



Date: - 5<sup>th</sup> June, 2023

**Listing Department/ Department of Corporate Relations,  
The Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai, Fax- 022-22722037/39/41/61/3121/22723719  
Scrip Code: 532524**

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

Dear Sir/ Madam,

**Sub.: Notice of 7<sup>th</sup> Extra-Ordinary General Meeting (EGM) of PTC India Limited (“the Company”) scheduled to be held on Wednesday, 28th day of June 2023 at 11:30 AM (IST) through Video Conferencing (“VC”)**

**Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In accordance to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 7<sup>th</sup> Extra-Ordinary General Meeting of the Company scheduled to be held on Wednesday, 28th day of June 2023 at 11:30 AM (IST) through Video Conferencing (“VC”).

The Notice of the EGM shall also be hosted on the Company’s website at [www.ptcindia.com](http://www.ptcindia.com).

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Company shall provide its Members with the facility to exercise their right to vote on the Business specified in the EGM Notice, through electronic means via the Remote e-Voting Platform, and during the EGM through e-Voting.

The Company has fixed **Wednesday, 21<sup>st</sup> June, 2023, as the cut-off date** for determining the eligibility of Shareholders to cast their votes.

Further, the Company has engaged the services of National Securities Depository Ltd. for facilitating the e-Voting process through their e-Voting Platform and to provide a platform for the Members to attend and participate in the EGM through Video Conference.

We request you to kindly take this letter on record  
Thanking You,

**For PTC India Limited**

**Rajiv Maheshwari  
Company Secretary  
FCS- 4998**

**PTC India Limited**

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011-41659138, Fax: 011-41659142  
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Regd. Office: 2<sup>nd</sup> Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066  
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E-mail: info@ptcindia.com Website: www.ptcindia.com

## NOTICE

Notice is hereby given that the 7<sup>th</sup> (Seventh) Extra Ordinary General Meeting ('EGM' or 'the Meeting') of the members of PTC India Limited ("the Company") will be held on Wednesday, 28<sup>th</sup> day of June 2023 at 11:30 AM (IST) through Video Conferencing ("VC") to transact the following special businesses:

**1. To appoint Smt. Rashmi Verma (DIN: 01993918) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Rashmi Verma (DIN : 01993918), who was appointed as an Additional Director in the category of Independent Director w.e.f. 13<sup>th</sup> April, 2023 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 an Independent Director of the Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution.”

**2. To appoint Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Dr. Jayant Dasgupta (DIN : 07730408), who was appointed as an Additional Director in the category of Independent Director w.e.f. 13<sup>th</sup> April, 2023 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 an Independent Director of the

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Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution.”

**3. To appoint Shri Narendra Kumar (DIN: 02307690) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Narendra Kumar (DIN : 02307690), who was appointed as an Additional Director in the category of Independent Director w.e.f. 13<sup>th</sup> April, 2023 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 an Independent Director of the Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving full effect to this resolution.”

**4. Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD) 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** Dr. Rajib Kumar Mishra (DIN: 06836268), existing Whole- time Director of the Company (appointed as Director (Marketing & BD) w.e.f. 24<sup>th</sup> February 2020 for a period of 5 years) be and is hereby appointed as Chairman & Managing Director (CMD) of the Company w.e.f. 29<sup>th</sup> March, 2023 upto the age of 62 years i.e. 28<sup>th</sup> February, 2025 and his appointment made shall be in accordance with provision of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013 and the Regulation 17(1C) or any other provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and he will be receiving remuneration (as mentioned in the explanatory statement), benefits and amenities as per the applicable policies and his appointment shall be upon the terms and conditions as detailed in this resolution and explanatory statement thereto. Further, his powers, responsibilities, remuneration and terms of appointment may be decided/ varied by the Board or a Committee duly constituted by the Board from time to time during his

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tenure within the ambit of the approval of members of the Company. He shall serve on probation for a period of one year, and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites 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 Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**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.”

**5. To appoint Shri Mahendra Kumar Gupta (DIN: 10112169) 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, Shri Mahendra Kumar Gupta (DIN : 10112169) 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. 13<sup>th</sup> April, 2023 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.”

**6. To appoint Shri Ravisankar Ganesan (DIN: 08816101) 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, Shri Ravisankar Ganesan (DIN : 08816101) who was appointed as an Additional Director in the category of Nominee Director of Power Grid Corporation of India Limited (POWERGRID) by the Board of Directors w.e.f. 05<sup>th</sup> June, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies

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Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of POWERGRID, whose office shall be liable to retire by rotation.

**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.”

**Place: New Delhi**  
**Date: 5<sup>th</sup> June 2023**

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

**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 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. 2/2022 dated 5<sup>th</sup> May 2022 and General Circular No. 10/2022 dated 28<sup>th</sup> December 2022 in relation to extension of the framework provided in the aforementioned circulars up to 30<sup>th</sup> September, 2023 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') and circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021, 13<sup>th</sup> May 2022 & 5<sup>th</sup> January 2023 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

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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](mailto:cs@ptcindia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 02<sup>nd</sup> June, 2023 (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](http://www.ptcindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of 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](mailto: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.

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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](mailto: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 21<sup>st</sup> June 2023 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. 21<sup>st</sup> June 2023. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.  
  
Sh. Ashish Kapoor, Practicing Company Secretary (CP No. 7504) has been appointed 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](http://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.

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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 Sunday, 25<sup>th</sup> June 2023 at 9:00 A.M. and will end on Tuesday, 27<sup>th</sup> June 2023 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. 21<sup>st</sup> June 2023 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 21<sup>st</sup> June 2023.

**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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service 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>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   <b>App Store</b>     <b>Google Play</b>      </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider</li> </ol>

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	<p>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.</p> <ol style="list-style-type: none"> <li>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>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>
<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 &amp; 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at</p>

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

[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.

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- 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.

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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](mailto:ashish Kapoor and associates@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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for receiving the copy of this notice as well as 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](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

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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/OAVM 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. Members 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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@ptcindia.com](mailto:cs@ptcindia.com). The same will be replied by the company suitably.

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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) at least 48 hours in advance before the start of the meeting i.e. by 26<sup>th</sup> June 2023. 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. 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](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.

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

**Item No. 1**

**Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director**

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors has appointed, Smt. Rashmi Verma as an Additional Director and designated as the Independent Director of the Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Rashmi Verma for the office of Director of the Company. Smt. Rashmi Verma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received various declarations/ confirmations from Smt. Rashmi Verma including that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). Smt. Rashmi Verma does not have any shareholding in the Company.

In the opinion of the Board and based upon the declaration of the appointee, Smt. Rashmi Verma fulfills the conditions for her appointment as an Independent Director as specified in the Act and the LODR. Smt. Rashmi Verma is independent of the management and possesses appropriate skills, experience and knowledge of Govt. sector as have been identified by the Board of Directors of the Company.

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None of the Directors or Key Managerial Personnel and their relatives except Smt. Rashmi Verma is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. The Board recommends the resolution set out at Item no. 1 of the notice for your approval.

**Brief resume (including experience) of Smt. Rashmi Verma**

Smt. Rashmi Verma, Ex-IAS, 1982 Batch aged about 64 years has a rich experience of working in various sectors in her career spanning more than 36 years. She did her B.A (Honours) from Lady Shriram Collage, Delhi University, M.A, M.PHIL (Political Science) from Delhi University, MBA (Project Based) from University of Hull, UK and M.PHIL (Public Administration) from Punjab University.

Her last position was Secretary, Ministry of Tourism, Government of India. Smt. Verma also worked as Secretary, Ministry of Textiles, Government of India and Additional Secretary, Department of Revenue, Ministry of Finance, Government of India, etc.

Additional details about Smt. Rashmi Verma as required under Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

**Item No. 2**

**Appointment of Dr. Jayant Dasgupta (DIN: 07730408) as an Independent Director**

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors has appointed, Dr. Jayant Dasgupta as an Additional Director and designated as the Independent Director of the Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Jayant Dasgupta for the office of Director of the Company. Dr. Jayant Dasgupta 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 various declarations/ confirmations from Dr. Jayant Dasgupta including that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). Dr. Jayant Dasgupta does not have any shareholding in the Company.

In the opinion of the Board and based upon the declaration of the appointee, Dr. Jayant Dasgupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR. Dr. Jayant Dasgupta is independent of the management and possesses appropriate skills, experience and knowledge of Govt. Sector as have been identified by the Board of Directors of the Company

None of the Directors or Key Managerial Personnel and their relatives except Dr. Jayant Dasgupta is concerned or interested, financially or otherwise, in the resolution set out at Item no. 2. The Board recommends the resolution set out at Item no. 2 of the notice for your approval.

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### Brief resume (including experience) of Dr. Jayant Dasgupta

Dr. Jayant Dasgupta, Ex-IAS, 1981 Batch aged about 68 years is Ph. D (Economics), M.Sc (Physics) from Patna University, M.B.A from IGNOU, M.A (Economics) from Annamalai University, M.Sc (Social Policy and Planning in Developing Countries) from London School of Economics and LL.B from Magadh University.

Mr. Jayant Dasgupta has more than 37 years' experience in various sectors of Government. He had served as Chief Adviser of Bihar State Planning Board, Ambassador to World Trade Organisation. Prior to his posting as Ambassador he was Secretary, Economic Advisory Council to the Prime Minister. He had dealt with the Doha Round negotiations at the WTO between 2006 and 2008 in his capacity as Joint Secretary in the Department of Commerce. Earlier, in the nineties, he had been Deputy Secretary / Director (Exports) in the Ministry of Textiles, Government of India, etc.

Dr. Jayant Dasgupta belongs to the Bihar cadre of the IAS and has handled a wide range of assignments in the Government.

Additional details about Dr. Jayant Dasgupta as required under Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

### **Item no. 3**

#### **Appointment of Shri Narendra Kumar (DIN: 02307690) as an Independent Director**

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors has appointed, Shri Narendra Kumar as an Additional Director and designated as the Independent Director of the Company for a term of 3 consecutive years with effect from 13<sup>th</sup> April, 2023 and upto 12<sup>th</sup> April, 2026.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Narendra Kumar for the office of Director of the Company. Shri Narendra Kumar 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 various declarations/ confirmations from Shri Narendra Kumar including that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"). Shri Narendra Kumar does not have any shareholding in the Company.

In the opinion of the Board and based upon the declaration of the appointee, Shri Narendra Kumar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the LODR. Shri Narendra Kumar is independent of the management and possesses appropriate skills, experience and knowledge of Govt. sector, as have been identified by the Board of Directors of the Company.

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None of the Directors or Key Managerial Personnel and their relatives except Shri Narendra Kumar 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. 3 of the notice for your approval.

Brief resume (including experience) of Shri Narendra Kumar

Shri Narendra Kumar, IAS (Retd.), 1988 Cadre aged about 65 years is B.Com. (Honours) from Shri Ram College of Commerce, University of Delhi, M.Com. with specialization in Finance from Delhi School of Economics, and C.A. I.I.B (Associate of Indian Institute of Bankers, Mumbai).

Shri Narendra Kumar has more than 34 years' experience in various sectors of Government. He was Election Commissioner for Union Territories of Andaman & Nicobar Islands, Lakshadweep, Dadra Nagar Haveli and Daman & Diu. Prior to his posting as Election Commissioner he was Financial Commissioner, Govt. of NCT of Delhi, Managing Director of Delhi State Financial & Development Corporation also held additional charge of Principal Secretary (Urban Development), Director (Local Bodies) & C.E.O., Delhi Urban Shelter Improvement Board, Member (Administration) National Highways Authority of India, Secretary, General Administration Department and Labour & Employment, Administrator cum Chief Secretary, UTs of Daman Diu / Dadra Nagar Haveli, Secretary to Governor Goa and Secretary & Commissioner (Industries & Commerce), Government of NCT of Delhi, etc.

Shri Narendra Kumar 1988 cadre IAS (Retd.) and has handled a wide range of assignments in the Government.

Additional details about Shri Narendra Kumar as required under Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

**Item No. 4**

**Appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Chairman & Managing Director (CMD)**

Dr. Rajib Kumar Mishra (DIN: 06836268) was appointed as the Whole-time Director of the Company w.e.f. 24<sup>th</sup> February, 2020 upto 23<sup>rd</sup> February, 2025 or upto the age of 62 years whichever is earlier, by the members of the Company at their Annual General Meeting held on 22<sup>nd</sup> September, 2020.

The vacancy arose in the office of CMD and applications were invited for the post of CMD. The shortlisted candidates including Dr. Rajib Kumar Mishra, Director (Marketing & BD) were interviewed by Nomination & Remuneration Committee. After considering his performance and based on the recommendations of Nomination and Remuneration Committee, the Board in its meeting held on 18<sup>th</sup> March 2023 appointed Dr. Rajib Kumar Mishra as the Chairman & Managing Director (CMD) w.e.f. his joining as CMD after receipt of consent of the CMDs of the promoter companies for a period of five years or on attaining his age of superannuation, that is 62 years, whichever is earlier, subject to the

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requisite approval of members of the Company. Consequent upon receipt of consent of CMDs of the promoter companies, Dr. Rajib Kumar Mishra joined as CMD w.e.f. 29<sup>th</sup> March 2023.

Dr. Rajib Kumar Mishra 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/ confirm in connection to his appointment.

The details of remuneration of Dr. Rajib Kumar Mishra is given below in a table. He is entitled for fixed CTC, Performance Related Pay of upto 40% 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. Rajib Kumar Mishra as CMD are as follows:

Sl. No	Particulars of Remuneration of FY 22-23	Total
1	Gross salary (in Rs. Crores)	Dr. Rajib Kumar Mishra
	(a) (i) Salary (except PRP) as per provisions contained in section 17(1) of the Income Tax 1961.	1.22
	(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
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.07
2.	Others, please specify	0.06
	Total	1.35

The Board on recommendations of the Nomination & Remuneration Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/variable pay etc. of Dr. Rajib Kumar Mishra during his tenure and settle all issues relating to his remuneration as per remuneration policy of the Company.

Dr. Rajib Kumar Mishra holds 1800 equity shares in the Company. He is not liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives except Dr. Rajib Kumar Mishra is concerned or interested, financially or otherwise, in the resolution(s) set out at Item no. 4. The Board recommends the resolutions set out at Item no. 4 of the notice for your approval.

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### Brief Profile of Dr. Rajib Kumar Mishra

Dr. Rajib Kumar Mishra aged about 60 years is Ph.D (Business Admin.) from Aligarh Muslim University. He was accorded Visiting Scholar status by University of Texas, Austin in 2008 for his Post-doc research. He Graduated in Electrical Engineering from NIT, Durgapur and did his Post Graduation from NTNU, Norway under NORAD Fellowship.

Dr. Rajib Kumar Mishra joined PTC Board on 24<sup>th</sup> February 2015 as Director (Marketing and Business Development). Prior to this, he has worked as Executive Director PTC since October 2011 and was responsible for Operations, Business Development, Retail & Advisory Services. Dr. Mishra played a key role in starting of PTC retail business to meet power requirements of business entity. He has professional experience of 38 years with Power grid, NTPC and PTC India. Before joining PTC, he was General Manager (CMG) with POWERGRID. Dr. Mishra also worked as Project Manager in SCADA / EMS projects in Regional Load Dispatch Centre of POWERGRID for seven years. He has also served NTPC and POWERGRID in various capacities. He has played significant role in turning around loss making Telecom SBU of POWERGRID during his tenure as DGM / AGM (Marketing) in 2006-07. He has authored four published Books by Rupa & Co. and twenty-four technical and Management papers. Dr. Rajib Kumar Mishra has been appointed as Chairman & Managing Director (CMD) in PTC India Ltd w.e.f. 29-03-2023.

Also, note that in case of non-approval of this proposal, he shall continue to act as Whole- time Director of the Company on such per terms and conditions including tenure as already approved by the members of the Company at their Annual General Meeting held on 22<sup>nd</sup> September, 2020.

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

### **Item No. 5**

#### **Appointment of Shri Mahendra Kumar Gupta (DIN: 10112169) as Non-executive Nominee Director**

Shri Mahendra Kumar Gupta (DIN: 10112169), aged about 58 years is holding the position of GGM (Civil) of NHPC Limited (NHPC). Shri Mahendra Kumar Gupta was appointed as an Additional Director on the Board of Company w.e.f. April 13, 2023 as Nominee of NHPC and holds office up to the date of the ensuing AGM / EGM.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Mahendra Kumar Gupta as Non-Executive Director on the Board of PTC. The above appointment of Shri Mahendra Kumar Gupta, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the AGM / EGM. Shri Mahendra Kumar Gupta has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and has not been debarred from appointment by any order of SEBI or

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any other authority as well as provided the requisite declaration/ confirm in connection to his appointment.

None of the Directors or Key Managerial Personnel and their relatives except Shri Mahendra Kumar Gupta is concerned or interested, financially or otherwise, in the resolution set out at Item no. 5. The Board recommends the resolution set out at Item no. 5 of the notice for your approval.

#### Brief resume of Shri Mahendra Kumar Gupta

Shri Mahendra Kumar Gupta aged about 58 years, BE (Civil) is GGM (Civil) of NHPC. He has more than 35 years' experience in Commercial and Constructions. He has vast knowledge of Indian Power Sector.

Additional details about Shri Mahendra Kumar Gupta as required under Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

#### **Item No. 6**

#### **Appointment of Shri Ravisankar Ganesan (DIN: 08816101) as Non-executive Nominee Director**

Shri Ravisankar Ganesan (DIN: 08816101), aged about 56 years is holding the position of Director (Finance) of Power Grid Corporation of India Limited (POWERGRID). Shri Ravisankar Ganesan was appointed as an Additional Director on the Board of Company w.e.f. June 05, 2023 as Nominee of POWERGRID.

The Company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Ravisankar Ganesan as Non-Executive Director on the Board of PTC. The above appointment of Shri Ravisankar Ganesan, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the EGM. Shri Ravisankar Ganesan has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and has not been debarred from appointment by any order of SEBI or any other authority as well as provided the requisite declaration/ confirm in connection to his appointment.

None of the Directors or Key Managerial Personnel and their relatives except Shri Ravisankar Ganesan is concerned or interested, financially or otherwise, in the resolution set out at Item no. 6. The Board recommends the resolution set out at Item no. 6 of the notice for your approval.

#### Brief resume of Shri Ravisankar Ganesan

Shri Ravisankar Ganesan Nominee Director of POWERGRID on PTC Board, aged about 56 years is a Mathematics Graduate from University of Madras and is a Cost Accountant from The Institute of Cost Accountants of India. He has also done Post Graduate Diploma in Personnel Management and Post Graduate Diploma in Materials Management from Annamalai University. An accomplished technocrat, he has post qualification experience of 32 years, serving predominantly in POWERGRID (after a brief

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stint in NLC India Limited) in Construction office, Sub-stations, Regional Headquarters and Corporate Centre located in various parts of India.

He has vast experience in key finance functions viz. Resource Mobilisation, Budgeting, Financial Reporting, Commercial, Works Accounting and Retiral Benefits Fund Management. He was appointed as Director (Finance) in POWERGRID in September, 2022 and he has been appointed as Nominee Director of POWERGRID on the Board of PTC India Ltd w.e.f. 05-06-2023.

Additional details about Shri Ravisankar Ganesan as required under Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

**Place: New Delhi**  
**Date: 5<sup>th</sup> June 2023**

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

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

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**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	Dr. Rajib Kumar Mishra	Sh. Mahendra Kumar Gupta	Smt. Rashmi Verma	Dr. Jayant Dasgupta	Sh. Narendra Kumar	Shri Ravisankar Ganesan
Date of Birth (Age)	01/03/1963 (60 years)	28/10/1964 (58 years)	28/11/1958 (64 years)	30/09/1954 (68 years)	10/07/1957 (65 years)	27/06/1966 (56 years)
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on Board of Company	24/02/2015	13/04/2023	13/04/2023	13/04/2023	13/04/2023	05/06/2023
Qualifications	B.E. (Electrical), PhD (Business Admin.) , Post Graduate from NTNU, Norway under NORAD Fellowship.	BE (Civil)	Ex-IAS, 1982 Batch, B.A (Honours), M.A, M.PHIL (Political Science), MBA (Project Based) from UK	Ex-IAS, 1981 Batch, Ph.D (Economics), M.Sc (Physics), MBA, M.A (Economics), M.Sc from London School of Economics, LL.B from Magadh University.	IAS (Retd.), 1988 Cadre, B.Com. (Honours), M.Com. (Fin.), C.A. I.I.B	Mathematics Graduate from University of Madras, Cost Accountant from The Institute of Cost Accountants of India, Post Graduate Diploma in Personnel Management and Diploma in Materials Management from Annamalai University
Directorship held in other Companies	1. PTC India Financial Services Limited 2. PTC Energy Limited 3. Sikkim Urja	-	1. India Institute of Insolvency Professionals of ICAI 2. HT Media Limited 3. PTC Energy Limited	-	SMC Global Securities Limited	1. Power Grid Corporation of India Limited 2. Central Transmission Utility of India Limited 3. POWERGRID Khavda II-B

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	Limited (Teesta) 4. Hindustan Power Exchange Limited					Transmission Limited 4.POWERGRID Khavda II-C Transmission Limited 5.POWERGRID KPS2 Transmission System Limited 6.POWERGRID Teleservices Limited
Chairperson / Member of the Committee of the Board of Directors of the Company	-	SRC member	-	-	-	-
Membership/ Chairmanship of Committee of other Companies	PTC Energy Limited- MEMBER in CSR Committee	-	1. HT Media Limited- CHAIRPERSON in SRC and N&R Committee, MEMBER in Audit and CSR Committee 2. PTC Energy Limited – CHAIRPERSON in N&R and CSR Committee, MEMBER in Audit Committee	-	-	1. Power Grid Corporation of India Limited- MEMBER in SRC and Risk Management Committee 2. Central Transmission Utility of India Limited- MEMBER in CSR Committee
Number of Board/ Committee Meetings attended during the year FY 2022-23	10	-	-	-	-	-
Number of Shares Held either directly	NIL	NIL	NIL	NIL	Wife – 26000 Son – 60000	NIL

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or for beneficial basis for any other person						
Terms & Conditions of Appointment/ Reappointment	To be appointed as CMD w.e.f. 29/03/2023	To be appointed as Non-executive nominee director	To be appointed as Non-executive Independent director	To be appointed as Non-executive Independent director	To be appointed as Non-executive Independent director	To be appointed as Non-executive nominee director
No. of equity share held	1800	NIL	NIL	NIL	2,00,000	NIL
Remuneration last drawn	As per details in explanatory statement	NA	NA	NA	NA	NA
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	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company	Not related to any Directors and Key Managerial Personnel of the Company
Details of the skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for Independent Directors only)	-		<ul style="list-style-type: none"> <li>Leadership skills and vast operational experience of Govt. sector having served at Secretary/Additional Secretary positions in ministries under State/ Central Govt.</li> <li>Experience in the area of Public Administration and Finance.</li> </ul>			-
Listed entities from which he has resigned in the past three years	-	-	-	-	-	-

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