bajaj has served on the Boards of NTPC Ltd. and Nuclear Power Corporation. Shri Bajaj has over four decades of experience in the development and growth of Indian Power Sector. He has expertise in Engineering, Contracting, Construction, Commercial and Human Resource Management. He has proficiency in Policy making and

Regulatory matters at Apex Level in CEA, CERC and Appellate Tribunal for Electricity and NTPC Ltd.” Shri Bajaj is Life Fellow: the Institute of Electrical and Electronics Engineers, U.S.A and All India Management Association; Fellow: The Institute of Engineering and Technology (UK); The Institution of Engineers (India); Indian National Academy of Engineering; Having himself been conferred with several national and international awards and accolades , he is presently Chairing/Member jury for four national awards.

Shri Harbans Lal Bajaj was appointed as Additional Independent Director by the Board of the Company vide their resolution dated 30th June, 2016. Brief resume and other details of the Director are provided in the annexure to the Explanatory Statement attached herewith. The Company has received a declaration from Shri Harbans Lal Bajaj as proposed to be appointed, that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The resolution seeks approval of the shareholders in terms of provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment of Shri Harbans Lal Bajaj as Independent Director for the tenure as mentioned

in the resolutions mentioned in this notice. His office of directorship shall not be liable to retire by rotation. In compliance with the provisions of section 149 read with Schedule IV of the Act and the Listing Regulations, the appointment of Shri Harbans Lal Bajaj as Independent Director is now being placed before the shareholders for their approval. The terms and conditions of appointment shall be open for inspection by the shareholders at the registered office of the Company during normal business hours on any working day excluding Saturday & Sunday.

Shri Harbans Lal Bajaj does not have any shareholding in the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors and KMP is in any way concerned or interested in the proposed resolution.

By Order of the Board of Directors,
For PTC India Financial Services Limited

Place: New Delhi
Date: 26th August, 2016

Sd/-
(Vishal Goyal)
Company Secretary

Brief Profile of Directors seeking Appointment/Re-appointment at the 10th Annual General Meeting in pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set forth as below:-

Name	Date of Birth	Qualifications	Expertise	Date of first appointment on the Board	No. of Board Meetings attended during the year	Directorship in other Companies as on 31 st March, 2016	Membership/ Chairmanship of committees other than PFS, as on 31 st March, 2016	Number of shares held	Relationship between Directors
Shri Ajit Kumar	08/04/1959	B.E. (Electrical Engineering) & MBA (Finance)	Shri Ajit Kumar, a graduate in Electrical engineering & M.B.A. (Finance) is Director (Commercial & Operations), PTC. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.	15 th June, 2015	8	<ul style="list-style-type: none"> PTC India Limited PTC Energy Limited 	Nil	Nil	None
Mrs. Pravin Tripathi	23/12/1949	B.A. (Hons.) and Master in English from Punjab university and also IAS&AS of 1973 Barch (retired).	Mrs. Pravin Tripathi has worked at various senior positions in Govt. of India. Mrs. Tripathi was appointed as member of Competition Appellate Tribunal and also worked as member of Airport Economic Regulatory Authority Appellate Tribunal. she has also worked as Deputy Comptroller & Auditor General of India	15 th October, 2015	5	<ul style="list-style-type: none"> Multi Commodity Exchange of India Limited IL & FS Technologies Limited PTC Energy Limited 	<ul style="list-style-type: none"> Member in Audit Committee, Nomination & Remuneration and CSR Committee. PTC Energy Limited Member in Audit committee and Defaulter Committee in MCX Limited Member Audit Committee and Nomination & Remuneration Committee in IL & FS Technologies Limited 	Nil	None
Shri Harbans Lal Bajaj	20/05/1945	Bachelor of Engineering	Shri Harbans Lal Bajaj is ex- Chairman of Central Electricity Authority, Government of India. Shri. Bajaj, an independent Director is Fellow- The Institute of Electrical and Electronics (IEEE), U.S.A and Fellow- The Institute of Engineers (India). He has held the positions of Chairman, Central Electricity Authority. Shri Bajaj has over four decades of experience in the development and growth of Indian Power Sector. He has expertise in Engineering, Contracting, Construction, Commercial and Human Resource Management in NTPC Ltd. He has proficiency in Policy making and Regulatory matters at Apex Level in CEA, CERC and Appellate Tribunal for electricity and NTPC Ltd.	30 th June, 2016	N.A.	PTC India Limited	Nil	Nil	None