

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Half Year ending 31st December, 2021

I. Composition of Board of Directors												
Title (Mr . / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Noninee) &	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	05/11/2021	-	08/10/1960	NA	NA	NA	NA
Dr.	RAJIB KUMAR MISHRA	06836268-ACTPM1580A	Chairperson/EXECUTIVE*	24/02/2015	24/02/2020	-	-	01/03/1963	2	-	-	-
Mr.	MRITUNJAY KUMAR NARAYAN	03426753-ABQPN5499M	NOMINEE DIRECTOR-NON EXECUTIVE	01/10/2019	01/10/2019	07/12/2021	-	01/01/1970	NA	NA	NA	NA
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075-AADPG2584L	INDEPENDENT DIRECTOR	16/03/2017	16/03/2020	-	57	09/09/1956	1	1	2	1
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	01/01/2022	-	02/12/1961	NA	NA	NA	NA
Mr.	HIMANSHU SHEKHAR	09448637-APTPS6900B	NOMINEE DIRECTOR-NON EXECUTIVE	31/12/2021	31/12/2021	-	-	07/03/1963	1	-	1	-
Ms.	RENU NARANG	08070565-AAAPN1609G	NOMINEE DIRECTOR-NON EXECUTIVE	17/06/2021	17/06/2021	-	-	05/08/1966	1	-	2	-1
Mr.	RAKESH KACKER	03620666-AAEPK2067R	INDEPENDENT DIRECTOR	23/03/2017	23/03/2020	-	57	15/04/1953	2	2	1	-
Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	36	20/11/1957	2	2	-	-
Ms.	SUSHAMA NATH	05152061-AALPN8071D	INDEPENDENT DIRECTOR	20/12/2017	20/12/2020	-	48	03/03/1951	1	1	1	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	41	04/09/1956	1	1	1	-
Mr.	SUBHASH S. MUNDRA	00979731-ABHPM0762H	INDEPENDENT DIRECTOR	01/07/2020	01/07/2020	-	18	18/07/1954	4	4	5	1
Ms.	PREETI SARAN	08606546-AAHPS9314E	INDEPENDENT DIRECTOR	02/08/2020	02/08/2020	-	17	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.

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	05-11-2021
	Sh. Mritunjay Kumar Narayan	Non-Executive - Nominee Director, Member	-	01-10-2019	07-12-2021
	Ms. Sushama Nath	Non-Executive - Independent Director, Member	-	10-02-2018	-
	Sh. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	-	11-11-2021	-
3. Risk Management Committee(if applicable)	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	Yes	19-06-2020	-
	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	
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 Vinod Kumar Maini	Non-Executive - Nominee Director, Member	-	26-07-2021	-

	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 Deepak Amitabh	Executive Director, Member	-	15-10-2014	05-11-2021
	Shri Ramesh Narain Misra	Non-Executive - Independent Director, Member	-	24-12-2019	-
	Shri Vinod Kumar Singh	Non-Executive - Nominee Director, Member	-	09-11-2020	-

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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)
11 th August, 2021 16 th September, 2021	01 st October, 2021 13 th October, 2021 01 st November, 2021 11 th November, 2021	Yes Yes Yes Yes	10 11 14 13	6 7 7 7	14 days 11 days 18 days 09 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					
01 st October, 2021 11 th November, 2021	Yes Yes	3 3	3 3	11 th August, 2021	50 days 40 days
2. Nomination and Remuneration Committee					
-	-	-	-	23 rd July, 2021 3 rd August, 2021 28 th September, 2021	-
3. Risk Management Committee					
10 th December, 2021	Yes	4	3	14 th June, 2021	178 days
4. Corporate Social Responsibility Committee					
-	-	-	-	17 th August, 2021	-
5. Stakeholders Relationship Committee					
-	-	-	-	-	-

V. Related Party Transactions

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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</p> <p>b. Any comments/observations/advice of Board of Directors may be mentioned here: NA</p> <p>C. This report for the quarter ended December 31, 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: 10/01/2022 Place: New Delhi</p>			