

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of PTC India Ltd. (PTC) will be held on Friday, 26th September, 2014 at 3.00 p.m. at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi-110010 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2013-14.

2. To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2013-14 as Ordinary Resolution:

"Resolved that pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under and applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), dividend at the rate of 20% (₹ 2 per equity share of ₹10 each) be and is hereby declared for the FY 2013-14, out of the profits of the Company on the 296008321 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on 19th September 2014 (closing hours)."

3. To appoint a Director in place of Shri Mukesh Kumar Goel (DIN 00239813), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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 Shri Mukesh Kumar Goel (DIN00239813) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."

4. To appoint a Director in place of Shri Ravi Prakash Singh (DIN 05240974), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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 Shri Ravi Prakash Singh (DIN 05240974) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."

5. To appoint a Director in place of Shri Srinivasan Balachandran (DIN 01962996), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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 Shri Srinivasan Balachandran (DIN 01962996) who retires by rotation and who is eligible for re-appointment be and is hereby appointed as Director."

6. To consider and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors as Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s K.G Somani & Co. Chartered Accountants (ICAI Registration no.006591N), 3/15, Asif Ali Road, New Delhi-110002, be and is hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of

the Company.

Further resolved that Board of Directors/ Audit Committee of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

(7) To appoint Smt. Jyoti Arora (DIN 00353071) 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 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Jyoti Arora (DIN 00353071), who was appointed as Nominee Director of Ministry of Power, Govt. of India by the Board of Directors w.e.f. 24th March 2014 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 her candidature for the office of the Director of the Company, be and is hereby appointed as a Non Executive Nominee Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(8) To appoint Shri Dinesh Prasad Bhargava (DIN 01277269) as a 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 all other applicable provisions of the Companies Act, 2013 and any rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Dinesh Prasad Bhargava (DIN 01277269), who was appointed as Nominee Director of NHPC Ltd. by the Board of Directors w.e.f. 28th May 2014 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 Nominee Director of the Company and shall be liable to retire by rotation.

Further resolved that any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors,
For PTC INDIA LTD.



Place : New Delhi
Date : 28th August, 2014

(Rajiv Maheshwari)
Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT

EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
4. Relevant documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m and 1:00 p.m. up to the date of Annual General Meeting.
5. Brief resume of Directors seeking appointment and re-appointment as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the notice.
6. The Register of Members and Share Transfer Books of the Company will be closed from 20th September 2014 to 26th September 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
7. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made as under:
 - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 19th September 2014.
 - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 19th September 2014.
8. The Shareholders/ Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
9. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MCS Ltd, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialised form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website www.ptcindia.com.
12. In respect of shareholders' holding shares in electronic form, members are requested to notify any change of address and change in bank details etc. to their Depositories Participants.
13. The communication address of our Registrar and Share Transfer Agent (RTA) is MCS Limited, F-65, Okhla Industrial Area -Phase-I, New Delhi-110020.
14. Members are requested to notify immediately any change of address :
 - i) to their DP in respect of Shares held in dematerialized form
 - ii) to RTA i.e. M/s MCS Ltd. in respect of their physical shares, if any, quoting their folio number.

15. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed.

16. The Annual Report is also available at the Company's Website www.ptcindia.com.

17. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the businesses as contained in this notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field
	<ul style="list-style-type: none"> • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 22nd August 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant PTC India Ltd. on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 09:00 a.m, 19th September 2014 and ends on 06:00 p.m, 21st September 2014. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August 2014 may cast their vote electronically. The

e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xvii) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xviii) Mr. Ashish Kapoor, Company Secretary (Membership No. 20479) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Company is not providing Video Conferencing facility for this meeting.
19. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MCS Ltd. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
20. The Company has implemented the “Green Initiative” in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Directors’ Report, Auditors’ Report etc. will also be displayed on the website www.ptcindia.com of the Company. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated with the Depository Participant. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company at Company’s e-mail address at cs@ptcindia.com quoting their folio number(s). In case any member desire to get hard copy of Annual Report, they can write to Company at registered office address or email at cs@ptcindia.com OR admin@mcscdel.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

Item no. 7

Smt. Jyoti Arora

Smt. Jyoti Arora, aged about 53 years is an IAS officer and holding the position of Joint Secretary, Ministry of Power, Govt. of India. Smt. Jyoti Arora was appointed as Additional Director on the Board of Company w.e.f. 24th March 2014 as Nominee of Ministry of Power and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Smt. Jyoti Arora as Director on the Board of PTC.

The above appointment of Smt. Jyoti Arora, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Smt. Jyoti Arora is annexed.

Smt. Jyoti Arora has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the said Act and given her consent to act as Director.

Smt. Jyoti Arora does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Smt. Jyoti Arora is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7. The Board recommends the resolution set out at Item no. 7 of the notice for your approval.

Item no. 8

Shri Dinesh Prasad Bhargava

Shri Dinesh Prasad Bhargava aged about 58 years holds a bachelor's degree in electrical engineering from the University of Roorkee and has 35 years' experience in the hydro power sector. Shri Dinesh Prasad Bhargava was appointed as Additional Director on the Board of Company w.e.f. 28th May 2014 as Nominee of NHPC Ltd. and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Dinesh Prasad Bhargava as Director on the Board of PTC.

The above appointment of Shri Dinesh Prasad Bhargava, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Dinesh Prasad Bhargava is annexed.

Shri Dinesh Prasad Bhargava has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Shri Dinesh Prasad Bhargava does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Dinesh Prasad Bhargava is concerned or interested, financially or otherwise, in the resolution set out at Item no. 8. The Board recommends the resolution set out at Item no. 8 of the notice for your approval.

By Order of the Board of Directors,
For **PTC INDIA LTD.**



Place : New Delhi
Date : 28th August, 2014

(Rajiv Maheshwari)
Company Secretar

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AND DIRECTORS BEING APPOINTED AT THIS 15TH ANNUAL GENERAL MEETING

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of Audit and Shareholders Grievance committees other than in PTC	Number of shares held	Relationship between Directors
Shri Mukesh Kumar Goel	17-09-1956	B.E. (Technology)	Shri Mukesh Kumar Goel, holds the post of Director (Commercial) and Additional Charge of CMD in PFC. Shri Goel has a career spanning over 32 years. He has been involved in inducing reforms in State Power Utilities, steering Restructured Accelerated Power Development & Reform Programme of Government of India.	<ol style="list-style-type: none"> 1. Power Finance Corporation (PFC) Ltd. 2. PFC Consulting Ltd. 3. PTC India Financial Services Limited 4. PFC Green Energy Ltd. 5. PFC Capital Advisory Service Ltd. 	NIL	NIL	NONE
Shri Ravi Prakash Singh	21-01-1960	B.E. (Mechanical) and Post- Graduate Diploma in HR	Shri Ravi P. Singh, aged about 52 years is a nominee Director of Powergrid Corporation of India Ltd. He has previously held the positions of Executive Director (Eastern Region-II) and Executive Director (Human Resource Management & Corporate Communication) in Powergrid. Shri Singh has over 30 years of work experience in the power sector, handling various multi-disciplinary functions like HR, Telecom, Contracts, Materials, Planning etc.	<ol style="list-style-type: none"> 1. Power Grid Corporation of India Ltd. 2. Powerlinks Transmission Ltd. 3. Powergrid NM Transmission Ltd. 4. Vizag Transmission Ltd. 5. Unchahar Transmission Ltd. 	Power Grid Corporation of India Ltd.- Shareholders' / Investors' Grievance Committee, Member Powerlinks Transmission Ltd.- Audit Committee, Member	NIL	NONE
Shri Srinivasan Balachandran	27-08-1946	Master in Science (Msc.)	Shri S. Balachandran is an Ex-Addl. member (Budget), Ministry of Railways & Ex Managing Director Indian Railways Finance Corporation. He has rich experience in Finance sector	<ol style="list-style-type: none"> 1. Dredging Corp. of India Ltd. (DCI) 2. ONGC Petro Additions Ltd. (OPAL) 3. PTC Energy Limited (PEL) 4. United Stock Exchange of India Ltd. 5. SKS Micro Finance Ltd. 	<ol style="list-style-type: none"> 1. PEL-Audit Committee, Chairman 2. DCI- Audit Committee, Chairman 3. OPAL- Audit Committee, Chairman 4. United Stock Exchange of India Ltd.- Audit Committee, Member 5. DCI- Shareholders' / Investors' Grievance Committee, Member 	NIL	NONE
Smt. Jyoti Arora	15-10-1961	IAS	Smt. Jyoti Arora a first class post graduate in Economics from Punjab University, is an Indian Administrative Service officer of 1987 batch from Haryana Cadre. She is presently working as Joint Secretary, Ministry of Power, Govt. of India looking after Transmission, Operation & Monitoring, Reforms & Restructuring Divisions. Before joining the Ministry, she was Managing Director of electricity utilities in distribution, transmission and generation, for over a decade. During her tenure as Chief of Bureau of Energy Efficiency (BEE) in India, she was closely involved in setting up technical standards for the Perform Achieve Trade (PAT) scheme and the Super Efficient Equipment Programme. She has represented the country in United Nations Framework Convention on Climate Change (UNFCCC) negotiations.	<ol style="list-style-type: none"> 1. Power Grid Corporation of India Ltd. 2. Power System Operation Corporation Ltd. 	NIL	NIL	NONE

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of Audit and Shareholders Grievance committees other than in PTC	Number of shares held	Relationship between Directors
Shri Dinesh Prasad Bhargava	01-04-1956	Bachelor in Electrical Engineering	Shri Dinesh Prasad Bhargava has 35 years of experience in the hydro power sector. He has worked with the Nathpa Jhakri Hydro Power Station of the Satluj Jal Vidyut Nigam Limited. He is in-charge of Design and Engineering of projects, Operation and Maintenance of power stations, Contract & Procurement, Rural Electrification Works, Survey & Investigation Works, Research & Development, Quality Assurance and Inspection and Corporate Social Responsibility (CSR). He has also worked at Nathpa Jhakri Hydro Power Station of SJVN Limited. Prior to joining NHPC Board, Shri Bhargava has served NHPC in various capacities including as the Executive Director (Projects). He was also the Chief Executive Director of NHDC Ltd., a subsidiary of NHPC Ltd.	<ol style="list-style-type: none"> 1. NHPC Limited 2. Chenab Valley Power Projects Pvt. Ltd. 	1) NHPC Ltd- Audit Committee- Member	NIL	NONE