

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
 2. Quarter and Year ending 31st December, 2022

										I. Composition of Board of Directors											
Disqualification of Directors under section 164 of the Companies Act, 2013																					
Title (Mr./Ms)	Name of the Director	PAN & DIN	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]"	Date of special resolution	Category (Chairperson/Executive/Non-Executive/Nominee)*	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-Appointment)	Date of cessation	Tenure in months	Date of Birth	No. of Directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorships in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for providing PAN	Notes for providing DIN
Mr.	RAJIB KUMAR MISHRA	06836268-ACTPM1580A	No	-	-	-	Active	NA	NA	Chairperson/EXECUTIVE*	24/02/2015	24/02/2020	-	-	01/03/1963	2	-	-	-	-	-
Mr.	RAGHURAJ MADHAV RAJENDRAN	07772370-AGHPR9209B	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	27/01/2022	27/01/2022	01/12/2022	-	18/05/1979	NA	NA	NA	NA	-	-
Mr.	MOHAMMAD AFZAL	09762315-AFEP1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	12/12/2022	12/12/2022	-	-	02/02/1971	3	-	-	-	-	-
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075-AADPG2584L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/03/2017	16/03/2020	05/12/2022	68	09/09/1956	NA	NA	NA	NA	-	-
Ms.	PARMINDER CHOPRA	08530587-ABRPC7988H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	02/08/2020	02/08/2020	-	-	30/04/1967	3	-	3	-	-	-

Mr.	VINOD KUMAR SINGH	08679313-ARDPS5782M	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	09/11/2020	09/11/2020	-	-	01/06/1963	2	-	1	-	-	-
Mr.	HIMANSHU SHEKHAR	09448637-APTPS6900B	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	31/12/2021	31/12/2021	-	-	07/03/1963	1	-	1	-	-	-
Ms.	SANGEETA KAUSHIK	09157948-AAFPK0159H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	18/02/2022	18/02/2022	-	-	26/01/1966	1	-	-	-	-	-
Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	48	20/11/1957	2	2	1	-	-	-
Ms.	SUSHAMA NATH	05152061-AALPN8071D	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	20/12/2017	20/12/2020	05/12/2022	59	03/03/1951	NA	NA	NA	NA	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	53	04/09/1956	1	1	-	1	-	-
Mr.	SUBHASH S. MUNDRA	00979731-ABHPM0762H	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	01/07/2020	01/07/2020	05/12/2022	29	18/07/1954	NA	NA	NA	NA	-	-
Ms.	PREETI SARAN	08606546-AAHPS9314E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	02/08/2020	02/08/2020	06/12/2022	28	05/09/1958	NA	NA	NA	NA	-	-
Whether Regular chairperson appointed (Yes/No) –No*																					
Whether Chairperson is related to managing director or CEO (Yes/No)- No																					

*The Board of PTC India Ltd. in its meeting held on 1st November 2021 has decided that till regular Chairperson of the Board is appointed, Dr. Rajib Kumar Mishra, the current Whole-time Director shall also exercise the powers of Chairman & Managing Director (CMD) as have been delegated by the Board from time-to-time w.e.f. 6th November 2021.

For calculating No. of post of Chairperson in Audit/Stakeholder Committee, we are considering both listed and unlisted entities, as mentioned in Regulation 26(1)of Listing Regulations and FAQs)

II. Composition of Committees								
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non Executive/Independent/Nominee) \$	DIN Number	Whether Regular chairperson appointed	Date of Appointment In Committee	Date of Cessation		Remarks
1. Audit Committee	Sh. Jayant Purushottam Gokhale	Non-Executive - Independent Director, Chairperson of Committee	00190075	Yes	29-04-2017	05-12-2022		-
	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairperson of Committee	08185307		21-01-2021	-		
	Ms. Sushama Nath	Non-Executive - Independent Director, Member	05152061		19-01-2018	05-12-2022		
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587		24-06-2022	-		
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		06-12-2022	-		
2. Nomination & Remuneration Committee	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairperson of Committee	08185307	Yes	27-01-2022	-		-
	Sh. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	08679313		11-11-2021	-		
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		24-06-2022	-		
3. Risk Management Committee (if applicable)#	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	03109225	Yes	19-06-2020	-		-
	Smt. Preeti Saran	Non-Executive - Independent Director, Member	08606546		11-08-2020	06-12-2022		
	Sh. Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	00190075		27-01-2022	05-12-2022		
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587		27-01-2022	-		
4. Stakeholders Relationship Committee#	Smt. Preeti Saran	Non-Executive - Independent Director, Chairperson of Committee	08606546	No	09-11-2020	06-12-2022		-
	Shri Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	00190075		29-04-2017	05-12-2022		

	Shri Himanshu Shekhar	Non-Executive - Nominee Director, Member	09448637		31-12-2021	-		
5. Corporate Social Responsibility Committee	Shri Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairman of Committee	08185307	Yes	07-08-2018	-		-
	Shri Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		24-12-2019	-		
	Shri Vinod Kumar Singh	Non-Executive - Nominee Director, Member	08679313		09-11-2020	-		
	Ms. Sangeeta Kaushik	Non-Executive - Nominee Director, Member	09157948		24-06-2022	-		

Due to resignation of Independent Directors in December 2022, the composition of the Committees and Board of directors is not in line with the terms of SEBI Listing Regulations as on 31st December 2022. The management of the Company is in the process of filling up such casual vacancies within prescribed statutory period of three months.

III. Meeting of Board of Directors

Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors Present* – All directors including Independent Directors	Number of independent directors attending the meeting*		-
5 th July, 2022	-		Yes	12	10	06		-
02 nd November, 2022	119 days	-	Yes	12	12	06		
24 th November, 2022	21 days		Yes	12	09	05		
06 th December, 2022	11 days		Yes	08	05	02		
07 th December, 2022	No gap		Yes	07	07	02		

IV. Meeting of Committees-

S. No.	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings in number of days	Name of other Committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors as on date of the meeting	Number of Directors Present- – All directors including Independent Directors	No. of Independent Directors attending the meeting	Number of members attending the meeting (other than Board of Directors)
1	Audit Committee	5 th July, 2022	-	-	-	Yes	4	4	3	-
2	Audit Committee	2 nd November, 2022	119 days	-	-	Yes	4	3	3	-
3	Audit Committee	22 nd November, 2022	19 days	-	-	Yes	4	4	3	-
4	Audit Committee	24 th November,	01 days	-	-	Yes	4	3	3	-

		2022								
5	Audit Committee	6 th December, 2022	11 days	-	-	Yes	3	3	2	-
6	Audit Committee	7 th December, 2022	No gap	-	-	Yes	3	3	2	-
7	Audit Committee	Again 7 th December, 2022	No gap			Yes	3	2	2	-
8	Nomination & Remuneration Committee	25 th July, 2022	-	-	-	Yes	3	3	2	-
9	Nomination & Remuneration Committee	8 th October, 2022	74 days	-	-	Yes	3	3	2	-
10	Risk Management committee	30 th August 2022	-	-	-	Yes	4	3	3	-

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
Whether prior approval of audit committee obtained	YES	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES	-

VI. Affirmations

1.	<p>2. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. No^s</p> <p>3. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee : Yes</p> <p>b. Nomination & remuneration committee : Yes</p> <p>c. Stakeholders relationship committee : No^s</p> <p>d. Risk management committee : No^s</p> <p>4. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>5. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>6. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p> <p>7. Any comments/observations/advice of Board of Directors may be mentioned here: NA</p> <p>\$ Due to resignation of Independent Directors in December 2022, the composition of the Committees (RMC and SRC) and Board of directors is not in line with the terms of SEBI Listing Regulations as on 31st December 2022. The management of the Company is in the process of filling up such casual vacancies within prescribed statutory period of three months.</p> <p>Rajiv Maheshwari Sd/- Company Secretary & Compliance Officer FCS No.4998</p> <p>Date: 16/01/2023 Place: New Delhi</p>
----	--