

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Year ending 30th September, 2023

Disqualification of Directors under section 164 of the Companies Act, 2013																				
Title	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	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 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)	Notes for providing PAN	Notes for providing DIN
Mr.	RAJIB KUMAR MISHRA	06836268- ACTPM1580A	No	-	-	-	Active	NA	NA	Chairperson/ EXECUTIVE*	24/02/2015	29/03/2023	-	-	2	-	-	-	-	-
Mr.	MOHAMMAD AFZAL	09762315 - AFEP A1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	12/12/2022	12/12/2022	-	-	2	-	-	-	-	-
Mr.	RAJIV RANJAN JHA	03523954 ACBPI2598R	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	30/06/2023	30/06/2023	-	-	2	-	2	-	-	-
Mr.	RAVISANKAR GANESAN	08816101 ACYPG9414C	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	05/06/2023	05/06/2023	-	-	2	-	2	-	-	-
Mr.	MAHENDRA KUMAR GUPTA	10112169 ABFPG9658N	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	13/04/2023	13/04/2023	-	-	1	-	1	-	-	-
Ms.	SANGEETA KAUSHIK	09157948- AAAPK0159H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	18/02/2022	18/02/2022	-	-	1	-	1	-	-	-

Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	57	2	2	2	1	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	62	1	1	2	1	-	-
Mr.	PRAKASH MHASKE	08512385-AAFPM9391K	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/01/2023	16/01/2023	-	09	1	1	1	1	-	-
Ms.	RASHMI VERMA	01993918-ABTPV3140N	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	05	3	3	4	1	-	-
Mr.	JAYANT DASGUPTA	07730408-AADPD6688E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	05	1	1	1	-	-	-
Mr.	NARENDRA KUMAR	02307690-ABNPK8802G	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	05	2	2	-	-	-	-

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. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairperson of Committee	08185307	Yes	21-01-2021 (As Member) 06-12-2022 (As Chairman)	-	-
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		06-12-2022	-	
	Dr. Jayant Dasgupta	Non-Executive - Independent Director, Member	07730408		30-06-2023	-	
	Sh. Ravisankar Ganesan	Non-Executive - Nominee Director, Member	08816101		30-06-2023	-	
2. Nomination & Remuneration Committee	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	03109225	Yes	24-06-2022 (As Member) 19-01-2023 (As Chairman)	-	-
	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Member	08512385		19-01-2023	-	
	Smt. Rashmi Verma	Non-Executive - Independent Director, Member	01993918		30-06-2023	-	
	Dr. Rajib Kumar Mishra	Executive, Member	06836268		30-06-2023	-	
3. Risk Management Committee (if applicable)#	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	03109225	Yes	As Chairman and Member both on 19-06-2020	-	-
	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Member	08512385		19-01-2023	-	
	Sh. Narendra Kumar	Non-Executive - Independent Director, Member	02307690		30-06-2023	-	
	Sh. Rajiv Ranjan Jha	Non-Executive - Nominee Director, Member	03523954		30-06-2023	-	
4. Stakeholders Relationship Committee#	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Chairperson of Committee	08512385	Yes	As Chairman and Member both on 19-01-2023	-	-
	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Member	08185307		19-01-2023	-	
	Sh. Mahendra Kumar Gupta	Non-Executive - Nominee Director, Member	10112169		13-04-2023	-	

5. Corporate Social Responsibility Committee	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairman of Committee	08185307	Yes	07-08-2018 (As Member) 21-01-2021 (As Chairman)	-		-
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		24-12-2019	-		
	Ms. Sangeeta Kaushik	Non-Executive - Nominee Director, Member	09157948		24-06-2022	-		
	Sh. Mahendra Kumar Gupta	Non-Executive - Nominee Director, Member	10112169		30-06-2023	-		

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*		-
30 th June, 2023	-		Yes	12	12	06		-
12 th August, 2023	42 days	-	Yes	12	10	06		
27 th September, 2023	45 days		Yes	12	12	06		

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	No. of Independent Directors attending the meeting	Number of members attending the meeting (other than Board of Directors)
1	Audit Committee	26 th May, 2023	-	-	-	Yes	3	3	2	-
2	Audit Committee	12 th August, 2023	77 days	-	-	Yes	4	4	3	-
3	Nomination & Remuneration Committee	10 th May, 2023	-	-	-	Yes	3	3	2	-
4	Nomination & Remuneration Committee	29 th May, 2023	18 days	-	-	Yes	3	3	2	-
5	Nomination & Remuneration Committee	25 th July, 2023	56 days	-	-	Yes	4	4	3	-
6	Nomination & Remuneration Committee	19 th August, 2023	24 days	-	-	Yes	4	4	3	-

7	Nomination & Remuneration Committee	11 th September, 2023	22 days	-	-	Yes	4	4	3	-
8	Corporate Social Responsibility Committee	28 th March, 2023	-	-	-	Yes	4	3	2	-
9	Corporate Social Responsibility Committee	24 th August, 2023	148 days	-	-	Yes	4	3	2	-
10	Risk Management committee	03 rd August, 2023	161 days	-	-	Yes	4	4	3	-
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	-

Details of cyber Security Incidence

Whether as per Reg 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No		
If yes, Date of the event	NA		
If yes, Brief details of the event	NA		

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee : **Yes**
 - Nomination & remuneration committee : **Yes**
 - Corporate Social Responsibility Committee : **Yes**
 - Stakeholders relationship committee : **Yes**
 - Risk management committee : **Yes**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **Yes**
- Any comments/observations/advice of Board of Directors may be mentioned here: **NA**

Rajiv Maheshwari

Sd/-
Company Secretary & Compliance Officer
FCS No.4998

Date: 16/10/2023
Place: New Delhi

Half Yearly Affirmations

Annexure II				
I. 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)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of Secretarial Audit Report of the Listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	"Whether "Corporate Governance Report" disclosed in Annual	34(3) read with para C of Schedule V	Yes	

Additional Half Yearly Disclosure

Half year ending- September 30, 2023

Applicability: 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: 16/10/2023
 Place: New Delhi

Note

- 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;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.