



Date: 17th June, 2020

To.

**Listing Deptt. / Deptt. of Corporate Relations,
The Bombay Stock Exchange Limited,**
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai,
Fax- 022-22722037/ 39/41/61/3121/22723719
Scrip Code: 532524

**Listing Deptt.
National Stock Exchange of India Limited**
Exchange Plaza, C-1, Block G,
Bandra – Kurla Complex, Bandra (E), Mumbai -51
Fax-022-26598237/ 38 - 022-26598347/ 48
Company Code: PTC

**Sub: - Annual Secretarial Compliance Report for the year ended March 31, 2020 as per
Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
("Listing Regulations")**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2020.

This is for your information and records.

Thanking You,

For PTC India Limited

**Sd/-
(Rajiv Maheshwari)
Company Secretary
FCS- 4998**

PTC India Limited

(Formerly known as Power Trading Corporation of India Limited)

CIN : L40105DL1999PLC099328

2nd Floor, NBCC Tower, 15 Bhikaji Cama Place New Delhi - 110 066 Tel: 011- 41659500.41595100, 46484200, Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com,

Date:

Ref. No.:

SECRETARIAL COMPLIANCE REPORT OF PTC INDIA LIMITED

(CIN L40105DL1999PLC099328)

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 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 (Prohibition of Insider Trading) Regulations, 2015;
- (g) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016



- (h) SEBI (Delisting of Equity Shares) Regulations, 2009
- (i) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (j) 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	Compliance of Regulation 17 (1) (b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. appointment of requisite no. of Independent Directors on the	Observation is related to secretarial compliance report for the year ended March 31, 2019	The Company complied with the non-compliance of regulation 17(1) w.e.f December 7, 2018 by appointing two independent directors of the Board of the Company.	The composition of board of directors of the Company w.e.f December 7, 2018 is in compliance with Regulation 17(1) (b) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.



	Board of the Company			
2	Compliance of Regulation 7 (3) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), 2015 w.r.t. Submission of Compliance Certificate duly signed by both the compliance officer of the listed entity and the authorized representative of the share transfer agent, within one month of end of each half of the financial year.	Observation is related to secretarial compliance report for the year ended March 31, 2019	The Company filed the Compliance Certificate on May 1, 2019 with a delay of one day.	The Company has timely filed all the Compliance Certificate for the year ended March 31, 2020.

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



(Handwritten Signature)

CS Ashish Kapoor
Prop.

FCS No.: 8002

CoP No.: 7504

UDIN: F008002B000346802

Date: June 16, 2020

Place: Delhi