

## 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 / 26737400 Fax: 26737373

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

### NOTICE OF 16<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16<sup>th</sup> (Sixteenth) Annual General Meeting ("AGM") of the Members of PTC India Financial Services Ltd. ("PFS" or the "Company") will be held on Friday 30<sup>th</sup> day of December, 2022 at 11.00 A.M. by way of Video Conferencing ("VC") to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with Board's Report, and report of Auditor's thereon; and
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 and report of Auditor's thereon.
2. To re-appoint Dr. Pawan Singh (00044987), Managing Director and Chief Executive Officer, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

"RESOLVED THAT Dr. Pawan Singh (00044987), Managing Director and Chief Executive Officer who retires by rotation and who is eligible for re-appointment as per his existing terms, be and is hereby re-appointed."

3. Appointment of Statutory Auditors

To appoint Statutory Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), upon the recommendation of the Audit Committee, M/s Lodha & Co. Chartered Accountants (FRN: 301051E), be and is hereby appointed as Statutory Auditors of the Company, for a period of three (3) consecutive years commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2025 at such remuneration and terms and conditions as may be decided by the Board in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT any Director/ Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies."

#### SPECIAL BUSINESS:

4. Appointment of M/s Lodha & Co. Chartered Accountants (FRN: 301051E), as the Statutory Auditors under casual vacancy

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139(8), 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), upon the recommendation of the Audit Committee, M/s Lodha & Co. Chartered Accountants (FRN: 301051E), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MSKA & Associates, Chartered Accountants, at such remuneration and terms and conditions as may be decided by the Board in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT any Director/ Key Managerial Personnel of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies."

5. Appointment of Dr. Rajib Kumar Mishra as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) and such other applicable provisions, if any and upon the recommendation of Nomination and Remuneration Committee, Dr. Rajib Kumar Mishra (DIN: 06836268), who was appointed as Nominee Director of PTC India Limited (Promoter Company) by the Board of Directors w.e.f. 08<sup>th</sup> November 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 PTC India Limited 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."

6. Appointment of Mr. Pankaj Goel as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) and such other applicable provisions, if any and upon the recommendation of Nomination and Remuneration Committee, Mr. Pankaj Goel (DIN: 03006647), who was appointed as Nominee Director of PTC India Limited (Promoter Company) by the Board of Directors w.e.f. 08<sup>th</sup> November 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 PTC India Limited 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."

**7. Appointment of Smt. Seema Bahuguna (DIN: 09527493), as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160, read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with Regulation 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) and such other applicable provisions, if any, and upon the recommendation of Nomination and Remuneration Committee, Smt. Seema Bahuguna (DIN: 09527493), who was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 15<sup>th</sup> November 2022, who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years commencing from 15<sup>th</sup> November 2022 i.e. upto and including 14<sup>th</sup> November 2025 and that she 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."

**8. Appointment of Smt. PV Bharathi (DIN: 6519925), as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160, read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with Regulation 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) and such other applicable provisions, if any, and upon the recommendation of Nomination and Remuneration Committee, Smt. PV Bharathi (DIN: 6519925), who was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 15<sup>th</sup> November 2022, who has given a declaration of independence under

section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Regulations) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years commencing from 15<sup>th</sup> November 2022 i.e. upto & including 14<sup>th</sup> November 2025 and that she 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."

**9. Appointment of Mr. Naveen Bhushan Gupta (DIN: 00530741), as an Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160, read with Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, read with Regulation 17, 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the Listing Regulations) and such other applicable provisions, if any, and upon the recommendation of Nomination and Remuneration Committee, Mr. Naveen Bhushan Gupta (DIN: 00530741), who was appointed as an Additional Director in the category of Independent Director of the Company w.e.f. 15<sup>th</sup> November 2022, who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and Regulation 16 of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 three (3) consecutive years commencing from 15<sup>th</sup> November 2022 i.e. upto and including 14<sup>th</sup> November 2025 and that he 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/-  
**Shweta Agrawal**  
Company Secretary

Place: New Delhi Address: 7<sup>th</sup> Floor, Telephone Exchange Building,  
Date: 03<sup>rd</sup> December 2022 8 Bhikaji Cama Place, New Delhi-110066

**Notes:**

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and

- the General Circular No. 2/2022 dated 5th May, 2022 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') till 31st December, 2022. In compliance with the MCA and applicable provisions of the Act and Listing Regulations, the AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Registrar of Companies, Delhi and Haryana, vide its approval letter dated September 05, 2022, has granted an extension of time by a period of three (3) months to hold the Annual General Meeting for the financial year ended on March 31, 2022 on or before December 31, 2022. Thus, this AGM is conducted before 31<sup>st</sup> December 2022 in pursuance of the approval granted.
  3. An explanatory statement pursuant to Section 102 of the Act read with relevant rules made thereunder setting out material facts relating to the special business under Item Nos. 4 to 9 of the Notice of 16<sup>th</sup> AGM (the "Notice") forms part of the Notice.
  4. Pursuant to the above referred MCA Circulars and SEBI Circulars, since this AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and consequent to which, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, Corporate members intending to appoint their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
  5. 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 and Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting. The requisite statutory registers as well as documents referred in notice will be made available electronically for inspection by the members of the Company upto the date of AGM. Members seeking inspection of such documents can send email at [info@ptcfincial.com](mailto:info@ptcfincial.com).
  6. Details of all the directors seeking appointment and re-appointment at this AGM, as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards- II issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
  7. SEBI vide its Circular dated 3<sup>rd</sup> November, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. A copy of such forms can be downloaded from the website of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.
- In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to Registrar and Share Transfer Agent of the Company/ the Company, for immediate action.
8. 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.
  9. Non-Resident Indian members are requested to inform Company / respective DPs, 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.
  10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company or Share Transfer Agent, for consolidation into a single folio.
  11. The Company's Registrar & Transfer Agent (RTA) is M/s KFin Technologies Ltd. ('KFin') The communication address of our Registrar and Share Transfer Agent (RTA) is Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032.
  12. a) In compliance with MCA Circulars and SEBI Circulars physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY22) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on 2<sup>nd</sup> December, 2022 (closing hours). The Members may note that the Notice calling the AGM along with the Annual Report 2021-22 has been uploaded on the website of the Company at [www.ptcfincial.com](http://www.ptcfincial.com). The Notice of the AGM along with Annual Report 2021-22 can also be accessed from the websites of the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFIN Technology Limited ("agency for providing the Remote e-voting and e-voting facility/ KFin") i.e. <https://evoting.kfintech.com/>.
    - 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 23<sup>rd</sup> December, 2022 being cut-off date are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.
  13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  14. 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.
- ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**
- In accordance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Integrated Report for the financial year 2021-22 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFIN.
- Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Report,

are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below:

- i) Visit the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
- ii) Select the company name i.e. PTC India Financial Services Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.
- x) Alternatively, Members may send a copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- xii) In case of queries, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call at the toll free number 1800 309 4001.
- xiii) Members seeking hard copy of Annual Report and Notice of AGM are requested to place their request via email at [info@ptcfinancial.com](mailto:info@ptcfinancial.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

#### 15. Procedure for Remote E-Voting

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the provisions of Regulation 44 of the Listing

Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

- b) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
- c) The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	<b>From:</b> Tuesday, 27 <sup>th</sup> December, 2022 at 9:00 A.M.
Day, date and time beyond which remote e-voting will not be allowed	<b>To:</b> Thursday, 29 <sup>th</sup> December 2022 at 5:00 P.M.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:-

#### Step 1: Access to NSDL/CDSL e-Voting System

1. **Login method for e-Voting : Applicable only for Individual shareholders holding securities in Demat**

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

- A. **Login method for Individual shareholders holding securities in demat mode is given below:**

NSDL	CDSL
<b>1. User already registered for IDEAS facility of NSDL:</b> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>;</li> <li>II. Click on the “Beneficial Owner” icon under ‘IDEAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name : <b>PTC India Financial Services Limited or E-Voting Service Provider</b> and you will be redirected to <b>e-Voting service provider (“Kfin”)</b> website for casting the vote during the remote e-Voting period.</li> </ol>	<b>1. Existing user who have opted for Easi / Easiest of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <b>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></b></li> <li>II. Click on “New System Myeasi” icon</li> <li>III. Login with your registered user id and password.</li> <li>IV. Option will be made available to reach e-voting page without any further authentication.</li> <li>V. You will see the <b>e-Voting Menu</b>. The menu will have links of <b>E-voting Service Provider i.e. KFin e-Voting portal</b> where the e-voting is in progress.</li> <li>VI. Click on e-voting service provider – “<b>Kfin</b>” to cast your <b>vote</b>.</li> </ol>

<p>2. User not registered for IDeAS e-Services facility of NSDL</p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click on the link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. After successful registration, please follow steps given in Point No. 1 above to cast your vote.</li> </ol>	<p>2. User not registered for Easi/Easiest facility of CDSL</p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. After successful registration, please follow steps given in Point No. 1 above to cast your vote.</li> </ol>
<p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under “Shareholder/Member” section.</li> <li>III. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be requested to select Name of the Company: <b>PTC India Financial Services Limited</b> or the E-Voting Service Provider, i.e. KFin.</li> <li>V. On successful selection, you will be redirected to the e-Voting page of KFin to cast your vote without any further authentication.</li> </ol>	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against PTC India Financial Services Limited or select E-Voting Service Provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.</li> </ol>

**B. 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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against the Company’s Name: PTC India Financial Services Limited or E-Voting Service Provider - KFin and you will be redirected to e-Voting website of Kfin 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 Forgot Password option available at the NSDL and CDSL websites

<p><b>Help Desk for Individual Shareholders of the Company holding Shares of the Company in demat mode facing any technical issue related to login through NSDL</b></p>	<p><b>Help Desk for Individual Shareholders of the Company holding Shares of the Company in demat mode facing any technical issue related to login through CDSL</b></p>
<p>Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.</p>

**16. Login method for e-Voting for Shareholders other than Individual shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode**

A. Members whose email IDs are registered with the Company/

Depository Participants, will receive an email from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password: They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- III. After entering these details appropriately, click on “LOGIN”.
- IV. 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 value (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 may also enter a secret question and answer of your choice 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.
- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the “EVEN” i.e., “PTC India Financial Services Limited- AGM” and click on “Submit”
- VII. On the voting page, enter the number of shares (which represents

the number of votes) as on the Cut-off Date i.e 23<sup>rd</sup> December 2022 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on cut-off date. You may also choose the option ABSTAIN. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (“SS-2”) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/ its vote will be treated as an invalid vote with respect to that Resolution.

- VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- X. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- XI. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- XII. 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., authorizing its representative to attend the AGM through VC on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ashishkapoorandassociates@gmail.com with a copy marked to evoting@kfintech.com.
- In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.

B. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- I. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- II. Alternatively, member may send a copy of share certificate in case of physical folio to enable KFIN to register their e-mail address for sending the Annual report, Notice of AGM and the e-voting instructions at the email id einward.ris@kfintech.com.
- III. In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate

Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

- IV. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**17. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
- iv. Members will be required to grant access to the webcam to enable VC. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. The members attending the AGM who have not already casted their voting by e-voting will be able to exercise their voting at the AGM. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC.

**18. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS AT THE AGM:**

- a. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM. Members who are present at the AGM through VC facility and have not cast their votes on the Resolutions through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFin during the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the AGM; however, these Members are not entitled to cast their vote again in the AGM.
- b. The e-Voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the “Instapoll” page. An icon, “Vote”, will be available at the bottom left on the Meeting Screen.

- c. Evoting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- d. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> December 2022. Members are eligible to cast their vote either through remote e-voting or in the AGM by insta poll only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., 23<sup>rd</sup> December 2022, he/she/it may obtain the User ID and Password in the manner as mentioned below:
  - a) If the **mobile number** of the Member is **registered** against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**
    - **Example for NSDL:**  
MYEPWD <SPACE>  
IN12345612345678
    - **Example for CDSL:**  
MYEPWD <SPACE>  
1402345612345678
    - **Example for Physical:**  
MYEPWD <SPACE>  
XXXX1234567890
  - 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- f. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at Toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- g. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). However, KFin shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.
- h. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of (<https://evoting.kfintech.com/public/Faq.aspx> (KFin Website) or contact Mr. Raj Kumar Kale, Assistant General Manager - RIS at [rajkumar.kale@kfintech.com](mailto:rajkumar.kale@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's Toll Free No. 1800-309-4001 for any further clarifications
- i. This AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars referred point 1 of the notes.
1. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc.

2. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
3. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
4. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
19. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 9 thereof and the Statutory Registers, will be made available for inspection by the Company and as such the Members are requested to send an email to [info@ptcfincial.com](mailto:info@ptcfincial.com)
20. Members may contact the Company or KFin for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

<b>KFin Technologies Private Limited</b>
Unit: PTC India Financial Services Limited
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad, Telangana - 500032
Toll Free No.1800 3094 001
Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>
<b>Contact Person:</b>
Shri Raj Kumar Kale, Assistant General Manager(RIS)

21. **SCRUTINIZER FOR EVOTING AND DECLARATION OF RESULTS:**
  - a. Mr. Ashish Kapoor (Membership FCS No. 8002) of M/s. Ashish Kapoor & Associates, has been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.
  - b. The Scrutinizer will, after the conclusion of the e-voting at the AGM, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days of the conclusion of the AGM as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - c. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company at [www.ptcfincial.com](http://www.ptcfincial.com) and the website of KFin: <https://evoting.kfintech.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and NSE, where the Equity Shares of the Company are listed.

- d. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th December 2022 subject to receipt of the requisite number of votes in favour of the Resolutions.

## 22. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:

- a) Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to the Company's investor email-id i.e. [info@ptcfincial.com](mailto:info@ptcfincial.com) so as to reach the Company by 27<sup>th</sup> December 2022, to enable the Management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
- b) Alternatively, Members holding shares as on the cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed by 29<sup>th</sup> December 2022.
- c) Members can also post their questions during AGM through the "Ask A Question" tab, which is available in the VC Facility.

## 23. SPEAKER REGISTRATION BEFORE AGM

Members of the Company, holding shares as on the cut-off date i.e. 23<sup>rd</sup> December 2022 and who would like to speak or express their views or ask questions during the AGM may register as speakers by visiting <https://emeetings.kfintech.com>, and clicking on "Speaker Registration" during the period from 26<sup>th</sup> December 2022 to 28<sup>th</sup> December 2022. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

## 24. KPRISM – MOBILE SERVICE APPLICATION BY KFINTECH:

Members are requested to note that Kfin has launched a mobile application – KPRISM and a website <https://kprism.kfintech.com> for online service to Shareholders.

Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by KFin, Dividend status, request for change of address, change/update Bank Mandate. Through the Mobile application, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application is available for download from Android Play Store. Members may alternatively visit the link <https://kprism.kfintech.com/app/> to download the mobile application.



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

### Item no. 3 & 4

#### Appointment of M/s Lodha and Co as Statutory Auditors of the Company:

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on November 26, 2022 have appointed M/s Lodha and Co., Chartered Accountants (FRN 301051E ) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s MSKA & Associates, Chartered Accountants, Chartered Accountants (FRN: 105047W).

In this connection this is to inform the members that in accordance with the provisions of Section 139 (8) of the Companies Act, 2013, such appointment shall also be approved by the members of the Company at a general meeting convened within three (3) months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

Also, the Board considered various parameters like capability of M/s Lodha and Co., Chartered Accountants to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc.

The Board found M/s Lodha and Co., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Therefore, considering the experience and expertise of M/s Lodha and Co., Chartered Accountants, in compliance with the provisions of Section 139 of the Companies Act, 2013 read with Reserve Bank of India (RBI) circular No. Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 on "Guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors of Commercial Banks, UCB and NBFCs (including HFCs), the Board, considering the recommendation of the Audit Committee, recommended the proposal to appoint them as Statutory Auditors of the Company for a period of three (3) consecutive years commencing from 26<sup>th</sup> November 2022 till the conclusion of the AGM to be held in year 2025.

Details required to be provided as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the appointment of the Statutory Auditors is provided below:

S No.	Particulars	Details
1.	Proposed fees payable to the statutory auditor(s)	Rs. 31,00,000/- (Indian Rupees Thirty One Lakhs Only) inclusive of Tax Audit Fees of Rs. 2,00,000/- (Indian Rupees Two Lakhs Only) in addition to applicable taxes and reimbursement of out of pocket expenses, if any and/or such other remuneration as may be decided by the Board of Directors from time to time.
2.	Terms of appointment	For a term of Three (3) consecutive years commencing from 26th November 2022 till (including the term of casual vacancy) till the conclusion of Annual General Meeting to be held in the year 2025.
3.	Any material change in the fee payable to the new auditor from that paid to the outgoing auditor along with the rationale for such change	There are no material changes in the fee payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors.
4.	Brief profile of the firm	Lodha & Co., a firm of Chartered Accountants having its Head Office at 14, Government Place East Kolkata 700069 was founded in 1941. It has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur. The firm has 15 Partners and a dedicated team of more than 77 Professionals. Staff strength of the firm, other than Professional Staff, is around 230 personnel. The firm is currently providing Assurance, Taxation, Accounting and Advisory Services. It has experience of working with several Multinational Companies, listed entities and companies with Multiproducts and Services. It is empaneled with Controller and Auditor General of India and Reserve Bank of India and is currently eligible to carryout Statutory Audit of Maharatna and large Public Sector Banks. Further, the firm is registered with Public Company Accounting Oversight Board (PCAOB) and therefore eligible to conduct the audit of Indian subsidiaries/ associates of companies listed in USA. The firm having more than 80 years of professional experience, has presence in major Business Groups, Banks and various non-Government and Government organizations in India.

Besides the Audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

Lodha and Co., Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies, Act 2013 and other applicable rules and regulations.

In light of the above facts the Board of Directors recommends the passing of the Resolutions contained in Items (3 & 4) of the accompanying Notice as an Ordinary Resolutions.

None of the Directors and Key Managerial Personnel of the Company, or their

relatives, are interested in this Resolutions.

### Item 5 & 6

#### Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) and Mr. Pankaj Goel (DIN: 03006647) as Non-executive Director- Nominee PTC India Limited

Dr. Rajib Kumar Mishra (DIN: 06836268) and Mr. Pankaj Goel (DIN: 03006647), were appointed as Nominee Directors of PTC India Limited (Promoter Company) on the Board of Company w.e.f. 8<sup>th</sup> November, 2021 upon the recommendation of the Nomination & Remuneration Committee. The Company has received a notice in writing as per Section 160 of the Companies Act, 2013 ("the Act"), proposing their candidatures for the office of Non-Executive Director on the Board of the Company. The above appointment of Dr. Rajib Kumar Mishra and Mr. Pankaj Goel, as Directors requires approval

of the Members in the AGM. Dr. Rajib Kumar Mishra and Mr. Pankaj Goel have confirmed that they are not disqualified from being appointed as Director under Section 164 of the Act and have not been debarred from appointment by any order of SEBI or any other authority.

The Board recommends the resolution set out at Item no. 5 and 6 of the notice for your approval.

None of the Directors or Key Managerial Personnel and their relatives except Dr. Rajib Kumar Mishra and Mr. Pankaj Goel and their relatives respectively (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. 5 and 6

#### **Brief Resume of Dr. Rajib Kumar Mishra**

Dr. Rajib Kumar Mishra has professional experience of more than 30 years with Powergrid, PTC and PTC India Limited. Dr Mishra is a Director (Marketing & Business Development) with additional change of CMD of PTC India Limited. Dr. Rajib Kumar Mishra is Ph. D (Business Admin.) from Aligarh Muslim University. He was accorded Visiting Scholar status by University of Texas, Austin in 2008 for his Post-doc research. He graduated in Electrical Engineering from NIT, Durgapur and did his post graduation from NTNU, Norway under NORAD Fellowship.

#### **Brief Resume of Mr. Pankaj Goel**

Sh. Pankaj Goel is an alumnus of SRCC and a qualified Chartered Accountant & Cost Accountant. Shri Pankaj Goel is a Chief Financial Officer of PTC India. He has 30 years of professional experience in diversified areas including Treasury, Project Finance, Internal Financial Control, budgeting and financial concurrence.

The Board considers that Dr. Rajib Kumar Mishra and Mr. Pankaj Goel's association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation of appointment of Dr. Rajib Kumar Mishra and Mr. Pankaj Goel as Nominee Directors, for the approval of members of the Company as Ordinary Resolution(s).

#### **Item 7 to 9**

#### **Appointment of Smt. Seema Bahuguna (DIN: 09527493), Smt. PV Bharathi (DIN: 6519925) and Mr. Naveen Bhushan Gupta (DIN: 00530741) as Independent Directors of the Company**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company appointed Smt. Seema Bahuguna (DIN: 09527493), Smt. PV Bharathi (DIN: 6519925) and Mr. Naveen Bhushan Gupta (DIN: 00530741) as Additional Independent Directors of the Company with effect from 15<sup>th</sup> November 2022, who hold office only up to the date of ensuing Annual General Meeting of the Company.

Accordingly, Board of Directors of the Company recommended the names of Smt. Seema Bahuguna, Smt. PV Bharathi and Mr. Naveen Bhushan Gupta for appointment as Independent Directors of the Company not liable to retire by rotation for a period of three (3) consecutive years from 15<sup>th</sup> November 2022 for their first term.

Smt. Seema Bahuguna, Smt. PV Bharathi and Mr. Naveen Bhushan Gupta meet the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- Experience of Financial and Legal matters.
- Experience in handling management and regulatory environment, strategic planning and risk management.

- Experience of Corporate Governance matters

The Board of Directors is of the view that all the appointees are person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion they fulfil the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management. The appointees have provided their consent for the said appointment and also confirmed they are not;

- debarred from appointment by any order of SEBI or any other authority; and
- is not liable to any disqualification under the provisions of Section 164 of the Act.

#### **Brief Resume of Smt. Seema Bahuguna:**

Smt. Seema Bahuguna IAS (Retd.) (IAS: 1983; Rajasthan) is former Secretary DPE, Government of India. She has over 36 years of experience in formulation, development and implementation of policies, strategies and programs at senior decision-making levels in the central and state governments.

#### **Brief Resume of Smt. PV Bharathi:**

Smt. PV Bharathi is former MD & CEO of Corporation Bank. She has been Board member/ID of several banking and financial sector companies. She has very good experience in infrastructure finance and risk management

#### **Brief Resume of Mr. Naveen Bhushan Gupta:**

Mr. Naveen Bhushan Gupta is a Chartered Accountant. He has vast experience in accounting, finance, resource mobilizing etc. He has served as Director Finance of India's Largest Maharatna NBFC - PFC.

Notice(s) under Section 160 of the Act received from member(s) of the Company signifying their candidature(s) as Independent Director(s) of the Company.

The Board considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Director(s).

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the resolutions as set out at Item Nos. 7 to 9 of the Notice for approval of the shareholders as Special Resolutions.

Smt. Seema Bahuguna, Smt. PV Bharathi and Mr. Naveen Bhushan Gupta are not related to any of the existing Directors or the Key Managerial Personnel or the Promoters of the Company, financially or otherwise.

Smt. Seema Bahuguna, Smt. PV Bharathi and Mr. Naveen Bhushan Gupta, being appointee(s) are deemed to be concerned or interested in their respective resolution(s).

Save as provided above, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution nos. 7 to 9 as set out in the Notice.

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

Sd/-  
Shweta Agrawal  
Company Secretary

Place: New Delhi Address: 7<sup>th</sup> Floor, Telephone Exchange Building,  
Date: 03<sup>rd</sup> December, 2022 8 Bhikaji Cama Place, New Delhi-110066

**Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment**

Name of Director (DIN)	Dr. Pawan Singh (DIN:00044987)	Dr. Rajib Kumar Mishra (DIN: 06836268)	Mr. Pankaj Goel (DIN: 03006647)	Smt. Seema Bahuguna (DIN: 09527493)	Smt. PV Bharathi (DIN: 6519925)	Mr. Naveen Bhushan Gupta (DIN: 00530741)
Date of Birth and Age	19 <sup>th</sup> October 1961, 61 Years	1 <sup>st</sup> March, 1963, 59 Years	19 <sup>th</sup> December 1969, 52 Years	14 <sup>th</sup> September 1959, 63 years	22 <sup>nd</sup> March 1960, 62 years	11 <sup>th</sup> June 1960, 62 years
Terms and conditions of appointment/re-appointment including remuneration	As approved by the members of the Company.	As provided in explanatory statement. Apart from sitting fee(s) the Non- Executive Directors are not entitled for any kind of remuneration from the Company.				
Details of remuneration last drawn	NA					
Date on which first appointed on the Board	03 <sup>rd</sup> October 2018	23 <sup>rd</sup> June 2017	08 <sup>th</sup> November 2021	15 <sup>th</sup> November 2022	15 <sup>th</sup> November 2022	15 <sup>th</sup> November 2022
Details of shareholding in the Company directly or on beneficial basis	Nil	Nil	Nil	Nil	Nil	Nil
Number of Board meetings attended during the year	Details provided in Corporate Governance Report.			NA	NA	NA
Board memberships of other Companies	1. PTC Energy Limited	1. PTC India Ltd. 2. PTC Energy Limited 3. Hindustan Power Exchange Limited 4. Teesta Urja Limited	Nil	1.Fullerton India Credit Company Limited 2.India International Bullion Exchange IFSC Ltd.	1. IDFC FIRST Bharat Ltd. 2. IDBI Bank Ltd.	Nil
Chairperson/ Member of the Committee of the Board of Directors of Company	1.Stakeholders Relationship Committee-Member 2. Risk Management Committee-Member 3. Corporate Social Responsibility Committee-Member 4. IT Strategy Committee-Member 5. Business Committee-Member	1. Nomination and Remuneration Committee-Member	1. Audit Committee-Member 2.Nomination and Remuneration Committee -Member 3.Stakeholders Relationship Committee -Member 4.Risk Management Committee-Member 5.Corporate Social Responsibility Committee -Member 6. IT Strategy Committee -Member 7. Business Committee -Member	1. Nomination and Remuneration Committee-Chairperson	1. Audit Committee-Member	1. Audit Committee-Chairperson

<p>Chairperson/ Member of the Committee of the Board of Directors of other Companies</p>	<p>Nil</p>	<p>1. PTC India Ltd.-Group of Directors for BD/ Investment and Disinvestments- Chairman</p> <p>2. PTC Energy Limited- Corporate Social Responsibility Committee- Member</p>	<p>NA</p>	<p>IIBX-Nomination and Remuneration Committee- Member</p>	<p>1. IDFC FIRST Bharat Ltd.: Risk Management Committee-Member Audit Committee- Member</p> <p>2. IDBI Bank Ltd. Risk Management Committee- Chairperson</p> <p>Audit Committee- Member Corporate Social Responsibility Committee- Member</p>	<p>NA</p>
<p>Name of Listed Companies from which resigned/ retired during last three (3) years</p>	<p>Not applicable since not resigned from any listed company during last three (3) financial years.</p>					<p>1. PTC India Ltd. 2. Power Finance Corporation Ltd.</p>
<p>Relationship with other Directors/ Manager/ KMPs of the Company</p>	<p>Not related</p>					