



## ASHISH KAPOOR & ASSOCIATES

COMPANY SECRETARIES

F-150, Venus Apartment,

Rohini, Sector - 9,

Delhi - 110085

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### SECRETARIAL COMPLIANCE REPORT OF PTC INDIA LIMITED

(CIN L40105DL1999PLC099328)

FOR THE YEAR ENDED MARCH 31, 2022

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, 2022 (“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 (LODR 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 April 1, 2021, till April 7, 2021, in terms of Regulation 17(1) (b) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.	The composition of the Company was not in compliance with Regulation 17(1)(b) from April 1, 2021 till April 7, 2021.  BSE imposed a fine of Rs. 41,300/- inclusive of GST. The Company has paid this fine on April 18, 2022.  As per the information provided, the Company has applied for wavier of fine but not received any communication from NSE w.r.t. payment of fine as on the date of this report.
2.	Compliance of Regulation 33 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR 2015) w.r.t.	Non-Submission of quarterly and nine-month periods standalone & consolidated financial results for the quarter ended December 31, 2021, to the stock	The Company has not submitted Standalone & Consolidated Financial Results for the quarter and nine-month period ended December 31, 2021, with stock exchanges as per



	<p>submission of quarterly and year-to-date Standalone &amp; Consolidated financial results of the Company within the period prescribed under this regulation with the Stock Exchanges.</p>	<p>exchange within the time prescribed in terms of Regulation 33 of LODR 2015.</p>	<p>Regulation 33 of SEBI (LODR) 2015.</p> <p>The BSE has imposed a fine as per <b>SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020</b>, vide Ref No. SOP-CReview-Mar2022 dated March 14, 2022. Fine imposed on the company as on March 14, 2022 was Rs. 1,65,200/-. The Company has paid the requisite fine on May 12, 2022.</p> <p>The NSE has imposed a fine vide Letter No. NSE/LIST-SOP/COMB/FINES/0833 dated March 14, 2022. Fine imposed on the company was Rs. 1,65,200/-. The Company has paid the requisite fine on May 12, 2022.</p>
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- (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.
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1.	BSE	<b>Regulation 33</b> Non-submission of the financial results within the period prescribed under this regulation for the quarter ended December 2021	Fine imposed by BSE as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, on March 14, 2022, vide Ref No. SOP-CReview-Mar2022 of Rs. 1,65,200/- inclusive of GST. The fine payable by the company is as on March 14, 2022.	The Company has paid the fine imposed by BSE on May 12, 2022.
2	NSE	<b>Regulation 33</b> Non-submission of the financial results within the period prescribed under this regulation for the quarter ended December 2021	Fine imposed by NSE as per Letter No. NSE/LIST-SOP/COMB/FINES/0833 dated March 14, 2022 of Rs. 1,65,200/- inclusive of GST.	The Company has paid the fine imposed by NSE on May 12, 2022.

(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... (The years are to be mentioned)	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 received notices for the non-compliance of corporate governance requirement of regulation 17(1) from stock exchanges for Quarter ended	Observation is related to Secretarial compliance report for the year ended March 31, 2021	The Company has paid this fine imposed by BSE. The Company has requested for waiver of fine imposed by NSE, the request is pending as on date.	The fine was imposed by BSE on the Company and this has been paid. As per information provided by the Company the response from the NSE on the wavier request is pending.



	<p>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/CM D/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 composition of board of directors of the Company w.e.f April 8, 2021, is in compliance with the Regulation 17(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.</p>
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**For Ashish Kapoor & Associates  
Company Secretaries  
ICSI Unique Code: S2007DE093800**



*Ashish Kapoor*

**CS Ashish Kapoor  
Prop.**

**FCS No.: 8002**

**CoP No.: 7504**

**UDIN: F008002D000400011**

**Date: May 26, 2022**

**Place: Delhi**

