



COMPLIANCE REPORT ON CORPORATE GOVERNANCE (FOR WHOLE OF THE FINANCIAL YEAR)

Name of the Company: - PTC India Limited

CIN No: L40105DL1999PLC099328

Year ended on: -March 31, 2024

I. Disclosure on Website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/N.A)	If Yes provide link to website. If No/N.A. provide reasons
a. Details of business	Yes	https://www.ptcindia.com/about-us/the-concept-of-ptc/
b. Terms and Conditions of appointment of Independent directors	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Terms-Appointment-Independent-Director.pdf
c. Composition of various committees of board of directors	Yes	https://www.ptcindia.com/about-us/board-of-directors/
d. Code of conduct of board of directors and senior management personnel	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Code-of-conduct.pdf
e. Details of establishment of vigil mechanism/Whistle Blower policy	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Whistle-Blower-Policy.pdf
f. Criteria of making payments to non-executive directors	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-Nomination-and-Remuneration-Board-Diversity-Policy.pdf
g. Policy on dealing with related party transactions	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-materiality-of-Related-Party-Transactions-and-also-on-dealing-with-Related-Party-Transactions.pdf
h. Policy on determining of 'material' subsidiaries	Yes	https://ptcindia.com/wp-content/uploads/2019/07/Policy-on-Determining-Material-Subsidiaries.pdf

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

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2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500, 41595100, 46484200, Fax: 011-41659144

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

i. Details of familiarization programmes imparted to independent directors	Yes	https://www.ptcindia.com/wp-content/uploads/2019/07/Familiarization-Program-for-IDs-29-11-2023.pdf
j. Contact Information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.ptcindia.com/about-us/board-of-directors/
k. Email address for grievance Redressal and other relevant details	Yes	https://www.ptcindia.com/about-us/board-of-directors/
l. Financial results	Yes	https://www.ptcindia.com/financial-results/
m. Shareholding pattern	Yes	https://www.ptcindia.com/statutory-information/shareholding-pattern/
n. Details of agreements entered into with the media companies and/or their associates	N.A.	
o. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.ptcindia.com/transcript/ & https://www.ptcindia.com/investor-presentations/
p. New name and old name of the listed entity	N.A.	
q. Advertisements as per regulation 47 (1)	Yes	https://www.ptcindia.com/statutory-information/news-paper-advertisements/
r. Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.ptcindia.com/ptc-rating-letters/
s. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.ptcindia.com/annual-report/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.ptcindia.com/statutory-information/statutory-policy-code-of-conduct-etc/

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b) Materiality Policy as per Regulation 30	Yes	https://www.ptcindia.com/wp-content/uploads/2020/05/Policy-determination-materiality.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.ptcindia.com/wp-content/uploads/2020/04/Dividend-Distribution-Policy.pdf
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	https://www.ptcindia.com/
II Annual Affirmations		
Particulars	Regulations Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or eligibility	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1B)	No ^s
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointment	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Composition	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17 A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit committee	18(2)	Yes
Composition of nomination and remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

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Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (1A),(5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes

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Policy with respect of Obligations of directors and senior management	26 (2) & 26(5)	Yes
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		Yes
³ Consequent to appointment of Director (Commercial & Operations), PTC w.e.f. 18.01.2024, there is a vacancy of Independent Director and the Board of directors is not in line with the terms of SEBI Listing Regulations as on 31 st March 2024. The management of the Company is in the process of filling up this vacancy. Sd/- Rajiv Maheshwari Company Secretary & Compliance Officer Date: 15/04/2024 Place: New Delhi		

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Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	No	Consequent to appointment of Director (Commercial & Operations), PTC w.e.f. 18.01.2024, there is a vacancy of Independent Director and the Board of directors is not in line with the terms of SEBI Listing Regulations as on 31st March 2024. The management of the Company is in the process of filling up this vacancy
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	

39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				Add Notes

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Annexure II		
1	Name of signatory	Rajiv Maheshwari
2	Designation	Company Secretary and Compliance Officer