



**PTC India Limited**

CIN: L40105DL1999PLC099328

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**NOTICE**

**NOTICE** is hereby given that the 8<sup>th</sup> (Eighth) Extra-Ordinary General Meeting (EGM) of the Members of PTC India Limited (PTC) will be held on Thursday, the 28<sup>th</sup> day of March 2024 at 11:30 a.m. by way of Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

**SPECIAL BUSINESS:**

**(i) To appoint Dr. Manoj Kumar Jhavar (DIN: 07306454) as Director (Commercial and Operation) of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section(s) 196, 197, 203 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), approval of the members of the Company be and is hereby accorded to the appointment of Dr. Manoj Kumar Jhavar (DIN: 07306454) as the Director(Commercial and Operation), a Whole Time Director (“WTD”) of the Company for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. 18<sup>th</sup> January 2024 i.e. date of his joining as Director(C&O), on such remuneration and terms and conditions as detailed in this resolution and explanatory statement thereto. He shall serve on probation for a period of one year, 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 re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and are 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.”

**(ii) To approve the proposal for disinvestment and in this consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), other applicable provisions of the Companies Act, 2013, and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (the **“Board”**, which term shall be deemed to mean and include any committee constituted by the Board or any Director/s or officer/s authorised by the Board to exercise the powers conferred on the Board under this resolution) to effect divestment by way of sale, transfer or otherwise dispose off 100% of its investment and/or shareholding in PTC Energy Limited (**“PEL”**), a wholly owned and material subsidiary of the Company, to Oil and Natural Gas Corporation Limited (**“ONGC”**) or its associate companies, not being a related party, for a total consideration as per details of Explanatory Statement (**“Proposed Transaction”**) on such terms and conditions as detailed in explanatory statement.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to finalize, negotiate, amend, modify, vary and execute the required transactional documents including but not limited to the share purchase agreement (including fulfilment of conditions precedent), declarations, undertakings, forms, letters and such other documents with such modification/s as may be required from time to time and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, with further powers to delegate all or any of the above authorities conferred to it to any Director, officer(s)/authority(ies)/ person(s) of the Company as may be required necessary, expedient or desirable for giving effect to the Proposed Transaction.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

**(iii) To approve appointment of Mr. Rajiv Kumar Rohilla (DIN: 10371161) as Non Executive Nominee Director on the Board of the Company and in this regard consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**


**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 read with other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajiv Kumar Rohilla (DIN: 10371161), who was appointed by the Board of Directors as an Additional Director of the Company [in the capacity of Nominee Director of Power Grid Corporation of India Limited (**“POWERGRID”**)], with effect from 17<sup>th</sup> January 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and being

eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Non-Executive Director of the Company as a Nominee of POWERGRID, liable to retire by rotation, effective from 17<sup>th</sup> January , 2024.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Date: 4<sup>th</sup> March, 2024  
Place: New Delhi



**(Rajiv Maheshwari)**

Company Secretary

Membership no. F-4998

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

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide circulars i.e. General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular no. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular no. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and the General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May 2022, General Circular No. 11/2022 dated 28<sup>th</sup> December 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September 2023 permitted companies to conduct General Meeting through video conferencing (“VC”) till 30<sup>th</sup> September, 2024 (“MCA Circulars”). In compliance with the circulars issued by MCA and applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being convened and conducted through VC. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business forms part of this notice.
3. Pursuant to the above referred MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, corporate members intending to appoint their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
4. 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, between 11:00 a.m. and 1:00 p.m. upto the date of EGM.
5. The Securities and Exchange Board of India (‘SEBI’) vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read

with circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company as effective from 1<sup>st</sup> January, 2022. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1) ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- ii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iii. Bank Account details including Bank name and branch, Bank account number, IFS code;
- iv. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14  
The shareholders can download the forms mentioned in SEBI circular from the website of the Company [www.ptcindia.com](http://www.ptcindia.com). For any queries in this regard send an e-mail request at [cs@ptcindia.com](mailto:cs@ptcindia.com).

Shareholder(s) are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the RTA of the Company i.e. M/s. MCS Share Transfer Agent Limited ("RTA"), F-65, Okhla Industrial Area, Phase-I, New Delhi – 110020, Ph.: 011- 41406149, Fax: 011- 41709881 Website:- [www.mcsregistrars.com](http://www.mcsregistrars.com), Email:- [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

The scan copies of such documents may also be e-mailed through your registered email id to RTA at the e-mail id [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

6. 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.
7. Non-Resident Indian members are requested to inform Company/ respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. 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.
9. The Company's Registrar & Transfer Agent (RTA) is MCS Share Transfer Agent Limited.
10. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common

Online Dispute Resolution Portal (“ODR Portal”), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

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

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

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- 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\_\_which can be accessed at <https://smartodr.in/login>.) For more information shareholders are requested to visit the website of the Company [www.ptcindia.com](http://www.ptcindia.com).

11. The Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
12. 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 Share Transfer Agent.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.
14. 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.
15. a) In compliance with MCA Circulars and SEBI Circulars soft copy of Notice of EGM is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on 1<sup>st</sup> March, 2024 (closing hours) and to all other persons so entitled unless any member has requested for the physical copy of the same. A member may request for physical copy of the same by writing to us at [cs@ptcindia.com](mailto:cs@ptcindia.com).  
  
b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 21<sup>st</sup> March, 2024 being cut-off date Members are eligible to cast vote through remote e-voting or voting in the EGM only if they are holding shares as on that date.

16. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
17. The Notice of EGM is also available at the Company's Website [www.ptcindia.com](http://www.ptcindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be forwarded to the concerned stock exchanges BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com))].
18. A route map to reach the venue of the EGM is not required to be attached along with the notice since meeting is held by VC.

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

The remote e-voting period begins on 25<sup>th</sup> March 2024 at 9:00 A.M. and ends on 27<sup>th</sup> March, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. No members shall be allowed to vote through remote e- voting after it has been blocked. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> March 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. The votes once cast cannot be changed 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 9<sup>th</sup> December, 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.	1. 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.

Type of shareholders	Login Method
	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   <b>App Store</b>     <b>Google Play</b>        </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, they can login through their 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 use your existing my easi username &amp; password.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <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 or joining virtual meeting &amp; voting during the meeting. 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 <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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 022-4886 7000 and 022- 2499 7000



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

**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 :

<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'.
    - (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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 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.

### **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 [ashishkapoorandassociates@gmail.com](mailto:ashishkapoorandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.

### **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 as well for the purpose of getting copy of this notice:**

1. 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).
2. 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 shareholders 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.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM 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/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/ Folio no, No. of shares, PAN, mobile number at [cs@ptcindia.com](mailto:cs@ptcindia.com) on or before 27<sup>th</sup> March, 2024 . Those Members only who have registered themselves as a speaker will only be allowed to express their view, ask questions during the EGM. The Company reserves the right to restrict the number of speakers, questions as well as the speaking time as appropriate for smooth conduct of the EGM.
6. Members can submit questions in advance with regard to any matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [cs@ptcindia.com](mailto:cs@ptcindia.com) atleast 24 hours in advance before the start of the meeting i.e. by 27<sup>th</sup> March, 2024 . Such questions by the Members shall be taken up during the meeting or replied within 7 days from EGM date by the Company suitably.
7. In case of any queries related to this EGM including e-voting facility, 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 toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Sr. Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545.
20. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 28<sup>th</sup> March, 2024.
21. The Members can join the EGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
22. 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 en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
23. 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 EGM will also be displayed on the website [www.ptcindia.com](http://www.ptcindia.com) of the Company.

24. Additionally, Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, may request the soft copy of the EGM Notice through writing us an email at [cs@ptcindia.com](mailto:cs@ptcindia.com), by 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.
25. A member can also request hard copy of Notice of EGM by writing us at [cs@ptcindia.com](mailto:cs@ptcindia.com).
26. The Company has appointed Shri Ashish Kapoor, Practicing Company Secretary (Membership No. F8002 and CP No. 7504) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of EGM in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
28. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ptcindia.com](http://www.ptcindia.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be forwarded to the concerned stock exchanges [BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com))] as well as displayed at the Registered Office of the Company.

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

### **Item No. 1**

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 27<sup>th</sup> September 2023 has appointed, Dr. Manoj Kumar Jhavar (DIN – 07306454) as Whole- time Director ("WTD") of the Company, designated as Director (Commercial & Operations) 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, Dr. Manoj Kumar Jhavar has joined as WTD w.e.f. 18<sup>th</sup> January 2024.

As per Regulation 17 (1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

Accordingly, the Board of Directors have recommended the appointment of Dr. Manoj Kumar Jhawar as Whole-time Director, liable to retire by rotation, effective from 18<sup>th</sup> January 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Manoj Kumar Jhawar for the office of Director of the Company. Dr. Manoj Kumar Jhawar is not disqualified from being appointed as Whole time Director in terms of Section 196 and 164 of the Companies Act, 2013 (“Act”) and has given his consent to act as Whole time Director. Dr. Manoj Kumar Jhawar does have 250 shares in the Company.

Dr. Manoj Kumar Jhawar has confirmed that he has not been debarred from appointment by any order of SEBI or any other authority as well as provided the requisite declaration/confirmation in connection to his appointment.

The details of remuneration of Dr. Manoj Kumar Jhawar 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 Dr. Manoj Kumar Jhawar as WTD are as follows:

Sl. No	Particulars of Remuneration of FY 23-24	Amount
1.	Gross salary (in Rs. Crores)	-
2.	(a) (i) Salary (except PRP) as per provisions contained in section 17(1) of the Income Tax 1961.	Rs. 84 Lacs Per Annum. (Fixed CTC)
	(a) (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.	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (including PRP)	Approx. upto Rs. 61.25 Lacs Per Annum.
4.	Others, please specify	Company Car etc. as per the Company Policy.

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.

The Board of Directors recommend the resolution at Item No. 1 in the Notice for the approval of members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel and their relatives except Dr. Manoj Kumar Jhawar is concerned or interested, financially or otherwise, in this resolution.

Brief resume (including experience) of Dr. Manoj Kumar Jhawar

Dr. Manoj Kumar Jhawar aged about 55 years is Ph.D (Management Sciences) from Devi Ahilya University, Indore. He graduated in Mechanical Engineering from Government

Engineering College, Ujjain and did his Masters in Industrial Engineering & Management from Devi Ahilya University, Indore. Further, he is a qualified Cost Accountant from ICAI.

Dr. Manoj Kumar Jhavar joined MP State Electricity Board in May, 1989 as Graduate Engineer and served there till August, 2004 as Deputy Director (Budget). Then he joined Madhya Pradesh Paschim Kshetra Vidyut Vitaran Company Ltd., Indore as Deputy Director (Finance) in August, 2004. He served the Organization till May, 2023 in various capacities including Director (Finance) 2012-2015 and Director (Commercial) 2015-2021. He was working for KIOCL Ltd. (Cat-I Mini Ratna CPSU) as Director (Finance) from May, 2023 to 17<sup>th</sup> January, 2024.

Dr. Manoj Kumar Jhavar has a decade of experience of working in senior leadership roles (Director/CFO/CITO) in the Power Distribution Sector. He has more than 3 decades of work experience in Commercial/IT Management/Finance and Engineering domains. His functional experience includes Policy Planning, Budgeting and Resources Allocation, Contract Negotiations, Accounts & Finance, Project Financing, Treasury Management, Internal Audit, Regulatory Affairs, Revenue Management, Strategic Consumer Engagement, ERP Implementation, IT-OT, Smart Metering, Management of Consulting Support (CIDA, SNC, Big-4) etc.

Additional details about Dr. Manoj Kumar Jhavar as required under Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

## **Item No. 2**

### **A. INTRODUCTION:**

PTC Energy Limited (“**PEL**”), a wholly owned subsidiary of PTC India Limited (“**PTC**”) was incorporated in August 2008 to develop and manage assets-based businesses in the energy sector. PEL decided to exploit opportunities in the emerging renewable energy sector. Since its inception in 2008, PTC has invested INR 654 crores (Indian Rupees six hundred and fifty-four crores) by subscribing to PEL’s equity shares. Acting in line with its investment hypothesis, PEL was able to scale up this business to an operating capacity of 288.8 MW of wind energy plants, in phases by March, 2017.

### **Performance of the Material Subsidiary (PEL) during last three financial years:**

<b>Parameters</b>	<i>figures in Rs. Lakhs</i>			
	<b>2020-21</b>	<b>2021-22</b>	<b>2022-23</b>	<b>H1 (2023-24)</b>
Revenue from operations	26,743.25	28,067.02	29,676.50	22,307.14
Other income	966.56	348.68	795.55	585.75
Total Income	27,709.81	28,415.70	30,472.05	22,892.89
Total expenses	28,865.30	28,398.39	28,588.68	14,215.09
Net profits before tax	-1,155.49	17.31	1,883.37	8,677.80
Profit for the Period	-935.51	-241.66	1387.61	6482.36
Net Worth	69,974.05	69,730.65	71,123.06	77,598.72



However, the FIT system of fixing Tariffs was discontinued subsequent to the setting up of above windmills which made the sector fiercely competitive. Considering that it would not be possible, in the changed sectoral dynamics, to grow the business without compromising on the target returns, the Board of Directors of PTC in its meeting held on 19 October 2023 approved and recommended the proposal to its shareholders regarding sale of PTC's entire shareholding in PEL in such form and manner which is determined to be in the interest of PTC and its shareholders.

## B. PROCESS FOR SELECTION OF PURCHASER AND TERMS OF SALE

PTC appointed SBI Capital Markets Limited as the transaction advisor for sale of its entire stake in PEL and bids were invited from various entities including PSUs and large corporates. Bidders were asked to submit their bids conforming to the conditions of the Request for Proposal dated 1<sup>st</sup> May 2023, including the various corrigendum / Addendum issued from time to time by PTC ("RFP"). PTC received bids from three bidders within the stipulated time in sealed envelopes pursuant to the RFP. After technical and financial evaluation, ONGC emerged as the winning bidder. PTC issued a letter of offer dated 2<sup>nd</sup> November, 2023 to ONGC for executing a share purchase agreement for sale of 100% equity shares of PTC in PEL, which will contain the legally binding terms and conditions as mentioned in the RFP and the bid submitted by ONGC.

In order to take an informed decision by the shareholders, the Company has hereinbelow placed the facts and figures related to the divestment plan of PEL.

## C. DETAILS OF THE WINNING BIDDER/PURCHASER:

Oil and Natural Gas Corporation (ONGC) is India's largest crude oil and natural gas company, contributing 71% to domestic production. It is Ranked 4th in India and 158th globally in the Fortune Global 500 List 2023, ONGC has embraced renewable energy, pioneering projects such as a 51MW wind power plant in Gujarat (2008) and a 178MW aggregate capacity across various solar installations.

**The financial summary of the bid / offer submitted by ONGC is as follows:**

(Amount in INR Crore)		
S. No.	Proposal	ONGC
1.	Enterprise Value proposed for the Company, comprising the components as given hereunder as on 31.03.2023:	2021.20
a)	Consideration for 100% equity stake	<b>925</b>
b)	Outstanding Debt (as on 31.03.2023)	1,096.20
2.	Liabilities Considered	
a)	Any other liabilities (as on 31.03.2023)	45.74
b)	Net Working Capital considered (Current Assets Less Current Liabilities) (as on 31.03.2023)	266.38

It is to be noted that any difference in the value of components considered in the calculation of the Enterprise Value of the Company, as mentioned above, with the actual values on the date of transfer of equity shareholding shall be accounted for via adjustment in the Consideration for the Company's 100% equity shareholding.

The following components of working capital shall be adjusted based on actuals:

**Current Assets:**

- Cash & Cash Equivalent
- Bank Balance (including DSRA)
- Trade Receivables
- Other Financial Assets
- Other Current Assets

**Current Liabilities:**

- Working Capital Borrowings
- Other Financial liabilities (including accrued expenses, creditors etc.)
- Other Current liabilities

#### **D. RATIONALE**

PEL was formed in August 2008 as 100% wholly owned subsidiary to develop and manage asset based businesses in the energy sector. PEL decided to explore opportunities in the emerging renewable energy sector. Since its inception in 2008, PTC has invested around ₹ 654 Crores into PEL as equity capital over a period. PEL was able to scale up this business to an operating capacity of 288.8 MW of wind energy plants, in phases by March, 2017.

A renewable assets' portfolio typically generates a steady cash flow stream over the long term. For a trading business, which is PTC's core business, the presence of a steady cash flow stream could provide a cushion against the potential volatility in earnings that is intrinsic to the trading business. However, in PTC Energy's case, the problem is exacerbated by the fact that DISCOMs' payments towards renewable energy purchases are, in most cases, are accorded a lower priority than their other pressing payments. PTC Group's exposure to delayed payments from DISCOMs is thereby compounded.

Further, the FIT system of fixing Tariffs was discontinued subsequent to the setting up of above wind mills which made the sector fiercely competitive. To scale up the PTC Energy business to around 3GW+ capacity and with the current project costs in the range of ₹ 5 crore/MW to ₹ 8 crore/MW large scale solar and wind projects, an equity investment of around ₹ 4000 Cr to ₹6000cr would be required into this business to achieve the critical scale. With the changed landscape of renewable energy Tariff determination based on reverse bidding, it is felt that it would not be possible to grow the business without compromising on the target returns. Hence, it is in the best interest of PTC to divest this wholly owned subsidiary.

#### **E. REGULATORY REQUIREMENT**

PEL is a material subsidiary of PTC in terms of Regulation 16(1)(c) of the Listing Regulations and the disposal of shares of PEL as envisaged in the Proposed Transaction will reduce the shareholding of PTC (together with its subsidiaries) in PEL to less than 50% and cease the

control of PTC over PEL. As per Regulation 24(5) of the Listing Regulations, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting.

## **F. KEY TRANSACTION APPROVALS**

The Proposed Transaction is subject to the approval of the shareholders of PTC and such other approvals, consents, permissions, fulfilment of condition precedent to the transaction and sanctions as may be necessary.

## **G. RECOMMENDATION OF THE BOARD**

The Board recommends passing of the resolution as set out in the Notice for approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are deemed to be, concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

### **Item no. 3**

The Board of Directors has appointed, Mr. Rajiv Kumar Rohilla as an Additional Director (Non- Executive) of the Company in the capacity of Nominee Director of POWERGRID, with effect from 17<sup>th</sup> January, 2024.

As per Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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. Accordingly, the Board of Directors have recommended the appointment of Mr. Rajiv Kumar Rohilla as Non- Executive Nominee Director, liable to retire by rotation, effective from 17<sup>th</sup> January, 2024.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 (“Act”) proposing the candidature of Mr. Rohilla for the office of Director of the Company. Mr. Rohilla is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received from Mr. Rohilla the requisite declarations/ confirmations under the Act and under Listing Regulations.

None of the Directors or Key Managerial Personnel and their relatives except Mr. Rajiv Kumar Rohilla is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the resolution set out at Item no. 4 of the notice for your approval of members as Ordinary Resolution.

Brief resume (including experience) of Shri Rajiv Kumar Rohilla

Shri Rajiv Kumar Rohilla, Executive Director (Contract Services) in POWERGRID, Nominee Director of POWERGRID on PTC Board; aged about 55 years, is an Engineering Graduate from National Institute of Technology, Kurukshetra and Masters in Business Administration from prestigious Faculty of Management Studies, Delhi University.

He has rich experience of over 30 years in Public Procurement. He, as POWERGRID's officer under different capacities, has been associated with various Contracts Management functions including the ones funded by the Asian Development Bank, the World Bank and other funding agencies. He has established credentials as International Procurement Consultant, wherein he was associated as consultant to POWERGRID Bangladesh with their First and Second Blocks, 500 MW Back to Back HVDC Projects of India – Bangladesh Power Exchange Programme under Asian Development Bank funding. As a change manager:

- He has effectively contributed towards POWERGRID's implementation of e-Procurement and e-Reverse Auction. He has been associated with the design and development of POWERGRID's own e-procurement system on SAP-SRM module, as a business expert; and
- Carried out the Systemic Improvements in the procurement policies and processes of POWERGRID's JV Company Energy Efficiency Services Limited during his deputation there for about 16 months.

He has been appointed as Nominee Director of POWERGRID on the Board of PTC India Ltd w.e.f. 17<sup>th</sup> January 2024.

Additional details about Mr. Rajiv Kumar Rohilla as required under the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

Date: 4<sup>th</sup> March, 2024  
Place: New Delhi

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

  
**(Rajiv Maheshwari)**

Company Secretary  
Membership no. F-4998  
Address: 2<sup>nd</sup>Floor, NBCC Tower,  
15 Bhikaji Cama Place,  
New Delhi-110066

**Details of the appointee Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) are provided as under:**

Name of Director	Dr. Manoj Kumar Jhawar	Mr. Rajiv Kumar Rohilla
Date of Birth (Age)	20/08/1968 (55 years)	24/03/1968 (55 years)
Nationality	Indian	Indian
Date of first Appointment on Board of Company	18/01/2024	17/01/2024
Brief Resume, Qualification Nature of Expertise areas	<ul style="list-style-type: none"> <li>• Cost Accountant from The Institute of Cost Accountants of India</li> <li>• B.E. (Mechanical) from GEC - Ujjain (MP)</li> <li>• M.E. (Industrial Engineering and Management) from SGSITS - Indore (MP)</li> <li>• Ph.D. from DAVV - Indore (MP)</li> </ul>	<ul style="list-style-type: none"> <li>• Engineering Graduate from National Institute of Technology, Kurukshetra</li> <li>• Masters in Business Administration from prestigious Faculty of Management Studies, Delhi University</li> </ul>
Directorship held in other Companies	NIL	<ol style="list-style-type: none"> <li>1. Energy Efficiency Services Limited</li> <li>2. POWERGRID Ramgarh II Transmission Limited</li> <li>3. Neemrana II Bareilly Transmission Limited</li> <li>4. Koppal II Gadag II Transmission Limited</li> <li>5. Sikar Khetri Transmission .Limited</li> </ol>
Chairperson / Member of the Committee of the Board of Directors of the Company	Member – Risk Management Committee	Member – Audit Committee
Membership/ Chairmanship of Committee of other Companies	NIL	M/s. Energy Efficiency Services Limited – Member in Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee.
Number of Board/ Committee Meetings attended during the year FY 2023-24	01	01
Number of Shares Held either directly or for beneficial basis for any other person	250	NIL
Terms & Conditions of Appointment/ Reappointment	As set out in the concerned resolution	As set out in the concerned resolution
No. of equity share held	250	NIL
Remuneration last drawn	Not Applicable	Not Applicable
Relationship with other Directors, Manager and KMPs 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
Listed entities from which the Director has resigned in the past three years	KIOCL Ltd.	NA