



May 10, 2019

To,

Listing Dept.

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G, Bandra — Kurla Complex, Bandra (E),
Mumbai -51 Fax-022-26598237/ 38 - 022-26598347/ 48

Re: Response to queries from National Stock Exchange of India Limited dated May 3, 2019 in relation to the disclosure made under Regulation 30(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, by PTC India Limited on April 26, 2019.

Dear Sir,

This is in response to the queries raised on May 3, 2019 on the disclosure made by PTC India Limited in terms of Regulation 30(4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, to disclosure the execution of a Share Subscription Agreement (“SSA”) and Shareholders’ Agreement (“SHA”), with BSE Investments Limited (“BSE”) and ICICI Bank Limited (“ICICI”).

The Company, BSE and ICICI (together referred to as the “JV Shareholders”) have, vide the SSA, agreed to subscribe to the equity shares of the Pranurja Solutions Limited (“JV Company”) and have entered into the SHA to govern the *inter-se* rights and obligations of the shareholders and the JV Company, which shall be effective from the date of the completion of the subscription under the SSA. It is proposed that, post-closing, and subject to the relevant consents under the applicable law to be obtained by the JV Company, it will establish and operate a power exchange in India.

Please find below the response to the details sought by you in this regard.

Name of the parties to the Agreement	Parties to the SSA and SHA: (a) Company; (b) BSE; (c) ICICI; and (d) JV Company.
Purpose of entering into the agreement	The Parties have executed the SSA, agreeing to subscribe to the share capital of the JV Company, such that post infusion, the share capital of the JV Company shall stand at Rs. 25,50,00,000. The SHA has been entered into by the Parties to govern the <i>inter-se</i> rights and obligations of the JV Shareholders and the JV Company.
Date of execution of the Agreement	The SSA and the SHA have been entered into on April 26, 2019.

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500.41595100, 46484200, Fax: 011-41659144

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

In case of issuance of shares to the parties, details of issue price, class of shares issued	No shares are issued by PTC India Limited.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at arms' length	n.a.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The SHA provides that all JV Shareholders shall have standard rights and obligations as that in a joint venture agreement, including such as right of first refusal and tag along right on sale of shares by the other shareholders. On the closing, PTC India Limited shall have the right to appoint a director on the board of the JV Company.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	n.a.
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	n.a.
Shareholding, if any, in the entity with whom the agreement is executed	As on date of execution, the Company does not hold any shares in the JV Company. However, on the completion of the subscription under the SSA, the PTC India Limited shall hold approximately 49% of the share capital of the JV Company.

This is for your information and records.

Thanking You,

Yours faithfully,
For **PTC India Limited**



Mr. Rajiv Maheshwari
Company Secretary

RC 4998

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