



WE BRING LIFELINE TO
CLEAN, SUSTAINABLE INFRASTRUCTURE



17th Annual Report
2022-23

Preferred Financial Partner in financing Infrastructure Projects

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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	: Ms. Shweta Agrawal
Statutory Auditors	: M/s. Lodha & Co.
Internal Auditors	: M/s. Deloitte Haskins & Sells 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 Limited Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad – 500 032 Tel : (040) 67162222, Fax : (040) 23001153
Bankers	: Axis Bank Bank of Baroda Bank of India Bank of Maharashtra Canara Bank Central Bank of India HDFC Bank IDBI Bank Ltd ICICI Bank Ltd Indian Bank IndusInd Bank Punjab National Bank State Bank of India The Jammu & Kashmir Bank Union Bank of India Yes Bank Ltd
Debenture Trustee	: IDBI Trusteeship Services Limited Universal Insurance Building, Ground Floor Sir P.M Road, Fort Mumbai, Maharashtra – 400 001, India 022 40807000, +91 7208822299, +91 8591585821 HYPERLINK “mailto:itsl@idbitrustee.com” itsl@idbitrustee.com
Website	: www.ptcfinancial.com
E-mail	: complianceofficer@ptcfinancial.com ir@ptcfinancial.com (for bondholders) 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 17th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting ("AGM") of the Members of PTC India Financial Services Ltd. ("PFS" or the "Company") will be held on Tuesday, 12th day of September, 2023 at 11.00 a.m. by way of Video Conferencing ("VC") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023, 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 2023 and report of Auditor's thereon.
2. To re-appoint Sh. Pankaj Goel (DIN: 03006647) as Director, 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 Sh. Pankaj Goel (DIN: 03006647) who retires by rotation and who is eligible for re-appointment as per his existing terms, be and is hereby re-appointed as Director."

3. To declare final dividend on equity shares for the financial year ended March 31, 2023.

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

"RESOLVED THAT the final dividend @ 10% i.e. ₹ 1/- per equity share (face value of ₹ 10/- per equity share) capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023."

SPECIAL BUSINESSES

4. **Appointment of Sh. Mahendra Lodha, (DIN: 01295859) as Director (Finance) and Chief Financial Officer of the Company and approve his remuneration.**

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Rules made thereunder read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and the Nomination and Remuneration Policy, **Sh. Mahendra Lodha (DIN: 01295859)**, who, on the recommendation of the Nomination and Remuneration Committee & Audit committee, was appointed by the Board of Directors (hereinafter referred to as "Board", which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof), as an Additional Director of the Company with effect from **June 14, 2023** and designated as Director (Finance) and Chief Financial Officer and who holds office as Additional Director upto

the date of ensuing Annual General Meeting ("AGM") of the Company, and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee (hereinafter referred to as the "NRC") and approval of the Audit committee and Board thereof and such other authorities, if any required, approval of the members of the Company be and is hereby accorded to the appointment of **Sh. Mahendra Lodha (DIN: 01295859)** as the Director (Finance) and Chief Financial Officer (Whole time Director) of the Company with effect from **June 14, 2023**, for a period of 5 (five) years or upto the age of superannuation whichever is earlier, on such remuneration as detailed in the explanatory statement to the notice. The Nomination and Remuneration Committee of the Company shall be authorized to take decisions on the total remuneration and perquisites, periodical increments/ Performance Related Pay, etc. and settle all issues relating to remuneration of Sh. Mahendra Lodha.

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 and 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 alter Article of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder read with Regulation 23(6) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, and such other approvals, sanctions if and when necessary, desirable and expedient in law, the restated Articles of Association be and is hereby approved and adopted as Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the any of the Directors or Company secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. To alter Memorandum of Association of the Company

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company, inter-alia, containing the following changes:

- the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company
- in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:

Clause III (A)	- The objects to be pursued by the Company on its incorporation are:
Clause III (B)	- Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
Clause IV	- The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

- Existing Clause III (C) – “Other Objects of the Company not included in ‘A’ and ‘B’ above” is merged into Clause III (B).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, any of the Directors or Company secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-
Shweta Agrawal
Company Secretary
M.No.:ACS14148

Place: New Delhi Address: 7th Floor, Telephone Exchange Building,
Date: August 18, 2023 8 Bhikaji Cama Place, New Delhi-110066

Notes:

- In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has, vide General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, the General Circular No. 2/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively ‘MCA Circulars’), permitted companies to conduct General Meeting through video conferencing (‘VC’) till 30th September, 2023. In compliance with the MCA and applicable provisions of the Act and Listing Regulations, the

AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.

- Pursuant to the above referred MCA Circulars, since this AGM is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and consequent to which, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, Corporate members intending to appoint 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.
- 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 and Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting. The requisite statutory registers as well as documents referred in notice will be made available electronically for inspection by the members of the Company upto the date of AGM. Members seeking inspection of such documents can send email at info@ptcfinancial.com.
- Details of director(s) seeking appointment and re-appointment at this AGM, as prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with the Secretarial Standards- II issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
- SEBI vide circular no. SEBI/ HO/ MIRSD/ MIRSD-PoD-1/ P/ CIR /2023/ 37 dated 16.03.2023 in supersession of SEBI circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November 2021 has instructed to mandatorily furnish PAN, KYC details and Nomination by holders of physical securities. In other words, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

Accordingly, it is once again reiterated that it is mandatory for all holders and claimants of physical securities to furnish PAN details to RTA.

Pursuant to above SEBI circular, the shareholders are requested to furnish valid PAN, email address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA:

Sr. No.	Form	Purpose
(i)	Form ISR-1	To register/update PAN, KYC details
(ii)	Form ISR-2	To Confirm Signature of securities holder by the Bank
(iii)	Form ISR-3	Declaration Form for opting-out of Nomination
(iv)	Form SH-13	Nomination Form
(v)	Form SH-14	Cancellation or Variation of Nomination (if any)

All above Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on our website www.ptcfinancial.com. Folios wherein any one of the cited details/documents (i.e. PAN, KYC, Bank Details and Nomination) are not available with us, on or after October 1, 2023, shall be frozen as per the aforesaid SEBI circular.

In view of the above, we request the shareholders to submit the duly filled-in Investor Service Request forms along with the supporting documents to Bank’s RTA at below address at the earliest.

You are also requested to get your physical holding(s) into demat to get all the benefits including faster settlements and disbursement of corporate benefits like bonus, rights, dividends, immediate and fast transfer of securities etc.

Freezing of Folios without PAN, KYC details and Nomination

- (i) The folios wherein any one of the cited document/details as in para above are not available on or after October 1, 2023, shall be frozen by the RTA.
- (ii) The security holder(s) whose folio(s) have been frozen shall be eligible:
 - (a) to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in para above.
 - (b) for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 1, 2024. An intimation shall be sent by the Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 4 of such above referred Circular.
- (iii) Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
- (iv) The RTA shall revert the frozen folios to normal status upon receipt of all the Documents/details as in para above.

In case of any query / assistance, members are requested to contact our RTA:

Kfin Technologies Limited
Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana.
Toll free number - 1- 800-309-4001
Website: www.kfintech.com
Email: einward.ris@kfintech.com

6. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.
7. 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.
8. 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.
9. 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.
10. The Company's Registrar & Transfer Agent (RTA) is M/s KFin Technologies Ltd. ('KFin') The communication address of our Registrar and Share Transfer Agent (RTA) is Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500032.
11. a) In compliance with MCA Circulars read with the Securities and Exchange Board of India ("SEBI") circulars dated January 5, 2023, May 12, 2020, January 15, 2021 and May 13, 2022 (hereinafter referred to as "SEBI Circulars"), physical copies of the financial

statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY23) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on August 11, 2023 (closing hours) The Members may note that the Notice calling the AGM along with the Annual Report 2022-23 has been uploaded on the website of the Company at www.ptcfincial.com. The Notice of the AGM along with Annual Report 2022-23 can also be accessed from the websites of the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFIN Technology Limited (agency for providing the Remote e-voting and e-voting facility) i.e. <https://evoting.kfintech.com/>.

However, a member is entitled to receive the hard of the same by writing us at info@ptcfincial.com. Also, the member can demand the electronic copy of this notice via. following the same method.

- 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 September 5, 2023 being cut-off date are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid to those members whose name appear in the register of members/ lists of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic format on September 5, 2023 through permitted banking channel(s).
14. Pursuant to the changes introduced by the Finance Act, 2020 w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under section 194 of the Income tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2023-24 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

In cases where the shareholder provides Form 15G (applicable to any person other a Company or a Firm)/ Form 15 H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source shall be deducted.

Apart from the above, since the TDS/Withholding rates are different for resident and non-resident shareholders, members are requested to confirm their residential status as per the provisions of the Income Tax Act, 1961, by email at info@ptcfincial.com

In view of above provisions, the shareholders are requested to update their PAN with the Company/R&T Agent (in case shares held in physical mode) and with the depositories (in case 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 as aforesaid, to avail the benefits to non-deduction of tax at source, by sending email to info@ptcfincial.com upto 5:00 p.m. on September 11, 2023.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary document 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 under the provisions of Income Tax Act, 1961 by sending an email to info@ptcfincial.com upto 5:00 p.m. on September 11, 2023.

15. 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.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT

In accordance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Integrated Report for the financial year 2022-23 is being sent to the Members, trustees of debenture holders and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/ KFIN.

Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with KFIN, in case the shares are held in physical form. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Integrated Report, are requested to get their email addresses and mobile numbers registered with KFIN, by following the guidelines mentioned below:

- i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- ii) Select the company name i.e. PTC India Financial Services Limited.
- iii) Enter DPID-CLIENT ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- iv) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating the records.
- v) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- vi) Enter the email address and Mobile No.
- vii) System will check the authenticity of DPID-CLID/ Physical Folio No. and PAN/Certificate No., as the case may be, and will send the OTPs at the registered Mobile No. as well as email address for validation.
- viii) Enter the OTPs received by SMS and email to complete the validation process. Please note that the OTPs will be valid for 5 minutes only.
- ix) The Company through KFIN will send the Notice, Integrated Report and the e-voting instructions along with the User ID and Password to the email address given by you.
- x) Alternatively, Members may send a copy of the share certificate (in case shares are held in physical form) to enable KFIN to register their e-mail address and to provide them the Notice, Integrated Report and the e-voting instructions along with the User ID and Password at the

email id einward.ris@kfintech.com.

- xi) Kindly note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of Notice, Integrated Report and the e-voting instructions along with the User ID and Password. Such Members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- xii) In case of queries, Members are requested to write to einward.ris@kfintech.com or call at the toll free number 1800 309 4001.
- xiii) Members seeking hard copy of Annual Report and Notice of AGM are requested to place their request via email at info@ptcfincial.com.

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

16. Procedure for Remote E-Voting

- a) 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, the provisions of Regulation 44 of the Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin on all Resolutions set forth in this Notice, through remote e-voting.
- b) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- c) The remote e-voting facility will be available during the following period:

Day, date and time of Commencement of remote e-voting	From: Saturday, 9 th September, 2023 at 9.00 a.m.
Day, date and time beyond which remote e-voting will not be allowed	To: Monday, 11 th September, 2023 at 5.00 p.m.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are explained below:-

Step 1: Access to NSDL/CDSL e-Voting System

1. Login method for e-Voting : Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

A. Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility of NSDL: I. URL: https://eservices.nsdl.com; II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name : PTC India Financial Services Limited or E-Voting Service Provider and you will be re-directed to e-Voting service provider (“Kfin”) website for casting the vote during the remote e-Voting period.	1. Existing user who have opted for Easi / Easiest of CDSL I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on “ New System Myeasi ” icon III. Login with your registered user id and password. IV. Option will be made available to reach e-voting page without any further authentication. V. You will see the e-Voting Menu . The menu will have links of E-voting Service Provider i.e. KFin e-Voting portal where the e-voting is in progress. VI. Click on e-voting service provider – “ Kfin ” to cast your vote.
2. User not registered for IDeAS e-Services facility of NSDL I. To register click on link: https://eservices.nsdl.com II. Select “ Register Online for IDeAS ” or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. After successful registration, please follow steps given in Point No. 1 above to cast your vote.	2. User not registered for Easi/Easiest facility of CDSL I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. After successful registration, please follow steps given in Point No. 1 above to cast your vote.
3. By visiting the e-Voting website of NSDL I. Visit URL: https://www.evoting.nsdl.com/ II. Click on the icon “ Login ” which is available under “ Shareholder/Member ” section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select Name of the Company: PTC India Financial Services Limited or the E-Voting Service Provider, i.e. KFin. V. On successful selection, you will be redirected to the e-Voting page of KFin to cast your vote without any further authentication.	3. Users may directly access the e-Voting module of CDSL as per the following procedure: I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against PTC India Financial Services Limited or select E-Voting Service Provider “KFin” and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

B. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against the Company’s Name: PTC India Financial Services Limited or E-Voting Service Provider - KFin and you will be redirected to e-Voting website of Kfin for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at the NSDL and CDSL websites

Help Desk for Individual Shareholders of the Company holding Shares of the Company in demat mode facing any technical issue related to login through NSDL	Help Desk for Individual Shareholders of the Company holding Shares of the Company in demat mode facing any technical issue related to login through CDSL
Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

17. Login method for e-Voting for Shareholders other than Individual shareholders holding Shares of the Company in demat mode and Shareholders holding Shares in physical mode

A. Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password: They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- II. 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 the vote.
- III. After entering these details appropriately, click on "LOGIN".
- IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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.
- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the "EVEN" i.e., 'PTC India Financial Services Limited- AGM' and click on "Submit"
- VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e September 5, 2023 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as on cut-off date. You may also choose the option ABSTAIN. 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.
- VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- X. You may then cast your vote by selecting an appropriate option and click on "Submit".
- XI. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
- XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority

Letter etc., authorizing its representative to attend the AGM through VC on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ashishkapoorandassociates@gmail.com with a copy marked to evoting@kfintech.com.

In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of AGM.

- B. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: HYPERLINK "https://linkprotect.cudasvc.com/url?a=https%3a%2f%2fris.kfintech.com%2fclientservices%2fisc%2fdefault.aspx&c=E,1,RxbWDVUE-WLjtHoDL4S42XoeRWc1NeKcem1EYhXGue8XYYixclyNV_zeGmOrouhSkAmTT7q1-Ilg14uMxBByg3gY5GtUxy-QOSKc--XTPYOLk3U,&typo=1" <https://ris.kfintech.com/clientservices/isc/default.aspx>

Detailed FAQ can be found on the link: HYPERLINK "https://linkprotect.cudasvc.com/url?a=https%3a%2f%2fris.kfintech.com%2ffaq.html&c=E,1,LBftMu7Tq8e37X_vfUoVq9mM80qBV1YXN2QfUzm0mw8mAesxCEhJZZ4ippi13Zg6NVEhKZlhoGtCWJf7ska9gq7cpidt7K9sq4-9Qk13Q,&typo=1" <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Annual report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

18. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC shall open atleast 15 minutes before the commencement of the Meeting.

- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22.
 - iv. Members will be required to grant access to the webcam to enable VC. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vi. The members attending the AGM who have not already casted their voting by e-voting will be able to exercise their voting at the AGM. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC but shall not be entitled to cast their vote on such resolution again.
 - vii. Institutional Members are encouraged to attend and vote at the AGM through VC.
- 19. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS AT THE AGM:**
- a. A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the AGM. Members who are present at the AGM through VC 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 KFin during the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the AGM; however, these Members are not entitled to cast their vote again in the AGM.
 - b. The e-Voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the "Instapoll" page. An icon, "Vote", will be available at the bottom left on the Meeting Screen.
 - c. 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.
 - d. 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. September 5, 2023. Members are eligible to cast their vote either through remote e-voting or in the AGM by insta poll 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.
 - e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., September 5, 2023, he/she/it may obtain the User ID and Password in the manner as mentioned below:
 - a) 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 **9212993399**
 - **Example for NSDL:**
MYEPWD <SPACE>
IN12345612345678
 - **Example for CDSL:**
MYEPWD <SPACE>
1402345612345678
 - **Example for Physical:**
MYEPWD <SPACE>
XXXX1234567890
 - 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - f. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at Toll free number 1800- 309-4001 or write to them at evoting@kfintech.com
 - g. Member may send an e-mail request to evoting@kfintech.com. However, KFin shall endeavor to send User ID and Password to those new Members whose e-mail IDs are available.
 - h. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of (<https://evoting.kfintech.com/public/Faq.aspx> (KFin Website) or contact Mr. Raj Kumar Kale Assistant General Manager – RIS at rajkumar.kale@kfintech.com or evoting@kfintech.com or call KFin's Toll Free No. 1800-309-4001 for any further clarifications.
 - i. This AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars referred point 1 of the notes.
20. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to 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 Stakeholders Relationship Committee, Auditors etc.
 21. Members can participate at the AGM through desktop/phone/laptop/ tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
 22. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
 23. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
 24. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 6 thereof and the Statutory Registers, will be made available for inspection by the Company and as such the Members are requested to send an email to info@ptcfincial.com
 25. Members may contact the Company or KFIN for conveying grievances, if any, relating to the conduct of the AGM, at the following address:

KFin Technologies Limited
Unit: PTC India Financial Services Limited
Selenium Tower B, Plot Nos. 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad, Telangana - 500032
Toll Free No.1800 3094 001
Email: einward.ris@kfintech.com