

**We bring  
Life to Power**



**21<sup>st</sup> Annual Report 2019-20**

### **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

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## **BOARD OF DIRECTORS (AS ON 14.08.2020)**

1. Shri Deepak Amitabh, CMD
2. Dr. Ajit Kumar, Director (Commercial & Operations)
3. Dr. Rajib Kumar Mishra, Director (Marketing & Business Development)
4. Shri Mritunjay Kumar Narayan, Director (MoP Nominee)
5. Shri C.K. Mondol, Director (NTPC Nominee)
6. Ms. Bharti Prasad, Independent Director
7. Shri Devendra Swaroop Saksena, Independent Director
8. Shri M.K. Mittal, Director (NHPC Nominee)
9. Smt. Parminder Chopra, Director (PFC Nominee)
10. Smt. Preeti Saran, Independent Director
11. Shri Jayant Purushottam Gokhale, Independent Director
12. Shri Rajeev Kumar Chauhan, Director (POWERGRID Nominee)
13. Shri Rakesh Kacker, Independent Director
14. Shri Ramesh Narain Misra, Independent Director
15. Ms. Sushama Nath, Independent Director
16. Shri Shubash S. Mundra, Independent Director

### **Company Secretary**

Shri Rajiv Maheshwari

### **Statutory Auditors**

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

### **Internal Auditors**

M/s. Ravirajan & Co.

### **Registrar and Share Transfer Agents**

M/s. MCS Share Transfer Agent 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

## PTC India Limited

CIN : L40105DL1999PLC099328

2<sup>nd</sup> Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066

Tel: 011-41659500, 41595100, 46484200 Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com

**NOTICE** is hereby given that the 21<sup>st</sup> (Twenty First) Annual General Meeting of the Members of PTC India Limited (PTC) will be held on 22<sup>nd</sup> day of September, 2020 at 03:00 P.M. by way of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020, together with Boards Report, and report of Auditors thereon and (b) Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 and report of Auditors thereon.

2. To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2019-20 as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), dividend at the rate of 55% (₹ 5.50 per equity share of ₹10/- each) be and is hereby declared for the FY 2019-20, 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 15<sup>th</sup> September, 2020 (closing hours)."

3. To appoint a Director in the place of Dr. Ajit Kumar (DIN: 06518591) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Dr. Ajit Kumar (DIN: 06518591) who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Director."

### SPECIAL BUSINESSES:

4. To appoint Shri Mritunjay Kumar Narayan (DIN: 03426753) 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 Mritunjay Kumar Narayan (DIN : 03426753), who was appointed as an additional director in the category of Nominee Director of Ministry of Power (MoP), Government of India (GoI) by the Board of Directors w.e.f. October, 01, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Director as Nominee of MoP, GoI whose office shall be liable to retire by rotation.

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

5. To appoint Smt. Parminder Chopra (DIN: 08530587) 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), Smt. Parminder Chopra (DIN : 08530587), who was appointed as an additional director in the category of Nominee Director of Power Finance Corporation Limited (PFC) by the Board of Directors w.e.f. August 02, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Director as Nominee of PFC whose office shall be liable to retire by rotation.

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

6. To appoint Shri C.K. Mondol (DIN: 08535016 ) 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 C.K. Mondol (DIN : 08535016 ), who was appointed as an additional director in the category of Nominee Director of NTPC Limited (NTPC) by the Board of Directors w.e.f. 14<sup>th</sup> August, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Director as Nominee of NTPC whose office shall be liable to retire by rotation.

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

7. **Appointment of Shri Subhash S. Mundra (DIN: 00979731) as an Independent Director**

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 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 Subhash S. Mundra (DIN : 00979731), who was appointed as an additional director in the category of Independent Director w.e.f. 1<sup>st</sup> July, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period upto 30<sup>th</sup> June, 2023 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."

8. **Appointment of Smt. Preeti Saran (DIN: 08606546) as an Independent Director**

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 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. Preeti Saran (DIN : 08606546), who was appointed as an additional director in the category of Independent Director w.e.f. August 02, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for period upto 1<sup>st</sup> August, 2023 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.”

**9. Re-appointment of Dr. Ajit Kumar (DIN: 06518591) as Whole-time Director**

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Dr. Ajit Kumar (DIN: 06518591) be and is hereby appointed as Whole-time Director of the Company w.e.f. 2<sup>nd</sup> April, 2020 upto 7<sup>th</sup> April, 2021 (upto the age of 62 years) and his re-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 he will be receiving remuneration (as mentioned in the explanatory statement), benefits and amenities as per the applicable policies and his re-appointment shall be upon the terms and conditions and stipulations to be contained in his letter for reappointment to be issued by the Company. Further, his powers, responsibilities, remuneration and terms of re-appointment may be decided/ varied by the Board or a Committee duly constituted by the Board from time to time during his tenure.

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

**10. Re-appointment of Dr. Rajib Kumar Mishra (DIN: 06836268) as Whole-time Director**

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 re- appointed as Whole-time Director of the Company w.e.f. 24<sup>th</sup> Feb., 2020 upto 23<sup>rd</sup> February, 2025 or upto the age of 62 years whichever is earlier and his re-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 he will be receiving remuneration (as mentioned in the explanatory

statement), benefits and amenities as per the applicable policies and his re-appointment shall be upon the terms and conditions and stipulations to be contained in his letter for re-appointment to be issued by the Company. Further, his powers, responsibilities, remuneration and terms of re-appointment may be decided/ varied by the Board or a Committee duly constituted by the Board from time to time during his tenure.

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

**11. Re-appointment of Shri Jayant Purushottam Gokhale (DIN: 00190075) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“Resolved that** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Jayant Purushottam Gokhale (DIN: 00190075), who was appointed as Independent Director, by the Board for a period three years, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company for a period of three years w.e.f. 16<sup>th</sup> March, 2020.

**12. Re-appointment of Shri Rakesh Kacker (DIN: 03620666) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:


**“Resolved that** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Rakesh Kacker (DIN: 03620666), who was appointed as Independent Director, by the Board for a period three years, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company for a period of three years w.e.f. 23<sup>rd</sup> March, 2020.

**13. Re-appointment of Shri Ramesh Narain Misra (DIN: 03109225) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“Resolved that** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Shri Ramesh Narain Misra (DIN: 03109225), who was appointed as Independent Director, by the Board for a period upto 6<sup>th</sup> December, 2024, subject to approval of shareholders, be and is hereby re-appointed as Independent Director of the Company for a period upto 6<sup>th</sup> December, 2024 w.e.f. 1<sup>st</sup> July, 2020.

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



Date: 21<sup>st</sup> August, 2020  
Place: New Delhi

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

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.
3. 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.
4. Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting. The requisite statutory registers shall also be open for inspection through electronic mode during the meeting.
5. Brief resume of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
6. The Register of Members and Share Transfer Books of the Company will be closed from 16<sup>th</sup> September, 2020 to 22<sup>nd</sup> September 2020 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.

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

7. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the RTA at [admin@mcsdel.com](mailto:admin@mcsdel.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the Company or its RTA at email address mentioned above.

8. 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 as under:
  - 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 15<sup>th</sup> September, 2020.
  - 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 15<sup>th</sup> September, 2020.
9. 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.
10. Non-Resident Indian members are requested to inform Company / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company or Share Transfer Agent, for consolidation into a single folio.
12. The Company's Registrar & Transfer Agent (RTA) is MCS Share Transfer Agent Limited.
13. 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](http://www.ptcindia.com).
14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, email address ECS details etc. to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes either to the Company or Share Transfer Agent.
15. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares.
16. 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.
17. 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.
18. a). This Notice is being sent to all the members whose name appears as on 21<sup>st</sup> August, 2020 (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 15<sup>th</sup> September, 2020 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.

19. The notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories unless any member has requested for the physical copy of the same.
20. The Annual Report is also available at the Company's Website [www.ptcindia.com](http://www.ptcindia.com).
21. A route map to reach the venue of the Annual General Meeting, including prominent landmark for easy location, is not required to be attached along with the notice since meeting is held by VC.
22. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
  - i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
  - ii. 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.
  - iii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
  - iv. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
  - v. Members who need assistance before or during the AGM, can contact PTC at [cs@ptcindia.com](mailto:cs@ptcindia.com).
  - vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@ptcindia.com](mailto:cs@ptcindia.com) upto 21<sup>st</sup> September, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
23. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through electronic mode shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through the same.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 19<sup>th</sup> September, 2020 (9:00 am) and ends on 21<sup>st</sup> September, 2020 (5:00 p.m.). During this period members of the Company, holding shares either in

physical form or in dematerialized form, as on the cut-off date of 15<sup>th</sup> September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- A. **Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**
- B. **Step 2 : Cast your vote electronically on NSDL e-Voting system.**
- C. **The instructions for voting in the AGM through electronic voting.**

- A. **Details on Step 1 are mentioned below:**

#### 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. 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.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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



5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.
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.

#### B. Details on Step 2 are mentioned below:

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Note:** 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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated email id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or [SoniS@nsdl.co.in](mailto:SoniS@nsdl.co.in) or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.

#### B. Details on Step 1 are mentioned below:

##### The instructions for voting in the AGM through electronic voting

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

##### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ashishkapoorandassociates@gmail.com](mailto:ashishkapoorandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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 general queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15<sup>th</sup> September, 2020.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15<sup>th</sup> September, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issue.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- X. Mr. Ashish Kapoor, Company Secretary (Fellow Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 (forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.ptcindia.com](http://www.ptcindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.
- 24. Voting through Ballot Paper NOT APPLICABLE for this year**
- 25. Procedure to raise questions / seek clarifications with respect to Annual Report**
- i. As the AGM is being conducted through VC, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [cs@ptcindia.com](mailto:cs@ptcindia.com) enable to smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before 21<sup>st</sup> September, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
  - ii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [cs@ptcindia.com](mailto:cs@ptcindia.com) before 21<sup>st</sup> September, 2020. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
  - iii. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
26. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. September 22<sup>nd</sup>, 2020.
27. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed **Form SH-13** (enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form. The Company is not providing Video Conferencing facility for this meeting.
28. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MCS Share Transfer Agent Ltd. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
29. 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](http://www.ptcindia.com) of the Company.
30. 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 Annual Report 2019-20 along with AGM 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.
31. Please note that since this time physical copies of Notice of AGM and Annual Report 2019-20 shall not be sent to the shareholders therefore the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of this AGM and Annual Report for 2019-20. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA ([admin@mcsdel.com](mailto:admin@mcsdel.com)) or the Company ([cs@ptcindia.com](mailto:cs@ptcindia.com)) for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
32. A member can also request hard copy of Notice of AGM and Annual Report 2019-20 by writing us at [cs@ptcindia.com](mailto:cs@ptcindia.com).