

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Year ending 30th June, 2022

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non -Executive/ Independent/ 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 Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship 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 Regulation 26(1) of 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)
Dr.	RAJIB KUMAR MISHRA	06836268- ACTPM1580A	Chairperson/E XECUTIVE*	24/02/2015	24/02/2020	-	-	01/03/1963	2	-	-	-
Mr.	RAGHURAJ MADHAV RAJENDRAN	07772370- AGHPR9209B	NOMINEE DIRECTOR- NON EXECUTIVE	27/01/2022	27/01/2022	-	-	18/05/1979	3	-	-	-
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075- AADPG2584L	INDEPENDEN T DIRECTOR	16/03/2017	16/03/2020	-	63	09/09/1956	2	2	4	3
Ms.	PARMINDER CHOPRA	08530587- ABRPC7988H	NOMINEE DIRECTOR- NON EXECUTIVE	02/08/2020	02/08/2020	-	-	30/04/1967	3	-	3	-
Mr.	VINOD KUMAR SINGH	08679313- ARDPS5782M	NOMINEE DIRECTOR- NON EXECUTIVE	09/11/2020	09/11/2020	-	-	01/06/1963	2	-	1	-
Mr.	HIMANSHU SHEKHAR	09448637- APTPS6900B	NOMINEE DIRECTOR- NON EXECUTIVE	31/12/2021	31/12/2021	-	-	07/03/1963	1	-	1	-

Ms.	SANGEETA KAUSHIK	09157948-AAFPK0159H	NOMINEE DIRECTOR-NON EXECUTIVE	18/02/2022	18/02/2022	-	-	26/01/1966	1	-	-	-
Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	42	20/11/1957	3	3	-	-
Ms.	SUSHAMA NATH	05152061-AALPN8071D	INDEPENDENT DIRECTOR	20/12/2017	20/12/2020	-	54	03/03/1951	2	2	1	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	47	04/09/1956	2	2	1	-
Mr.	SUBHASH S. MUNDRA	00979731-ABHPM0762H	INDEPENDENT DIRECTOR	01/07/2020	01/07/2020	-	24	18/07/1954	4	4	5	2
Ms.	PREETI SARAN	08606546-AAHPS9314E	INDEPENDENT DIRECTOR	02/08/2020	02/08/2020	-	23	05/09/1958	2	2	2	2
		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 CMD/MD 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) \$	Whether Regular chairperson appointed	Date of Appointment In Committee	Date of Cessation
1. Audit Committee	Sh. Jayant Purushottam Gokhale	Non-Executive - Independent Director, Chairperson of Committee	Yes	29-04-2017	-
	Ms. Sushama Nath	Non-Executive - Independent Director, Member	-	19-01-2018	-
	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Member	-	21-01-2021	-
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	-	24-06-2022	-
2. Nomination & Remuneration Committee	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairperson of Committee	Yes	27-01-2022	-
	Ms. Sushama Nath	Non-Executive - Independent Director, Member	-	10-02-2018	24-06-2022
	Sh. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	-	11-11-2021	-
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	-	24-06-2022	-
3. Risk Management Committee (if applicable)	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	Yes	19-06-2020	-
	Smt. Preeti Saran	Non-Executive - Independent Director, Member	-	11-08-2020	-
	Sh. Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	-	27-01-2022	-
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	-	27-01-2022	-
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Smt. Preeti Saran	Non-Executive - Independent Director, Chairperson of Committee	Yes	09-11-2020	-
	Shri Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	-	29-04-2017	-
	Shri Himanshu Shekhar	Non-Executive - Nominee Director, Member	-	31-12-2021	-

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

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors Present – All directors including Independent Directors	Number of independent directors attending the meeting	Maximum gap between any two consecutive meetings (in number of days)
27 th January, 2022 14 th February, 2022 28 th March, 2022	31 st May, 2022 24 th June, 2022	Yes Yes	11 10	5 4	63 days 23 days

IV. Meeting of Committees-

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors Present- – All directors including Independent Directors	Number of independent directors attending the meeting	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1. Audit Committee					
31 st May, 2022	Yes	3	3	25 th January, 2022 11 th February, 2022 14 th February, 2022	02 days 105 days
2. Nomination and Remuneration Committee					
Nil	-	-	-	18 th February, 2022	-
3. Risk Management Committee					
07 th May, 2022 18 th May, 2022	Yes Yes	4 4	3 3	2 nd February, 2022 4 th February, 2022 10 th February, 2022 16 th February, 2022 23 rd February, 2022 24 th February, 2022 1 st March, 2022 9 th March, 2022 16 th March, 2022 19 th March, 2022 24 th March, 2022 26 th March, 2022	41 days 10 days

4. Corporate Social Responsibility Committee							
19 th May, 2022	Yes	2	2	2 nd February, 2022 25 th March, 2022	50 days 54 days		
5. Stakeholders Relationship Committee							
Nil	-	-	-	14 th March, 2022	-		
V. Related Party Transactions							
Subject		Compliance status (Yes/No/NA)					
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. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee : Yes b. Nomination & remuneration committee : Yes c. Stakeholders relationship committee : Yes d. Risk management committee : Yes e. Corporate Social Responsibility (CSR) Committee : Yes 3. 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 4. 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 5. A. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes b. Any comments/observations/advice of Board of Directors may be mentioned here: NA C. This report for the quarter ended March 31, 2022 will be placed before the Board of Directors in its forthcoming Board meeting. Yes							
Sd/- Rajiv Maheshwari Company Secretary & Compliance Officer FCS No.4998 Date: 19/07/2022 Place: New Delhi							