

Corporate Governance Report

1. Name of Listed Entity: PTC India Limited
2. Quarter and Year ending 31st March, 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/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 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 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 - AFEP1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	12/12/2022	12/12/2022	-	-	3	-	-	-	-	-
Ms.	PARMINDER CHOPRA	08530587-ABRPC7988H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	02/08/2020	02/08/2020	-	-	3	-	3	-	-	-
Mr.	VINOD KUMAR SINGH	08679313-ARDPS5782M	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	09/11/2020	09/11/2020	-	-	2	-	1	-	-	-
Mr.	HIMANSHU SHEKHAR	09448637-APTPS6900B	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	31/12/2021	31/12/2021	-	-	1	-	1	-	-	-

Ms.	SANGEETA KAUSHIK	09157948-AAFPK0159H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	18/02/2022	18/02/2022	-	-	1	-	-	-	-	-
Mr.	RAMESH NARAIN MISRA	03109225-AABPM0789P	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	51	2	2	1	-	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	56	1	1	1	1	-	-
Mr.	PRAKASH MHASKE	08512385-AAFPM9391K	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/01/2023	16/01/2023	-	03	1	1	-	1	-	-

*The Board of PTC India Ltd. in its meeting held on 18th March 2023 has appointed, Dr. Rajib Kumar Mishra, the current CMD Addl. Charge as Regular Chairman & Managing Director (CMD) w.e.f. 29th March 2023.

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	-		
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		06-12-2022	-		
2. Nomination & Remuneration Committee	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairperson of Committee	08185307	Yes	27-01-2022	19-01-2023		-
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Chairperson of Committee	03109225		24-06-2022 (As Member) 19-01-2023 (As Chairman)	-		
	Sh. Vinod Kumar Singh	Non-Executive - Nominee Director, Member	08679313		11-11-2021	-		
	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Member	08512385		19-01-2023			
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	-		
	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Member	08512385		19-01-2023			
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	-		-
	Shri Himanshu Shekhar	Non-Executive - Nominee Director, Member	09448637		31-12-2021	-		
	Sh. Devendra Swaroop Saksena	Non-Executive - Independent Director, Member	08185307		19-01-2023	-		
5. Corporate Social Responsibility Committee	Shri Devendra Swaroop Saksena	Non-Executive - Independent Director, Chairman of Committee	08185307	Yes	07-08-2018 (As Member) 21-01-2021 (As Chairman)	-		-

	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*		-
07 th December, 2022	-	-	Yes	07	07	02		-
19 th January, 2023	42 days		Yes	09	08	03		
13 th February, 2023	24 days		Yes	09	08	03		
18 th March, 2023	32 days		Yes	09	08	03		

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	7 th December, 2022	-	-	-	Yes	3	2	2	-
2	Audit Committee	13 th February, 2023	67 days	-	-	Yes	3	2	2	-
3	Nomination & Remuneration Committee	8 th October, 2022	-	-	-	Yes	3	3	2	-
4	Nomination & Remuneration Committee	10 th January, 2023	93 days	-	-	Yes	3	3	2	-
5	Nomination & Remuneration Committee	1 st March, 2023	49 days	-	-	Yes	3	3	2	-
6	Nomination & Remuneration Committee	18 th March, 2023	16 days	-	-	Yes	3	3	2	-
7	Corporate Social Responsibility Committee	-	-	-	-	Yes	3	2	2	-

8	Corporate Social Responsibility Committee	12 th January, 2023	237 days	-	-	Yes	4	3	2	-
9	Corporate Social Responsibility Committee	28 th March, 2023	74 days	-	-	Yes	4	3	2	-
10	Stakeholders Relationship Committee	28 th March, 2023	-	-	-	Yes	3	3	2	-
11	Risk Management committee		-	-	-	Yes	4	3	3	-
12	Risk Management committee	22 th February, 2023	175 days	-	-	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. **No⁵**
- 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**

\$ Due to resignation of Independent Directors in December 2022, the Board of directors is not in line with the terms of SEBI Listing Regulations as on 31st March 2023. The management of the Company is in the process of filling up such casual vacancies.

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

Date: 18/04/2023
Place: New Delhi

Additional Half Yearly Disclosure

Half year ending- March 31, 2023

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.

Name & Designation:

Date: 18/04/2023

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.