



PTC India Financial Services Limited

(Regd. Office: - 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066)

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING DATED 8TH JULY 2013

To: Shareholders of PTC India Finance Services Limited

Dear Shareholders

We refer to the Notice of Annual General Meeting ("AGM") of PTC India Financial Services Limited (The "Company") dated 8th July, 2013 convening the 7th AGM, which has been dispatched to shareholders of the Company (the "AGM Notice").

PTC India Limited, Promoter who is a majority shareholder in the Company holding 60% of the capital of the Company has given its requisition dated 3rd August, 2013 under Section 188 of the Companies Act, 1956 requiring circulation of resolution to the members of the Company for seeking members' approval in the 7th AGM. The Company therefore wishes to inform shareholders that the following item of business shall be included in the aforesaid notice as a new item no. 11 under special business.

Special business

11 To re-appoint Dr. Ashok Haldia as Whole-Time Director of the Company in accordance to the provisions of the Companies Act, 1956.

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

"Resolved that subject to the applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and other terms as may be prescribed by the Board of Directors for his re-appointment, the consent of the Company be and is hereby accorded to the re-appointment of Dr. Ashok Haldia as Whole-time Director with such designation as may be decided by the Board of Directors from time to time w.e.f. 13th August, 2013, for a period of five years or date of superannuation whichever occurs earlier.

Further Resolved that total remuneration (including all perquisites) for Dr. Ashok Haldia shall be in accordance with the Company's policies and shall be subject to the applicable provisions relating to remuneration as specified under the Companies Act, 1956.

Further Resolved that the Board and/ or a duly constituted Committee of the Board be and is hereby authorized to fix, vary and/or to revise the remuneration of Dr. Ashok Haldia and the Board is further authorized to settle any question in connection therewith or incidental thereto."

Explanatory Statement under Section 173(2) of the Act

The Board in its meeting held on 1st August 2013 has approved the re-appointment of Dr. Ashok Haldia as Whole-Time Director with effect from 13th August, 2013, pursuant to Section 269 and other applicable provisions of the Companies Act, 1956. His existing term of office as Whole-Time Director shall be completed on 12th August 2013. The Company has received requisition under Section 188 of the Companies Act, 1956 dated August 3, 2013 from PTC India Limited, Promoter who is a majority shareholder in the Company holding 60% of the capital of the Company requiring circulation of resolution to the members of the Company for seeking members' approval in the 7th AGM.

Dr. Ashok Haldia is not disqualified from being appointed as Whole-Time Director in terms of Section 274(1)(g) of the Act.

Dr. Ashok Haldia does not have any shareholding in the Company.

No other Director is interested in appointment of Dr. Ashok Haldia excepting him. The Board recommends the resolution for approval of the shareholders.

The requisition of PTC India Limited concerning the resolution received with the requisition pursuant to Section 188 (1) of the Companies Act, 1956 can be inspected at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m. till the day of the meeting.

The profile of Dr. Haldia is as under:-

Dr. Ashok Haldia

The date of birth of Dr. Ashok Haldia is 19th September, 1956. He is a member of the Institute of Chartered Accountants of India, Institute of Company Secretaries of India and the Institute of Cost and Works Accountants of India. Dr. Ashok Haldia has diversified experience of project financing and industrial financing policy; public sector policy reforms, evaluation and management; power sector reform, restructuring and financing.

Before joining on the Board of the Company, Dr. Haldia was Secretary, the Institute of Chartered Accountants of India, New Delhi. He has been associated with formulation of accounting & auditing standards, corporate laws and governance, Islamic finance, WTO-GATS, reforms in government accounting and related aspects of public finance. He had been a member of a number of committees set up by the Government of Rajasthan, the Government of India, ICAI and other national & international bodies.

He was Technical Advisor on Board of International Federations of Accountants, confederation of Asian Pacific Accountants and Secretary General of South Asian Federation of Accountants. He has contributed a number of articles in national/international conferences, professional journals and news papers. He had also been a faculty member in number of management training institutions.

He is also Director in following other Companies:-

1. PTC Energy Ltd.
2. PTC Bermaco Green Energy Systems Ltd.
3. Ind- Barath Energy (Utkal) Ltd.

He is also member of the Audit Committee in following Companies:-

1. PTC Energy Ltd.
2. PTC Bermaco Green Energy Systems Ltd.

For and on behalf of the Board of Director
of PTC India Financial Services Limited

sd/-

(Vishal Goyal)
Company Secretary

Date: 3rd August, 2013
Place: New Delhi