



PTC India

PTC INDIA LIMITED

16TH ANNUAL REPORT 2014-2015

Vision

“To be a frontrunner in power trading by developing a vibrant power market and striving to correct market distortions”

Mission

- Promote Power Trading to optimally utilize the existing resources.
- Develop power market for market based investments into the Indian Power Sector.
- Facilitate development of power projects particularly through private investment.
 - Promote exchange of power with neighbouring countries.

Values

- Transparency
- The Customer is always right
- Encouraging Individual initiative
- Continuous Learning
- Teamwork

SIXTEENTH ANNUAL GENERAL MEETING

To be held on Thursday, 24th September, 2015 at 3.30 PM at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010

NOTE:

1. Shareholders are requested to bring their copy of Annual Report with them to the Annual General Meeting.
2. No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.

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BOARD OF DIRECTORS (AS ON 05.08.2015)

1. Shri Deepak Amitabh, CMD, PTC
2. Smt. Jyoti Arora, Joint Secretary, MOP (Nominee)
3. Shri Ajit Kumar, Director(Commercial & Operations)
4. Shri Arun Kumar, Director(Finance) & CFO
5. Dr. Rajib Kumar Mishra, Director(Marketing & Business Development)
6. Shri Anil Kumar Agarwal, Director, PFC (Nominee)
7. Shri Anil Razdan, Independent Director
8. Shri Dharendra Swarup, Independent Director
9. Shri Dipak Chatterjee, Independent Director
10. Shri D.P. Bhargava, Director, NHPC (Nominee)
11. Shri H.L. Bajaj, Independent Director
12. Shri Hemant Bhargava, ED, LIC (Nominee)
13. Shri I. J. Kapoor, Director, NTPC (Nominee)
14. Shri Ravi P. Singh, Director, POWERGRID (Nominee)
15. Shri S. Balachandran, Independent Director
16. Shri Ved Kumar Jain, Independent Director

Company Secretary

Shri Rajiv Maheshwari

Statutory Auditors

M/s. K. G. Somani & Co.

Internal Auditors

M/s. GSA & Co.

Registrar and Share Transfer Agents

M/s. MCS Share Transfer Agents Limited

F-65, Okhla Industrial Area, Phase-I

New Delhi - 110 020

Phone: 41406149; Fax: 41709881

Principal Bankers

IDBI Bank Ltd.

Indian Overseas Bank

State Bank of Travancore

ICICI Bank

Indian Bank

Indusind Bank

Corporation Bank

Yes Bank

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of PTC India Ltd. (PTC) will be held on Thursday, 24th September, 2015 at 3.30 p.m at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantonment, New Delhi- 110010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution for dividend for the Financial Year 2014-15 as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under and applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), dividend at the rate of 22% (Rs. 2.20 per equity share of ₹ 10 each) be and is hereby declared for the FY 2014-15, out of the profits of the Company on the 296008321 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on 18th September 2015 (closing hours)."

3. To appoint a Director in place of Shri. Hemant Bhargava (DIN: 01922717), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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 Shri. Hemant Bhargava (DIN: 01922717) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of appointment and fixation of the remuneration for the Statutory Auditors as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s K.G Somani & Co., Chartered Accountants (ICAI Registration no.006591N), 3/15, Asif Ali Road, New Delhi-110002, as the Statutory Auditor of the Company for FY 2015-16 be and is hereby ratified and M/s. K.G. Somani & Co., Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

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

SPECIAL BUSINESS

- (5) To appoint Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Anil Kumar Agarwal

(DIN: 01987101), who was appointed as Nominee Director of Power Finance Corporation Limited by the Board of Directors w.e.f. 5th February 2015 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 Nominee Director of the Company and shall be liable to retire by rotation.

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

- (6) To appoint Shri. Ajit Kumar (DIN: 06518591) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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 Shri Ajit Kumar (DIN: 06518591) be and is hereby appointed as Whole time Director of the Company with such designation as may be decided by the Board for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. April 2, 2015 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Whole time Director shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment."

- (7) To appoint Shri Arun Kumar (DIN 01853255) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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 Shri Arun Kumar (DIN: 01853255) be and is hereby appointed as Whole time Director of the Company to be designated as Director (Finance) & CFO of the Company w.e.f. June 16, 2015 till December 13, 2017 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Director (Finance) & CFO shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment."

- (8) To appoint Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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) be and is hereby appointed as Whole time Director of the Company with such designation as may be approved by the Board for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. February 24, 2015 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Whole time Director shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment.”

By Order of the Board of Directors,
For PTC INDIA LTD.



(Rajiv Maheshwari)
Company Secretary
Membership No.-F-4998

Place : New Delhi
Date : 24 August 2015

Notes:

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM i.e. MGT-11 FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Any member who is entitled to vote on any resolution may make requisition to the Company in writing at least three days before the commencement of Annual General Meeting and such member can inspect the proxies during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and

Register of contracts or arrangements in which Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

7. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays & Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Brief resume of Directors seeking appointment and re-appointment as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.
9. The Register of Members and Share Transfer Books of the Company will be closed from 19th September 2015 to 24th September 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
10. a) This Notice is being sent to all the members whose name appears as on 21st August 2015 (closing hours) in the Register of Members or beneficial owner as received from MCS Share Transfer Agent Ltd. (RTA).
b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 17th September 2015 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.
11. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made within 30 days from the date of declaration.
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 18th September 2015.
 - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 18th September 2015.
12. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
13. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
14. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. The Company has changed its Registrar & Transfer Agent (RTA) from MCS Limited to MCS Share Transfer Agent Limited.
16. Members desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MCS Share Transfer Agent Ltd, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialised form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website www.ptcindia.com.
17. The communication address of our Registrar and Share Transfer Agent (RTA) is MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area -Phase-I, New Delhi-110020.
18. Members are requested to notify immediately any change of their registered address and change in bank details etc.:
 - i) to their DP in respect of Shares held in dematerialized form
 - ii) to RTA i.e. M/s MCS Share Transfer Agent Limited in respect of physical shares, quoting their folio number.

Members are also requested to correspond directly with RTA regarding share transfer transmission/transposition, Demat/Remat change of address, issue of duplicate share certificates, ECS (Electronic Clearing System) and nomination facility. Further they are required to submit old certificates for exchange with split share certificates.

19. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to RTA i.e. M/s MCS Share Transfer Agent Limited.
20. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into one folio.
21. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed. Members are encouraged to utilize the Electronic Clearing System for receiving Dividends.
22. The Annual Report is also available at the Company's Website www.ptcindia.com.
23. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means and the businesses as contained in this notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

Instructions for remote e-voting

- i. The remote e-voting period begins on 9:00 A.M., 20th September 2015 and ends on 5:00 P.M., 23rd September 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL at 5 p.m. one day before the Annual General Meeting.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. If a Member casts votes through Remote e-voting and also at the AGM then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on envelope of Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member ID/ Folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, member holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for PTC India Ltd. on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xix. Note for Non Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- xx. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th September 2015 may follow the same instructions as mentioned above for e-voting.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or may contact Mr. Rajiv Maheshwari, Company Secretary at registered office of the company (Contact No. 41595100) or send an email at cs@ptcindia.com.
- xxii. Mr. Ashish Kapoor, Company Secretary (Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxiii. Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot papers. The Ballot papers will be issued to the shareholders/proxy holders/Authorized Representatives present at the AGM. The shareholder may exercise their right of vote by tick marking () against 'FOR' and 'AGAINST' as his/her choice may be, on the agenda item in the Ballot paper and drop the same in the Ballot Box(es) kept at the meeting hall for the purpose. In such an event votes cast under poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
24. The Company is not providing Video Conferencing facility for this meeting.
25. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. MCS Share Transfer Agent Limited. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
26. The Company has implemented the "Green Initiative" in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website www.ptcindia.com of the Company. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated

with the Depository Participant. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company at Company's e-mail address at cs@ptcindia.com quoting their folio number(s). In case any member desire to get hard copy of Annual Report, they can write to Company at registered office address or email at cs@ptcindia.com OR admin@mcsregistrars.com.

The Scrutinizer shall, immediately after all conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in employment of the Company. Thereafter, the scrutinizer shall submit a consolidate report immediately but not later than 48 hours of conclusion of Annual General Meeting, to the Chairman or any other Director so authorized who shall countersign the same and declare the results of the voting forth with but within 48 hours of conclusion of Annual General Meeting.

The result of the voting along with the Scrutinizers Report shall be placed on the Company's website www.ptcindia.com and on the website of CDSL immediately after the results are declared by the Chairman or person authorized by him and the same shall also be communicated to the Stock Exchanges, where the equity shares of the Company are listed. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the meeting i.e. 24th September, 2015.

27. In terms of notification issued by Securities and Exchange Board of India (SEBI), equity shares of the company are under compulsory demat trading by all investors. Members are therefore, advised to dematerialize their shareholding to avoid inconvenience in trading of shares of the company
28. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary of the company at its registered office so that information can be made available at meeting.

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

Item no. 5

Sh. Anil Kumar Agarwal

Sh. Anil Kumar Agarwal, aged about 56 years and is holding the position of Director (Projects) in Power Finance Corporation Ltd.(PFC). Sh. Anil Kumar Agarwal was appointed as Additional Director on the Board of Company w.e.f. 5th February 2015 as Nominee of PFC and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Sh. Anil Kumar Agarwal as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Anil Kumar Agarwal, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Anil Kumar Agarwal is **annexed**.

Sh. Anil Kumar Agarwal has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Sh. Anil Kumar Agarwal does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Anil Kumar Agarwal 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.

Item no. 6

Shri Ajit Kumar

Shri Ajit Kumar aged about 56 years is B.E. (Electrical) & MBA (Finance) and has joined PTC as Director (Commercial & Operations) on 2nd April, 2015. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of ₹ 78,000 Crore. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Sh. Ajit Kumar as Whole Time Director of the Company. The appointment of Sh. Ajit Kumar shall be effective from 2nd April 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Ajit Kumar as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Ajit Kumar as Whole time Director being liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Ajit Kumar is **annexed**.

Shri Ajit Kumar has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Shri Ajit Kumar is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director 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 Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/variable pay etc. of Shri Ajit Kumar and settle all issues relating to his remuneration.

Shri Ajit Kumar does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Ajit Kumar 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.

Item No. 7

Shri Arun Kumar

Sh. Arun Kumar, aged about 59 years is a Science Graduate and Fellow member of Institute of Cost Accountants of India. He also holds a Post Graduate Diploma in I.T. and Management from Indian Institute of Public Administration, Delhi. He has a total of 39 years of experience, out of which more than 25 years is in the power sector. His experience has been in the areas of Corporate Finance, control functions, resource mobilization and investment management. Sh. Arun Kumar joined PTC as VP (Finance) in October 2003. Prior to joining PTC, he was working in Satluj Jal Vidyut Nigam Limited where he worked for 11 years. He has been a key member in fund raising activities of PTC i.e. IPO in 2004, QIP-I in 2008 & QIP-II in 2009. After PTC took the decision to explore business options in the hydrocarbon sector, he was identified to lead this initiative. Sh. Arun Kumar had been ED & CFO of PTC since 16th October 2012 and has been elevated to the post of Director (Finance) & CFO w.e.f. 16th June 2015.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Sh. Arun Kumar as Whole Time Director of the Company. The appointment of Sh. Arun Kumar shall be effective from 16th June 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Arun Kumar as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Arun Kumar as Whole time Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Arun Kumar is **annexed**.

Shri Arun Kumar has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Shri Arun Kumar is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director 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 Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites,

periodical increments/variable pay etc. of Shri Arun Kumar and settle all issues relating to his remuneration.

Shri Arun Kumar holds 70061 equity shares in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Arun Kumar is concerned or interested, financially or otherwise, in the resolution set out at Item no. 7. The Board recommends the resolution set out at Item no. 7 of the notice for your approval.

Item no. 8

Dr. Rajib Kumar Mishra

Dr. Rajib Kumar Mishra aged about 52 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 24th 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 30 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.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Dr. Rajib Kumar Mishra as Whole Time Director of the Company. The appointment of Dr. Rajib Kumar Mishra shall be effective from 24th February 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Dr. Rajib Kumar Mishra as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Dr. Rajib Kumar Mishra as Whole time Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Dr. Rajib Kumar Mishra is **annexed**.

Dr. Rajib Kumar Mishra has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Dr. Rajib Kumar Mishra is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director 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 Board or a duly constituted 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 and settle all issues relating to his remuneration.

Dr. Rajib Kumar Mishra holds 1800 equity shares in the Company.

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 set out at Item no. 8. The Board recommends the resolution set out at Item no. 8 of the notice for your approval.

By Order of the Board of Directors,
For PTC INDIA LTD.



Place : New Delhi
Date : 24 August 2015

(Rajiv Maheshwari)
Company Secretary
Membership No.-F-4998

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THIS 16TH ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of Audit and Shareholders Grievance committees other than in PTC	Number of shares held	Relationship between Directors
Shri Hemant Bhargava	20-07-1959	Master in Economics	Shri Hemant Bhargava, ED, LIC of India has been appointed as nominee Director of LIC on PTC Board. Same is effective from 25 th June, 2010. He has rich experience of more than 31 years in Life Insurance in India and abroad. He has been Country head LIC Mauritius, Head of International Operations SBU of LIC, Founded Micro insurance vertical for LIC, was ED Marketing and Product Development for the Corporation, was founder CEO of LIC Cards Services Ltd. He is also founder President of Indo Mauritian Business Group in Mauritius. Shri Bhargava has served on the Boards of National Mutual Fund, Mauritius, LIC Mauritius Offshore Ltd., Krishna Knitwear Ltd., Mumbai. He is also appointed as Director on the Board of NEDFi Ltd., Guwahati.	M/s. North Eastern Development Finance Corporation Ltd. (NEDFi)	Audit Committee of M/s. NEDFi	NIL	None
Shri Anil Kumar Agarwal	08-12-1956	B.E. (Elect.), Hons. From MNREC, Allahabad	Shri Anil Kumar Agarwal, is B.E. (Elect.) with Hons. from MNREC, Allahabad is nominee director of Power Finance Corporation Limited. Shri Agarwal has spent more than 34 years in the power sector in various capacities in BHEL and PFC. Shri Agarwal has been serving PFC for more than 24 years and presently is Director (Projects)	<ul style="list-style-type: none"> • Power Finance Corporation Ltd. (Director (Project)) • PFC Consulting Ltd. • Chattisgarh Surguja Power Ltd. • Orissa Intergrated Power Ltd. • Sakthigopal Intergrated power Company Ltd. • Ghogarpali Intergrated Power Company Ltd. • PFC Green Energy Ltd. • PFC Capital Advisory Services Ltd. • Tatiya Andhra Mega Power Ltd. 	<ul style="list-style-type: none"> • Audit, Stakeholders Relationship and Shareholder / Investors Grievance Committee of Directors (Member)- PFC • CSR Committee (Member)- PFC Consulting • Audit Committee (Member)- PFC Green Energy • Audit Committee (Member)- PFC Capital Advisory Services 	NIL	None
Shri Ajit Kumar	08-04-1959	B.E. (Electrical) & MBA (Finance)	Mr. Ajit Kumar joined PTC as Director (Commercial & Operations) on 2nd April, 2015. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of ₹ 78,000 Crore. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.	<ul style="list-style-type: none"> • PTC India Financial Services Ltd. • PTC Energy Ltd. • National Power Exchange Ltd. 	NIL	NIL	None