

# PNC CAPITAL TRUST LTD.

Regd. Office: 8, Ganesh Chandra Avenue, 1st Floor, Saha Court, Kolkata – 700013.

Tel (033) 2234-8824

e-mail: [pnc.capitaltrust@gmail.com](mailto:pnc.capitaltrust@gmail.com)

(CIN: L51226WB1984PLC037985)

## Quarterly Compliance Report on Corporate Governance for the quarter ended 30.06.2022

1. Name of Listed Entity : PNC Capital Trust Ltd.

2. Quarter ending : 30.06.2022

| I. Composition of Board of Directors |                               |                             |                                                                                           |                                                      |                   |                                                                                                                                                         |                                                                                                                                                                            |                                                                                                                                                                                                              |
|--------------------------------------|-------------------------------|-----------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title<br>(Mr.<br>/ Ms)               | Name of the<br>Director       | PAN & DIN                   | Category<br>(Chairperson/<br>Executive/<br>Non-<br>Executive/<br>independent/<br>Nominee) | Date of<br>Appointme<br>nt in the<br>current<br>term | Tenure<br>*       | No of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of post of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) |
| Mr.                                  | Arvind<br>Khemka              | AGOPK3540K<br>&<br>00428495 | Executive<br>Director                                                                     | 20.07.2022                                           | 5 (Five)<br>Years | 2 (Two)                                                                                                                                                 | 6 (Six)                                                                                                                                                                    | 2 (Two)                                                                                                                                                                                                      |
| Mr.                                  | Raj Kumar<br>Bajaj            | ADSPB9266A<br>& 00428553    | Independent<br>Director                                                                   | 24/09/2001                                           | 5 (Five)<br>Years | 3 (Three)                                                                                                                                               | 9 (Nine)                                                                                                                                                                   | 3 (Three)                                                                                                                                                                                                    |
| Mr.                                  | Rameshwar<br>Prasad<br>Khetan | AFMPK8832R<br>& 00506972    | Independent<br>Director                                                                   | 19/11/2018                                           | 5 (Five)<br>Years | 3 (Three)                                                                                                                                               | 9 (Nine)                                                                                                                                                                   | 3 (Three)                                                                                                                                                                                                    |
| Mrs.                                 | Priti<br>Khemka               | BJGPK7929G<br>&<br>07141324 | Non-<br>Executive<br>Director                                                             | 30.03.2015                                           | N.A.              | 3 (Three)                                                                                                                                               | NIL                                                                                                                                                                        | NIL                                                                                                                                                                                                          |

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| II. Composition of Committees                |                                                             |                                                                                                                  |
|----------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Name of Committee                            | Name of Committee members                                   | Category (Chairperson/Executive/Non-Executive/independent/Nominee)                                               |
| 1. Audit Committee                           | Arvind Khemka<br>Rameshwar Prasad Khetan<br>Raj Kumar Bajaj | Chairperson - Executive Director<br>Non Executive & Independent Director<br>Non Executive & Independent Director |
| 2. Nomination & Remuneration Committee       | Rameshwar Prasad Khetan<br>Arvind Khemka<br>Raj Kumar Bajaj | Chairperson - Independent Director<br>Executive Director<br>Non Executive & Independent Director                 |
| 3. Risk Management Committee (if applicable) | N.A.                                                        | N.A.                                                                                                             |
| 4. Stakeholders Relationship Committee       | Raj Kumar Bajaj<br>Rameshwar Prasad Khetan<br>Arvind Khemka | Chairperson - Independent Director<br>Non Executive & Independent Director<br>Executive Director                 |

| 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) |
| 08-01-2022, 11-02-2022 & 19-03-2022                 | 04-04-2022, 13-04-2022, 28-05-2022 & 10-06-2022     | 45 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* |
| Audit Committee Meeting Date 10-05-2022                     | Yes. All members present.                   | Audit Committee Meeting Date 17-02-2022                     | 82 Days                                                             |
| Nomination & Remuneration Committee Meeting Date 12-05-2022 | Yes. All members present.                   | Nomination & Remuneration Committee Meeting Date 18-02-2022 | 83 Days                                                             |
| Stakeholders Relationship Committee Meeting Date 14-05-2022 | Yes. All members present.                   | Stakeholders Relationship Committee Meeting Date 19-02-2022 | 84 Days                                                             |

| V. Related Party Transactions                                                                          |                               |
|--------------------------------------------------------------------------------------------------------|-------------------------------|
| Subject                                                                                                | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained                                                     | N. A.                         |
| Whether shareholder approval obtained for material RPT                                                 | N. A.                         |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N. A.                         |

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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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
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.

**ARVIND KHEMKA**  
Managing Director