

5th June 2026

To

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

Dear Sir/ Madam,

In continuation to our letter dated 4th June 2026 and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), we are enclosing herewith the Postal Ballot Notice together with the explanatory statement thereto, seeking consent of the Members of PTC India Financial Services Limited (the “Company”) for the following Special Business:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Shri Rajiv Malhotra (DIN:02383396) as MD&CEO (Addl. Charge)	Ordinary

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, and provisions of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners received from Depositories and Registrar and Share Transfer Agent of the Company as on the Cut-Off date i.e., **Tuesday, 2nd June 2026**.

The Company has engaged the services of KFin Technologies Limited to provide the remote e-voting facility to its members. The remote e-voting will commence on **Sunday, 7th June 2026 at 9:00 a.m. (IST)** and will end on **Monday, 6th July 2026 at 5:00 p.m. (IST)**. after which the e-voting module shall be disabled. The results of postal ballot will be declared by the Company on or before **Wednesday, 8th July 2026**.

This is for your information and records please.

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

Yours faithfully,

For PTC India Financial Services Limited

Manohar Balwani
Company Secretary

Encl. As above



PTC India Financial Services 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, E-mail: 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, that the resolution as set out in this Notice is proposed to be passed by the Members of PTC India Financial Services Limited (the “**Company**” or “**PFS**”) 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 **Tuesday, 2nd June 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 Rajiv Malhotra (DIN:02383396) as Managing Director & Chief Executive Officer (Additional Charge)

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Rules made thereunder and Regulation 17(1C) 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 Rajiv Malhotra (DIN:02383396) who was appointed as an Additional Director of the Company by the Board of Directors, in the category of Nominee Director of PTC India Limited (“**PTC**”), the Holding Company, w.e.f. 8th April 2026 and who was re-designated in the category of MD&CEO (Addl. Charge) by the Board of Directors w.e.f. 1st July 2026, on the recommendation of Nomination and Remuneration Committee 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 Director of the Company, liable to retire by rotation.



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RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17 of the SEBI Listing Regulations and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Rajiv Malhotra (DIN:02383396) who is also an employee of PTC be and is hereby appointed as Managing Director & Chief Executive Officer (Additional Charge) and designated as Key Managerial Personnel of the Company w.e.f. 1st July 2026 to 30th November 2026 i.e. till the date of his superannuation from PTC, without any remuneration from the Company, liable to retire by rotation.

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

By order of the Board
For PTC India Financial Services Limited

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

Date: 4th June 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 appointment of a 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 **Tuesday, 2nd June 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.



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5. A copy of the Postal Ballot Notice is available on the website of the Company at www.ptcfinancial.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFin at <https://evoting.kfintech.com>.
6. All the documents referred to in this Postal Ballot Notice and the Statement pursuant to Section 102 of the Act will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@ptcfinancial.com with subject line “*Inspection of Documents*” from their registered email address mentioning his/her/its name, folio number/DP ID and Client ID.
7. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated and also available on the Company’s website at www.ptcfinancial.com.
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. **Tuesday, 2nd June 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 **Sunday, 7th June 2026 at 9:00 a.m. (IST)** and will end on **Monday, 6th July 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. 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.
12. 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, if not already provided:
 - 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



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- 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>

13. Registration of e-mail ID

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 registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to info@ptcfinancial.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

14. In accordance with SEBI Circular dated 30th January, 2026, SEBI has opened another special window for transfer and dematerialisation ("demat") of physical securities whose Transfer Deed has been executed before April 1, 2019, subject to fulfilment of such conditions as prescribed in the said Circular. This window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended due to deficiency in the documents/process/or otherwise and shall remain open for a period of one year from February 5, 2026 to February 4, 2027. During this period, the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer and shall not be transferred/lien-marked/pledged during the said lock-in period. Relevant investors are encouraged to take advantage of this window. Requests shall be marked to RTA of the Company at Kfin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032, Email: einward.ris@kfintech.com.

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

16. Instructions for remote e-voting:

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.



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ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Sunday, 7 th June 2026 from 9:00 AM	Monday, 6 th July 2026 till 5:00 PM

iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on **Tuesday, 2nd June 2026**, i.e., Cut-off Date, may cast their vote by remote e-voting.

v. The process and manner for remote e-voting is as under:

- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”), the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. 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 the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

- i. Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
- ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e. ‘**PTC India Financial Services Limited**’ or ESP i.e. KFin.
- v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.

3. Those not registered under IDeAS:

- i. Visit <https://eservices.nsdl.com> for registering.
- ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>.
- iv. 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.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name i.e. ‘**PTC India Financial Services Limited**’ or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
- viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>2. User not registered for Easi/ Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com.</p>
Individual Members login through their demat accounts / website of DPs	<p>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against ‘PTC India Financial Services Limited’ or ‘KFin’.</p>

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.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259



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II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. 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, e-mail 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘PTC India Financial Services Limited’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, 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.

General Guidelines for Members:

1. Institutional members (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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to inward.ris@kfintech.com with the subject line “**PTC India Financial Services Limited - Postal Ballot 2026**”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.



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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 **Wednesday, 8th July 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 uploaded on the Company's website www.ptcfinancial.com and on the website of KFin at <https://evoting.kfintech.com> immediately after the result is declared and the same shall be communicated to the Stock Exchanges i.e. BSE and NSE at www.bseindia.com & www.nseindia.com, respectively where the equity shares of the Company are listed. The result shall also be displayed on the notice board at the Registered Office of the Company.
20. The resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Monday, 6th July 2026**, i.e. the last date specified for receipt of votes through the remote e-Voting process.

By order of the Board
For PTC India Financial Services Limited

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

Date: 4th June 2026
Place: New Delhi



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, E-mail: info@ptcfinancial.com

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 Rajiv Malhotra (DIN: 02383396) as Managing Director & Chief Executive Officer (Additional Charge)

On 30th March 2026, Shri R. Balaji, current MD&CEO has tendered his resignation effective from 30th June 2026, due personal reasons.

The Board of Directors (“Board”) at its meeting held on 8th April 2026, on receipt of nomination from PTC India Limited (“PTC”), the holding company and pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 (the “Act”), Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, has appointed Shri Rajiv Malhotra (DIN:02383396) as an Additional Director (in the category of Non-Executive Nominee Director), liable to retire by rotation, on the Board of the Company w.e.f. 8th April 2026. In PTC, Shri Rajiv Malhotra is an Executive Director (not on the Board) & Chief Risk Officer.

Subsequently, the Board at its meeting held on 4th June 2026, after receipt of No-objection Certificate from PTC and on the recommendation of Nomination & Remuneration Committee, has re-designated Shri Rajiv Malhotra as MD&CEO (Addl. Charge) effective from 1st July 2026 to 30th November 2026 i.e. till the date of his superannuation from PTC, without any remuneration from the Company, subject to approval of the shareholders of the Company, liable to retire by rotation. It is proposed not to pay any remuneration to Shri Rajiv Malhotra for holding the additional charge of MD&CEO of PFS, however, he would continue to receive remuneration from PTC for his assignment(s) in PTC as per its applicable policies.

It was felt that the process of appointing a new MD&CEO may take some time. Accordingly, to ensure continuity in leadership till the new MD&CEO is appointed, the Board deemed prudent to make an interim arrangement. Therefore, the tenure of Shri Rajiv Malhotra has been limited to five months, till the selection and appointment of the new MD&CEO.

The other brief details about the proposed appointment of Shri Rajiv Malhotra are given herein:

Nature of Duties	<ul style="list-style-type: none">• The MD&CEO (Addl. Charge) operates under the supervision and control of the Board, managing the business and affairs of the Company. Powers are exercised by him as delegated by the Board, subject to limitations imposed by the Act, the Memorandum and Articles of Association, or resolutions passed by the Board or the Company in General Meeting.• The MD&CEO (Addl. Charge) shall devote adequate time and attention to the Company’s operations, acting in the best interest of the Company and its all stakeholders.
Other Conditions	<ul style="list-style-type: none">• The terms and conditions governing the appointment of the MD&CEO (Addl. Charge) include provisions requiring adherence to the Company’s Code of Conduct, Deed of Covenants prescribed by RBI for NBFCs and the maintenance of confidentiality.• Furthermore, all the Company’s Policies and associated Rules applicable to other Whole-time Directors and employees of the Company shall also apply to the MD&CEO (Addl. Charge), except where expressly stated otherwise.

Shri Rajiv Malhotra has given 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/ regulations, 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 14th June 2018 to the Stock Exchanges and further BSE Circular No. LIST/COMP/14/2018-19 and NSE Circular No.



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NSE/CML/2018/24 both dated 20th June 2018, Shri Rajiv Malhotra has declared that he is not been debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Shri Rajiv Malhotra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 and also conditions set out under subsection (3) of Section 196 of the Companies Act, 2013 for being eligible for this appointment.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain approval of the shareholders for appointment of a person on the Board at the next general meeting or within a period of 3 months from the date of appointment, whichever is earlier.

A brief profile of Shri Rajiv Malhotra 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 Rajiv Malhotra

Shri Rajiv Malhotra, aged about 59 years, is a Mechanical Engineer and has undergone the Post Graduate Program (PGP) in Management. He is an alumnus of NIT, Kurukshetra and Indian Institute of Management, Lucknow. He also has a charter in Financial Analysis (CFA). He has been in position as Executive Director & Group Chief Risk Officer since June, 2013 in PTC India Ltd.

The initial nine years of his career were with NTPC, a Maharatna Company where he served in various capacities. Before joining PTC, he was also the Chief Operating Officer, Athena Energy Ventures Pvt. Ltd. (AEVPL), a joint venture of PTC and IDFC with AIP Power Pvt. Ltd. and Sr. Vice President (Business & Corporate Development) at Energy Infratech Pvt. Ltd., a project engineering and management services company. In an earlier stint, he was Vice President at PTC.

With more than 35 years of experience in the utility and energy sector, he has a broad domain of knowledge and his experience covers strategy and finance, customer relations, building cyber resilience, people policy matters, tariff and risk analysis & regulatory matters. Organizational building and stakeholder relationships have been the core of his work domain.

The Board recommends the Ordinary Resolution set out as Item no. 1 of the Notice for approval of the Members. Except Shri Rajiv Malhotra, being an appointee and Dr. Manoj Kumar Jhavar, nominee of PTC, 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/-

Manohar Balwani

Company Secretary

Membership No.: A11117

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Annexure

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

Name of the Director	Shri Rajiv Malhotra
DIN	02383396
Date of Birth (Age)	7 th November 1966 (59 years)
Nationality	Indian
Date of first appointment on the Board	8 th April 2026
Qualifications	1. Mechanical Engineering- NIT, Kurukshetra 2. Post Graduate Program- IIM Lucknow 3. CFA
Experience in years	More than 35 years
Brief Profile, nature of expertise in specific functional areas	As per Explanatory Statement of this Notice
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strategy and finance, customer relations, building cyber resilience, people policy matters, tariff and risk analysis, regulatory matters, Organizational building and stakeholder relationships, etc. Basis these attributes, the Board on the recommendations of Nomination & Remuneration Committee (“NRC”) noted that Shri Rajiv Malhotra’s background and experience are aligned to the role and capabilities identified by NRC and that he can be appointed as MD&CEO (Addl. Charge) of the Company.
Terms and conditions of appointment	As per Explanatory Statement of this Notice
Details of remuneration sought to be paid	No remuneration being payable by PFS, and that he may continue to receive remuneration from PTC India Limited (“PTC”), the holding company for his assignment in PTC as per its applicable policies.
Remuneration last drawn	Nil
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	Shri Rajiv Malhotra and Dr. Manoj Kumar Jhavar are related to each other to the extent of both being nominees of PTC till 1 st July 2026 and both being in the employment with PTC.
No. of meetings of Board attended/ held during Financial Year 2026-27 till the date of the Notice	2/2
Directorships held in other Companies (excluding foreign Companies)	Nil
Membership/ Chairmanship of Committees of Board of Director of other Companies.	Nil
Listed entities from which the director has resigned in the past three years	Nil

By order of the Board
For PTC India Financial Services Limited

Sd/-

Manohar Balwani

Company Secretary

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