

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Ltd	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

12/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K5	Financial and Credit leasing activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PTC INDIA LIMITED	L40105DL1999PLC099328	Holding	64.99
2	R. S. INDIA WIND ENERGY PRIV.	U40101HR2006PTC049781	Associate	37

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,250,000,000	642,283,335	642,283,335	642,283,335
Total amount of equity shares (in Rupees)	12,500,000,000	6,422,833,350	6,422,833,350	6,422,833,350

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,250,000,000	642,283,335	642,283,335	642,283,335
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,500,000,000	6,422,833,350	6,422,833,350	6,422,833,350

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	750,000,000	0	0	0
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	750,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						

At the beginning of the year	28,118	642,255,217	642283335	6,422,833,3	6,422,833,;	
Increase during the year	0	11,175	11175	111,750	111,750	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		11,175	11175	111,750	111,750	
converted to Demat						
Decrease during the year	11,175	0	11175	111,750	111,750	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	11,175		11175	111,750	111,750	
Converted to Demat						
At the end of the year	16,943	642,266,392	642283335	6,422,833,3	6,422,833,;	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE560K01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	20,126	40334.18	811,765,787

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			811,765,787

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,262,201,692	0	450,435,905	811,765,787
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,908,821,000

(ii) Net worth of the Company

24,427,412,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	417,450,001	64.99	0	
10.	Others	0	0	0	
	Total	417,450,001	64.99	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	181,175,679	28.21	0	
	(ii) Non-resident Indian (NRI)	8,313,256	1.29	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	14,547,168	2.26	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	5,425,896	0.84	0	
7.	Mutual funds	6,401,990	1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,722,617	1.36	0	
10.	Others TRUSTS,CLEARING MEMBERS	246,728	0.04	0	
	Total	224,833,334	35	0	0

Total number of shareholders (other than promoters)

114,101

**Total number of shareholders (Promoters+Public/
Other than promoters)**

114,102

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL EMERGING	6300 Bee Cave Road Building One			1,527,475	0.24
EMERGING MARKETS (6300 Bee Cave Road Building One			902,141	0.14
COEUS GLOBAL OPPO	SUITE 305 3RD FLOOR NG TOWER			679,742	0.11
THE EMERGING MARK	6300 Bee Cave Road Building One			554,178	0.09
ELARA CAPITAL MAUF	365 Royal Road Rose Hill			410,000	0.06
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N			288,436	0.04
EMERGING MARKETS \	25/28 NORTH WALL QUAY DUBLIN			243,351	0.04
QUADRATURE CAPITA	Suite #7 Grand Pavilion Commerc			217,710	0.03
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU A			109,943	0.02
EMERGING MARKETS (20 Triton Street Regents Place Lon			98,729	0.02
EMERGING MARKETS ^	25/28 NORTH WALL QUAY DUBLIN			94,749	0.01
EMERGING MARKETS \$	6300 Bee Cave Road Building One			82,653	0.01
EMERGING MARKETS \$	6300 BEE CAVE ROAD BUILDING C			73,647	0.01
EMERGING MARKETS I	Suite 820 7 St. Paul Street Baltimor			56,427	0.01
LOS ANGELES CITY EM	202 West First Street Suite 500 Los			37,536	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DIMENSIONAL FUNDS	25/28 NORTH WALL QUAY DUBLIN			29,903	0
CITY OF LOS ANGELES	CITY OF LOS ANGELES FIRE AND P			19,276	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	121,675	114,101
Debenture holders	4,587	4,420

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	1	4	1	3	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PAWAN SINGH	00044987	Managing Director	0	02/10/2023
PANKAJ GOEL	03006647	Nominee director	0	
RAJIB KUMAR MISHRA	06836268	Nominee director	0	
NAVEEN BHUSHAN GUPTA	00530741	Director	0	
SEEMA BAHUGUNA	09527493	Director	0	
P V BHARATHI	06519925	Director	0	
SANJAY RUSTAGI	ACFPR9013B	CFO	0	14/06/2023
SHWETA AGARWAL	AEQPA4425F	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DEVENDRA SWAROOP	08185307	Additional director	02/12/2022	Cessation
RAMESH NARAIN MISRA	03109225	Additional director	30/12/2022	Cessation
AYANT PURUSHOTTA	00190075	Additional director	02/12/2022	Cessation
SUSHAMA NATH	05152061	Additional director	22/11/2022	Cessation
NAVEEN BHUSHAN GUPTA	00530741	Additional director	15/11/2022	Appointment
SEEMA BAHUGUNA	09527493	Additional director	15/11/2022	Appointment
P V BHARATHI	06519925	Additional director	15/11/2022	Appointment
NAVEEN BHUSHAN GUPTA	00530741	Director	30/12/2022	Change in Designation
SEEMA BAHUGUNA	09527493	Director	30/12/2022	Change in Designation
P V BHARATHI	06519925	Director	30/12/2022	Change in Designation
Vishal Goyal	AJXPG7048L	Company Secretary	25/06/2022	Cessation
Mohit Seth	BCLPS0774F	Company Secretary	25/06/2022	Appointment
Mohit Seth	BCLPS0774F	Company Secretary	16/11/2022	Cessation
Shweta Agrawal	AEQPA4425F	Company Secretary	17/11/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
16th Annual General Meeting	30/12/2022	123,999	52	65.16

B. BOARD MEETINGS

*Number of meetings held

26

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2022	7	7	100
2	28/04/2022	7	7	100
3	16/05/2022	7	7	100
4	26/05/2022	7	7	100
5	25/06/2022	7	6	85.71
6	16/07/2022	7	7	100
7	05/08/2022	7	7	100
8	13/08/2022	7	6	85.71
9	25/08/2022	7	4	57.14
10	16/09/2022	7	7	100
11	21/09/2022	7	7	100
12	11/10/2022	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

43

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Nomination an	28/04/2022	6	6	100
2	Nomination an	05/05/2022	6	6	100
3	Nomination an	16/05/2022	6	6	100
4	Nomination an	25/06/2022	6	5	83.33
5	Nomination an	21/09/2022	6	6	100
6	Nomination an	22/12/2022	6	6	100
7	Nomination an	18/01/2023	4	4	100
8	Nomination an	25/01/2023	4	4	100
9	Nomination an	01/03/2023	4	4	100
10	Stakeholders'	24/03/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	12/09/2023
								(Y/N/NA)
1	PAWAN SINGH	26	26	100	13	13	100	Yes
2	PANKAJ GOEL	26	26	100	42	42	100	Yes
3	RAJIB KUMAR	26	26	100	9	9	100	Yes
4	NAVEEN BHALLA	9	9	100	15	15	100	Yes
5	SEEMA BAHL	9	9	100	10	10	100	Yes
6	P V BHARATH	9	9	100	19	19	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pawan Singh	Managing Director	17,129,000	0	0	0	17,129,000
2	Naveen Kumar	Whole Time Director	0	0	0	2,832,000	2,832,000
	Total		17,129,000	0	0	2,832,000	19,961,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjay Rustagi	CFO	8,794,000	0	0	0	8,794,000
2	Vishal Goyal	Company Secretary	5,487,000	0	0	0	5,487,000
3	Mohit Seth	Company Secretary	5,924,000	0	0	0	5,924,000
4	Shweta Agarwal	Company Secretary	2,747,000	0	0	0	2,747,000
	Total		22,952,000	0	0	0	22,952,000

Number of other directors whose remuneration details to be entered

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajib Kumar Mishra	Nominee Director	0	0	0	1,280,000	1,280,000
2	Pankaj Goel	Nominee Director	0	0	0	2,520,000	2,520,000
3	Naveen Bhushan G	Independent Director	0	0	0	968,000	968,000
4	Seema Bahuguna	Independent Director	0	0	0	720,000	720,000
5	PV Bharathi	Independent Director	0	0	0	1,082,000	1,082,000
6	Sushama Nath	Additional Director	0	0	0	1,040,000	1,040,000
7	Ramesh Narain Mis	Additional Director	0	0	0	1,664,000	1,664,000
8	Devendra Swaroop	Additional Director	0	0	0	1,200,000	1,200,000
9	Jayant Purushottam	Additional Director	0	0	0	1,240,000	1,240,000
	Total		0	0	0	11,714,000	11,714,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

Reasons/observations are mentioned in attached MGT-8

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
PTC India Financials	BSE	18/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	18/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	21/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	18/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	21/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	18/11/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	BSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil
PTC India Financials	NSE	14/12/2022	SEBI(LODR) Reg 20	Penalty under regu	Nil

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director Digitally signed by MAHENDRA LODHA Date: 2023.11.10 16:13:44 +05'30'

DIN of the director

To be digitally signed by Digitally signed by SHWETA AGRAWAL Date: 2023.11.10 16:15:34 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Details of Board and Committee Meetings. Clarification on some points in Annual Retu MGT-8 PFS 22-23.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

CLARIFICATION NOTE ON SOME OF THE POINTS IN THE ANNUAL RETURN

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

No. of Companies for which information is to be given-3 (Three)

S.No.	Name of the Company	CIN/FCRN	Holding/Subsidiary/ Associate/Joint Venture	% of shares held
1	PTC India Limited	L40105DL1999PLC099328	Holding	64.99
2	Varam Bioenergy Pvt Ltd.	U40108TG2002PTC038381	Associate	26
3	R.S. India Wind Energy Pvt Ltd	U40101HR2006PTC049781	Associate	37

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(iii). Details of shares/Debentures Transfers since closure date of last financial year

The Company did not receive any request for Physical transfer of shares during the year.

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A). Composition of Board of Directors

The Company has two following Non-Executive directors nominated by the Promoter of the Company (PTC India Limited).

S.No.	Name of the Director
1.	Sh. Rajib Kumar Mishra
2.	Sh. Pankaj Goel



PTC India Financial Services Ltd. (CIN: L65999DL2006PLC153373)

(A subsidiary of PTC India Limited)

Registered Office: 7th Floor, Telephone Exchange Building, 8 Bhikaji Cama Place, New Delhi - 110 066, India
Board: +91 11 26737300 Fax: +91 11 26737373, Website: www.ptcfinancial.com, E-mail: info@ptcfinancial.com

Details of Board Meetings of the Company held in FY 2022-23

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of members attended	% of attendance
1	06-Apr-22	7	7	100
2	28-Apr-22	7	7	100
3	16-May-22	7	7	100
4	26-May-22	7	7	100
5	25-Jun-22	7	6	100
6	16-Jul-22	7	7	100
7	05-Aug-22	7	7	100
8	13-Aug-22	7	6	100
9	25-Aug-22	7	4	100
10	16-Sep-22	7	7	100
11	21-Sep-22	7	7	100
12	11-Oct-22	7	7	100
13	22-Oct-22	7	7	100
14	25-Oct-22	7	7	100
15	07-Nov-22	7	7	100
16	13-Nov-22	7	6	100
17	15-Nov-22	7	7	100
18	26-Nov-22	9	8	100
19	03-Dec-22	7	7	100
20	09-Dec-22	7	7	100
21	11-Jan-23	6	6	100
22	18-Jan-23	6	6	100

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23	03-Feb-23	6	6	100
24	04-Feb-23	6	6	100
25	13-Mar-23	6	6	100
26	30-Mar-23	6	6	100

Committee Meetings of the Company held in FY 2022-23					
S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08-04-2022	5	5	100
2	Audit Committee	26-04-2022	5	5	100
3	Audit Committee	24-05-2022	5	5	100
4	Audit Committee	14-07-2022	5	5	100
5	Audit Committee	04-08-2022	5	5	100
6	Audit Committee	16-08-2022	5	5	100
7	Audit Committee	15-10-2022	5	5	100
8	Audit Committee	25-10-2022	5	3	60
9	Audit Committee	08-11-2022	5	3	60
10	Audit Committee	11-11-2022	5	5	100
11	Audit Committee	14-11-2022	5	5	100
12	Audit Committee	03-12-2022	4	4	100
13	Audit Committee	22-12-2022	4	4	100
14	Audit Committee	10-01-2023	3	3	100
15	Audit Committee	18-01-2023	3	3	100
16	Audit Committee	25-01-2023	3	3	100

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17	Audit Committee	03-02-2023	3	3	100
18	Audit Committee	10-03-2023	3	3	100
19	Audit Committee	29-03-2023	3	3	100
20	Nomination and Remuneration Committee	28-04-2022	6	6	100
21	Nomination and Remuneration Committee	05-05-2022	6	6	100
22	Nomination and Remuneration Committee	16-05-2022	6	6	100
23	Nomination and Remuneration Committee	25-06-2022	6	5	100
24	Nomination and Remuneration Committee	21-09-2022	6	6	100
25	Nomination and Remuneration Committee	22-12-2022	6	6	100
26	Nomination and Remuneration Committee	18-01-2023	4	4	100
27	Nomination and Remuneration Committee	25-01-2023	4	4	100
28	Nomination and Remuneration Committee	01-03-2023	4	4	100
29	Nomination and Remuneration Committee	02-09-2022	6	6	100
30	Nomination and Remuneration Committee	31-01-2023	6	6	100
31	Nomination and Remuneration Committee	10-03-2023	6	6	100
32	CSR Committee	02-09-2022	3	3	100
33	CSR Committee	31-01-2023	3	3	100
34	CSR Committee	10-03-2023	3	3	100

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32	Stakeholders Relationship Committee	24-03-2023	3	3	100
33	Risk Management Committee	15-09-2022	3	3	100
34	Risk Management Committee	10-10-2022	3	3	100
35	Risk Management Committee	09-12-2022	3	3	100
36	Risk Management Committee	09-03-2023	4	4	100
37	IT Strategy Committee	30-09-2022	3	3	100
38	IT Strategy Committee	24-03-2023	4	4	100
39	Independent Directors Meeting	24-03-2023	3	3	100
40	Business Committee	01-09-2022	4	4	100
41	Business Committee	15-12-2022	4	4	100
42	Business Committee	09-03-2023	4	4	100
43	Business Committee	24-03-2023	4	4	100



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Form No. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **PTC India Financial Services Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on March 31, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.**
- B. during the aforesaid financial year, the Company, wherever required, has complied with provisions of the Act & Rules made there under in respect of:**
1. its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor.
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time, however there are forms which were filed with additional fee.
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed, further the Company was not required to pass any resolution by postal ballot during the financial year ended March 31, 2023, *however, there is delay in the circulation, recording and signing of minutes of the Board meeting (conducted during period October 22, 2022 till November 15, 2022), audit committee meeting (conducted during period April 01, 2022 till November 15, 2022)*



with reference to provisions of the SS 1 issued by the ICSI. All the said minutes are now finalized and signed as on date.

5. closure of Register of Members / Security holders, as the case may be.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
7. contracts/arrangements with related parties as specified in section 188 of the Act.
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, however, during the FY 2022-23, the Company has not made any rights issue or bonus issue or declared any dividend.
10. declaration/ payment of dividend, transfer of unpaid/ unclaimed dividend and other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however, *the appointment of independent directors which have been done by the Board through circular resolution as on 29.03.2022 had not been confirmed by Shareholders as required under section 152 of Companies Act, 2013 and under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, further the composition of Stakeholders Relationship Committee under section 178, Risk Management Committee & Corporate Social Responsibility Committee under Section 135, were not duly constituted during some parts of the FY 2022-23. Apart from aforesaid, other changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the act.*

As per the information provided by the Company, Company had received email dated June 28, 2022, from SEBI wherein SEBI has provided a specific action to the company vide SEBI email dated May 13, 2022, that the Company is advised to not change the Structure and Composition of its Board, till the completion of forensic audit and submission of report by Risk Management Committee of PTC India Limited.

13. appointment/ reappointment of auditors as per the provisions of section of the Act.
14. during the reporting period, company has received show cause notices under Section 178, 149 and Schedule IV of the Companies Act 2013, against which the company has filed a compounding



application and memorandum of appeals which are still pending before the Regional Director Northern Region and Registrar of Companies, NCT of Delhi & Haryana (MCA) Ministry of Corporate Affairs respectively.

15. acceptance/ renewal/ repayment of deposits, however, the Company being a non-deposit taking NBFC has not accepted any deposits during the aforesaid financial year.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, wherever applicable.
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company, however the Company has not altered its Memorandum and/or Articles of Association during the aforesaid financial year.

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





Ashish Kapoor
M. No: F8002
C.P No: 7504

UDIN: F008002E001792719

Place: Delhi
Date: 10/11/2023