



**PTC India**

Date: 10<sup>th</sup> March, 2025

**Listing Deptt. / Deptt. of Corporate Relations  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street  
Mumbai,  
Fax- 022-22722037/ 39/41/61/3121/22723719  
Scrip Code: 532524**

**Listing Deptt.  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G  
Bandra – Kurla Complex, Bandra (E)  
Mumbai -51  
Fax-022-26598237/ 38 - 022-26598347/ 48  
Company Code: PTC**

**Sub: Notice of Postal Ballot and intimation of Remote E-Voting**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Postal Ballot Notice dated 10<sup>th</sup> March, 2025 along with explanatory statement, remote e-voting instructions (“Postal Ballot Notice”).

The Postal Ballot Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories / their depository participant / the Company’s Registrar and Share Transfer Agents (MCS Share Transfer Agent Ltd./ the Company) as on 07<sup>th</sup> March, 2025.

The Postal Ballot Notice is also made available on the website of the Company [www.ptcindia.com](http://www.ptcindia.com).

This is for your information and records.

Thanking You,

**For PTC India Limited**

**Rajiv Maheshwari  
(Company Secretary)  
FCS- 4998**

**Enclosures: as above**

**PTC India Limited**

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500.41595100, 46484200, Fax: 011-41659144

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



## POSTAL BALLOT NOTICE

Dear Member (s),

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

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

In compliance with the aforesaid provisions and MCA Circulars, this Postal Ballot Notice (**“Notice”**) is being sent only through electronic mode to all its members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent (**“RTA”**) or Depositories as on Friday, March 07, 2025 (**“Cut Off Date”**) and the communication to assent/ dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA/ Depositories, please follow the process provided in the notes to this Notice.

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

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (**“NSDL”**) as the agency to provide remote e-voting facility to all its members. Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. The remote E-voting facility shall commence from Tuesday, March 11, 2025, at 09.00 am and end on Wednesday, April 09, 2025 at 05.00 pm.

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

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## SPECIAL BUSINESSES

**Item No. 1: To appoint Shri Harish Saran (DIN: 07670865) as Whole Time Director designated as Director (Marketing) of the Company and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an *Ordinary Resolution***

**“RESOLVED THAT** pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the relevant Rules made thereunder and Regulation 17 and other applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company (“AOA”) and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors, Sh. Harish Saran (DIN: 07670865) who has been appointed as an Additional Director effective January 13, 2025, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section(s) 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V thereof and Regulation 17(1C) and any other regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded to the appointment of Shri Harish Saran (DIN: 07670865) as the Director (Marketing), a Whole Time Director (“WTD”) of the Company for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. January 13, 2025 i.e. date of his joining as Director (Marketing), on such remuneration and terms and conditions as detailed in this resolution and explanatory statement thereto and his office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as detailed in the explanatory statement, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or reenactment thereof.

  
**RAJIV MAHESHWARI**  
Company Secretary  
PTC India Limited  
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2

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, revise and vary his terms and conditions of appointment including remuneration, from time to time, as per the Company's Policy and within the limits as per the provisions of the Act, rules thereto and Schedule V of the Act read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or any re-enactment thereof and to do such acts, deeds, things and matters or take necessary action(s) in this regard including settling of any question regarding his appointment."

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

  
**Rajiv Maheshwari**  
Company Secretary  
Membership No. F4998

Place: New Delhi  
Date: March 10, 2025

**RAJIV MAHESHWARI**  
Company Secretary  
**PTC India Limited**  
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3

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**NOTES:**

1. The relevant Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, March 07, 2025 (“**Cut-off Date**”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. In terms of above referred MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email addresses are registered with the Company / depository participant(s), as on Cut-off Date.
4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
6. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Tuesday, March 11, 2025 at 09.00 am and ends on Wednesday, April 09, 2025 at 05.00 pm. (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
7. Mr. Ashish Kapoor, Practicing Company Secretary (FCS No. 8002 and CP No. 7504) has been appointed, as the Scrutinizer (hereinafter referred as the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
8. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairman or any other person authorized by him. Upon receipt of scrutinizer’s report, the results of the Postal Ballot will be announced by the Chairman or the authorized person immediately.

4  
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*Rajiv Maheshwari*  
**RAJIV MAHESHWARI**  
Company Secretary  
**PTC India Limited**  
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9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at [www.ptcindia.com](http://www.ptcindia.com) and the website of NSDL after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. April 09, 2025.

10. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.ptcindia.com](http://www.ptcindia.com), websites of the Stock Exchanges i.e. 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 National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
11. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company as well as electronically on all working days except Saturdays and Sundays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. Wednesday, April 09, 2025. Any Member interested in inspection may write to [cs@ptcindia.com](mailto:cs@ptcindia.com).
12. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving this Notice by email to [cs@ptcindia.com](mailto:cs@ptcindia.com). Members holding shares in demat form can update their email address with their Depository Participants.

### 13. Instructions for Remote E-Voting –

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

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

#### Step 1: Access to NSDL e-Voting system

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

5

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



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

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

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

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6  
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	<p><b>provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li> </ol>

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*7*  
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	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is



available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

### **General Guidelines for shareholders**

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

#### **PTC India Limited**

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2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500.41595100, 46484200, Fax: 011-41659144

E-mail: [info@ptcindia.com](mailto:info@ptcindia.com) Website: [www.ptcindia.com](http://www.ptcindia.com),



"Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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

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

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

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

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

- An investor/client shall first take up his/her grievance with the Market Participant by

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



lodging a complaint directly with the concerned Market Participant.

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

  
**RAJIV MAHESHWARI**  
Company Secretary  
**PTC India Limited**  
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12

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

**Item No. 1: Shri Harish Saran (DIN: 07670865) as Whole Time Director designated as Director (Marketing) of the Company**

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on December 24, 2024 has appointed, Shri Harish Saran as Additional & Whole Time Director (“WTD”) of the Company, designated as Director (Marketing) w.e.f. his joining as WTD after receipt of consent of the CMDs of the promoter companies, for a period of five years or on attaining his age of superannuation i.e. 60 years, whichever is earlier, subject to the requisite approval of members of the Company. Consequent upon receipt of consent of the CMDs of promoter companies, Shri Harish Saran has joined as WTD w.e.f. January 13, 2025.

As per Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier. The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Harish Saran for the office of Director of the Company.

The Company has also received various declarations/ confirmations from Sh. Harish Saran (i) consent to act as Director/ WTD in Form DIR-2; (ii) intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director/ WTD under Section 164 and 196 of the Act and (iii) a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority. Shri Harish Saran holds 1100 shares in the Company.

The details of remuneration of Shri Harish Saran are given below in a table. He is entitled for fixed CTC, Performance Related Pay of upto 60% of fixed CTC. In addition to this, he is also entitled to PF, Gratuity, other perquisites, yearly increment, car and other benefits which are admissible to a functional Director level in line with the Remuneration Policy of the Company as amended from time to time and total remuneration shall also be subject to the applicable provisions relating to remuneration to managerial personnel as specified under the Companies Act, 2013. The details of the remuneration and perquisites of Shri Harish Sara as WTD are as follows:

Sl. No.	Particulars of Remuneration of FY 24-25	Amount
1	Gross Salary (In Rs.)	-
2	i. Salary (except PRP) as per provisions of Section 17 (1) of Income Tax Act, 1961	Rs. 96.30 Lacs Per Annum (Fixed CTC)
	ii. PRP (Performance criteria is as per policy of the Company applicable to all employee’s)	Paid as per the Company Policy and based on Company’s performance
3.	Value of perquisites u/s 17 (2) of the Income Tax Act, 1961 (including PRP)	Approx. Upto Rs. 58.01 Lacs Per Annum
4	Others	Company Car etc. as per Company Policy

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The remuneration details and terms and conditions as set out hereinabove may be treated as an abstract of the terms of appointment pursuant to Section 190 and 196 of the Companies Act, 2013.

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

### **Brief resume of Shri Harish Saran**

Shri Harish Saran holds a Bachelor of Engineering (Electrical Engineering) degree from National Institute of Technology, Durgapur and a PG Diploma in Management from University of Rajasthan. He has more than 37 Years of work experience in the power sector involving generation, transmission, commercial, marketing and trading fields.


Shri Harish Saran began his career in 1987 with India’s largest power generation, NTPC Limited and also worked with Power Grid Corporation of India Ltd. before joining PTC in the year 1999. Sh. Harish Saran has vast experience of Marketing, BD, Commercial, Operations and Cross Border functions in PTC and played vital role in finalization of various long term/ medium term/ short term PPAs and cross border Agreements.

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

Pursuant to the provisions of Sections 161, 196, 197 along with other applicable provisions read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications or re-enactments, and in compliance with the SEBI Listing Regulations, the approval of the Members by way of an ordinary resolution is sought for the appointment of Shri Harish Saran, as WTD (Director- Marketing) for a period of five years or on attaining his age of superannuation i.e. 60 years, whichever is earlier, as per the terms and conditions outlined in Resolution No. 1 of this Notice.

Except Shri Harish Saran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the Postal Ballot. Accordingly, the Board recommends the resolution set out at Item no. 1 of the notice in relation to the appointment of Shri Harish Saran as Director and Whole-time Director designated as Director (Marketing), for the approval of shareholders of the Company as an Ordinary Resolution.

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

  
**Rajiv Maheshwari**  
Company Secretary  
Membership No. F4998

Place: New Delhi  
Date: March 10, 2025

14

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### Annexure- A

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

Sl. No.	Name of Director	Shri Harish Saran
1	DIN	07670865
2	Date of Birth (Age)	June 07, 1965 (aged about 59 years)
3	Nationality	Indian
4	Date of First Appointment on the Board	January 13, 2025
5	Qualifications	<ul style="list-style-type: none"> <li>• Bachelor of Engineering (Electrical Engineering) degree from National Institute of Technology, Durgapur;</li> <li>• PG Diploma in Management with specialization in Marketing Management.</li> </ul>
6	Brief Profile, experience in specific functional area	As set out in the explanatory statement
7	Terms and conditions of appointment	As set out in the concerned resolution/explanatory statement
8	Details of remuneration sought to be paid	As set out in the explanatory statement
9	Remuneration last drawn	Rs. 1.30 crores for FY2023-24, as Executive Director
10	Number of Board/ Committee Meetings attended during the year FY24-25	Board Meetings (1/1)
11	Number of shares held either directly or for beneficial basis for any other person	1100
12	Directorships held in other Companies	-
13	Chairman/Member of Committees of Board of Director of other Companies	-
14	Relationships with other Directors/KMP inter-se	Not related to any Directors and Key Managerial Personnel of the Company
15	Listed entities from which the Director has resigned in the past three years.	Nil

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

  
**Rajiv Maheshwari**  
Company Secretary  
Membership No. F4998

Place: New Delhi  
Date: March 10, 2025

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