

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Half Year ending 30th September, 2021

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-minee) &	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)
Mr.	DEEPAK AMITABH	01061535-AAAPA9499D	Chairperson/Executive-MD	25/01/2008	16/10/2018	-	-	08/10/1960	2	-	-	-
Dr.	RAJIB KUMAR MISHRA	06836268-ACTPM1580A	EXECUTIVE	24/02/2015	24/02/2020	-	-	01/03/1963	1	-	-	-
Mr.	MRITUNJAY KUMAR NARAYAN	03426753-ABQPN5499M	NOMINEE DIRECTOR-NON EXECUTIVE	01/10/2019	01/10/2019	-	-	01/01/1970	2	-	-	-
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075-AADPG2584L	INDEPENDENT DIRECTOR	16/03/2017	16/03/2020	-	54	09/09/1956	1	1	2	1
Mr.	HARJEET SINGH PURI	08918860-AHAPP5481B	NOMINEE DIRECTOR-NON EXECUTIVE	15/10/2020	15/10/2020	15/07/2021	-	19/01/1962	NA	NA	NA	NA

Ms.	PARMINDER CHOPRA	08530587-ABRPC7988H	NOMINEE DIRECTOR-NON EXECUTIVE	02/08/2020	02/08/2020	-	-	30/04/1967	2	-	1	-
Mr.	VINOD KUMAR SINGH	08679313-ARDPS5782M	NOMINEE DIRECTOR-NON EXECUTIVE	09/11/2020	09/11/2020	-	-	01/06/1963	2	-	1	-
Mr.	VINOD KUMAR MAINI	08324168-AAAPM4543N	NOMINEE DIRECTOR-NON EXECUTIVE	26/07/2021	26/07/2021	-	-	02/12/1961	1	-	-	-
Ms.	RENU NARANG	08070565-AAAPN1609G	NOMINEE DIRECTOR-NON EXECUTIVE	17/06/2021	17/06/2021	-	-	05/08/1966	2	-	-	-
Mr.	RAKESH KACKER	03620666-AAEPK2067R	INDEPENDENT DIRECTOR	23/03/2017	23/03/2020	-	54	15/04/1953	2	2	1	-
Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	33	20/11/1957	2	2	-	-
Ms.	SUSHAMA NATH	05152061-AALPN8071D	INDEPENDENT DIRECTOR	20/12/2017	20/12/2020	-	45	03/03/1951	1	1	1	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	38	04/09/1956	1	1	1	-
Mr.	SUBHASH S. MUNDRA	00979731-ABHPM0762H	INDEPENDENT DIRECTOR	01/07/2020	01/07/2020	-	15	18/07/1954	4	4	3	-
Ms.	PREETI SARAN	08606546-AAHPS9314E	INDEPENDENT DIRECTOR	02/08/2020	02/08/2020	-	14	05/09/1958	2	2	-	1
		Whether Regular chairperson appointed		(Yes/No)		Yes						
		Whether Chairperson is related to managing director or CEO		(Yes/No)		Yes						

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	-
2. Nomination & Remuneration Committee	Sh. Rakesh Kacker	Non-Executive - Independent Director, Chairperson of Committee	Yes	10-02-2018	-
	Sh. Deepak Amitabh	Executive Director, Member		15-10-2014	-
	Sh. Mritunjay Kumar Narayan	Non-Executive - Nominee Director, Member		01-10-2019	-
	Ms. Sushama Nath	Non-Executive - Independent Director, Member		10-02-2018	-
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	Yes	19-06-2020	-
3. Risk Management Committee (if applicable)	Dr. Rajib Kumar Mishra	Executive Director, Member		19-06-2020	-
	Smt. Preeti Saran	Non-Executive - Independent Director, Member		11-08-2020	-
	Sh. Rakesh Kacker	Non-Executive - Independent Director, Member		21-01-2021	-
	Smt. Preeti Saran	Non-Executive - Independent Director, Chairperson of Committee	Yes	As Member, 09-11-2020 As Chairperson, 21-01-2021	-
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Shri Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member		29-04-2017	-
	Shri Harjeet Singh Puri	Non-Executive - Nominee Director, Member		15-10-2020	15-07-2021
	Shri Vinod Kumar Maini	Non-Executive - Nominee Director,		26-07-2021	-

		Member			
5. Corporate Social Responsibility Committee	Shri Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairman of Committee	Yes	As Member, 07-08-2018 As Chairperson, 21-01-2021	-
	Shri Deepak Amitabh	Executive Director, Member		15-10-2014	-
	Shri Ramesh Narain Misra	Non-Executive - Independent Director, Member		24-12-2019	-
	Shri Vinod Kumar Singh	Non-Executive - Nominee Director, Member		09-11-2020	
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 (other than Independent Director)	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
04 th June, 2021 24 th June, 2021	11 th August, 2021 16 th September, 2021	YES YES	6 5	7 7	47 days 35 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 (other than Independent Director)	Number of independent directors present	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					
11 th August, 2021	Yes	0	3	24 th June, 2021	47 days
2. Nomination and Remuneration Committee					
23 rd July, 2021	Yes	1	2	-	10 days
3 rd August, 2021	Yes	2	2		55 days
28 th September, 2021	Yes	2	2		
3. Risk Management Committee					
-	-	-	-	14 th June, 2021	-
4. Corporate Social Responsibility Committee					
17 th August, 2021	Yes	2	2	-	
5. Stakeholders Relationship Committee					
-	-	-	-	-	-
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			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. 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 : Yes</p> <p>d. Risk management committee : Yes</p> <p>e. Corporate Social Responsibility (CSR) Committee : Yes</p> <p>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</p> <p>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</p> <p>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 September 30, 2021 will be placed before the Board of Directors in its forthcoming Board meeting. Yes</p>			
<p>Sd/- Rajiv Maheshwari Company Secretary & Compliance Officer FCS No.4998</p> <p>Date: 15/10/2021 Place: New Delhi</p>			