Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: PTC India Limited
2. Quarter ending 30th September, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	DEEPAK AMITABH	01061535-AAAPA9499D	Chairperson/ Executive	16/10/2012	-	2	-	-
Mr.	AJIT KUMAR	06518591-AALPK4993M	EXECUTIVE	02/04/2015	-	1	-	-
Dr.	RAJIB KUMAR MISHRA	06836268-ACTPM1580A	EXECUTIVE	24/02/2015	-	2	1	-
Mr.	ARUN KUMAR VERMA	02190047-AATPV0522H	NOMINEE DIRECTOR- NON EXECUTIVE	10/08/2017	-	3	-	-
Mr.	CHINMOY GANGOPADHYAY	02271398-AAGPG8069D	NOMINEE DIRECTOR- NON EXECUTIVE	01/02/2017	-	3	3	-
Mr.	JAYANT PURUSHOTTAM GOKHALE	00190075-AADPG2584L	INDEPENDENT DIRECTOR	16/03/2017	15/03/2020	2	1	2
Mr.	K.S. NAGNYAL	06857451-AANPN6331N	NOMINEE DIRECTOR- NON EXECUTIVE	27/09/2018 (Cessation)	NA	NA	NA	NA

Mr.	KALYAN PRASAD GUPTA	06925740-AAAPG0650J	NOMINEE DIRECTOR- NON EXECUTIVE	01/08/2018 (Cessation)	NA	NA	NA	NA
Mr.	ANAND KUMAR GUPTA	07269906 AAAPG0800E	NOMINEE DIRECTOR- NON EXECUTIVE	07/08/2018	-	2	1	-
Mr.	MAHESH KUMAR MITTAL	02889021-ABZPM9733G	NOMINEE DIRECTOR-NON EXECUTIVE	15/03/2017	-	2	-	-
Mr.	RAVI PRAKASH SINGH	05240974-AEZPS1659G	NOMINEE DIRECTOR- NON EXECUTIVE	03/04/2012	-	2	2	-
Mr.	RAKESH KACKER	03620666-AAEPK2067R	INDEPENDENT DIRECTOR	23/03/2017	22/03/2020	1	1	-
Ms.	BHARTI PRASAD	03025537 ADEPP6548H	INDEPENDENT DIRECTOR	20/12/2017	19/12/2020	1	1	1
Ms.	SUSHAMA NATH	05152061 AALPN8071D	INDEPENDENT DIRECTOR	20/12/2017	19/12/2020	1	1	-
Mr.	SUTIRTHA BHATTACHARYA	00423572 ADZPB7512L	INDEPENDENT DIRECTOR	07/06/2018	06/06/2021	1	-	-
Mr.	DEVENDRA SWAROOP SAKSENA	08185307 ABWPS2279L	INDEPENDENT DIRECTOR	30/07/2018	29/07/2021	1	-	-

$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	**Name of Committee Members**	Category (Chairperson/Executive/Non-Executive/independent/Nominee) $
1. Audit Committee	Sh.Jayant Purushottam Gokhale Sh Rakesh Kacker Ms. Bharti Prasad Ms. Sushama Nath	Chairperson of Committee/ Independent Independent Independent Independent
2. Nomination & Remuneration Committee	Sh. Rakesh Kacker Sh. Deepak Amitabh Sh. Arun Kumar Verma Ms. Sushama Nath	Chairperson of Committee/ Independent Executive Nominee Independent
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Ms. Bharti Prasad Shri Jayant Purushottam Gokhale Shri Ravi P. Singh Shri Anand Kumar Gupta	Chairperson of Committee/Independent Independent Nominee Nominee
5. Corporate Social Responsibility Committee	Ms. Bharti Prasad Shri Deepak Amitabh Shri Chinmoy Gangopadhyay Shri Devendra Swaroop Saksena	Chairperson of Committee/Independent Executive Nominee Independent

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
21st April, 2018 16th May, 2018	16th July, 2018 07th August, 2018 24th August, 2018	60 days 21 days 16 days

IV. Meeting of Committees- Audit

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
16th July, 2018 07th August, 2018	Yes	16th May, 2018	82 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	*Compliance status (Yes/No/NA)* refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. At present, composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. PTC has already initiated the process and same shall be complied in due course. In this connection, we have also sent a request letter vide dt. 27/09/2018 to SEBI copy to NSE & BSE.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    a. Audit Committee
    b. Nomination & remuneration committee
    c. Stakeholders relationship committee
    d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
'PTC has already initiated the process to have its composition of Board in terms of SEBI (Listing obligations and disclosure requirements), Regulations, 2015 and same shall be complied in due course.'

Name & Designation

FCS-4998

Company Secretary / Compliance Officer / Managing Director / CEO

Note:
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

राजीव माहेश्वरी / RAJIV MAHESHWARI
कम्पनी सचिव / Company Secretary
पीटीसी इंडिया लिमिटेड / PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place
नई दिल्ली-110066 / New Delhi-110066

PTC India

Date: 27th September, 2018

Securities and Exchange Board of India
Plot No.C4-A, 'G' Block
Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400051,

Sub: Request for extension of time for compliance with Regulation 17(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Ref: Circular issued by SEBI dated 03.08.2018 bearing ref. no. SEBI/HO/CFD/CMD/CIR/P/2018/77

Sir,

PTC India Limited ("PTC") was incorporated in 1999 out of the need for an institution to undertake trading of power and to develop a vibrant power market in the country. Government of India initiated the inception of the Company. The promoters of PTC comprise of four Central Public Sector Undertakings namely, Power Grid Corporation of India Ltd., Power Finance Corporation Ltd., NTPC Ltd. and NHPC Ltd. PTC is a unique example of a successful Public-Private Partnership and is also a pioneer in starting a power market in India. PTC got listed in 2004 with the Stock Exchanges i.e. BSE and NSE.

PTC, being a listed entity, has always believed in compliance of the applicable laws/ Regulations including Corporate Governance Requirements as per the Listing Obligations and Disclosure Requirements Regulations, 2015 ("LODR 2015") enacted by SEBI. In fact, PTC, at present has two (2) women Independent Directors on its Board while the Regulations require at least one Women Director to be on the Board. Further, in compliance with the Regulations which mandate that the Board of Directors of a listed company shall have not less than 50% of Non-Executive Director, PTC has 11 Non-Executive Directors out of the total strength of 14 Directors i.e. 80% of Non-Executive Directors.

In so far as the Independent Directors are concerned, PTC currently has 6 Independent Directors of the total strength of 14 Directors which needs to be improved as per the current Corporate Governance framework contained in LODR 2015 which provides for 50% of the Board to comprise of Independent Directors (*ref. Regulation 17(1) (b) of LODR 2015).* In furtherance of the circular dated 03.05.2018 issued by SEBI, PTC has initiated and taken steps towards meeting the requirement of number of Independent Directors as mandated by the Regulations. Some of the recent steps taken by PTC are listed herein below:

A. On 07.06.2018, PTC appointed Shri Sutirtha Bhattacharya, IAS (Retd.) 1985, Ex. CMD of Coal India Ltd. as an Independent Director;

PTC India

B. On 30.07.2018, PTC appointed Shri Devendra Swaroop Saksena, IRS (Retd.) 1979, Ex. Principal Chief Commissioner of Income Tax, Mumbai as an Independent Director;

C. In the Annual General Meeting of PTC dated 20.09.2018, deletion of Article 113 (i) from the Articles of Association of PTC was approved by its Shareholders. It is relevant to note that as per that Article 113 (i), shareholders having more than 10% shareholding were entitled to nominate a part-time Director. With the deletion of this Article, PTC will now have the flexibility to ensure that the composition of its Board is compliant with the Regulations of SEBI;

D. Apart from the aforesaid steps, the Promoters of PTC are at present in discussion and deliberations with regards to composition of Board of PTC so as to achieve compliance with the regulations while maintaining the strength of the Board at an optimum and reasonable level.

In light of the above, PTC requests for an extension of 6 months i.e. till 31.03.2019 during which period, PTC will take further actions for compliance w.r.t. its composition of Board as per the corporate governance requirements of LODR 2015. PTC will submit an update in this regard after the quarter i.e. December 2018, on the progress made and further steps taken toward ensuring compliance with SEBI Regulations.

Herein enclosed are communications exchanged between PTC and NSE wherein PTC, under a bonafide belief, had ensured compliance relating to the composition of its Board by 30.09.2018. However, with the above stated positive steps taken by PTC, we are requesting for an additional time of 6 months so as to comply with Regulation 17(1) (b) of LODR 2015.

In view of the afore-stated, PTC humbly requests you to consider the request made in this letter and not impose penalty of any kind for non-compliance of Regulation 17 (1) (b) of LODR 2015 as per its circular dated 03.05.2018.

A copy of the instant letter is also being marked to the Stock Exchanges i.e. NSE and BSE, with a prayer to this Hon'ble Board to issue suitable directions in the interim to BSE/NSE to not take any adverse view till the time the present application is being considered by this Hon'ble Board or to give any other directions which this Hon'ble Board may deem fit in the present case.

Thanking you.

Yours Sincerely,

For PTC India Limited
Company Secretary

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

PTC India

Enclosures:

i. Copy of the letter dated letter dated 19.06.2018 sent by NSE Ltd. to PTC.
ii. Copy of the letter dated 09.08.2018 sent by PTC to NSE Ltd.

CC to:

National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (e),
Mumbai-40051

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400001

May kindly place ... 20/6/18

NATIONAL STOCK EXCHANGE
OF INDIA LIMITED

Ref: NSE/LIST/ 5103 | 20 - June 2018

June 19, 2018

The Company Secretary
PTC India Limited
2nd Floor, NBCC Towers,
15, Bhikaji Cama Place,
New Delhi - 110066.

Dear Sir/Madam,

Sub: Non-Compliance with Corporate Governance Requirements as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As per Regulation 17 of SEBI (LODR) Regulations, 2015, Board of Directors of the listed entity shall have an optimum combination of Executive and Non-Executive Directors with at least one woman Director and not less than fifty percent of the Board of Directors shall comprise of Non-Executive Directors. Further, if the Chairperson of the Board is Executive Director, half of the Board of Directors shall comprise of independent Directors.

Based on the Corporate Governance filings made by the Company to Exchange for the quarter ended March 2018 and December 2017, it has been observed that the Company is non-compliant with respect to requisite number of independent Directors on the Board.

The Exchange has issued letters regarding above non-compliances vide letter dated April 13, 2018 and January 17, 2018 to which we have received replies dated April 16, 2018 and January 18, 2018 respectively. In spite of Exchange letters, it is observed that the company has not yet complied with relevant requirements of Regulation 17 of SEBI (LODR) Regulations, 2015.

In view of the above, you are required to place this letter before the Board of Directors and submit their comments to the Exchange within 45 days from the date of this letter.

Further, you are advised to exercise caution in future to avoid recurrence of such non-compliance. Any such non-compliance in future would be viewed seriously and appropriate action would be initiated.

Yours faithfully,
For National Stock Exchange of India Ltd.

Hiren Shah
Senior Manager

This Document is Digitally Signed

Date: 9th August, 2018

To
Shri Hiren Shah
Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G-Block,
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051

Dear Sir,

Ref: NSE/LIST/51031

Sub: Non-Compliance with Corporate Governance Requirement as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This has reference to NSE letter no. NSE/LIST/51031 dated June 19, 2018 on the above mentioned subject.

In this regards, it is submitted that the Company has appointed following new Independent Directors. This information has already been sent to Stock Exchanges earlier.

(i) Shri Sutirtha Bhattacharya, IAS (Retd.) 1985, Ex. CMD of Coal India Limited w.e.f 07-06-2018; and

(ii) Shri Devendra Swaroop Saksena, IRS (Retd.) 1979, Ex. Principal Chief Commissioner of Income Tax, Mumbai w.e.f 30-07-2018.

Further, the above mentioned letter of NSE dt. 19th June, 2018 was placed before the Board of Directors in its meeting held on 7th August, 2018 and it was discussed that PTC has initiated the process and compliance relating to 'composition of Board' shall be made before 30th September, 2018.

Submitted Please.

Thanking you,

Yours faithfully,

(Rajiv Maheshwari)
Company Secretary
FCS- 4998