



**PTC India Financial Services Limited (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](http://www.ptcfinancial.com), E-mail: [info@ptcfinancial.com](mailto:info@ptcfinancial.com)

## **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”) that the resolution as set out in this Notice be passed by shareholders through Postal Ballot by way of remote e-voting (“Postal Ballot” or “e-voting”).

In compliance of the circular issued by the 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 **Wednesday, 21<sup>st</sup> January 2026** (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 Shri P Ramana Murthy (DIN:07815852) 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, Shri P Ramana Murthy (DIN:07815852) who was appointed as an Additional Director of the Company by the Board of Directors in the category of Independent Director w.e.f. 19<sup>th</sup> December 2025 on the recommendation 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 his candidature for the office of Director and who has given his 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 19th December 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.”

By order of the Board  
For PTC India Financial Services Limited

Sd/-

R Balaji

Managing Director & Chief Executive Officer

DIN: 05197554

Date: 20<sup>th</sup> January 2026

Place: New Delhi

## **NOTES**

1. The relevant explanatory statement pursuant to the provisions of Section 102 and 110 of the Act stating material facts concerning the proposed resolution 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 the 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 **Wednesday, 21<sup>st</sup> January 2026 (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](http://www.ptcfinancial.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of KFin at <https://evoting.kfintech.com>.



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6. A copy of draft appointment letter of Independent Director, 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](mailto: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. **Wednesday, 21<sup>st</sup> January 2026**. 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 resolution 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.
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 resolution 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 **Wednesday, 28<sup>th</sup> January 2026 at 9:00 a.m. (IST)** and will end on **Thursday, 26<sup>th</sup> February 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 Resolution is casted 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.



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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. 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.

## 15. 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.

## 16. 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	<b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b> i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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'.



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	<p>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> <p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields and follow steps given in point 1 above.</li> </ol>
	<p><b>3. Accessing the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon 'Login' which is available under 'Shareholder /Member' section.</li> <li>III. 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.</li> <li>IV. On successful authentication, Member will be requested to select the name of the company and the e-Voting service Provider name, i.e. KFintech.</li> <li>V. On successful selection, Member will be re-directed to the e-Voting page of KFintech for casting their vote during the e-Voting period.</li> </ol>
Individual members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cDSLindia.com/_myeasitoken/_home/_login">https://web.cDSLindia.com/_myeasitoken/_home/_login</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on 'Login to - My Easi' (under Quick Links)</li> <li>II. Click on the "Login" icon and opt for "New System Myeasi" (only applicable when using the URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a>).</li> <li>III. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>IV. Click on Company name or e-Voting service provider name, i.e., KFintech to cast your vote.</li> </ol> <p><b>2. Users not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cDSLindia.com/_myeasitoken/_Registration/_EasiRegistration">https://web.cDSLindia.com/_myeasitoken/_Registration/_EasiRegistration</a></li> <li>II. Proceed with completing the required fields and follow the steps given in point 1 above.</li> </ol> <p><b>3. Accessing the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cDSLindia.com">www.cDSLindia.com</a></li> <li>II. Provide your Demat Account Number and PAN.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>IV. 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.</li> </ol>
Individual	<p>I. Members can also login using the login credentials of their demat accounts</p>



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members login through their demat accounts/ Website of Depository Participant	their DP registered with NSDL/CDSL for e-Voting facility. II. 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. III. 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:
  - a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
  - b. 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.
  - c. After entering these details appropriately, click on "LOGIN"
  - d. 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.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the "EVEN" of "PTC India Financial Services Limited" and click on "Submit".
  - g. 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"



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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.

- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - i. 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.
  - j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - 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).
1. 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](mailto:csrohitparmar@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) on or before 26<sup>th</sup> February, 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](mailto: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



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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.
- 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](mailto: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](mailto:evoting@kfintech.com) or call KFIN’s toll free No. 1800-309-4001 for any further clarification.

17. 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.

18. The Scrutinizer will submit his report to the Chairman or any other person, so authorised after the completion of scrutiny of the votes within the prescribed timeline. The result of the voting by postal ballot through the remote e-Voting process will be announced by the Chairman, or by such person, so authorised, on or before **1<sup>st</sup> March 2026**. The Scrutinizer’s decision on the validity of the e-Voting shall be final and binding.

19. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.ptcfinancial.com](http://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](http://www.bseindia.com) & [www.nseindia.com](http://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.

20. The resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Thursday, 26<sup>th</sup> February 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/-  
R Balaji

Managing Director & Chief Executive Officer  
DIN: 05197554

Date: 20<sup>th</sup> January 2026

Place: New Delhi



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

### **Item No. 1: Appointment of Shri P Ramana Murthy (DIN:07815852) 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 Shri P Ramana Murthy (DIN:07815852) 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. 19<sup>th</sup> December 2025.

**Smt. P Ramana Murthy** has given declaration of independence, his consent to act as Director, declaration to the effect that he 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 his 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, Shri P Ramana Murthy 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 him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Shri P Ramana Murthy 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 an independent of the management of the Company.

A brief profile of Shri P Ramana Murthy 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 Shri P Ramana Murthy**

Shri Pikkili Ramana Murthy is a seasoned Banker with more than 32 years of experience in Banking Industry. Shri Murthy holds a Bachelor’s degree in Agriculture. He is also a certified associate member of Indian Institute of Bankers.

Shri Murthy started his Banking journey in Allahabad Bank as Agriculture Officer. He has varied experience across geographies in Metro, Urban, Semi Urban, Rural locations including Zonal Head of Rajasthan Zone and Field General Manager, South at Hyderabad. In Allahabad Bank, Shri Murthy worked mostly in the areas of Credit, Recovery, Monitoring, Risk Management, Branches, Zone Administration and Compliance. Shri Murthy also served as Executive Director in Central Bank of India.

During his tenure as ED in Central Bank of India, Shri Murthy successfully handled Corporate Credit, Retail Credit, MSME, Risk Management, Credit Monitoring, Recovery and Rehabilitation, Operations, Treasury and International Banking, Human Resources Division, Compliance and also served as member of various Sub Committees of the Board, such as Audit Committee, Operational Risk Management Committee, Credit Risk Management Committee, HR Committee etc.



**PTC India Financial Services Limited (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](http://www.ptcfinancial.com), E-mail: [info@ptcfinancial.com](mailto:info@ptcfinancial.com)

Shri Murthy also served as an Additional Director in New India Assurance, a Public Sector Insurance Company where he contributed for successful raising of Capital through IPO. He also served as Non-Executive Chairman in Cent Bank Home Finance Limited, a NBFC for Home Finance.

Presently Shri Murthy is serving as an Independent Director in the Boards of two other Companies.

Shri Murthy has undergone Management Development Programme at Administrative Staff College of India, Hyderabad, MDI Gurgaon and IIM, Kolkata. He has also undergone training on "Leadership Development for Corporate Excellence" at Kellogg's School of Management, North Western University, Chicago, USA.

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 Shri P Ramana Murthy 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 Shri P Ramana Murthy, 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.

By order of the Board  
For PTC India Financial Services Limited

Sd/-

R Balaji

Managing Director & Chief Executive Officer  
DIN: 05197554

Date: 20<sup>th</sup> January 2026

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**

<b>Name of the Director</b>	<b>Shri P Ramana Murthy</b>
DIN	07815852
Date of Birth (Age)	16 <sup>th</sup> May 1964 (61 years)
Nationality	Indian
Date of first appointment on the Board	19 <sup>th</sup> December 2025
Qualifications	1. B.Sc (Agr.), Allahabad University 2. CAIIB(P), IIBF
Experience in years	More than 32 years
Brief Profile, nature of expertise in specific functional areas	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	Banking, Leadership, MSME, Risk Management, Credit Monitoring, Recovery and Rehabilitation, Operations, Treasury, Human Resources Division and Compliance, etc.  Basis these attributes, the Board noted that Shri P Ramana Murthy's background and experience are aligned to the role and capabilities and that he can be appointed as an Independent Director of the Company.
Terms and conditions of appointment	As mentioned in Explanatory Statement of the said Notice
Details of remuneration sought to be paid	No remuneration other than sitting fees for attending the Board and committee meetings.
Remuneration last drawn	Not Applicable
Number of shares held either directly or for beneficial basis for any other person	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel 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	1/1
Directorships held in other Companies (excluding foreign Companies)	1. CENT Bank Home Finance Limited 2. SRI Avantika Contractors (I) Limited
Membership/ Chairmanship of Committees of Board of Director of other Companies.	<b>CENT Bank Home Finance Limited</b> <b>Chairmanship:</b> 1. Recovery Committee 2. IT Committee 3. Stakeholders Relationship Committee



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Name of the Director	Shri P Ramana Murthy
	<p><b>Membership:</b></p> <ul style="list-style-type: none"><li>1. Audit Committee</li><li>2. Nomination and Remuneration Committee</li><li>3. CSR Committee</li><li>4. HR Committee</li><li>5. Credit Management Committee</li><li>6. Risk Management Committee</li><li>7. Special Committee of the Board for monitoring and follow up of Fraud Cases</li><li>8. Identification of Willful Defaulters Committee</li></ul> <p><b><u>SRI Avantika Contractors (I) Limited</u></b></p> <p><b>Membership:</b></p> <ul style="list-style-type: none"><li>1. Audit Committee</li><li>2. Nomination and Remuneration Committee</li><li>3. CSR Committee</li></ul>
<b>Listed entities from which the director has resigned in the past three years</b>	Nil

By order of the Board  
For PTC India Financial Services Limited

Sd/-  
R Balaji

Managing Director & Chief Executive Officer  
DIN: 05197554

Date: 20<sup>th</sup> January 2026  
Place: New Delhi