

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Year ending 30th September, 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/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 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 not providing PAN	Notes for not 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	-	-	18/05/1979	4	-	-	-	-	-
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075-AADPG2584L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/03/2017	16/03/2020	-	66	09/09/1956	2	2	4	3	-	-
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	-	45	20/11/1957	3	3	1	-	-	-
Ms.	SUSHAMA NATH	05152061-AALPN8071D	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	20/12/2017	20/12/2020	-	57	03/03/1951	2	2	2	-	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	50	04/09/1956	2	2	2	-	-	-
Mr.	SUBHASH S. MUNDRA	00979731-ABHPM0762H	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	01/07/2020	01/07/2020	-	27	18/07/1954	4	4	5	2	-	-
Ms.	PREETI SARAN	08606546-AAHPS9314E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	02/08/2020	02/08/2020	-	26	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) \$	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	-	-
	Ms. Sushama Nath	Non-Executive - Independent Director, Member	05152061	-	19-01-2018	-	
	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Member	08185307	-	21-01-2021	-	
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587	-	24-06-2022	-	
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	-	
	Sh. Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	00190075	-	27-01-2022	-	
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587	-	27-01-2022	-	
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Smt. Preeti Saran	Non-Executive - Independent Director, Chairperson of Committee	08606546	Yes	09-11-2020	-	-
	Shri Jayant Purushottam Gokhale	Non-Executive - Independent Director, Member	00190075	-	29-04-2017	-	
	Shri Himanshu Shekhar	Non-Executive -	09448637	-	31-12-2021	-	

		Nominee Director, Member							
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	-	-		-
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*	-		
31 st May, 2022 24 th June, 2022 5 th July, 2022	- 23 days 10 days	-	Yes	12	10	6	-		
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	Number of members attending the meeting (other than Board of Directors)
1	Audit Committee	31 st May, 2022	-	-	-	Yes	-	-	-
2	Audit Committee	5 th July, 2022	34 days	-	-	Yes	4	3	-
3	Nomination & Remuneration Committee	25 th July, 2022	156 Days	-	-	Yes	3	2	-
4	Risk Management Committee	7 th May, 2022	-	-	-	Yes	-	-	-
5	Risk Management Committee	18 th May, 2022	10 Days	-	-	Yes	-	-	-
6	Risk Management Committee	30 th August, 2022	103 days	-	-	Yes	4	3	-
7	Corporate	19 th May, 2022	-	-	-	Yes	-	-	-

	Social Responsibility Committee								
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									
<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>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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes</p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here: NA</p>									
<p>Rajiv Maheshwari Sd/- Company Secretary & Compliance Officer FCS No.4998</p> <p>Date: 15/10/2022 Place: New Delhi</p>									

Half Yearly Affirmations

Annexure II				
III. Affirmation				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	Company has taken approval of ROC to hold the AGM upto 31/12/2022
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	"
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	"
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	"
5	"Whether "Corporate Governance Report" disclosed in Annual	34(3) read with para C of Schedule V	NA	"

Additional Half Yearly Disclosure

Half year ending- September 30, 2022

Applicability: **NOT APPLICABLE**

Reason for Non-Applicability:

I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below (The Figure should be mentioned in Actual INR only)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	[•]	[•]
Promoter Group or any other entity controlled by them	[•]	[•]
Directors (including relatives) or any other entity controlled by them	[•]	[•]
KMPs or any other entity controlled by them	[•]	[•]

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	[•]	[•]	[•]
Promoter Group or any other entity controlled by them	[•]	[•]	[•]
Directors (including relatives) or any other entity controlled by them	[•]	[•]	[•]
KMPs or any other entity controlled by them	[•]	[•]	[•]

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	[•]	[•]	[•]
Promoter Group or any other entity controlled by them	[•]	[•]	[•]
Directors (including relatives) or any other entity controlled by them	[•]	[•]	[•]
KMPs or any other entity controlled by them	[•]	[•]	[•]

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Sd/-

Name & Designation: Pankaj Goel
CFO

Date: 15/10/2022

Place: New Delhi

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.