

### Corporate Governance Report

1. Name of Listed Entity: PTC India Limited  
2. Quarter and Year ending 30<sup>th</sup> September, 2024

Disqualification of Directors under section 164 of the Companies Act, 2013																				
Title (Mr. / Ms)	Name of the Directors and Date of Birth	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 & days	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)	Notes for not providing PAN	Notes for not providing DIN
Mr.	MANOJ KUMAR JHAWAR 20 <sup>th</sup> August 1968	07306454 - ABAPJ2541C	No	-	-	-	Active	NA	NA	Chairperson/EXECUTIVE*	18/01/2024	-	-	-	1	-	-	-	-	-
Mr.	MOHAMMAD AFZAL 2 <sup>nd</sup> February 1971	09762315 - AFEPJA1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	12/12/2022	-	-	-	3	-	-	-	-	-
Mr.	RAJIV RANJAN JHA 26 <sup>th</sup> April 1966	03523954 ACBPJ2598R	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	30/06/2023	-	-	-	2	-	2	-	-	-
Mr.	RAJIV KUMAR ROHILLA 24 <sup>th</sup> March 1968	10371161 AARPR0225M	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	17/01/2024	-	-	-	1	-	3	-	-	-
Mr.	MAHENDRA KUMAR GUPTA 28 <sup>th</sup> October 1964	10112169 ABFPG9658N	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	13/04/2023	-	-	-	1	-	1	-	-	-
Ms.	SANGEETA KAUSHIK 26 <sup>th</sup> January 1966	09157948-AAFPK0159H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR-NON EXECUTIVE	18/02/2022	-	-	-	1	-	1	-	-	-

Mr.	RAMESH NARAIN MISRA 20 <sup>th</sup> November 1957	03109225-AABPM0789P	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	69.24	1	1	2	1	-	-
Mr.	DEVENDRA SWAROOP SAKSENA 4 <sup>th</sup> September, 1956	08185307-ABWPS2279L	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	30/07/2024	72	NA	NA	NA	NA	NA	NA
Mr.	PRAKASH S MHASKE 02 <sup>nd</sup> April 1961	08512385-AAFPM9391K	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/01/2023	16/01/2023	-	20.15	1	1	1	1	-	-
Ms.	RASHMI VERMA 28 <sup>th</sup> November 1958	01993918-ABTPV3140N	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	17.18	3	3	4	1	-	-
Mr.	JAYANT DASGUPTA 30 <sup>th</sup> September 1954	07730408-AADPD6688E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	17.18	1	1	2	1	-	-
Mr.	NARENDRA KUMAR 10 <sup>th</sup> July 1957	02307690-ABNPK8802G	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	17.18	2	2	1	-	-	-
Mr.	ARABANDI VENU PRASAD 15 <sup>th</sup> July 1963	01054227-ABWPP1487B	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	06/05/2024	06/05/2024	-	04.26	1	1	1	-	-	-

\*The Board of PTC India Ltd. in its meeting held on 13<sup>th</sup> June 2024 has decided that till regular CMD is appointed, Dr. Manoj Kumar Jhavar, 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. 13<sup>th</sup> June 2024.

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)	30-07-2024		-
	Dr. Jayant Dasgupta	Non-Executive - Independent Director, Member	07730408		30-06-2023 (As Member) 30-07-2024 (As Chairman)	-		
	Sh. Ramesh Narain Misra	Non-Executive - Independent Director, Member	03109225		06-12-2022	-		
	Sh. Rajiv Kumar Rohilla	Non-Executive - Nominee Director, Member	10371161		14-02-2024	-		
	Sh. Narendra Kumar	Non-Executive - Independent Director, Member	02307690		14-02-2024	-		
	Sh. Arabandi Venu Prasad	Non-Executive - Independent Director, Member	01054227		07-06-2024	-		
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. Jayant Dasgupta	Non-Executive - Independent Director, Member	07730408		13-08-2024	-		
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	02307690		30-06-2023	-		

		Director, Member						
	Sh. Rajiv Ranjan Jha	Non-Executive - Nominee Director, Member	03523954		30-06-2023	-		
	Sh. Manoj Kumar Jhavar	Executive, Member	07306454		14-02-2024	-		
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	30-07-2024		
	Sh. Mahendra Kumar Gupta	Non-Executive - Nominee Director, Member	10112169		13-04-2023	-		
	Dr. Jayant Dasgupta	Non-Executive - Independent Director, Member	07730408		07-06-2024	-		
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)	30-07-2024		-
	Smt. Rashmi Verma	Non-Executive - Independent Director, Member	01993918		14-02-2024 (As Member) 30-07-2024 (As Chairperson)	-		
	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	-		
	Sh. Prakash S. Mhaske	Non-Executive - Independent Director, Member	08512385		07-06-2024	-		

	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 <sup>th</sup> June, 2024	-	-	Yes	14	14	07			-	
13 <sup>th</sup> June, 2024	05 days	-	Yes	13	11	06				
26 <sup>th</sup> June, 2024	12 days	-	Yes	13	12	06				
13 <sup>th</sup> Aug, 2024	47 days	-	Yes	12	09	06				
12 <sup>th</sup> Sep, 2024	29 days	-	Yes	12	10	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	06 <sup>th</sup> June, 2024	-	-	-	Yes	5	5	4	-
2	Audit Committee	28 <sup>th</sup> June, 2024	21 days	-	-	Yes	6	5	4	-
3	Audit Committee	22 <sup>nd</sup> July, 2024	23 days	-	-	Yes	6	6	5	-
4	Audit Committee	29 <sup>th</sup> July, 2024	06 days	-	-	Yes	6	6	5	-
5	Audit Committee	13 <sup>th</sup> Aug, 2024	14 days	-	-	Yes	5	5	4	-
6	Nomination & Remuneration Committee	03 <sup>rd</sup> May, 2024	-	-	-	Yes	4	4	3	-
7	Nomination & Remuneration Committee	09 <sup>th</sup> Aug, 2024	97 days	-	-	Yes	3	3	3	-
8	Nomination & Remuneration Committee	28 <sup>th</sup> Aug, 2024	18 days	-	-	Yes	4	4	4	-
9	Nomination & Remuneration Committee	13 <sup>th</sup> Sep, 2024	15 days	-	-	Yes	4	4	4	-
10	Corporate Social Responsibility Committee	22 <sup>nd</sup> July, 2024	115 days	-	-	Yes	6	6	4	-
11	Risk Management committee	26 <sup>th</sup> July, 2024	177 days	-	-	Yes	5	5	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		-
<b>Details of cyber Security Incidence</b>			
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		
	<b>VI. Affirmations</b>		
	<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></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 : <b>Yes</b></p> <p>b. Nomination &amp; remuneration committee : <b>Yes</b></p> <p>c. Corporate Social Responsibility Committee : <b>Yes</b></p> <p>d. Stakeholders relationship committee : <b>Yes</b></p> <p>e. Risk management committee : <b>Yes</b></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. <b>Yes</b></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. <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes</b></p> <p>6. Any comments/observations/advice of Board of Directors may be mentioned here: <b>NA</b></p> <p><b>Rajiv Maheshwari</b></p> <p><b>Sd/-</b>  <b>Company Secretary &amp; Compliance Officer</b>  <b>FCS No.4998</b></p> <p><b>Date: 16/10/2024</b>  <b>Place: New Delhi</b></p>		

**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 the Secretarial Audit Report of the listed entity and the material subsidiaries in 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, 2024**

**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	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

**(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**(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	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

**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: 16/10/2024**

**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.