



PTC India Limited
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NOTICE

Notice is hereby given that the 5th (fifth) Extra Ordinary General Meeting ('EGM' or 'the Meeting') of the members of PTC India Limited ("the Company") will be held on Friday, 22nd day of April 2022 at 3.00 PM (IST) through Video Conferencing ("VC") to transact the following special businesses:

1. To appoint Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a 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 the provisions of 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) and Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time and other applicable provisions, if any, of any other law for the time being in force, Sh. Raghuraj Madhav Rajendran (DIN : 07772370) who was appointed as an additional director in the category of Nominee Director of Ministry of Power (MOP) by the Board of Directors w.e.f. 27th January 2022 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 MOP, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all acts, deeds and things as may be deemed necessary or expedient to give effect to this resolution.”

2. To appoint Shri Himanshu Shekhar (DIN: 09448637) as a 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 the provisions of 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) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), if any, as amended from time to time and other applicable provisions, if any, of any other law for the time being in force, Sh. Himanshu Shekhar (DIN : 09448637) 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. 31st December 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.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all acts, deeds and things as may be deemed necessary or expedient to give effect to this resolution.”

3. To appoint Ms. Sangeeta Kaushik (DIN: 09157948) 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 the provisions of 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) and Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as amended from time to time and other applicable provisions, if any, of any other law for the time being in force, Ms. Sangeeta Kaushik (DIN: 09157948) 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. 18th February 2022 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.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all acts, deeds and things as may be deemed necessary or expedient to give effect to this resolution.”

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

**Place: New Delhi
Date: 25th March 2022**

sd/-
**Rajiv Kumar Maheshwari
Company Secretary
(M. No. FCS-4998)**

NOTES:

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated

13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and the General Circular No. 20/2021 dated 8th December, 2021 in relation to extension of the framework provided in the aforementioned circulars up to 30th June, 2022 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') and relevant circulars issued by the Securities and Exchange Board of India ('SEBI') for holding of meeting through VC. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and 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. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to cs@ptcindia.com with a copy marked to evoting@nsdl.co.in.
4. 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.
5. Information regarding particulars of the Director(s) seeking appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting forms part of this notice.
6. The Notice of EGM is being sent to those members/beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories/RTA as on 18th March , 2022 (closing hours).
7. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). Members may note that the Notice of EGM will also be available on the Company's website at www.ptcindia.com, 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 on the website of NSDL at <https://www.evoting.nsdl.com>.
8. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter

by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the EGM Notice by email to cs@ptcindia.com. Members holding shares in demat form can update their email address with their Depository Participants

9. Please note that 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 EGM and thereafter shall be disabled from the records of the RTA immediately after the EGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
10. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
12. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@ptcindia.com.
13. Members are requested to notify the Company of any change in address as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Company has fixed 15th April 2022 as the "Cut-Off Date" for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date i.e. 15th April 2022. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.

The Board of Directors of the Company has appointed Sh. Ashish Kapoor, Practicing Company Secretary (CP No. 7504) as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.

15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and

shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

16. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.ptcindia.com and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.

17. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.

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

The remote e-voting period begins on 19th April 2022 at 9:00 A.M. and ends on 21st April 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th April 2022 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, being 15th April 2022.

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 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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

	<p>services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.</p> <ol style="list-style-type: none"> If you are 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 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 NSDL Depository site wherein you can see e-Voting page. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at 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.

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 ashish Kapoor and associates@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 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 to Ms. Sarita Mote at evoting@nsdl.co.in

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:

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.
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. 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 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 an client ID/ Folio no, No. of shares, PAN, mobile number at cs@ptcindia.com on or before 21st April 2022. 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 atleast 24 hours in advance before the start of the meeting i.e. by 21st April 2022. 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. Shareholders who will participate in the EGM through VC can also pose question/feedback through question box option. Valid questions raised by the Members shall be taken up during the meeting or replied within 7 days from EGM date by the Company suitably.
8. 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 or call on toll free no.: 1800-222-990 or contact Ms. Sarita Mote, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at the designated email address: evoting@nsdl.co.in or at telephone no. +91 22 2499 4545.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Shri Raghuraj Madhav Rajendran, IAS (DIN: 07772370), aged about 42 years is Joint Secretary in Ministry of Power. Shri Raghuraj Madhav Rajendran was appointed as an Additional Director on the Board of Company w.e.f. 27th January 2022 as a Nominee of Ministry of Power, Govt. of India. The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Raghuraj Madhav Rajendran as a Non-Executive Director on the Board of PTC.

The Company has also received from him:

(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).

Also, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Third Amendment Regulations, 2015 dated August 3rd 2021, effective from January 1, 2022, *"The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier"*.

In the opinion of the Board, Shri Raghuraj Madhav Rajendran fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non- Executive Nominee Director of the Company.

Accordingly, it is proposed to appoint Shri Raghuraj Madhav Rajendran as the Nominee Director (Non -Executive) of the Company, liable to be retire by rotation by taking the approval of members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Raghuraj Madhav Rajendran & his relatives (to the extent of their shareholding in the Company, if any) are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the Notice.

Brief resume of Shri Raghuraj Madhav Rajendran

Shri Raghuraj Madhav Rajendran, Joint Secretary (Ministry of Power), is a 2004, Madhya Pradesh Cadre officer of the Indian Administrative Service. He hails from Kerala. He has done his B. Tech in Electronics & Communication Engineering from the National Institute of Technology, Calicut (formerly Regional Engineering College, Calicut).

As a member of the Indian Administrative Service, he has experience in areas of Cabinet Affairs, Personnel and General Administration, Social Justice and Empowerment, Employment and Labour issues, Panchayati Raj and Local Self Government. Since December, 2017 he is on deputation to the Government of India.

He has served on many important administrative positions in Govt. of India and State Govt. of Madhya Pradesh, like Director – PMO; PS to Minister-M/o Steel; Deputy Director, LBSNAA, Mussoorie, etc.

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 MOP.

Item no. 2

Shri Himanshu Shekhar, (DIN: 09448637), aged about 59 years is holding the position of Executive Director in NHPC Limited. Shri Himanshu Shekhar was appointed as an Additional Director on the Board of Company w.e.f. 31st December 2021 as a Nominee of Ministry of Power, Govt. of India. The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Himanshu Shekhar as a Non-Executive Director on the Board of PTC.

The Company has also received from him:

- (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).

In the opinion of the Board, Shri Himanshu Shekhar fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non- Executive Nominee Director of the Company.

Accordingly, it is proposed to appoint Shri Himanshu Shekhar as the Nominee Director (Non-Executive) of the Company, liable to be retire by rotation by taking the approval of members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Himanshu Shekhar & his relatives (to the extent of their shareholding in the Company, if any) are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice.

Brief resume of Shri Himanshu Shekhar

Mr. Himanshu Shekhar is Executive Director of NHPC Limited (NHPC). He has rich experience in Power Sector etc. He has worked in various capacities for hydro power projects. He holds B.Sc. Engineering (Electrical) from Bihar University. He has vast knowledge of 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 NHPC.

Item no. 3

Ms. Sangeeta Kaushik, (DIN: 09157948), aged about 56 years is holding the position of Chief General Manager (Business Development) in NHPC Limited. Ms. Sangeeta Kaushik was appointed as an Additional Director on the Board of Company w.e.f. 18th February 2022 as a Nominee of NTPC Ltd. The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Ms. Sangeeta Kaushik as a Non-Executive Director on the Board of PTC.

The Company has also received from her:

- (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).

Also, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Third Amendment Regulations, 2015 dated August 3rd 2021, effective from January 1, 2022, *“The listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier”*.

In the opinion of the Board, Ms. Sangeeta Kaushik fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non- Executive Nominee Director of the Company.

Accordingly, it is proposed to appoint Ms. Sangeeta Kaushik as the Nominee Director (Non-Executive) of the Company, liable to be retire by rotation by taking the approval of members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Sangeeta Kaushik & her relatives (to the extent of their shareholding in the Company, if any) are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the Notice.

Brief resume of Ms. Sangeeta Kaushik

She is Chief General Manager (Business Development) of NTPC Limited (NTPC). She has over 35 years of rich experience in power sector. She is qualified Electrical Engineering and an MBA from MDI, Gurugram. She has worked in NTPC in various functions including Engineering, Corporate

planning and headed the technical service division at India's Largest Power Plant. Currently she is heading the BD Group of NTPC.

Details of the appointees 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	Sh. Himanshu Shekhar	Sh. Raghuram Madhav Rajendran	Ms. Sangeeta Kaushik
Date of Birth (Age)	07/03/1963 (59 years)	18/05/1979 (42 years)	26/01/1966 (56 years)
Nationality	Indian	Indian	Indian
Date of first Appointment on Board of Company	31 st December 2021	27 th January 2022	18 th February 2022
Qualifications	B.Sc. Engineering (Electrical)	IAS	Electrical Engineer, MBA
Directorship held in other Companies	-	-NHPC Limited -SJVN Limited -Kholongchhu Hydro Energy Ltd -Punatsangchhu-I Hydroelectric Project Authority (PHPA-I) & Punatsangchhu-II Hydroelectric Project Authority (PHPA-II) -Mangdechhu Hydroelectric Project Authority (MHPA)	- Ratnagiri Gas and Power Pvt. Ltd.
Chairperson / Member of the Committee of the Board of Directors of the Company	-	-	-
Membership/ Chairmanship of Committee of other Companies	-	-	-
Number of Board/ Committee Meetings attended during the year	-	-	-
Number of Shares Held either directly or for beneficial basis for any other person	Nil	Nil	Nil
Terms & Conditions of Appointment/ Reappointment	To be appointed as Non-executive nominee director	To be appointed as Non-executive nominee director	To be appointed as Non-executive nominee director

Name of Director	Sh. Himanshu Shekhar	Sh. Raghuram Madhav Rajendran	Ms. Sangeeta Kaushik
No. of equity share held	-	-	-
Remuneration last drawn	NA	NA	NA
Relationship with other Directors, Manager and KMPs of the company	-	-	-
Listed entities from which he has resigned in the past three years	-	-	-

Place: New Delhi
Date: 25th March 2022

By Order of the Board of Directors
For PTC India Limited

sd/-
Rajiv Kumar Maheshwari
Company Secretary
(M. No. FCS-4998)