

PTC India Limited

CIN : L40105DL1999PLC099328

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NOTICE is hereby given that the 22nd (Twenty second) Annual General Meeting of the Members of PTC India Limited (PTC) will be held on 24th day of September, 2021 at 03:00 P.M. by way of Video Conferencing ("VC"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31st March, 2021, together with Board's Report and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2021 and report of Auditors thereon.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution for the final dividend for the Financial Year 2020-21 as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), final dividend at the rate of 55% (₹ 5.5 per equity share of ₹10/- each) be and is hereby declared for the FY 2020-21, out of the profits of the Company on the 29,60,08,321 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on 10th September 2021 (closing hours)."

3. To appoint a Director in place of Shri Mritunjay Kumar Narayan (DIN: 03426753) 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 Shri Mritunjay Kumar Narayan (DIN: 03426753) who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Non-Executive Nominee Director."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of the Statutory Auditors to hold the office from conclusion of this AGM till the conclusion of AGM of 2026 and fixing there remuneration as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s T.R. Chadha & Co. LLP, Chartered Accountants (ICAI Registration no. 006711N/N500028), B-30, Connaught Place, Kuthiala Building, New Delhi-110001, be and is hereby appointed as the Statutory Auditor of the Company, in place of M/s K.G. Somani & Co., Chartered Accountants, retiring Statutory Auditors of the Company, to hold the office from conclusion of this AGM till the conclusion of AGM of 2026 of the Company at a remuneration of ₹ 12,25,000/ (Rupees Twelve Lakhs Twenty Five Thousand only) to conduct the audit for the financial year 2021-22 payable in one or more instalments plus applicable tax. The remuneration for subsequent years i.e. from FY 2022-23 to FY 2025-26 may be determined by the Board of Directors of the Company from time to time on the recommendation of the Audit Committee.

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

SPECIAL BUSINESSES:

5. To appoint Shri Vinod Kumar Singh (DIN: 08679313) as Non-Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vinod Kumar Singh (DIN : 08679313), who was appointed as an additional director in the category of Nominee Director of Powergrid Corporation of India Limited (POWERGRID) by the Board of Directors w.e.f. 09th November 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of POWERGRID 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. To appoint Ms. Renu Narang (DIN: 08070565) as Non-Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Renu Narang (DIN : 08070565), who was appointed as an additional director in the category of Nominee Director of NTPC Limited (NTPC) by the Board of Directors w.e.f. 17th June 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of NTPC 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. To appoint Shri Vinod Kumar Maini (DIN: 08324168) as Non-Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vinod Kumar Maini (DIN : 08324168), who was appointed as an additional director in the category of Nominee Director of NHPC Limited (NHPC) by the Board of Directors w.e.f. 26th July 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of NHPC whose office shall be liable to retire by rotation.

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

8. **Re-appointment of Ms. Sushama Nath (DIN: 05152061) 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 pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, Ms. Sushama Nath (DIN: 05152061), be and is hereby re-appointed as an Independent Director of the Company for a period of three years w.e.f. 20th December 2020, whose office shall not be liable to retire by rotation.

9. **Re-appointment of Shri Devendra Swaroop Saxena (DIN: 08185307) 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 pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, Shri Devendra Swaroop Saxena (DIN: 08185307), be and is hereby re-appointed as an Independent Director of the Company for a period of three years w.e.f. 30th July 2021, whose office shall not be liable to retire by rotation.

By Order of the Board of Directors
For PTC India Limited

(Rajiv Maheshwari)

Company Secretary

Membership no. FCS-4998

Address: 2nd Floor, NBCC Tower,
15 Bhikaji Cama Place, New Delhi-110066

Date: 27th August, 2021
Place: New Delhi

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/ OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively “SEBI Circulars”) and MCA Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
- The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.
- Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend

and cast vote for the Members is not available for this AGM. However, Corporate Members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.

- Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting. The requisite statutory registers as well as documents referred in the Notice shall also be open for inspection through electronic mode during the meeting. A person desirous of making such inspection may write to the Company at cs@ptcindia.com.
- Details of Directors seeking appointment and re-appointment as prescribed under SEBI (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.
- The Register of Members and Share Transfer Books of the Company will be closed from 11th September 2021 to 24th September 2021 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.

- Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depository Participants (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA at admin@mcsdel.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the Company or its RTA at the email address mentioned above.
- During the FY 2020-21, the Interim Dividend @ 20% was declared by the Board of Directors in its Board meeting dated 09th November 2020 and same was paid.
- If the Final Dividend on equity shares as recommended by the Board of Directors, is declared at the meeting, payment of such dividend will be made as under:
 - To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 10th September 2021.

- ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 10th September 2021.
10. 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.
11. Non-Resident Indian members are requested to inform Company / respective Depository Participant, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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.
12. 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.
13. The Company's Registrar & Transfer Agent (RTA) is MCS Share Transfer Agent Limited.
14. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MCS Share Transfer Agent Ltd, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case Equity Shares are held in dematerialized form, the nomination has to be lodged with the respective Depository Participant. The nomination form can be downloaded from the Company's website www.ptcindia.com.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, email address ECS details etc. to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes either to the Company or the Share Transfer Agent.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.
17. The communication address of our Registrar and Share Transfer Agent (RTA) is MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area-Phase-I, New Delhi-110020.
18. For availing Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed.
19. a). In compliance with MCA Circulars and SEBI Circulars and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board of Directors' Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY21) and the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on 20th August, 2021 (closing hours) and to all other persons so entitled unless any Member has requested for the physical copy of the same.
- b). The voting rights of shareholders shall be in proportion to their Equity Shares of the paid up equity share capital of the company as on 17th September 2021 being the cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding Equity Shares as on that date.
20. The Annual Report including the Notice of AGM is also available at the Company's Website www.ptcindia.com and website of NSDL i.e. www.evoting.nsdl.com.
21. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, is not required to be attached along with the Notice since the meeting is being held by VC.
22. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**
- Members will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under the "Join General Meeting" menu against the company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in the Shareholder/Member login where the EVEN of the Company will be displayed. 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 in the Notice to avoid last minute rush.
 - Members are encouraged to join the Meeting through Laptops for a better experience.
 - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants 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.
 - Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at (cs@ptcindia.com). The company will reply to the same suitably.
 - The facility of participation at the AGM through VC will be made available for 1000 members on a first come first served basis. This will not include 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 Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
 - In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company i.e. www.ptcindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
23. **Voting through electronic means**
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the

votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through electronic mode shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through the same.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- V. The remote e-voting period commences on 21st September 2021 (9:00 am) and ends on 23rd September 2021 (5:00 pm). During this period, Members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date of

17th September 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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 numbers and email Ids 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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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. Post login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password', which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC:

Members can directly contact Ms. Soni Singh, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parcel, Mumbai- 400 013. Email ID: evoting@nsdl.co.in, Toll free no.: 1800 1020 990 and 1800 224 430. Members may also write to the Company Secretary at the Email ID: cs@ptcindia.com

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

- i. As the AGM is being conducted through VC, Members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at cs@ptcindia.com to enable smooth conduct of

proceedings at the AGM. Questions / Queries received by the Company on or before 23rd September 2021 on the aforementioned e-mail id shall only be considered and responded to during the AGM.

- ii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their requests from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at cs@ptcindia.com on or before 23rd September 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- iii. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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:

- i. 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
- ii. In case shares are held in demat mode, please provide DP ID-CLIENT ID (16-digit DP ID + CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ptcindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ashishk Kapoorandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any general queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for shareholders available at the download section of

www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

- VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September 2021.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding Equity Shares as of the cut-off date i.e. 10th September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issucl/RTA.
- VIII. A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of Members or in the register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM.
- X. Mr. Ashish Kapoor, Company Secretary (Fellow Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-Voting and shall make, not later than 2 (two) working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
- XII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ptcindia.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.
24. **Voting through Ballot Paper NOT APPLICABLE for this year**
25. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. September 24, 2021.
26. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nominations in prescribed **Form SH-13** (enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective Depository Participant, if held in electronic form.
27. Members who wish to claim dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MCS Share Transfer Agent Ltd. Members are requested to note that dividend not encashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, Members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and encash them before the due date.
28. The Company has implemented the "Green Initiative" in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website www.ptcindia.com of the Company.
29. 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 a 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, Voters' 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 the Annual Report 2020-21 along with the AGM Notice by email to cs@ptcindia.com. Members holding shares in demat form can update their email addresses with their Depository Participants.
30. Please note that since this time physical copies of the Notice of AGM and Annual Report 2020-21 shall not be sent to the shareholders, the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the Notice of this AGM and Annual Report for 2020-21. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA (admin@mcsdcl.com) or the Company Secretary (cs@ptcindia.com) for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
31. A member can also request a physical copy of the Notice of AGM and Annual Report 2020-21 by writing at cs@ptcindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item No. 4 – Appointment of M/s T.R. Chadha & Co. LLP, Chartered Accountants as Auditors of the Company

M/s KG Somani & Co. was appointed as the Statutory Auditors of the Company for the Financial Year 2011 - 2012 in 12th AGM of the Company. As required by Section 139 (1) & (2) of the Companies Act, 2013, every company shall appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and no listed company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years:

The second term of five years of M/s KG Somani & Co. will conclude in this AGM of the Company and as ordained by the aforementioned provisions, the Company needs to appoint new Statutory Auditors in this meeting.

The present remuneration of M/s KG Somani & Co. for conducting the audit for the financial year 2020-21 was ₹ 12,25,000/ (Rupees Twelve Lakhs Twenty Five Thousand only).

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommends for the approval of the Members, the appointment of M/s T.R. Chadha & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 27th AGM of the Company. There is no change in fee of the proposed statutory auditors during financial year 2021-22 as proposed to the outgoing statutory auditors for FY 2020-21.

The Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the power sector, market standing of the firm, clientele served, technical knowledge etc., and found them to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s T.R. Chadha & Co. LLP, Chartered Accountants, have given their consent to act as the Statutory 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 Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives (to the extent of their shareholding in the Company, if any), are interested in this Resolution.

The Board recommends Resolution set out at item no. 4 as ordinary resolution for your approval.

Item No. 5

Appointment of Shri Vinod Kumar Singh (DIN: 08679313) as Non-executive Nominee Director

Shri Vinod Kumar Singh (DIN: 08679313), aged about 58 years is holding the position of Director (Personnel) of Power Grid Corporation of India Limited (POWERGRID). Shri Vinod Kumar Singh was appointed as an Additional Director on the Board of Company w.e.f. November 09, 2020 as a Nominee of POWERGRID and holds office up to the date of the ensuing Annual General Meeting.

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

The Company has also received from Shri Vinod Kumar Singh:-

- (i) the consent in writing to act as Director;
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

None of the Directors or Key Managerial Personnel and their relatives except Shri Vinod Kumar Singh 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. 5. The Board recommends the resolution set out at Item no. 5 of the notice for your approval.

Brief resume of Shri Vinod Kumar Singh

Shri Vinod Kumar Singh (DIN: 08679313), nominee Director of Powergrid holds a degree of B.Com(Hons) from Delhi University and a Post Graduate Management from Xavier Institute of Social Services (XISS), Ranchi. He joined the PTC Board w.e.f. 9th Nov., 2020. He started his professional career in 1985 with an MNC followed by a leading PSU NHPC. Since joining POWERGRID in 1992, he has worked at different levels, sites, RHQs & Corporate Centre in all facets of HR including Amalgamation, Turnaround & Culture Building. He is Director (Personnel) of Powergrid and has a vast experience of the Indian Power Sector.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Nominee Director of POWERGRID.

Item No. 6

Appointment of Ms. Renu Narang (DIN: 08070565) as Non-executive Nominee Director

Ms. Renu Narang (DIN: 08070565), aged about 55 years is holding the position of Executive Director (Finance) of NTPC Limited (NTPC). Ms. Renu Narang was appointed as an Additional Director on the Board of Company w.e.f. 17th June, 2021 as a Nominee of NTPC and holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Ms. Renu Narang as a Non-Executive Director on the Board of PTC. The above appointment of Ms. Renu Narang, as a Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the Annual General Meeting.

The Company has also received from Ms. Renu Narang:-

- (i) the consent in writing to act as Director;
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

None of the Directors or Key Managerial Personnel and their relatives except Ms. Renu Narang 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. 6. The Board recommends the resolution set out at Item no. 6 of the notice for your approval.

Brief resume of Ms. Renu Narang

Ms. Renu Narang is ED (Finance) with NTPC Limited. She is also the Chief Executive Officer of NTPC Electric Supply Limited, a wholly owned subsidiary of NTPC Ltd. She is serving as Nominee, part time Director on the Board(s) of NTPC's subsidiaries/joint ventures namely "Bhartiya Rail Bijlee Company Ltd.,

Bangladesh-India Friendship Power Company (Pvt.) Limited, and Hindustan Urvarak & Rasayan Ltd.

Ms. Narang has over 33 years of experience in all aspects of Finance and Accounts. Resource mobilization from domestic and foreign lenders for both Long Term and Short Term needs has been her forte. Her experience spans over areas in International Finance, Budgeting, Financial Concurrence, Investor Services, Treasury and Commercial and Regulatory issues etc. She was also responsible for the implementation of SAP based ERP across the company. Ms. Narang is a Management Graduate from Indian Institute of Management, Lucknow and an alumnus of SRCC, Delhi University. She also holds a Bachelor's degree in Law (LLB) from Delhi University. She is a nominee Director of NTPC in PTC w.e.f. 17th June 2021.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as a Nominee Director of NTPC.

Item No. 7

Appointment of Sh. Vinod Kumar Maini (DIN: 08324168) as Non-executive Nominee Director

Shri Vinod Kumar Maini (DIN: 08324168), aged about 59 years is holding the position of Executive Director of NHPC Limited (NHPC). Shri Vinod Kumar Maini was appointed as an Additional Director on the Board of Company w.e.f. July 26, 2021 as a Nominee of NHPC and holds office up to the date of the ensuing Annual General Meeting.

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

The Company has also received from Shri Vinod Kumar Maini:-

- (i) the consent in writing to act as Director;
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013; and
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI).

None of the Directors or Key Managerial Personnel and their relatives except Shri Vinod Kumar Maini 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. 7. The Board recommends the resolution set out at Item no. 7 of the notice for your approval.

Brief resume of Shri Vinod Kumar Maini

Shri Vinod Kumar Maini, (59 years) holds a degree in Civil Engineering from Delhi College of Engineering (DCE), Delhi University in 1984. After a short stint in a private consultancy firm, he started his professional career in NHPC Limited as Probationary Executive in February, 1985 in Design & Engineering Division of NHPC. Shri Vinod Kumar Maini has over 36 years of rich experience in implementation of hydro projects, encompassing all areas of hydropower development from inception to commissioning, his forte being Design & Engineering of Hydro-Mechanical Equipment. Presently he holds the position of HoD (Executive Director) of Strategy, Business Development & Consultancy Division with responsibility to strategize NHPC's response to various business opportunities in Hydro, RE and Consultancy areas. He also holds additional charge as HoD of Renewable Energy Division of NHPC and is working to enhance NHPC's footprints in RE development.

Prior to this he was heading Hydro-Mechanical Design unit looking after HM Works of Construction, Consultancy and New projects as well as O&M (HM aspects) of all NHPC Power Stations including Renovation & Modernization

Works of Baira-Siul & Loktak Power Stations. He has also been associated with NHPC's consultancy assignments for many projects as 1200 MW Tamanthi in Myanmar, 720 MW Mangdechhu and 60 MW Kurichhu in Bhutan, R&MU works of Varzob H E Project in Tajikistan.

Shri Vinod Kumar Maini has joined the Board of PTC India Limited w.e.f. July 26, 2021.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of him as a nominee Director of NHPC.

Item No. 8

Re-appointment of Ms. Sushama Nath (DIN: 05152061) as an Independent Director

Ms. Sushama Nath (DIN: 05152061) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 20th September 2018 to hold office up to 19th December 2020 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act).

In pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the Nomination & Remuneration Committee after taking into account the performance evaluation of Ms. Sushama Nath, aged about 70 years, as Independent Director, recommended her re-appointment as an Independent Director of the Company for a period of 3 years w.e.f. 20th December 2020, which was subsequently approved by the Board of Directors subject to the requisite approval of Members of the Company in the General Meeting.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing her candidature for appointment as an Independent Director of the Company.

The Company has also received from Ms. Sushama Nath:-

- (i) the consent in writing to act as Director;
- (ii) intimation that she is not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI); and
- (iv) a declaration of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Sushama Nath fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the LODR. Ms. Sushama Nath is independent of the management and possesses appropriate skills, experience and knowledge.

Considering the background and experience of Ms. Sushama Nath and based on the performance evaluation of Ms. Sushama Nath, the results of which are satisfactory and the recommendation of Nomination and Remuneration Committee, the Board considers that the continued association of Ms. Sushama Nath would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, the Board recommends the resolution in relation of re-appointment of Ms. Sushama Nath as an Independent Director, for the approval of members of the Company as a Special Resolution.

A copy of the draft letter for the appointment of the above Director as an Independent Director setting out the terms and conditions would be available for inspection as well as on the website of the Company www.ptcindia.com. For further details, please refer notes to this notice.

None of the Directors or Key Managerial Personnel and their relatives except Ms. Sushama Nath is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. The Board recommends the resolution set out at Item no. 8 of the notice for your approval.

Brief Profile of Ms. Sushama Nath.

Ms. Sushama Nath, IAS (Retd.) (IAS: 1974; MP), was Secretary, Ministry of Finance, Government of India. She has vast and rich experience in the fields of Finance/ Administration, and in other areas of Government functioning. She has held various senior level positions in the Government of India.

Item no. 9

Re-appointment of Shri Devendra Swaroop Saksena (DIN: 08185307) as an Independent Director

Sh. Devendra Swaroop Saksena was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 20th September 2018 to hold office up to 29th July 2021 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

In pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the Nomination & Remuneration Committee after taking into account the performance evaluation of Shri Devendra Swaroop Saksena, aged about 65 years, as Independent Director, recommended his re-appointment as an Independent Director of the Company for a period of 3 years w.e.f. 30th July 2021, which was subsequent approved by the Board of Directors subject to requisite approval of Members of the Company in the General Meeting.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as an Independent Director of the Company.

The Company has also received from Shri Devendra Swaroop Saksena:-

- (i) the consent in writing to act as Director;
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI); and

- (iv) a declaration of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Devendra Swaroop Saksena fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the LODR. Shri Devendra Swaroop Saksena is independent of the management and possesses appropriate skills, experience and knowledge.

Considering the background and experience of Shri Devendra Swaroop Saksena, the Board, based on the performance evaluation of Shri Devendra Swaroop Saksena, the results of which are satisfactory and on the recommendation of Nomination and Remuneration Committee, considers that the continued association of Shri Devendra Swaroop Saksena would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

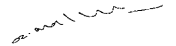
Accordingly, the Board recommends the resolution in relation of re-appointment of Shri Devendra Swaroop Saksena as an Independent Director, for the approval of Members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives except Shri Devendra Swaroop Saksena is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9. The Board recommends the resolution set out at Item no. 9 of the Notice for your approval.

Brief Profile of Shri Devendra Swaroop Saksena.

Shri Devendra Swaroop Saksena, IRS (Retd.) 1979, aged about 65 years has rich experience in the field of Finance and has held various positions in Government functioning. His last position held was Principal Chief Commissioner of Income Tax, Mumbai.

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



(Rajiv Maheshwari)
Company Secretary

Membership no. FCS-4998
Address: 2nd Floor, NBCC Tower,
15 Bhikaji Cama Place, New Delhi-110066

Date: 27th August, 2021
Place: New Delhi

Details of the Directors seeking appointment/re-appointment as required under Secretarial Standards II and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Shri Mritunjay Kumar Narayan	Shri Vinod Kumar Singh	Shri Vinod Kumar Maini	Ms. Renu Narang	Ms. Sushama Nath	Shri Devendra Swaroop Saksena
Date of birth	01/01/1970	01/06/1963	02/12/1961	05/08/1966	03/03/1951	04/09/1956
Age	51	58	59	55	70	65
DIN No.	03426753	08679313	08324168	08070565	05152061	08185307
Date of appointment/ re-appointment	01/10/2019	09/11/2020	26/07/2021	17/06/2021	20/12/2020	30/07/2021
Qualification	IAS	B.Com(Hons) from Delhi University and a Post Graduate Management from Xavier Institute of Social Services (XISS), Ranchi	Holds a degree in Civil Engineering from Delhi College of Engineering (DCE), Delhi University in 1984.	Management Graduate from Indian Institute of Management, Lucknow and Bachelor's degree in Law (LLB) from Delhi University	Ex-IAS	Ex-IRS
Details of remuneration sought to be paid	NA	NA	NA	NA	NA	NA
Nationality	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN	INDIAN
Experience	More than 26 years	More than 30 years	More than 36 years	More than 33 years	More than 40 years	More than 35 years
Expertise in specific functional areas	Power & Govt. Sector	Power Sector	Power Sector	Power Sector	Finance, Govt. service	Finance, Govt. service
Date of first appointment on the Board of the Company	01/10/2019	09/11/2020	26/07/2021	17/06/2021	20/12/2017	30/07/2018
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Nominee Director	Nominee Director	Nominee Director	Nominee Director	Independent Director	Independent Director
Last drawn remuneration, if applicable	NA	NA	NA	NA	NA	NA
Details of remuneration sought to be paid	NA	NA	NA	NA	NA	NA
No. of Board meetings attended during the year 20-21	Details given in CG report	Details given in CG report	Details given in CG report	NA	Details given in CG report	Details given in CG report
Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee (Audit / SRC)	1. Power Grid Corporation of India Limited Committees - NIL	1. Power Grid Corporation of India Limited. - MEMBER in Stakeholders Relationship Committee	1. Loktak Downstream Hydroelectric Power Corporation Limited - Member in Audit Committee 2. Lanco Teesta Hydro Power Limited - Committee- NIL	1. Hindustan Urvarak & Rasayan Limited- MEMBER in Audit Committee 2. Bhartiya Rail Bijlee Company Limited- MEMBER in Audit Committee 3. Bangladesh India Friendship India Pvt. Ltd.- MEMBER in Audit Committee 4. PTC India Financial Services Limited.	NIL	NIL
Membership/ Chairmanship of Committees of PTC India Ltd.	MEMBER- NR	MEMBER- CSR Committee, GoD for BD/ Investment and Disinvestment	MEMBER- Stakeholders Relationship Committee, GoD for BD/ Investment and Disinvestment	MEMBER- GoD for BD/ Investment and Disinvestment	MEMBER- Audit Committee, N&R Committee	MEMBER in Audit Committee and CHAIRMAN in CSR Committee
Number of Shares held in the company including beneficial ownership	NIL	NIL	NIL	NIL	NIL	NIL
Relationship with other directors, Manager, key managerial personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company

By Order of the Board of Directors
For PTC India Limited

(Rajiv Maheshwari)

Company Secretary

Membership no. FCS-4998

Address: 2nd Floor, NBCC Tower,

15 Bhikaji Cama Place, New Delhi-110066

Date: 27th August, 2021

Place: New Delhi