



Enabling the World for Green Energy



**14th Annual Report
2019-20**

Financing Infrastructure for Sustainability

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Reference Information

Registered Office	:	PTC India Financial Services Limited 7 th Floor, Telephone Exchange Building 8 Bhikaji Cama Place New Delhi - 110 066 Tel : (011) 26737300, Fax : (011) 26737373
CIN	:	L65999DL2006PLC153373
Company Secretary	:	Mr. Vishal Goyal
Statutory Auditors	:	M/s. MSKA & Associates
Internal Auditors	:	Grant Thornton India LLP
Shares are listed on	:	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)
Depository	:	National Securities Depository Limited Central Depository Services (India) Limited
Registrar and Share Transfer Agent (for Equity and Bonds)	:	Kfin Technologies Private Limited Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500 032 Tel : (040) 67162222, Fax : (040) 23001153
Bankers	:	Allahabad Bank Andhra Bank Axis Bank Bank of Baroda Bank of India Bank of Maharashtra BNP Paribas Canara Bank Central Bank of India Corporation Bank HDFC Bank IDBI Bank Ltd ICICI Bank Ltd IndusInd Bank Oriental Bank of Commerce Punjab National Bank State Bank of India Syndicate Bank The Jammu & Kashmir Bank Union Bank of India United Bank of India Yes Bank
Debenture Trustee	:	IDBI Trusteeship Services Limited Asian Building, Ground Floor 17 R. Kamani Marg, Ballard Estate Mumbai- 400001 Tel : (022) 40807000, Fax : (022) 66311776
Website	:	www.ptcfinancial.com
E-mail	:	complianceofficer@ptcfinancial.com info@ptcfinancial.com

PTC India Financial Services Limited

CIN: L65999DL2006PLC153373

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place New Delhi - 110 066

Tel: +91 11 26737300 / 26737400 Fax: 26737373

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

NOTICE OF 14th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th (fourteenth) Annual General Meeting (AGM) of the Members of PTC India Financial Services Ltd. will be held on Tuesday, 22nd September 2020 at 11: 00 a.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 financial year ended 31st March 2020, together with Board's Report, and report of Auditor's thereon and (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and report of Auditor's thereon.

2. To consider declaration of dividend for the Financial Year 2019-20

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 the provisions of Section 123 of the Companies Act, 2013 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), dividend at the rate of 4.5% (Rs. 0.45 per equity share of Rs.10/- each) be and is hereby declared for the financial year 2019-20, out of the profits of the Company on the 64,22,83,335 equity shares of Rs. 10/- each fully paid up to be paid as per the ownership as on closing hours of 15th September 2020."

3. To re-appoint Shri Naveen Kumar (DIN : 00279627) 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 Shri Naveen Kumar (DIN : 00279627) who retires by rotation and who is eligible for re-appointment as per his existing terms be and is hereby re-appointed."

SPECIAL BUSINESS

4. To appoint Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Thomas Mathew Thumpeparambil (DIN: 00130282) as a non-executive Independent Director of the Company as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Shri Thomas Mathew Thumpeparambil (DIN: 00130282) who was appointed as an additional director in the category of Independent Director w.e.f. 10th October 2019, who has given

a declaration of independence under section 149(6) of the Companies Act, 2013 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from 10th October 2019 i.e. upto 9th October 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To appoint Dr. Ajit Kumar (DIN: 06518591) as a Non- Executive Nominee Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Dr. Ajit Kumar (DIN: 06518591) as a non-executive Nominee Director of the Company 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), Dr. Ajit Kumar (DIN: 06518591) who was appointed as an additional director in the category of Nominee Director of PTC India Limited (PTC) by the Board of Directors w.e.f. 6th June 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 PTC whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To appoint Shri Rajiv Malhotra (DIN: 02383396) as an Non- Executive Nominee Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Rajiv Malhotra (DIN: 02383396) as a non-executive Nominee Director of the Company 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 Rajiv Malhotra (DIN: 02383396) who was appointed as an additional director in the category of Nominee Director of PTC India Limited (PTC) by the Board of Directors w.e.f. 6th June 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 PTC whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. To appoint Shri Rakesh Kacker (DIN: 03620666) as an Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification(s), the resolution for appointment Shri Rakesh Kacker (DIN: 03620666) as a non-executive Independent Director of the Company as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Shri Rakesh Kacker (DIN: 03620666) (who was Nominee Director of PTC India Limited) and appointed as an Independent Director w.e.f. 23rd June 2020, who has given a declaration of independence under section 149(6) of the Companies Act, 2013 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 Director, be and is hereby appointed as an Independent Director of the Company to hold office for period commencing from 23rd June 2020 upto 31st December 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors,
For PTC India Financial Services Limited

Sd/-
(Vishal Goyal)
Company Secretary
M.No. A19124

Place: New Delhi
Date: 21st August 2020

Address: 7th Floor, Telephone Exchange Building,
8 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 Annual General Meeting (“AGM” or “Meeting”) through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC, without the physical presence of the Members at a common venue.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
3. The relevant details, pursuant to Section 102 of the Act and Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM is

being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Resolution/Authorization etc., authorizing its representative to attend the AGM and vote on their behalf.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.ptcfincial.com, websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively.
7. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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 einward.ris@kfintech.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.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. 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.
11. 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 AGM. The requisite statutory registers shall also be open for inspection through electronic mode during the Meeting.
12. The Register of Members and Share Transfer Books of the Company will be closed from 16th September 2020 to 22nd September 2020 (both days inclusive).
13. 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 Registrar and Share Transfer Agent (“RTA”). 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.

14. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01st April 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
15. The dividend on equity shares as recommended by the Board of Directors, if declared in the AGM, payment of such dividend will be made subject to deduction of tax at source within 30 days from the date of declaration to those members or their mandates whose name stand registered as:
 - 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 (India) Limited ("CDSL") as of the close of business hours on 15th 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 15th September 2020.
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 Kfin Technologies Private Limited (earlier known as Karvy Fintech Pvt. Limited), RTA 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.pfcfinancial.com.
17. The communication address of our RTA is M/s. Kfin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli,, Financial District, Nanakramguda, Hyderabad - 500 008.
18. Members are requested to notify immediately any change of 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. Kfin Technologies Private Limited in respect of their physical shares, if any, quoting their folio number.
19. 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.
20. None of the Directors/KMPs of the Company is in anyways related to each other.
21. Members are requested to send all correspondence concerning registration of transmissions, sub-division, consolidation of shares or any other shares related matter and/or change in address and bank account, to Company's RTA.
22. 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's RTA, for consolidation into a single folio.
23. Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries to the Company at the registered office atleast 10 days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
24. The members attending the meeting who have not already caste their voting by e-voting will be able to exercise their voting at the meeting. Moreover, the members who have caste vote through e-voting may attend the meeting but they are not eligible to vote in the meeting.
25. Members who wish to claim dividends, which remain unpaid, are requested to correspond with our RTA. 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 as per provisions of the Companies Act, 2013. 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. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with its RTA for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by RTA.
27. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
28. (a) This Notice is being sent to all the members whose name appears as on 21st August, 2020 (closing hours) in the Register of members or beneficial owner as received from 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 15th 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.
29. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.
30. Non-Resident members are requested to inform RTA, 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.
 - (c) In terms of notification issued by SEBI, equity shares if the Company are under compulsory demat trading by all investors. Members are therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
31. 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 22nd, 2020.
32. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

33. Instructions for Members for Attending the AGM through VC/OAVM are as under:

- Attending the AGM:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Private Limited. Members are requested to visit <http://emeetings.kfintech.com/> after successful Login click on **VIDEO CONFERENCE** to join the Meeting.
- Please note that 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 instructions provided herein.
- Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience.
- Members who need assistance before or during the AGM may contact **Mr. Suresh Babu D.**, Deputy Manager – RIS, KFin Technologies Private Limited at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the email id: suresh.d@kfintech.com or evoting@kfintech.com.

34. Procedure for Remote E- voting

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and provisions of Regulation 44 of the Listing Regulations and Circulars issued by the MCA and SEBI, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Kfintech Technologies Private Limited, on the resolutions set forth in this Notice, through remote e-voting.

- The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From :	Saturday, 19th September 2020 at 9:00 a.m. (IST)
Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed	To :	Monday, 21st September 2020 at 5:00 p.m. (IST)

- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by RTA upon expiry of the aforesaid period.
- Details of website: : <https://evoting.karvy.com/>
- Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. **15th September 2020**, may obtain the User ID and password in the manner as mentioned below:

- If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to +91-9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

- If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- Member may call KFinTech’s Toll free number 1800-345-4001.
- Member may send an email request to evoting@kfintech.com. However, KFinTech shall endeavour to send User ID and Password to those new Members whose email IDs are available.
- Details of person(s) to be contacted for issues relating to e-voting:
D.Suresh Babu
KFin Technologies Private Limited
Unit: PTC India Financial Services Limited,
Selenium Building, Tower B, Plot Nos. 31-32, Gachibowli,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500 032.
Tel. No.: +91 40 6716 2222; Toll Free No.: 1800-345-4001;
Fax No.: +91 40 2300 1153/ 2342 0814.
E-mail: evoting@kfintech.com
- THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- Launch internet browser by typing the URL: : <https://evoting.karvy.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVEN for PTC India Financial Services Limited.
- On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. **15th September 2020** under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date.

Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

- Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

- i. Voting has to be done for each item of the Notice separately.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

In case of any query pertaining to e-voting, please visit Help & FAQs section and e-voting User Manual available at the download section of KFinTech's website <https://evoting.karvy.com> or contact at D.Suresh Babu or at evoting@kfintech.com or on Phone No. +91 40 67162222 or call Toll free No. 1800-345-4001, for any further clarifications.

35. Instructions for Members for Voting during the AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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.

36. Procedure for registering the email addresses and obtaining the AGM Notice and e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFinTech (in case of Members holding shares in physical form)

- I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an email request at the email ID inward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the AGM Notice and the e-voting instructions.
- II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of email addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their email address to the Company or KFinTech are required to provide their email address to KFinTech.

PROCESS TO BE FOLLOWED FOR REGISTRATION OF E-MAIL ADDRESS:

A. The process for registration of email address with KFinTech for receiving the Notice of AGM and login ID and password for e-voting is as under:

- i. Visit the link: https://ris.kfintech.com/email_registration/
- ii. Select the Company name viz. PTC India Financial Services Limited
- iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the Share Certificate numbers.
- iv. Upload a self-attested copy of the PAN card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation.
- v. Enter your email address and mobile number.
- vi. The system will then confirm the email address for receiving this AGM Notice.

B. THE PROCESS FOR REGISTRATION OF EMAIL ADDRESS WITH THE COMPANY FOR RECEIVING THE NOTICE OF AGM AND LOGIN ID AND PASSWORD FOR E-VOTING IS AS UNDER:

Members are requested to visit the website of the Company https://ris.kfintech.com/email_registration/ and select the Company name PTC INDIA FINANCIAL SERVICES LTD form the drop down button and follow the process as mentioned on the landing page to receive the Notice of AGM and Voting Instructions.

- I. After successful submission of the email address, KFinTech will email a copy of this AGM Notice along with the e-voting user ID and password. In case of any queries, Members are requested to write to KFinTech.
- II. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFinTech to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.
- III. 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 venue of the AGM. 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.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares on the cut-off date i.e. 15th September 2020 may obtain the User ID and password as mentioned below:
 - a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS : MYEPWD E-Voting Even Number+ Folio No. or DPID Client ID to 921993399.
 - b) If e-mail address or mobile number of the member is registered against folio no. DP ID, Client ID then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter folio no. or DP ID, Client ID and PAN to generate a password.

37. Submission of Questions / Queries prior to AGM:

- a. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's investor email-id i.e. info@ptcfinancial.com at least 2 days before the date of the AGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they continue to hold the shares as on the cut-off date.
- b. Alternatively, Members holding shares as on the cut-off date may also visit https://ris.kfintech.com/email_registration and click on the tab "Post Your Queries" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM

38. Speaker Registration before AGM:

- a) In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on "Speaker Registration" during this period. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc., in advance as provided here in above.
- b) Members will be provided with the facility to attend the AGM through VC/OAVM through KFintech's e-voting system and they may access the same at <https://emeetings.kfintech.com/> by clicking "VIDEO CONFERENCE" and join the Meeting by using the remote e-voting credentials. 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

39. General Instructions/Information for Members for voting on the Resolutions at the AGM:

- a. Members who are present at the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-voting may cast their votes during the AGM through the e-voting system provided by KFintech during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting.
- b. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. 15th September 2020 Members are eligible to cast their vote either through remote e-voting or in the AGM, only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
- c. The Board of Directors has appointed Mr. Ashish Kapoor, Company Secretary in Whole Time Practice, (CP No 7504), as the Scrutinizer to scrutinize the voting and remote E-Voting process in a fair and transparent manner. The Scrutinizer shall, within a period of 48 hours from the conclusion of the Voting at the AGM, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- d. The results declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company at www.ptcfinancial.com and the website of KFintech: <https://evoting.karvy.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited and NSE, where the Equity Shares of the Company are listed.
- e. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd September 2020 subject to receipt of the requisite number of votes in favour of the Resolutions.