

Dated: 29th June, 2020

To

Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code : 533344	Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 51 Scrip Code : PFS
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Subject: Annual Secretarial Compliance Report

In reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated 8th Feb., 2019, please find enclosed herewith the Annual Secretarial Compliance Report for FY 2019-2020.

We request you to take the documents on record.

Thanking You,

Yours faithfully,

For PTC India Financial Services Limited



Vishal Goyal
(Company Secretary)

Enclosed : as above

PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)
(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India
Board: +91 11 26737300 / 26737400 Fax: 26737373 / 26737374, Website: www. ptcfinancial.com, E-mail: info@ptcfinancial.com

Ashish Kapoor & Associates

Company Secretaries

Off.: F-150, Venus Appt, Sector-9, Rohini, New Delhi-110085

Email: ashishkapoorandassociates@gmail.com

Mobile: 9871444755, Landline: 011-47037706



Date:

Ref. No.:

**SECRETARIAL COMPLIANCE REPORT OF PTC INDIA FINANCIAL SERVICES LIMITED
(CIN: L65999DL2006PLC153373)
FOR THE YEAR ENDED MARCH 31, 2020**

I, Ashish Kapoor of M/s Ashish Kapoor & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **PTC India Financial Services Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("**Review Period**") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016
- (j) SEBI (Delisting of Equity Shares) Regulations, 2009;
- (k) Securities and Exchange Board of India (Issue and Listing of Securitized Debt Instruments and Security Receipts) Regulations, 2008;
- (l) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (m) SEBI (Issue of Sweat Equity) Regulations, 2002;

and circulars/ guidelines issued thereunder, and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company was non-compliant during the first half of the financial year 2018-19 w.r.t Regulation 17(1)(b) of the SEBI (LODR). The Board of Directors of the Company was not duly constituted from April 1, 2018-till September 18, 2018 .in terms of proviso of Regulation 17 (1) (b).	Observation is related to secretarial compliance report for the year ended March 31, 2019.	W.e.f September 18, 2018, the Company has complied the requirement w.r.t. to the composition of the Board as per SEBI Listing Regulations and same is in compliance for the year ended March 31, 2020.	During the reporting period i.e. year ended March 31, 2020, the Company was in compliance with Regulation 17 (1)(b).

For Ashish Kapoor & Associates
Company Secretaries
ICSI Unique Code: S2007DE093800



(Handwritten Signature)

CS Ashish Kapoor
Prop.

FCS No.: 8002

CoP No.: 7504

UDIN: F008002B000375105

Date: June 26, 2020

Place: Delhi