

3rd December 2025

To

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 533344	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400051 Scrip Symbol: PFS
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Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/ Madam,

In continuation to our letter dated 24th November 2025 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice together with the explanatory statement thereto, seeking consent of the Members of PTC India Financial Services Limited (the “Company”) for the following items of Special Businesses:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Smt. Mini Ipe (DIN:07791184) as an Independent Director	Special
2.	Appointment of Smt. Rashmi Verma (DIN:01993918) as an Independent Director	Special

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, and provisions of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners received from Depositories and Registrar and Share Transfer Agent of the Company as on the Cut-Off date i.e., **Thursday, 27th November 2025**.

The Company has engaged the services of KFin Technologies Limited to provide the remote e-voting facility to its members. The remote e-voting will commence on **Thursday, 4th December 2025 at 9:00 a.m.** and will end on **Friday, 2nd January, 2026 at 5:00 p.m.** after which the e-voting module shall be disabled. The results of postal ballot will be declared by the Company on or before **Monday, 5th January 2026**.

This is for your information and records please.

This letter is also uploaded on the website of the Company at www.ptcfinancial.com.

Yours faithfully,

For PTC India Financial Services Limited

Manohar Balwani
Company Secretary

Encl. As above

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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

Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com



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POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 [including any amendment(s), statutory modification(s) or reenactment(s) thereof], Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**the “SEBI Listing Regulations”**) as amended from time to time, Secretarial Standard-2 on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, PTC India Financial Services Limited (the **“Company”** or **“PFS”**) hereby proposes that the resolutions as set out in this Notice be passed by shareholders through Postal Ballot by way of remote e-voting only (**“Postal Ballot”** or **“e-voting”**).

In compliance of the circular issued by Ministry of Corporate Affairs (**“MCA”**) vide General Circular no. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020 and 03/2025 dated September 22, 2025 (collectively referred to as **“MCA Circulars”**), this Postal Ballot Notice is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (**“DP”**)/ Depository/ Registrar & Share Transfer Agent of the Company i.e. Kfin Technologies Limited (RTA/KFin) as at close of business hours on **Thursday, 27th November 2025** (i.e. Cut-off date). Further, the assent/ dissent of the members on the resolution proposed in this Postal Ballot Notice will take place only through the remote e-voting system.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting, is annexed to this Postal Ballot Notice.

SPECIAL BUSINESS:

1. Appointment of Smt. Mini Ipe (DIN:07791184) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Rules made thereunder, and Regulation 16(1)(b), 17 & 25 together with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**), (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and in terms of the Company's Nomination and Remuneration & Board Diversity Policy and Policy for Director's Fit and Proper criteria, Smt. Mini Ipe (DIN:07791184) who was appointed as an Additional Director of the Company by the Board of Directors in the category of Independent Director w.e.f. 5th October 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director and who has given her consent to act as such, and as recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from 5th October 2025.



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RESOLVED FURTHER THAT Managing Director/ any Director/ Company Secretary of the Company be and is hereby severally authorized to execute, sign and file relevant forms/ documents/ information with the Registrar of Companies, Reserve Bank of India, Stock Exchanges or any other authorities, as applicable, for the said appointment and to do all such other acts, deed and things as may be necessary for giving effect to the above resolution.”

2. Appointment of Smt. Rashmi Verma (DIN:01993918) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Rules made thereunder, and Regulation 16(1)(b), 17 & 25 together with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**), (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and in terms of the Company's Nomination and Remuneration & Board Diversity Policy and Policy for Director's Fit and Proper criteria, Smt. Rashmi Verma (DIN:01993918) who was appointed as an Additional Director of the Company by the Board of Directors in the category of Independent Director w.e.f. 24th November 2025 on the recommendations of Nomination and Remuneration Committee and who has submitted the declaration of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director and who has given her consent to act as such, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from 24th November 2025.

RESOLVED FURTHER THAT Managing Director/ any Director/ Company Secretary of the Company be and is hereby severally authorized to execute, sign and file relevant forms/ documents/ information with the Registrar of Companies, Reserve Bank of India, Stock Exchanges or any other authorities, as applicable, for the said appointment and to do all such other acts, deed and things as may be necessary for giving effect to the above resolution.”

By order of the Board
For PTC India Financial Services Limited

Sd/-
Manohar Balwani
Company Secretary
Membership No.: A11117

Date: 24th November 2025
Place: New Delhi



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NOTES

1. The relevant explanatory statements pursuant to the provisions of Section 102 and 110 of the Act stating material facts concerning the proposed resolutions is annexed hereto and forms part of the Notice. Further, the relevant details as per Regulation 36(3) of the SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment as an Independent Director are also annexed to this Notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on **Thursday, 27th November 2025 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent i.e. Kfin Technologies Limited (**RTA/KFin**) as on the **Cut-off date**.
4. As per the MCA Circulars, physical copies of the postal ballot notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through remote e-Voting only. The Company has engaged the services of KFin to provide remote e-Voting facility to its Members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.ptcfinancial.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFin at <https://evoting.kfintech.com>.
6. A copy of draft appointment letter of Independent Directors, the Statement pursuant to Section 102 of the Act and other relevant documents referred to in this Postal Ballot Notice, if any, will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@ptcfinancial.com with subject line "Inspection of Documents" from their registered email address mentioning his/her/its name, folio number/DP ID and Client ID.
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated and also available on the Company's website [at www.ptcfinancial.com](http://www.ptcfinancial.com).
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Thursday, 27th November 2025**. Members whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. Any person who is not a Member as on the Cut- off date should treat this Postal Ballot Notice for information purposes only.



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9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his/her vote by proxy on Postal Ballot.
10. The remote e-Voting will commence on **Thursday, 4th December 2025 at 9:00 a.m. (IST)** and will end on **Friday, 2nd January 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting will be disabled by KFin immediately thereafter and voting will not be allowed beyond the said date and time. Once the vote on the Resolutions is cast by the Member, he/she/it shall not be allowed to change it subsequently or cast their vote again.
11. 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 who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with KFin in case the shares are held by them in physical form.
12. SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get existing physical shareholding converted into demat mode. Further, SEBI has also mandated that transfer and investor service requests including transmission, transposition etc., cannot be processed unless the securities are held in dematerialized form. Therefore, shareholders holding shares in physical form are requested to dematerialize their shareholding in their existing demat account, or by opening a new demat account with any Depository Participant ('DP') at the earliest.
13. SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical mode, are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the documents/details mentioned below, as applicable:
 - a) Self-attested copy of PAN card of all holders
 - b) Nomination in Form SH-13 or 'Declaration to Opt-out' in Form ISR-3, if you do not wish to nominate any person
 - c) Postal address with PIN Code, Mobile number and E-mail address
 - d) Details of bank such as bank name, branch, account number and IFS Code and original cancelled cheque leaf
 - e) Banker's attestation of specimen signature in Form ISR-2.

The above forms are available on the website of the Company at
<https://www.ptcfinancial.com/cms/showpage/page/kyc-documents>

14. In accordance with SEBI Circular dated 2nd June, 2025, the Company has opened the special window for re-lodgement of physical transfer requests, which were lodged prior to the deadline of 1st April 2019 and was rejected due to multiple deficiencies. This Special Window shall remain open for a period of 6 months starting from 7th July 2025 till 6th January 2026. During this period, the securities that are re-lodged for transfer shall be issued only in demat mode. Relevant investors are encouraged to



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take advantage of this one-time window. Requests for the same shall be marked to our RTA at Kfin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Gachibowli, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad- 50032, Email: einward.ris@kfintech.com

15. Members, who have not yet encashed their Dividend Warrants/Cheques/DDs pertaining to dividend of financial year 2018-19 onwards, are requested to write to the Company immediately, as the said unclaimed dividends shall be transferred to IEPF on the completion of 7 years. Members may also note that dividend as well as shares transferred to IEPF can be claimed back as per the prescribed procedure.

16. Voting instructions:

I. Instructions for voting through remote e-Voting:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, e- Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) ('DPs') in order to increase the efficiency of the voting process.
- b. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. The Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. Login method for remote e-Voting for Individual Shareholders holding securities in demat mode:

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL	<p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the 'Beneficial Owner' icon under 'Login' 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 or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields and follow steps given in point 1 above.



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	<p>3. Accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon 'Login' which is available under 'Shareholder /Member' section. A new screen will open. Enter User ID (i.e. sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. On successful authentication, Member will be requested to select the name of the company and the e-Voting service Provider name, i.e. KFintech. On successful selection, Member will be re-directed to the e-Voting page of KFintech for casting their vote during the e-Voting period.
Individual members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on 'Login to - My Easi' (under Quick Links) Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: www.cdslindia.com). On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available. Click on Company name or e-Voting service provider name, i.e., KFintech to cast your vote. <p>2. Users not registered for Easi/Easiest:</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields and follow the steps given in point 1 above. <p>3. Accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. On successful authentication, Member will be provided links for the respective e- Voting Service Provider i.e. KFintech and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
Individual members login through their demat accounts/ Website of Depository Participant	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat accounts their DP registered with NSDL/CDSL for e-Voting facility. Once logged-in, Members will be able to see the e-Voting option. Click on e-Voting option, Members will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider - KFintech and Members will be redirected to e-Voting website of KFintech for casting vote during the remote e-Voting period without any further authentication.



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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

For technical Assistance: Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the e-mail id's or contact on the phone nos. provided below:

Login Type	Helpdesk Details
Securities held with NSDL	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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800225533 OR contact at 022 - 23058738 or 022-23058542/43

I. Login method for e-Voting for Members other than Individuals holding securities in demat mode and Members holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://evoting.kfintech.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), 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 KFin for e-Voting, you can use your existing User ID and password for casting the 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 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.
 - You need to login again with the new credentials.
 - On successful login, the system will prompt you to select the "EVEN" of "PTC India Financial Services Limited" and click on "Submit".
 - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date 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 mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - 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.
 - You may then cast your vote by selecting an appropriate option and click on "Submit".



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- k. 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).
 - l. 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 cast vote on its behalf through remote e-Voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csrohitparmar@gmail.com with a copy marked to evoting@kfintech.com on or before 2nd January 2026. The scan PDF of the abovementioned documents should be in the naming format “Corporate Name_Even”.
- II. Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently Notice of Postal Ballot and e-Voting instructions cannot be serviced, are requested to register/update the same by submitting the requisite Form ISR-1 which is available on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> along with the supporting documents to KFin.
- a. Alternatively, Member may send an e-mail request at the email id einward.ris@kfintech.com along with scan of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.
 - b. After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

Members holding shares in dematerialized form, who have not registered/updated their email IDs. and Mobile details, are requested to register/update the same with their respective Depository Participants with whom they maintain their demat accounts.

After following the process as given above, please follow all steps above to cast your vote by electronic means.

III. Other Instructions:

- a. Any Member who has not received/forgotten the User ID and Password, may obtain/generate/ retrieve the same from KFin in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD e-voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 1. Example, for NSDL: MYEPWD<SPACE>IN12345612345678
 2. Example, for CDSL: MYEPWD<SPACE>1402345612345678
 3. Example for Physical:
MYEPWD<SPACE>1234567890
- b. 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.kfintech.com/> the Member may click “Forgot Password” and you will be re directed to the web page <https://evoting.kfintech.com/common/passwordoptions.aspx> and enter Folio No. or DP ID Client ID and PAN to generate a new password.



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- c. Members who may require any technical assistance or support during the e-Voting period are requested to contact KFIN's toll-free numbers 1800-309-4001 or write them at evoting@kfintech.com.
 - d. In case of any query, clarification(s) and/or grievance(s), in respect of remote e-Voting, please refer the Help & Frequently Asked Questions (FAQs) section and e-Voting user manual available at the download Section of KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx> or contact Mr. Sankara Gokavarapu, Senior Manager - Corporate Registry at evoting@kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarification.
18. The Board of Directors of the Company has appointed Shri Rohit Parmar, Proprietor of M/s Rohit Parmar & Associates, Practicing Company Secretary with Membership No F13731 and Certificate of Practice No. 22137 as the Scrutinizer, for conducting the e-Voting process in a fair and transparent manner.
 19. The Scrutinizer will submit his report to the Chairman or any other person, so authorised after the completion of scrutiny and the result of the voting by postal ballot through the remote e-Voting process will be announced by the Chairman, or such person, so authorised, on or before **5th January 2026**. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding.
 20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ptcfinancial.com and on the website of KFin at <https://evoting.kfintech.com> immediately after the result is declared and the same shall be communicated to the Stock Exchanges i.e. BSE and NSE at www.bseindia.com & www.nseindia.com, respectively where the equity shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company.
 21. The resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **2nd January 2026**, i.e. the last date specified for receipt of votes through the remote e-Voting process.

By order of the Board
For PTC India Financial Services Limited

Sd/-
Manohar Balwani
Company Secretary
Membership No.: A11117

Date: 24th November 2025
Place: New Delhi



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

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Board: +91 11 26737300/ 26737400, Fax: 26737373/ 26737374, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

Item No. 1: Appointment of Smt. Mini Ipe (DIN:07791184) as an Independent Director

The Board of Directors ("Board") pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 ("Act"), Articles of Association of the Company, has appointed **Smt. Mini Ipe (DIN:07791184)** as an Additional Director (in the category of Non- Executive Independent Director), not liable to retire by rotation, on the Board of the Company w.e.f. 5th October 2025.

Smt. Mini Ipe has given declaration of independence, her consent to act as Director, declaration to the effect that she is not disqualified from being appointed as a Director and other necessary disclosures/ declarations, as required under the applicable laws, for the said appointment. The Company has also received a notice under Section 160 of the Act proposing her candidature for the Office of Director.

Also, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 both dated June 20, 2018, Smt. Mini Ipe has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. There is no inter-se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Smt. Mini Ipe is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company. The Nomination and Remuneration Committee has also recommended her appointment as Independent Director for approval of the shareholders of the Company.

A brief profile of Smt. Mini Ipe is given below and other requisite details pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on general meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed to this notice.

Brief Profile of Smt. Mini Ipe

Smt. Mini Ipe, aged about 62 years (Ex- MD, Life Insurance Corporation of India) has rich and diverse experience of more than 37 years in insurance sector. Smt. Mini Ipe holds master's degree in commerce and has distinguished experience at Life Insurance Corporation of India in various capacities including multiple chief executive/ Board director roles.

She has worked in various capacities and handled important assignments with great success. She has handled the portfolios of investment, claims, P&GS, Finance/ accounts, policy direction regulatory compliance, etc. She was Zonal Manager In-charge of South-Central Zone, Hyderabad and holds distinction of being first Lady Zonal Manager (In-Charge) of LIC. She has been recognized as "India's top 100 women in finance' in the year 2000 by the Association of International Wealth Management of India.

She is on the Board of PTC India Limited, the holding company, Axis Bank Limited, Avantel Limited and Life Insurance Corporation (International) BSC(c).



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In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 and 25 of the SEBI Listing Regulations and other applicable laws, the appointment of Smt. Mini Ipe as Non-Executive Independent Director is being placed before the members for their approval by way of Special Resolution. The Board recommends the Special Resolution set out as Item no. 1 of the Notice for approval of the Members.

Except Smt. Mini Ipe, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of the accompanying Notice of the Postal Ballot, except to the extent of their shareholding, if any, in the Company.

Item No. 2: Appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director.

The Board of Directors ("Board") pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 ("Act"), Articles of Association of the Company, and upon the recommendation of Nomination and Remuneration Committee, appointed Smt. Rashmi Verma (DIN: 01993918) as an Additional Director (in the category of Non-Executive Independent Director), not liable to retire by rotation, on the Board of the Company w.e.f. 24th November 2025.

Smt. Rashmi Verma has given declaration of independence, her consent to act as Director, declaration to the effect that she is not disqualified from being appointed as a Director and other necessary disclosures/declarations, as required under the applicable laws, for the said appointment. The Company has also received a notice under Section 160 of the Act proposing her candidature for the Office of Director.

Also, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No. NSE/CML/2018/24 both dated June 20, 2018, Smt. Rashmi Verma has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. There is no inter-se relationship between her and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Smt. Rashmi Verma is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

A brief profile of Smt. Rashmi Verma is given below and other requisite details pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on general meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed to this notice.

Brief Profile of Smt. Rashmi Verma

Smt. Rashmi Verma had a rich experience of working in various sectors in her career of more than thirty six years as an IAS officer.

Her last posting before superannuation on 30 November, 2018 was Secretary, Ministry of Tourism, Government of India. She had earlier worked as Principal Secretary Tourism, Bihar cum CMD, Bihar State Tourism Corporation and before that as Additional Director General (Tourism), Government of India. Her experience of around seven years in the tourism sector helped her to understand the potential and challenges of promoting tourism in the country and gave her insights into the required Marketing Strategy for tourism promotion. She was associated with 'Incredible India' campaign as Additional DG, Tourism and with



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Incredible India 2.0 as Secretary Tourism. She has acquired special expertise in development of selected tourist sites by ensuring all round infrastructure development and better connectivity necessary for a world class destination.

Smt. Verma worked as Secretary, Ministry of Textiles, Government of India prior to her posting as Secretary, Tourism. She was closely involved with the problems and challenges faced by textile industry due to adverse trade policies and took several steps to resolve them. She also formulated and implemented various policies/schemes to improve credit and market access to Indian artisans and weavers to ensure better and direct financial benefits to them by eliminating middlemen.

She acquired deep knowledge of Goods and Services Tax (GST) and other related matters in her capacity as Additional Secretary, Department of Revenue, Government of India. She chaired several Committees constituted to finalise the design of GST and draft related Constitutional Amendment Bill and other laws necessary for implementation of GST. She also worked in the realm of Risk Management. She was interacting regularly with various financial regulators like RBI, FIU, etc. and with Enforcement Directorate. While dealing with PMLA and NDPS Act, she led several delegations to international forums such as FATF, Asia Pacific group on Money Laundering and UNODC.

While working in Department of Defence Production, Ministry of Defence, for little more than two years, Smt. Verma oversaw the working of Ordnance Factories and took initiatives for their modernisation and capacity expansion. She led several delegations to Russia for negotiations with her Russian counterpart for procurement of various material and spare parts for Ordnance factories.

Smt. Verma has done M.A., M(Phil) in Political Science from Delhi University. She is also M(Phil) in Sociology from IIPA. She did MBA (Project based) from University of Hull, UK in 1994-95. During Study leave for two years, Smt. Verma chose to work on Women's issues and acquired in depth knowledge of Domestic Violence Act 2005, Sexual Harassment Act and Gender Budgeting and became a resource person for capacity building.

She worked for both social and economic empowerment of women and as first Managing Director of Women's Development Corporation, Bihar she took initiatives for capacity building of women by establishing Training cum Production Centres, and organising training programmes for women entrepreneurs.

Smt. Verma had an opportunity to work as Independent Director in several public sector undertakings like BEML, BDL and ITDC. She played a key role in establishing GSTN and worked as one of the government Director for more than two years. As Secretary Textiles, she also held the position of Chairperson, Central Cottage Emporium and was also briefly Chairperson NIFT.

She is currently working as Independent Director in the following Companies:

1. Hindustan Times Media Limited
2. PTC India Limited
3. Uflex Limited
4. Pantomath Trustee Private Limited
5. Gujarat Hotels Limited



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Smt. Verma is also working as a Conciliator for Ministry of Power to resolve disputes between Power Sector PSUs and their Contractors. She has also been appointed by CVC as Independent External Monitor for Department of Revenue, Ministry of Finance, Ministry of Information and Broadcasting and State Bank of India.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 and 25 of the SEBI Listing Regulations and other applicable laws, the appointment of Smt. Rashmi Verma as Non-Executive Independent Director is being placed before the members for their approval by way of Special Resolution. The Board recommends the Special Resolution set out as Item no. 2 of the Notice for approval of the Members.

Except Smt. Rashmi Verma, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of the accompanying Notice of the Postal Ballot, except to the extent of their shareholding, if any, in the Company.

By order of the Board
For PTC India Financial Services Limited

Sd/-
Manohar Balwani
Company Secretary
Membership No.: A11117

Date: 24th November 2025
Place: New Delhi



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Annexure

Details of Director(s) recommended for appointment as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and in terms of Secretarial Standards on General Meeting (SS-2) issued by the Institute of Companies Secretaries of India

Name of the Director	Smt. Mini Ipe	Smt. Rashmi Verma
DIN	07791184	01993918
Date of Birth (Age)	19-08-1963 (62 years)	28-11-1958 (66 years)
Nationality	India	India
Date of first appointment on the Board	5 th October 2025	24 th November 2025
Qualifications	M.COM (Andhra University - 1984)	1. IAS (Retd.) 2. M.A., M(Phil) in Political Science from Delhi University 3. M(Phil) in Sociology from IIPA 4. MBA (Project based) from University of Hull, UK
Experience in years	More than 37 years	More than 36 years
Brief Profile, nature of expertise in specific functional areas	As per explanatory statement of the said Notice	As per explanatory statement of the said Notice
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Leadership, Business reengagement Strategy, Policy direction, Setting Performance Standards, Regulatory compliance, Safeguarding Stakeholder Interests, etc. Basis these attributes, the Board noted that Smt. Mini Ipe background and experience are aligned to the role and capabilities and that she can be appointed as Independent Director of the Company.	IAS (Retired), Leadership, Formulation, Development and Implementation of policies, strategies and programs, deep knowledge of Goods and Services Tax (GST), etc. Basis these attributes, the Board noted that Smt. Rashmi Verma background and experience are aligned to the role and capabilities and that she can be appointed as Independent Director of the Company.
Terms and conditions of appointment	As mentioned in Explanatory Statement of the said Notice	As mentioned in Explanatory Statement of the said Notice
Details of remuneration sought to be paid	No remuneration other than sitting fees for attending meetings as per the Nomination & Remuneration Policy of the Company.	No remuneration other than sitting fees for attending meetings as per Nomination & Remuneration Policy of the Company.
Remuneration last drawn	Not Applicable	Not Applicable



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Name of the Director	Smt. Mini Ipe	Smt. Rashmi Verma
Number of shares held either directly or for beneficial basis for any other person	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director/KMP of the Company	Not related to any Director/KMP of the Company
No. of meetings of Board attended/ held during Financial Year 2025-26 till the date of the Notice	3/3	Not Applicable
Directorships held in other Companies (excluding foreign Companies)	<ol style="list-style-type: none"> 1. PTC India Limited 2. Axis Bank Limited 3. Avantel Limited 4. Life Insurance Corporation (International) BSC (c) 	<ol style="list-style-type: none"> 1. PTC India Limited 2. HT Media Limited 3. Uflex Limited 4. Gujarat Hotels Limited 5. Pantomath Trustee Private Limited
Membership/ Chairmanship of Committees of Board of Director of other Companies.	<p><u>Axis Bank Limited</u> Member <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 4. Customer Service Committee of the board. 5. Committee of Directors Chairperson Special Committee of the Board for Monitoring of large value frauds</p> <p><u>Life Insurance Corporation (International) BSC (c)</u> Member Audit Committee.</p> <p>Chairperson Risk Management Committee</p> <p><u>Avantel Limited</u> Member <ol style="list-style-type: none"> 1. Stakeholder Relationship Committee 2. Corporate Social Responsibility </p>	<p><u>PTC India Limited</u> Chairperson <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee 2. CSR Committee <u>Uflex Limited</u> Member <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. CSR Committee <u>HT Media Limited</u> Member <ol style="list-style-type: none"> 1. Audit Committee 2. CSR Committee Chairperson <ol style="list-style-type: none"> 1. Nomination & Remuneration Committee 2. Stakeholder Relationship Committee <u>Gujarat Hotels Limited</u> Member Audit Committee</p>



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Name of the Director	Smt. Mini Ipe	Smt. Rashmi Verma
		Chairperson Nomination & Remuneration Committee <u>Pantomath Trustee Private Limited</u> Member 1. Audit Committee 2. Risk Management Committee
Listed entities from which the director has resigned in the past three years	DCM Shriram Industries Limited	Nil

By order of the Board
For PTC India Financial Services Limited

Sd/-
Manohar Balwani
Company Secretary
Membership No.: A11117

Date: 24th November 2025
Place: New Delhi