

Date:

Ref. No.:

## SECRETARIAL COMPLIANCE REPORT OF PTC INDIA LIMITED

(CIN L40105DL1999PLC099328)

FOR THE YEAR ENDED MARCH 31, 2021

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, 2021 (“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

(k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

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, except in respect of matters specified below:

SR. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
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 Board of the Company	The Board of Directors of the Company was not duly constituted from December 20, 2020, till March 31, 2021, in terms of Regulation 17(1) (b) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.	<p>The Company received notices for the non-compliance of corporate governance requirement of regulation 17(1) from stock exchanges for Quarter ended March 31, 2021. Fine was imposed by the stock exchanges for non-compliance of regulation 17(1) as per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020. The amount of fine imposed by the NSE &amp; BSE were Rs. 70800/- each including GST.</p> <p>The Company has not paid the fine till date as the Company had already requested for the waiver of fine from the Stock Exchanges for non-compliance on March 15, 2021, and has again applied for the wavier on May 20, 2021.</p>



- (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) The following are the details of 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE	The Company has non-complied with regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2021.	The notice was issued by BSE on May 17, 2021, imposing a fine of Rs. 70,800/- inclusive of GST.	The Company has not paid the fine till date as the Company had already requested for the waiver of fine from the Stock Exchanges for non-compliance on March 15, 2021, and has again applied for the wavier on May 20, 2021.
2.	NSE	The Company has non-complied with regulation 17(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the quarter ended March 31, 2021.	The notice was issued by NSE on May 17, 2021, imposing a fine of Rs. 70,800/- inclusive of GST.	The Company has not paid the fine till date as the Company had already requested for the waiver of fine from the Stock Exchanges for non-compliance on March 15, 2021, and has again applied for the wavier on May 20, 2021.



(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
	NA	NA	NA	NA

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



A handwritten signature in blue ink, appearing to read "Ashish Kapoor".

CS Ashish Kapoor  
Prop.

FCS No.: 8002

CoP No.: 7504

UDIN: F008002C000495489

Date: June 22, 2021

Place: Delhi