



Date: 09th December, 2025

Listing Deptt. / Deptt. of Corporate Relations
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai -400001
Scrip Code: 532524

Listing Deptt.
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra – Kurla Complex, Bandra (E)
Mumbai -400051
Company Code: PTC

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the Postal Ballot Notice dated 09th December, 2025 along with explanatory statement, remote e-voting instructions ("Postal Ballot Notice"), seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") for:

- (i) To approve the re-appointment of Sh. Prakash Mhaske (DIN: 08512385) as an Independent Director
- (ii) To approve the appointment of Sh. Sukhdev Singh (DIN: 03288811) as an Independent Director
- (iii) To approve the appointment of Sh. Masood Akhtar Ansari (DIN: 10429528) as Non-Executive Nominee Director

The Postal Ballot Notice is being sent by e-mail only to all the members whose e-mail address is registered with Depositories /Depository Participants / the Company's Registrar and Share Transfer Agent (MCS Share Transfer Agent Ltd.) / the Company as on Friday, December 05, 2025 ("Cut-off date").

The Company has engaged the services of National Depository Services Ltd. (NSDL) as the agency to provide e-voting facility. The remote e-voting will commence on Wednesday, 10th December 2025 at 9:00 a.m. and will end on Thursday, 8th January, 2026 at 5:00 p.m. after which the e-voting module shall be disabled.

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

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The Postal Ballot Notice is also made available on the website of the Company www.ptcindia.com.

This is for your information and records.

Thanking You,

For PTC India Limited


Rajiv Maheshwari
(Company Secretary)
FCS- 4998

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110066

Enclosures: as above

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POSTAL BALLOT NOTICE

Dear Member (s),

NOTICE is hereby given pursuant to the provisions of Section 110, Section 108 of the Companies Act, 2013 (**the “Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**) including any statutory modification(s) or re-enactment(s) thereof, from time to time being in force and Regulation 17(1C), Regulation 25, Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) as amended from time to time, Secretarial Standards on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (**the “MCA”**) vide its General Circular No. 14/ 2020 dated 8th April, 2020, 17th April, 2020 and latest being 03/2025 dated 22nd September, 2025 (**“MCA Circulars”**) and **Securities and Exchange Board of India (“SEBI”), latest Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated 05th June, 2025 (“SEBI Circulars”)**, for seeking approval of the Shareholders of PTC India Limited (**“the Company/ “PTC”**) by way of ordinary/ special resolution, as the case may be, for the resolutions/ businesses as set below through postal ballot by way of voting through electronic means only.

The Explanatory Statement pursuant to Section 102 of the Act and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the proposed resolutions is annexed hereto.

This Postal Ballot Notice (**“Notice”/ “Postal Ballot Notice”**) is being sent only through electronic mode to all its members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent (**“RTA”**)/ Depositories/Depository participants as on Friday, 05th December, 2025 (**“Cut Off Date”**) and the communication to assent/ dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed Mr. Ashish Kapoor (FCS No. 8004 & Certificate of Practice No. 7504), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (**“NSDL”**) as the agency to provide remote e-voting facility to all its members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out. The remote E-voting facility shall commence from Wednesday, 10th December, 2025, at 09.00 am and end on Thursday, 08th January, 2026 at 05.00 pm.

The e-voting facility shall be disabled by NSDL immediately after 5.00 PM. on Thursday, 08th January, 2026.


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

The resolution(s), if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Thursday, 08th January, 2026. The members are requested to consider and, if thought fit, pass the following resolution(s):

Item No. 1: To re-appoint Shri Prakash Mhaske (DIN: 08512385) as an Independent Director of the Company and in this regard 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 149, 150 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, Shri Prakash Mhaske (DIN: 08512385), be and is hereby re-appointed as an Independent Director of the Company for second term of three consecutive years w.e.f. 16th January 2026 upto 15th January 2029 (both days inclusive), whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or a Committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving effect to this resolution.”

Item no. 2: To appoint Shri Sukhdev Singh (DIN: 03288811) as an Independent Director and in this regard 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 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time & the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, Shri Sukhdev Singh (DIN : 03288811), who was appointed as an Additional Director in the capacity of an Independent Director w.e.f. 11th November, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 consecutive years with effect from 11th November, 2025 and upto 10th November, 2028 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving effect to this resolution.”



Item No. 3: To appoint Shri Masood Akhtar Ansari (DIN: 10429528) as Non-Executive Nominee Director and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution as an *Ordinary Resolution*

“RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Masood Akhtar Ansari (DIN : 10429528), who was appointed as an additional director in the capacity of Nominee Director of NTPC Limited (NTPC) by the Board of Directors w.e.f. 1st December, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director as Nominee of NTPC whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or a committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For **PTC India Limited**

Place: New Delhi
Date: 09th December, 2025


Rajiv Maheshwari
Company Secretary
Membership No. F4998
RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110066


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NOTES:

1. The relevant Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions, is annexed herewith.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 05th December, 2025 (**“Cut-off Date”**). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. In terms of above referred MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) and whose email addresses are registered with the Company / depository participant(s), as on Cut-off Date.
4. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
5. In compliance with the applicable circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the register of members / register of beneficial owners as on Friday, 05th December, 2025 (**“Cut-Off Date”**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
7. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged NSDL to provide remote e-voting facility for its Members. The procedure for remote e-voting is given below. The remote e-Voting facility is available at the link at www.evoting.nsdl.com from Wednesday, 10th December 2025 at 09.00 am and ends on Thursday, 08th January, 2026 at 05.00 pm. (both days inclusive). The remote e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
8. Mr. Ashish Kapoor, Practicing Company Secretary (FCS No. 8002 and CP No. 7504) has been appointed, as the Scrutinizer (hereinafter referred as the **“Scrutinizer”**) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

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

9. Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report within two (2) working days from the end of the remote e-voting period to the Chairman or any other person authorized by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorized person.
10. The results along with Scrutinizer's Report, shall be displayed on the Company's website www.ptcindia.com and the website of NSDL www.evoting.nsdl.com after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

The resolutions, if passed by the requisite votes, shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that regard. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Thursday, 08th January, 2026.

11. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.ptcindia.com, websites 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 National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
12. All the material documents referred to in the Notice and Explanatory Statement will be available for inspection by the members electronically on all working days from the date of dispatch of the Notice up to the last date of remote e-voting. Any Member interested in inspection may write to cs@ptcindia.com.
13. Members, who are holding shares in electronic mode and their e-mail addresses are not registered, are requested to register their e-mail addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at admin@mcsregistrars.com. For availing the investor services to register PAN, email address, bank details and other KYC details or change/ update thereof for securities held in physical mode, nomination etc., send a written request in the prescribed forms to RTA, MCS Share Transfer Agents Ltd. either by email to admin@mcsregistrars.com or by post to 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020. The forms for updating the above details are available at www.ptcindia.com.

14. Instructions for Remote E-Voting

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

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	<p>Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account,

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



last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

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

the Scrutinizer by e-mail at ashishkapoorandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@ptcindia.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@ptcindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
15. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.


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

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the website at www.ptcindia.com.

16. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the website of the Company www.ptcindia.com.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

Item No. 1: Re-appointment of Shri Prakash Mhaske (DIN: 08512385) as an Independent Director

Pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, Sh. Prakash Mhaske (DIN: 08512385) was appointed as an Independent Director of the Company for a period of three years w.e.f. 16th January 2023 to hold office up to 15th January 2026 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act). Shri Mhaske fulfills the requirements of an Independent Director as laid down in Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI Listing Regulations.

In pursuance to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act read with rules made thereunder, the Nomination & Remuneration Committee and the Board in their respective meetings, after taking into account the performance evaluation and considering his knowledge, experience, expertise & contribution in the Board/ Committee Meetings, recommended and approved his re-appointment as an Independent Director of the Company for a second term of three (3) consecutive years w.e.f. 16th January 2026, subject to the approval of Members of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as an Independent Director of the Company.

The Company has also received from Shri Prakash Mhaske: -

- (i) the consent in writing to act as Director;
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013;
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI); and
- (iv) a declaration of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Prakash Mhaske fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Shri Prakash Mhaske is independent of the management and possesses appropriate skills, experience and knowledge of Govt. sector and power sector viz. Generation, Transmission, Grid Operation and Electricity Regulations.

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Considering the background and experience of Shri Prakash Mhaske and based on the performance evaluation of Shri Prakash Mhaske, the results of which are satisfactory and the recommendation of Nomination and Remuneration Committee, the Board considers that the continued association of Sh. Prakash Mhaske would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

Shri Prakash Mhaske does not have any shareholding in the Company. Apart from receiving sitting fee as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Shri Prakash Mhaske does not have any other pecuniary relationship with the Company.

A copy of the letter setting out the terms and conditions of appointment of Independent Director is available at the website of the Company www.ptcindia.com.

In accordance with Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, which requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through postal ballot for the appointment of Shri Prakash Mhaske as an Independent Director of the Company.

A brief profile of Shri Prakash Mhaske and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Except Shri Prakash Mhaske, being an appointee, none of the 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 above.

Brief resume (including experience) of Shri Prakash Mhaske

Shri Prakash Mhaske, (DIN: 08512385), aged about 64 years did his graduation in Engineering (B.E) from Nagpur University in 1982 from Visvesvaraya Regional College of Engineering, Nagpur. He joined Central Electricity Authority in 1984 as a Group-A officer in the Central Power Engineering Services, through the combined Engineering Services- Examination (1982) of UPSC and he has worked in almost all the fields of power sector viz. Generation, Transmission, Grid Operation and Electricity Regulations. He is an Ex-Chairman of Central Electricity Authority (CEA). Shri Prakash Mhaske has been appointed as Independent Director on the Board of PTC India Limited w.e.f. 16th January, 2023.

Accordingly, the Board recommends the special resolution at Item No. 1 of the Notice in relation to the re-appointment of Shri Prakash Mhaske as an Independent Director, for the approval of members of the Company as a Special Resolution.

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Item No. 2 Appointment of Shri Sukhdev Singh (DIN: 03288811) as an Independent Director

Based on the recommendations of Nomination & Remuneration Committee, the Board of Directors of the Company has appointed, Shri Sukhdev Singh (DIN: 03288811) as an Additional Director and designated as the Independent Director of the Company for a term of 3 consecutive years with effect from 11th November, 2025 and up to 10th November, 2028, subject to the approval of the Members of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Shri Sukhdev Singh for the office of Director of the Company.

The Company has also received from Shri Sukhdev Singh:-

- (i) the consent in writing to act as Director;
- (ii) intimation that he is not disqualified under section 164(2) of the Act;
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI); and
- (iv) a declaration of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of the SEBI Listing Regulations, as amended from time to time.

Shri Sukhdev Singh does not have any shareholding in the Company. Shri Sukhdev Singh does not have any other pecuniary relationship with the Company.

In the opinion of the Board and based upon the declaration of the appointee, Shri Sukhdev Singh fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Shri Sukhdev Singh is independent of the management and possesses appropriate skills, experience and knowledge of power sector & Govt. sector, as have been identified by the Board of Directors of the Company.

A brief profile of Shri Sukhdev Singh and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

In accordance with Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, which requires that approval of the shareholders by way of Special Resolution for appointment of a person as an Independent Director on the Board of Directors needs to be obtained at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through postal ballot for the appointment of Shri Sukhdev Singh as an Independent Director of the Company.

The Board is of view that Shri Sukhdev Singh's skills, background and capabilities are aligned to the role expected from him including management, finance, and business operations.

A copy of the letter setting out the terms and conditions of appointment of Independent Director is available at the website of the Company www.ptcindia.com.

Except Shri Sukhdev Singh, being an appointee, none of the 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 above.

Brief resume (including experience) of Shri Sukhdev Singh

A 1987-batch officer of the Indian Administrative Service, Shri Singh holds a B.E. (Mechanical Engineering) degree from Punjab Engineering College, Chandigarh (1986). He superannuated in 2024 after an illustrious career spanning nearly 37 years, during which he served in various key administrative roles across the states of Bihar and Jharkhand.

Notably, Shri Singh served as the Chief Secretary of Jharkhand for quarter to four years. Throughout his career, Shri Singh held several senior positions including SDM, District Magistrate, Secretary, Principal Secretary, and Additional Chief Secretary across a wide range of departments such as Tribal Welfare, Social Welfare, Housing, Human Resource Development, Information & Public Relations, Forest & Environment, Transport, Health & Family Welfare, Sports & Culture, Finance, Commercial Taxes, Building Construction, Home, and Water Resources.

Shri Singh remained Finance Secretary for a period of around four and half years and during this period, functioned as Director in the State Power Utility Companies.

Accordingly, the Board recommends the special resolution at Item No. 2 of the Notice in relation to the appointment of Shri Sukhdev Singh as an Independent Director, for the approval of members of the Company as a Special Resolution.

Item No. 3: To appoint Shri Masood Akhtar Ansari (DIN: 10429528) as Non-Executive Nominee Director

Shri Masood Akhtar Ansari (DIN: 10429528), aged about 56 years is holding the position of Executive Director (Finance) of NTPC Limited (NTPC). Shri Masood Akhtar Ansari was appointed as an Additional Director on the Board of Company w.e.f. 1st December, 2025 as Nominee of NTPC.

The Company has received notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Masood Akhtar Ansari as Non-Executive Director on the Board of PTC. The above appointment of Shri Masood Akhtar Ansari, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the shareholders of the Company.

The Company has received various declarations/ confirmations from Shri Masood Akhtar Ansari including he does not have any shareholding in the Company.

The Company has also received from Shri Masood Akhtar Ansari:

- (i) consent to act as Director in Form DIR-2;


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- (ii) intimation in Form DIR-8, to the effect that he is not disqualified to be appointed as Director under Section 164 of the Act and
- (iii) a certificate stating that he is not debarred from appointment pursuant to any order of SEBI or any other Authority.

A brief profile of Shri Masood Akhtar Ansari and other requisite details, pursuant to the provisions of Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Brief resume of Shri Masood Akhtar Ansari

Shri Masood Akhtar Ansari, is Executive Director (Finance) of NTPC Limited, a Maharatna CPSE engaged in the business of Power Generation, Power Trading, and Coal Mining.

Shri Ansari joined NTPC as an Executive Trainee in 1990 and has more than 33 years of diverse experience in almost all aspects of Finance and Accounts, which includes debt mobilization from domestic and foreign lenders, Budgeting, Finance Concurrence, Investor Services, and Superannuation Trusts. He also has substantial exposure of working as Head of Finance at the Thermal Power Project and Hydropower Project.

Presently, he is head of the Concurrence, Treasury and Superannuation Trusts at the Corporate Centre, NTPC. Shri Ansari is also serving as a part-time Director on the Board(s) of NTPC's subsidiaries/ joint ventures, namely Energy Efficiency Services Ltd., NTPC Tamil Nadu Energy Company Limited, IntelliSmart Infrastructure Private Limited and Meja Urja Nigam Private Limited.

The Board considers that his association would be of immense benefit to the Company.


Except Shri Masood Akhtar Ansari, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the Postal Ballot.

Accordingly, the Board recommends the resolution set out at Item no. 3 of the notice in relation to the appointment of Shri Masood Akhtar Ansari as Nominee Director, for the approval of shareholders of the Company as an Ordinary Resolution.

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110066

By order of the Board of Directors
For **PTC India Limited**

Place: New Delhi
Date: 09th December, 2025


Rajiv Maheshwari
Company Secretary
Membership No. F4998


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Annexure- A

Additional Information on Director (s) recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulations, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Sl. No.	Name of Director	Shri Prakash Mhaske	Shri Sukhdev Singh	Shri Masood Akhtar Ansari
1.	DIN	08512385	03288811	10429528
2.	Date of Birth (Age)	2 nd April 1961 (64 years)	5 th March 1964 (61 years)	6 th March 1969 (56 years)
3.	Nationality	Indian	Indian	Indian
4.	Date of First Appointment on the Board	16 th January 2023	11 th November 2025	1 st December 2025
5.	Qualifications	Engineering (B.E) from Nagpur University	IAS (1987 batch), B.E. (Mechanical) 1986 from PEC Chandigarh	Science Graduate
6.	Brief Profile, experience in specific functional area	Govt. sector and power sector viz. Generation, Transmission, Grid Operation and Electricity Regulations	Power Sector, Govt sector	Power sector
7.	Terms and conditions of appointment	Re-appointment as Independent Director	Appointment as Independent Director	Appointed as Nominee Director of NTPC Limited
8.	Details of remuneration sought to be paid	Sitting fees for attending the Board and Committee Meetings of the Company	Sitting fees for attending the Board and Committee Meetings of the Company	Nil (Sitting Fee for attending the Board/ Committee Meetings will be paid to the Nominating Company i.e. NTPC Limited)
9.	Remuneration last drawn	Sitting fees of Rs. 16 lakh during FY 2024-25 for attending the Board and Committee Meetings of the Company.	NA	NA

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10	Number of Board/Committee Meetings attended during the year	<div>During FY 24-25<table><tr><td>Board Meetings</td><td>13/13</td></tr><tr><td>Risk Management Committee</td><td>2/2</td></tr><tr><td>Stakeholder Relationship Committee</td><td>1/1</td></tr><tr><td>Nomination & Remuneration Committee</td><td>12/12</td></tr><tr><td>CSR Committee</td><td>5/5</td></tr></table></div> <div>During FY 25-26<table><tr><td>Board Meetings</td><td>6/6</td></tr><tr><td>Risk Management Committee</td><td>1/1</td></tr><tr><td>Stakeholder Relationship Committee</td><td>-</td></tr><tr><td>Nomination & Remuneration Committee</td><td>8/8</td></tr><tr><td>CSR Committee</td><td>2/2</td></tr></table></div>	Board Meetings	13/13	Risk Management Committee	2/2	Stakeholder Relationship Committee	1/1	Nomination & Remuneration Committee	12/12	CSR Committee	5/5	Board Meetings	6/6	Risk Management Committee	1/1	Stakeholder Relationship Committee	-	Nomination & Remuneration Committee	8/8	CSR Committee	2/2	NA	NA
Board Meetings	13/13																							
Risk Management Committee	2/2																							
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Nomination & Remuneration Committee	12/12																							
CSR Committee	5/5																							
Board Meetings	6/6																							
Risk Management Committee	1/1																							
Stakeholder Relationship Committee	-																							
Nomination & Remuneration Committee	8/8																							
CSR Committee	2/2																							
11	Number of shares held either directly or for beneficial basis for any other person	Nil	Nil	Nil																				
12	Directorships held in other Companies	-	-	1.Energy Efficiency Services Limited 2.NTPC Tamil Nadu Energy Company Limited																				

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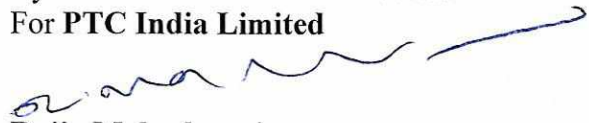
E-mail: info@ptcindia.com Website: www.ptcindia.com,

				3.Intellismart Infrastructure Private Limited 4.Meja Urja Nigam Private Limited
13	Chairman/Member of Committees of Board of Director of other Companies	Committees of PTC- <ul style="list-style-type: none"> • Risk Management Committee- Chairman • Stakeholders Relationship Committee- Chairman • Nomination & Remuneration Committee- Member 	-	<u>NTPC Tamil Nadu Energy Company Limited</u> Audit Committee- Chairman Member of CSR Committee, Nomination & Remuneration Committee <u>Energy Efficiency Services Limited</u> Member of Audit Committee, Project & Business Development Committee and <u>Intellismart Smart Infrastructure Private Limited</u> Member of Nomination & Remuneration Committee, Audit Committee, Project Investment Committee,



				Environmental, Social and Governance Committee
14	Relationships with other Directors/KMP inter-se	None	None	None
15	Listed entities from which the Director has resigned in the past three years.	None	None	None

By order of the Board of Directors
For **PTC India Limited**


Rajiv Maheshwari
Company Secretary
Membership No. F4998

Place: New Delhi
Date: 09th December, 2025

RAJIV MAHESHWARI
Company Secretary
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