

**Corporate Governance Report**

1. Name of Listed Entity: PTC India Limited  
2. Quarter and Year ending 30<sup>th</sup> June, 2023

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/Nominee)&	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-Appointment)	Date of cessation	Tenure in months	No. of Directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorships 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 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	29/03/2023	-	-	2	-	-	-	-	-
Mr.	MOHAMMAD AFZAL	09762315 - AFEP1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	12/12/2022	12/12/2022	-	-	2	-	-	-	-	-
Ms.	PARMINDER CHOPRA	08530587- ABRPC7988H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	02/08/2020	02/08/2020	23/06/2023	-	NA	NA	NA	NA	NA	-
Mr.	RAJIV RANJAN JHA	03523954 ACBP12598R	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	30/06/2023	30/06/2023	-	-	2	-	2	-	-	-
Mr.	VINOD KUMAR SINGH	08679313- ARDPS5782M	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	09/11/2020	09/11/2020	01/06/2023	-	NA	NA	NA	NA	NA	-
Mr.	RAVISANKAR GANESAN	08816101 ACYPG9414C	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	05/06/2023	05/06/2023	-	-	2	-	2	-	-	-

Mr.	HIMANSHU SHEKHAR	09448637-APTSP6900B	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	31/12/2021	31/12/2021	01/04/2023	-	NA	NA	NA	NA	NA	-
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-AAFPK0159H	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	-	54	2	2	1	-	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	59	1	1	2	1	-	-
Mr.	PRAKASH MHASKE	08512385-AAFPM9391K	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/01/2023	16/01/2023	-	06	1	1	1	1	-	-
Ms.	RASHMI VERMA	01993918 ABTPV3140N	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	02	3	3	3	1	-	-
Mr.	JAYANT DASGUPTA	07730408 AADPD6688E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	02	1	1	1	-	-	-
Mr.	NARENDRA KUMAR	02307690 ABNPK8802G	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	02	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)	-	-
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587		24-06-2022	23-06-2023	
	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. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	08679313		11-11-2021	01-06-2023	
	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	-	-
	Smt. Parminder Chopra	Non-Executive - Nominee Director, Member	08530587		27-01-2022	23-06-2023	
	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 <sup>#</sup>	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Chairperson of Committee	08512385	Yes	As Chairman and Member both on 19-01-2023	-			-	
	Sh. Himanshu Shekhar	Non-Executive - Nominee Director, Member	09448637		31-12-2021	01-04-2023				
	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	-				
	Sh. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	08679313		09-11-2020	01-06-2023				
	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	-				
<b>III. Meeting of Board of Directors</b>										
<b>Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>	<b>Notes for not providing Date</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors Present* – All directors including Independent Directors</b>	<b>Number of independent directors attending the meeting*</b>				-
18 <sup>th</sup> March, 2023	-	-	Yes	09	08	03				-
27 <sup>th</sup> May, 2023	69 days		Yes	12	10	06				
30 <sup>th</sup> June, 2023	33 days		Yes	12	12	06				
<b>IV. Meeting of Committees-</b>										
<b>S. No.</b>	<b>Name of Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>	<b>Name of other Committee</b>	<b>Reason for not providing date</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors Present- – All directors including Independent Directors</b>	<b>No. of Independent Directors attending the meeting</b>	<b>Number of members attending the meeting (other than Board of Directors)</b>

1	Audit Committee	13 <sup>th</sup> February, 2023	-	-	-	Yes	3	2	2	-
2	Audit Committee	28 <sup>th</sup> April, 2023	73 days	-	-	Yes	3	3	2	-
	Audit Committee	26 <sup>th</sup> May, 2023	27 days	-	-	Yes	3	3	2	-
3	Nomination & Remuneration Committee	18 <sup>th</sup> March, 2023	-	-	-	Yes	3	3	2	-
4	Nomination & Remuneration Committee	12 <sup>th</sup> April, 2023	24 days	-	-	Yes	3	3	2	-
5	Nomination & Remuneration Committee	10 <sup>th</sup> May, 2023	27 days	-	-	Yes	3	3	2	-
6	Nomination & Remuneration Committee	29 <sup>th</sup> May, 2023	18 days	-	-	Yes	3	3	2	-
7	Corporate Social Responsibility Committee	28 <sup>th</sup> March, 2023	-	-	-	Yes	4	3	2	-
8	Stakeholders Relationship Committee	28 <sup>th</sup> March, 2023	-	-	-	Yes	3	3	2	-
9	Risk Management committee	22 <sup>th</sup> February, 2023	-	-	-	Yes	3	3	2	-

#### 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

- 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: 11/07/2023  
Place: New Delhi**