Corporate Governance Report

Name of Listed Entity: PTC India Limited
 Quarter and Year ending 31st December, 2023

				sect	ion	164 0	rectors of the													
Title	Name of the Director	PAN	Whether	Start	End	Details	Current	"Whether	Date of	Category	Initial Date	Date of	Date of	Tenure ir	No. of	No. of	Number of	No. of post of	Notes	Notes
		& DIN	the	Date of	fDate of	of	status	special	passing	(Chairperson	of	Appointme	cessation		Directorship in listed	Independent	memberships in	Chairperson in	for not	for not
(Mr.			director	disqual	disqual	disqual		resolutio	special	/Executive/Non-	Appointme	nt in		& days	entities	Directorship in	Audit/	Audit/	providi	providi
/					ificatio	ificatio		n passed?	resolutio	Executive/	nt	Current			including	listed entities	Stakeholder	Stakeholder	ng PAN	ng DIN
Ms)			disqualif	n	n	n		[Refer	n	Independent/		Term (Date			this listed entity	including this	Committee(s)	Committee held		
			ied?					Reg.		Nominee) ^{&}		of			[in		including this			
								17(1A)				Re-					listed entity	including this		
								of Listing				Appointme			Regulation 17A(1)]	1	(Refer	listed entity		
								Regulatio				nt)			171(1)]	regulation	Regulation	(Refer		
								ns]"									26(1) of Listing			
																	Regulations)	26(1) of Listing		
Mr.	RAJIB KUMAR	06836268-	No				Active	NA	NA	Chairperson/	24/02/2015	29/03/2023	-	-	2	-	-	Regulations)		
WII.	MISHRA	ACTPM1580A	110	-	-	_	Active	na NA	hA	EXECUTIVE	24/02/2013	29/03/2023	-	_	2	-				-
Mr.	MOHAMMAD AFZAL	09762315 - AFEPA1655G	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR- NON EXECUTIVE	12/12/2022	-	-	-	2	-	-	-	-	-
Mr.	RAJIV RANJAN JHA	03523954 ACBPJ2598R	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR- NON EXECUTIVE	30/06/2023	-	-	-	2	-	2	-	-	-
Mr.	RAVISANKAR GANESAN	08816101 ACYPG9414C	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR- NON EXECUTIVE	05/06/2023	-	-	-	2	-	2	-	-	-
	MAHENDRA KUMAR GUPTA	10112169 ABFPG9658N	No	-	-	-	Active	NA		NOMINEE DIRECTOR- NON EXECUTIVE	13/04/2023	-	-	-	1	-	1	-	-	-
Ms.	SANGEETA KAUSHIK	09157948- AAFPK0159H	No	-	-	-	Active	NA	NA	NOMINEE DIRECTOR- NON EXECUTIVE	18/02/2022	-	-	-	1	-	1	-	-	-

Mr.	RAMESH NARAIN MISRA	03109225- AABPM0789P	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	07/12/2018	01/07/2020	-	60.24	2	2	2	1	-	-
Mr.	DEVENDRA SWAROOP SAKSENA		No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	30/07/2018	30/07/2021	-	65.01	1	1	2	1	-	-
Mr.	PRAKASH MHASKE	08512385- AAFPM9391K	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	16/01/2023	16/01/2023	-	11.15	1	1	1	1	-	-
Ms.	RASHMI VERMA	01993918 ABTPV3140N	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	08.18	3	3	4	1	-	-
Mr.	JAYANT DASGUPTA	07730408 AADPD6688E	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	08.18	1	1	1	-	-	-
Mr.	NARENDRA KUMAR	02307690 ABNPK8802G	No	-	-	-	Active	NA	NA	INDEPENDENT DIRECTOR	13/04/2023	13/04/2023	-	08.18	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)

Name of Committee	II. Composition of Committee Name of	Category	DIN Number	Whether	Date of	Date of		Remarks
Johnnittee	Committee Members	(Chairperson/ Executive/Non Executive/ind ependent/Nom		Regular chairperson appointed	Appointment In Committee			
		inee) \$						
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	-		

		-	· · · ·				1		· · · · · · · · · · · · · · · · · · ·	
5. Corporate	Sh. Devendra	Swaroop	Non-Executive	08185307		07-08-2018	-			
Social	Saksena		 Independent 		Yes	(As Member)			1	
Responsibility			Director,			21-01-2021			ł	
Committee			Chairman of			(As			ł	
Committee									ł	
			Committee			Chairman)			l	
									1	
	Sh. Ramesh I	Varain Misra	Non-Executive	03109225		24-12-2019	-		ł	
			 Independent 						ł	
			Director,						ł	
			Member						ł	
			Member						ł	
									l	
	Ms. Sangeeta	i Kaushik	Non-Executive	09157948		24-06-2022	-		ł	
			- Nominee						ł	
			Director,						ł	
			Member						ł	
			Monibol						ł	
		14 0 1		40440400					ł	
	Sh. Mahendra	a Kumar Gupta	Non-Executive	10112169		30-06-2023	-		ł	
			- Nominee						ł	
			Director,						ł	
			Member						ł	
			Merriber						ł	
			4							
_		f Board of Direc							<u> </u>	
Date(s) of	Maximum	Notes for not	Whether	Total Number	Number of					
Meeting (Enter	gap between	providing Date	requirement of	of Directors as	Directors	Numb	er of		l	
0.	0.	1	-						l	
dates of Previous	any two	1	Quorum met	on date of the	Present* –	indepe			l	
quarter and	consecutive		(Yes/No)	meeting	All directors	directors att	ending the		l	
-		1	(=========						l	
Current quarter	meetings (in				including	meeti	ng∗		l	
in chronological	number of				Independent				ł	
_					Directors				ł	
order)	days)				Directors				ł	
									1	
30 th June, 2023	-	-	Yes	12	12	06	5		-	
									ł	
									ł	
A oth A				10	10				ł	
12 th August, 2023	3 42 days	-	Yes	12	10	06)		ł	
									ł	
									ł	
27 th September,	45 days	-	Yes	12	12	06	;		ł	
2023				. –	. –				ł	
2025									ł	
A oth O A A				10					ł	
19 th October,	21 days	-	Yes	12	11	06)		ł	
2023									ł	
									ł	
10 th November,	21 days	-	Yes	12	10	06	5		l	
2023			100						l	
	IV Monting	of Committees-	I		1				<u> </u>	
					-				<u> </u>	
S. No.	Name of	Date(s) of	Maximum gap	Name of other	Reason for	Whether	Total	Number of	No. of	Number of
	Committee	meeting (Enter	between any	Committee	not providing	requirement of	Number of	Directors	Independent	members
	commutee	-	-			-			-	
		dates of	two consecutive						Directors	attending
	1	uaits of	two consecutive		date	Quorum met	Directors as	Present- –	Directors	attentants
					date	-				-
		Previous	meetings in		date	Quorum met (details)	on date of	All	attending the	the meeting
		Previous quarter and	meetings in number of days		date	-				-
		Previous quarter and	meetings in number of days		date	-	on date of	All directors	attending the	the meeting (other than
		Previous quarter and Current quarter	meetings in number of days		date	-	on date of	All directors including	attending the	the meeting (other than Board of
		Previous quarter and Current quarter in chronological	meetings in number of days		date	-	on date of	All directors including Independen	attending the	the meeting (other than
		Previous quarter and Current quarter	meetings in number of days		date	-	on date of	All directors including	attending the	the meeting (other than Board of
		Previous quarter and Current quarter in chronological	meetings in number of days		date	-	on date of	All directors including Independen	attending the	the meeting (other than Board of
		Previous quarter and Current quarter in chronological	meetings in number of days		date	-	on date of	All directors including Independen	attending the	the meeting (other than Board of
		Previous quarter and Current quarter in chronological order)	meetings in number of days		date	(details)	on date of the meeting	All directors including Independen t Directors	attending the meeting	the meeting (other than Board of
1	Audit	Previous quarter and Current quarter in chronological order) 12 th August,	meetings in number of days	-	date 	-	on date of	All directors including Independen	attending the	the meeting (other than Board of
1	Audit Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023	meetings in number of days		date -	(details)	on date of the meeting	All directors including Independen t Directors	attending the meeting	the meeting (other than Board of
	Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023	meetings in number of days 77days			(details) Yes	on date of the meeting 4	All directors including Independen t Directors 4	attending the meeting 3	the meeting (other than Board of
1	Committee Audit	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November,	meetings in number of days	-	-	(details)	on date of the meeting	All directors including Independen t Directors	attending the meeting	the meeting (other than Board of Directors)
2	Committee Audit Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023	meetings in number of days 77days 88 days	-	-	(details) Yes Yes	on date of the meeting 4 4	All directors including Independen t Directors 4 4	attending the meeting 3 3	the meeting (other than Board of Directors)
	Committee Audit Committee Nomination &	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023	meetings in number of days 77days	-	-	(details) Yes	on date of the meeting 4	All directors including Independen t Directors 4	attending the meeting 3	the meeting (other than Board of Directors)
2	Committee Audit Committee Nomination & Remuneratio	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023	meetings in number of days 77days 88 days	-	-	(details) Yes Yes	on date of the meeting 4 4	All directors including Independen t Directors 4 4	attending the meeting 3 3	the meeting (other than Board of Directors)
2	Committee Audit Committee Nomination &	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023	meetings in number of days 77days 88 days 56 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4	All directors including Independen t Directors 4 4	attending the meeting 3 3	the meeting (other than Board of Directors)
2	Committee Audit Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023	meetings in number of days 77days 88 days 56 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4 4	All directors including Independen t Directors 4 4 4 4	attending the meeting 3 3 3 3	the meeting (other than Board of Directors)
2	Committee Audit Committee Nomination & Remuneratio n Committee Nomination &	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023	meetings in number of days 77days 88 days		-	(details) Yes Yes	on date of the meeting 4 4	All directors including Independen t Directors 4 4	attending the meeting 3 3	the meeting (other than Board of Directors)
2	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023	meetings in number of days 77days 88 days 56 days		-	(details) Yes Yes Yes	on date of the meeting 4 4 4	All directors including Independen t Directors 4 4 4 4	attending the meeting 3 3 3 3	the meeting (other than Board of Directors)
2 3 4	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023	meetings in number of days 77days 88 days 56 days 24 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4 4 4 4	All directors including Independen t Directors 4 4 4 4 4	attending the meeting 3 3 3 3 3	the meeting (other than Board of Directors) - - - -
2	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee Nomination &	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023	meetings in number of days 77days 88 days 56 days 24 days		-	(details) Yes Yes Yes	on date of the meeting 4 4 4	All directors including Independen t Directors 4 4 4 4	attending the meeting 3 3 3 3	the meeting (other than Board of Directors)
2 3 4	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023	meetings in number of days 77days 88 days 56 days 24 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4 4 4 4	All directors including Independen t Directors 4 4 4 4 4	attending the meeting 3 3 3 3 3	the meeting (other than Board of Directors) - - - -
2 3 4	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023	meetings in number of days 77days 88 days 56 days 24 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4 4 4 4	All directors including Independen t Directors 4 4 4 4 4	attending the meeting 3 3 3 3 3	the meeting (other than Board of Directors) - - - -
2 3 4 5	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023 11 th September, 2023	meetings in number of days 77days 88 days 56 days 24 days 22 days	- - - -	-	(details) Yes Yes Yes Yes	on date of the meeting 4 4 4 4 4 4 4	All directors including Independen t Directors 4 4 4 4 4 4	attending the meeting 3 3 3 3 3 3	the meeting (other than Board of Directors) - - - - - -
2 3 4	Committee Audit Committee Nomination & Remuneratio n Committee Nomination & Remuneratio n Committee	Previous quarter and Current quarter in chronological order) 12 th August, 2023 09 th November, 2023 25 th July, 2023 19 th August, 2023	meetings in number of days 77days 88 days 56 days 24 days	-	-	(details) Yes Yes Yes	on date of the meeting 4 4 4 4 4	All directors including Independen t Directors 4 4 4 4 4	attending the meeting 3 3 3 3 3	the meeting (other than Board of Directors) - - - -

n Committee									
	30 th December, 2023	20 days	-	-	Yes	4	4	3	-
8 Corporate Social Responsibilit y Committee		148 days	-	-	Yes	4	3	2	-
9 Risk Management committee	03 rd August, 2023	161 days	-	-	Yes	4	4	3	-
V Related Pa	arty Transactions	•							
Subject		<u>, </u>			Compliance status (Yes/No/NA)		non-o	tus is "No" o compliance r n here.	
Vhether prior approval of audit	committee obtaine	ed			YES		-		
Vhether shareholder approval of	obtained for mater	ial RPT			NA		-		
Vhether details of RPT entered Audit Committee	l into pursuant to c	omnibus approv	al have been	reviewed by	YES		-		
Details of cyber Security Incid	dence								
Vhether as per Reg 27(2) (ba) of the security incidents or breaches of the security incidents or breaches of the security incidents of the security	of SEBI (LODR) R			een cyber	<mark>No</mark>				
f yes, Date of the event			· · ·		<mark>NA</mark>				
f yes, Brief details of the event					<mark>NA</mark>				
VI. Affirmatio	ns								
 The conditional sectors The conditing sectors The conditing sectors Th	mposition of Boar mposition of the fo udit Committee : Y omination & remu orporate Social Re takeholders relation isk management of mmittee members sclosure requireme eetings of the boar ions and disclosur port and/or the rep mments/observation	ollowing commit res neration commit esponsibility Co- onship committee committee : Yes have been ma- ents) Regulation rd of directors a e requirements port submitted i ons/advice of E	tees is in terms ittee : Yes immittee : Yes ide aware of th ns, 2015. Yes nd the above of) Regulations, n the previous	s of SEBI (List neir powers, ro committees ha 2015. Yes quarter has b	ting obligations a ble and respons ave been condu	and disclosu ibilities as s cted in the n ore Board of	re requireme pecified in SI nanner as sp	ents) Regulati EBI (Listing o pecified in SEI	ons, 2015 bligations