

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: PTC India Limited
2. Quarter ending 30th June 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/Nomin ee) &	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		2	-	-
Dr.	RAJIB KUMAR MISHRA	06836268- ACTPM1580A	EXECUTIVE	24/02/2015		1	-	-
Mr.	ARUN KUMAR	01853255- AAIPK4515A	EXECUTIVE	16/06/2015		1	-	-
Ms.	JYOTI ARORA	00353071- AALPA6087E	NOMINEE DIRECTOR- NON EXECUTIVE	24/03/2014		2	-	-
Mr.	ANIL KUMAR AGARWAL	01987101- AAAPA2906R	NOMINEE DIRECTOR- NON EXECUTIVE	05/02/2015		2	4	-


RAJIV MAHESHWARI
 Company Secretary
 PTC India Limited
 2nd Floor, NBCC Tower
 15, Bhikaji Cama Place, New Delhi-110066

Mr.	ANIL RAZDAN	00356644- ABHPR2540J	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	1	-	-
Mr.	DIPAK CHATTERJEE	03048625- AAFPC8277J	INDEPENDENT DIRECTOR	15/04/2011	14/04/2017	2	5	1
Mr.	DHIRENDRA SWARUP	02878434- AAYPS1878A	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	3	5	1
Mr.	HARBANS LAL BAJAJ	00894431- ABOPB4549C	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	1	-	-
Mr.	HEMANT BHARGAVA	01922717- ACOPB2688P	NOMINEE DIRECTOR- NON EXECUTIVE	25/06/2010		1	2	-
Mr.	JAYANT KUMAR	03010235- AEMPK2203B	NOMINEE DIRECTOR-NON EXECUTIVE	07/04/2016		2	1	
Mr.	KULAMANI BISWAL	03318539- ACRPB3527A	NOMINEE DIRECTOR- NON EXECUTIVE	25/09/2015		2	2	-
Mr.	RAVI PRAKASH SINGH	05240974- AEZPS1659G	NOMINEE DIRECTOR- NON EXECUTIVE	03/04/2012		2	-	-
Mr.	VED KUMAR JAIN	00485623- AAGPJ0415J	INDEPENDENT DIRECTOR	07/12/2010	06/12/2016	4	10	2

\$SPAN 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.

RAJIV MAHESHWAR
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-110061

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	
1. Audit Committee	Sh. Dipak Chatterjee Sh. DhirendraSwarup Sh. Hemant Bhargava Sh. Ved Kumar Jain	Chairperson of Committee/ Independent Independent Nominee Independent	
2. Nomination & Remuneration Committee	Sh. Dipak Chatterjee Sh. Deepak Amitabh Smt. Jyoti Arora Sh. Anil Razdan Sh. DhirendraSwarup Sh. Harbans Lal Bajaj	Chairperson of Committee/Independent Executive Nominee Independent Independent Independent	
3. Risk Management Committee(if applicable)	Not Applicable		
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Shri Dipak Chatterjee Shri Ved Kumar Jain	Chairperson of Committee/Independent Independent	
5. Corporate Social Responsibility Committee	Shri Dhirendra Swarup Shri Deepak Amitabh Shri Ved Kumar Jain	Chairperson of Committee/Independent Executive 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 (in number of days)	
5 th February 2016	18 th May 2016	102 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*
6 th May 2016 17 th May 2016	Yes Yes	04/02/2016 15/03/2016	91 days 62 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.			

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
5, Bhikaji Cama Place, New Delhi-110061

2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Out of 15 Directors, more than 50% are non-executive and 1/3rd i.e. 5 are Independent**.
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:

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.

** Pl. refer to our letter dated 8th July 2016 in response to letter dated 17th May 2016 received from National Stock Exchange with regard to composition of Directors. Copy of letter is attached.

RAJIV MAHESHWARI
Company Secretary
PTC India Limited
2nd Floor, NBCC Tower
15, Bhikaji Cama Place, New Delhi-1100



Date: - 8th July, 2016

Shri Kautuk Upadhyay,
Manager,
M/S. National Stock Exchange of India Limited,
Exchange Plaza, Plot No.C1,
G Block Bandra Kurla Complex,
Bandra (E), Mumbai-51

Sir,

This is with reference to your letter No. NSE/LISTCOMP/73265 dt. 17th May 2016, please find enclosed our reply at – Annexure -1.

Thanking you,

Yours faithfully,
Authorized Signatory

(PTC India Limited)

Copy to:-

The Stock Exchange, Mumbai, (BSE),
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai.

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,

BACKGROUND:

PTC India Ltd. (formerly known as Power Trading Corporation of India Ltd) is a public limited company incorporated in the year 1999 under the Companies Act, 1956. PTC was established at the initiative of the Government of India and was promoted by four Central Government Public Sector Undertakings namely Powergrid Corporation of India Limited, NTPC Limited, Power Finance Corporation Limited and NHPC Limited (Promoters). Initially the four Central PSU taken together held 60--% of the Equity.

PTC went Public in the year 2004. Presently the four Promoters, taken together hold 16% and Life Insurance Corporation (LIC) holds 10% equity. Balance equity is held by FIs, FIIs and public at large.

The equity shares of the Company are listed on NSE and BSE.

As per the Memorandum and Articles of Association the above named four Central PSUs have one representative each on the Board of PTC. Apart from the four Promoter nominees, Jt Secretary, Ministry of Power, Government of India has always been on the Board of PTC as nominee/representative of Ministry of Power. LIC presently has one nominee on the Board of the Company in Non-Executive Capacity.

The above six Directors are Non-Executive Directors.

After listing of the equity with NSE and BSE, the Company has always been in compliance with the provisions of the SEBI Regulation including the composition of the Board.

SITUATION POST SEPTEMBER 2015 REGULATION

SEBI notified the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 on 2nd September 2015. After the new notification, certain changes were made especially with regard to the definition of independent Director and the composition of the Board.

We would like to state that the Corporate Governance (CG) Report filed by the Company for quarter ended 31st December, 2015, had under para "VI", mentioned that - Affirmations *'as of now, the composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Same shall be complied with shortly.'*

We had mentioned the said Para on the basis of our interpretation and without full understanding of the legal aspect of the provisions of amended Clause 49 of said Listing Agreement and Regulation 17 of the said SEBI Regulations.

However, to have a clear understanding of the provisions of the said SEBI Regulation, more specifically the matter of compliance of composition of Board as per the Securities and Exchange Board of India (Listing Obligations and Disclosure

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requirements), Regulations 2015, we sought a legal opinion from Mr Arvind P. Datar, Senior Advocate, Supreme Court of India through our legal advisor M/s. RnR Associates along with a brief for opinion. Mr. Arvind P. Datar, Sr Advocate, vide his opinion dated 6th February, 2016 has opined that out of 16 (sixteen) Directors, PTC India Limited should have 8 (eight) Directors as non-executive Directors and PTC India Limited is satisfying the requirements of composition of the Board as per the SEBI Regulations. Copy of our letter dated 3rd May, 2016 alongwith the brief for opinion and the Opinion of Mr Arvind P.Datar, Senior Advocate is attached.

Accordingly in the Corporate Governance (CG) Report filed by the Company for quarter ended March 2016, we stated that the company was compliant with the provisions of the said SEBI Regulation. However NSE again vide letter No. NSE/LISTCOMP/73265 dated 17th May, 2016 informed us that the Company was “non-Compliant”.

At our request, our officials and Legal Counsel had held meeting with your officials in your office where we explained our position and understanding of the said SEBI Regulation especially with regard to composition of the Board.

SUBMISSIONS

In view of the facts we humbly submit as under:

1. PTC has been fully compliant with provisions of the Listing Agreement including composition of the Board;
2. However, after the notification of the new Regulation in September 2015, we were informed by NSE that we are not in compliance with the Regulation;
3. From the correspondence and our meeting with the officials of the NSE, we understand that we are not in compliance with the new SEBI Regulation as our Board should have 50% of independent Directors;
4. Here we would like to bring to your kind attention that none of the key governance matters and practices deployed by PTC has changed from the pre-2015 period.
5. On perusal of the said SEBI Regulation of September 2016, and seeking proper legal opinion, we would like to submit again that we are covered under the provisions of Clause 17 (1) (a) of the said SEBI Regulation as the Company has a regular Executive Chairman and accordingly “*fifty percent of the board of Directors shall comprise of non-executive directors*”. Moreover provisions of Clause 17(b) are not applicable in our case;
6. The present Composition of our Board is as under:
 - Executive Chairman-cum-Managing Director



- Three Executive Directors (WTDs)
- Four nominee of the four Promoters (Non-Executive Directors -Non Independent)
- One Nominee Director of Ministry of Power (Non-Executive-Non Independent)
- One Nominee Director of LIC (Non-executive non-Independent)
- Five Independent Directors.

In view of the our above submissions, we once again request you to reconsider our case favorably since as of now out of 15 Directors, Board of PTC comprises of more than 50% non-executive Directors and 5 (five) i.e 1/3rd Independent Directors.





**NATIONAL STOCK EXCHANGE
OF INDIA LIMITED**

NIFTY50
Stock of the nation

Ref: NSE/LISTCOMP/73265

May 17, 2016

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

Dear Madam/Sir,

Sub: Non-Compliance under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

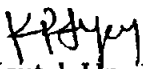
This has reference to the Corporate Governance Report submitted by the Company to the Exchange under regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 for the quarter ended March 31, 2016.

On analysis of your Corporate Governance Report, it has been observed that the company has not complied with following criteria(s):-

1. Under Regulation 17 i.e. Composition of Board of Directors

You are therefore requested to furnish the relevant details/provide explanation to the Exchange within 7 days from the date of the letter in respect of the above non-compliance and the current status of the same.

Yours faithfully,
For National Stock Exchange of India Limited


Kautuk Upadhyay
Manager



Date: - 3rd March, 2016

✓ Ms. Divya Poojari
Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C1, G Block Bandra Kurla Complex, Bandra (E) ,
Mumbai-51

Madam,

Subject: Composition of Board of PTC under SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015

This is with reference to your letter no. NSE/LISTCOMP/63185 dated 26th Feb., 2016 stating that PTC has not complied with its Composition of Board of Directors. In this regard, we would like to state that the Corporate Governance (CG) Report filed by the Company for quarter ended 31st December, 2015 (copy enclosed as Annexure - I), had under para "VI", itself mentioned that - Affirmations '*as of now, the composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Same shall be complied with shortly.*'

We had mentioned the said Para on the basis of our understanding and without full understanding of the legal aspect of the provisions of amended Clause 49 of said Listing Agreement and Regulation 17 of the LODR Regulations.


However, to have a clear understanding of the provisions of the said Regulation, more specifically the matter of compliance of composition of Board as per the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements), Regulations 2015, we sought a legal opinion from Mr Arvind Datar, Senior Adocate, Supreme Court of India through our legal advisor M/s. RnR Associates along with a brief for opinion (copy of brief for opinion is enclosed as Annexure - I). Shri Arvind P. Datar, Sr Advocate, vide his opinion dated 6th February, 2016 has opined that out of 16 (sixteen) Directors, PTC India Limited should have 8 (eight) Directors as non-executive Directors and PTC India Limited is satisfying the requirements of composition of the Board as per the SEBI Regulations. (Copy of the opinion of Mr Datar is enclosed as Annexure - II).

Therefore, PTC India Ltd is compliant with the said SEBI Regulations and the Company. Act, 2013, as out of 16 Directors, Board of PTC comprises of more than 50% non-executive Directors and 6 (six) i.e more than 1/3rd Independent Directors; Accordingly, our enclosed Report of CG be treated as amended.

Further, since the earlier CG Report was filed with your good offices within the stipulated time period and this one is a mere replacement of the same, it may please be taken as filed within the stipulated time period .

Thanking you,

Yours faithfully,


(Rajiv Maheshwari)
Company Secretary

Copy to: - BSE

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,



**NATIONAL STOCK EXCHANGE
OF INDIA LIMITED**

NIFTY 50

Stock of the nation

February 26, 2016

Ref: NSE/LISTCOMP/63185

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

Sir,

may pl. me.

29.02.16

Dr. (Sir)

Company Sec
May please attend
let
29 Feb 2016

Dear Madam/Sir,

Sub: Non-Compliance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This has reference to the Corporate Governance Report submitted by the Company to the Exchange for the quarter ended December 31, 2015.

On analysis of the same, it has been observed that the company has not complied with following criteria(s):-

- 1) Composition of Board of Directors

You are therefore requested to furnish the relevant details/provide explanation to the Exchange within 7 days from the date of the letter in respect of the above non-compliance and the current status of the same.

Yours faithfully,

For National Stock Exchange of India Limited

Divya Poojari
Manager

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: PTC India Limited
2. Quarter ending 31st December 2015

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/N on- Executive/in dependent/Nomin ee) &	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/Execu tive	16/10/2012		2	-	-
Mr.	AJIT KUMAR	06518591- AALPK4993M	EXECUTIVE	02/04/2015		2	-	-
Dr.	RAJIB KUMAR MISHRA	06836268- ACTPM1580A	EXECUTIVE	24/02/2015		1	-	-
Mr.	ARUN KUMAR	01853255- AAIPK4515A	EXECUTIVE	16/06/2015		1	-	-
Ms.	JYOTI ARORA	00353071- AALPA6087E	NOMINEE DIRECTOR- NON EXECUTIVE	24/03/2014		2	-	-

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Mr.	ANIL KUMAR AGARWAL	01987101- AAAPA2906R	NOMINEE DIRECTOR- NON EXECUTIVE	05/02/2015		2	4	-
Mr.	ANIL RAZDAN	00356644- ABHPR2540J	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	1	-	-
Mr.	BALACHANDRAN SRINIVASAN	01962996- AHPMS2731D	INDEPENDENT DIRECTOR	01/01/2009	31/03/2016	2	4	1
Mr.	DINESH PRASAD BHARGAVA	01277269- AFAPB2083F	NOMINEE DIRECTOR- NON EXECUTIVE	28/05/2014		2	1	-
Mr.	DIPAK CHATTERJEE	03048625- AAFPC8277J	INDEPENDENT DIRECTOR	15/04/2011	14/04/2017	2	5	1
Mr.	DHIRENDRA SWARUP	02878434- AAYPS1878A	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	3	5	1
Mr.	HARBANSLAL BAJAJ	00894431- ABOPB4549C	INDEPENDENT DIRECTOR	09/01/2012	08/01/2018	1	-	-
Mr.	HEMANT BHARGAVA	01922717- ACOPB2688P	NOMINEE DIRECTOR- NON EXECUTIVE	25/08/2010		1	2	-
Mr.	KULAMANI BISWAL	03318539- ACRPB3527A	NOMINEE DIRECTOR- NON EXECUTIVE	25/09/2015		2	2	-
Mr.	RAVI PRAKASH SINGH	05240974- AEZPS1659G	NOMINEE DIRECTOR- NON EXECUTIVE	03/04/2012		2	-	-

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Mr.	VED KUMAR JAIN	00485623- AAGPJ0415J	INDEPENDENT DIRECTOR	07/12/2010	08/12/2018	4	10	2
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SPAN 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. Srinivasan Balachandran Sh. Dipak Chatterjee Sh. Dharendra Swarup Sh. Hemant Bhargava Sh. Ved Kumar Jain	Chairperson of Committee/ Independent Independent Independent Nominee Independent	
2. Nomination & Remuneration Committee	Sh. Dipak Chatterjee Sh. Deepak Amitabh Smt. Jyoti Arora Sh. Anil Razdan Sh. Dharendra Swarup Sh. Harbans Lal Bajaj Sh. Balachandran Srinivasan	Chairperson of Committee/Independent Executive Nominee Independent Independent Independent Independent	
3. Risk Management Committee (if applicable)	Not Applicable		
4. Stakeholders Relationship Committee/ Code of Ethics & Prohibition of Insider Trading	Shri Dipak Chatterjee Shri Ved Kumar Jain	Chairperson of Committee/Independent Independent	
5. Corporate Social Responsibility Committee	Shri Dharendra Swarup Shri Deepak Amitabh Shri Ved Kumar Jain	Chairperson of Committee/Independent Executive 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 (in number of days)	
5 th August 2015 12 th September 2015	3 rd November 2015	68 days 37 days 51 days	
IV. Meeting of Committees			
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*
1 st October 2015 3 rd November 2015	Yes Yes	5 th August 2015	88 days 32 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	

2

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. As of now, the composition of Board of Directors is not in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Same shall be complied with shortly.
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:

Name & Designation

[Handwritten Signature]
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.

BRIEF FRO OPINION

QUERIEST:

PTC India Ltd
2nd Floor, NBCC Towers
Bhikaji Cama Place, New Delhi

QUERY

What should be the minimum number of Independent Director in the Queriest Company to meet the provisions of the Companies Act, 2013 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015?

FACTS

1. PTC is a listed Company and is required to comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations as issued by SEBI from time to time. The latest Regulation has been notified on 2nd September 2015.
 2. As per Memorandum of Association of PTC the present constitution of Board of Directors is as follows:
 - Executive Chairman cum Managing Director
 - Three Executive Directors
 - Four nominee Non-Executive Directors of the four Promoters (Non Independent)
 - One Nominee Director of Ministry of Power (Non-Executive-Non Independent)
 - One Nominee Director of LIC (Non-executive non-Independent)
 - Six Independent Directors
- Total Directors : 16**
3. As per the MOA PTC can have a maximum of 22 Directors.

APPLICABLE LEGAL PROVISIONS

1. Section 149 of the Companies Act 2013

Company to have Board of Directors

- (4) *Every listed public company shall have at least one-third of the total number of directors as independent directors and the Central Government may prescribe the minimum number of independent directors in case of any class or classes of public companies.*

2. Clause 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2013.

Board of Directors.

17. (1) The composition of board of directors of the listed entity shall be as follows:

(a) board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;

(b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

3. The said SEBI Regulation doesn't specify the non-Executive Director.
4. Independent Director is defined in Clause 16 of the said Regulation as
"...."independent director" means a non-executive director, other than a nominee director of the listed entity...."

Date : 04.02.2016

**Ravi Kishore
Advocate**

CMD/75/11/2/2016

RnR

New Delhi
11th February 2016

11/2/16.
To Secy, PTC

PTC India Ltd
2nd Floor NBCC Towers
Bhikaji Cama Place
New Delhi 110066

Kind Attn : Shri Deepak Amitabh, CMD

Please find attached the written opinion of Mr Arvind Datar, Senior Advocate, Supreme Court of India on the issue of non-executive/independent Directors on the Board of PTC India Ltd as per the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 and Company Law, 2015. .

Best regards


(RAVI KISHORE)

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OPINION

**PTC India Ltd.,
New Delhi.**

.. QUERIST

The querist is a listed company and has to comply with the relevant SEBI Regulations, which, *inter alia*, prescribe the need for a minimum number of non-executive directors. The latest regulations were notified on 02.9.2015 and came into force three months thereafter. At present, the Board of Directors of the querist consists of the following:-

- Executive Chairman-cum-Managing Director
- Three Executive Directors
- Four nominee Non-Executive Directors of the four Promoters (Non Independent)
- One Nominee Director of Ministry of Power (Non-Executive-Non Independent)
- One Nominee Director of IJC (Non-executive non-Independent)
- Six Independent Directors.



2. The Memorandum of Association of the querist prescribes a maximum of 22 directors and at present, it has 16 directors.
3. The relevant provisions for this opinion are Clause 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called Regulations] and section 149 of the Companies Act, 2013. Both of which have been reproduced in the brief for opinion given to me and are not reproduced here.
4. The querist seeks my opinion on the following question:

What should be the minimum number of Independent Directors in the querist Company to meet the provisions of the Companies Act, 2013 and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015?

Ans: Under Clause 17(1)(a) of the Regulations, the requirement is that not less than 50% of the Board of Directors must comprise of non-executive-directors. Clause 17(1)(b) of the Regulations applies only to a listed company when the Chairperson is a non-executive director in which case, one-third of the directors must be independent. Clause 17(1)(b) also states that if the listed company does not have a regular non-executive-Chairperson, at least half the Board of Directors must be independent directors. In my view, Clause 17(1)(a) applies to the querist as the



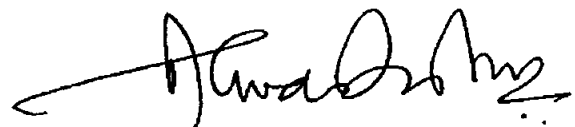
Chairperson is neither a non-executive-director nor a non-regular non-executive Chairperson. Surprisingly, Clause 17(1)(a) does not talk of independent directors but only refers to "non-executive-directors". Thus, at least eight out of 16 directors must be non-executive. Clause 17(1)(a) does not exclude nominee directors. Therefore, it is sufficient if half the directors are non-executive to satisfy Clause 17(1)(a).

I now come to Section 149(4) of the Companies Act, 2013. This section requires one-third total number of directors to be independent directors. Therefore, out of 16, one-third, after rounding off, will be six. The querist has six independent directors and satisfies the requirement of section 149(4).

5. In fine, I am of the view that under Clause 17(1)(a) of the aforesaid Regulations, eight directors should be non-executive and under section 149(4), the querist must have six independent directors. The facts shown to me indicate that the querist has satisfied the requirements of both the SEBI Regulations and the Companies Act, 2013.

E-61, Anna Nagar East,
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February 06, 2016



(Arvind P. Datar)
Senior Advocate