

**Quarterly Compliance Report on Corporate Governance for the  
Quarter ending 30<sup>th</sup> June, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49I	Yes	As per Note 1 Below
(A) Composition of Board	49(IA)	Yes	-
(B) Non-Executive Directors Compensation & Disclosures	49(IB)	Yes	-
(C) Other Provisions as to Board and Committees	49(IC)	Yes	-
(D) Code of Conduct	49(ID)	Yes	-
<b>II Audit Committee</b>	49(II)	Yes	-
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B) Meeting of Audit Committee	49(IIB)	Yes	-
(C) Powers of Audit Committee 49 (IIC)	49(IIC)	Yes	-
(D) Role of Audit Committee	49(IID)	Yes	-
(E) Review of Information by Audit Committee	49(IIE)	Yes	-
<b>III Subsidiary Companies</b>	49(III)	YES	-
<b>IV. Disclosures</b>	49(IV)		-
(A) Basis of Related Party Transactions	49(IVA)	N.A	-
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	-
(C) Board Disclosures	49(IVC)	Yes	-
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IVD)	NIL	-
(E) Remuneration of Directors	49(IVE)	Yes	-
(F) Management	49(IVF)	Yes	-
(G) Shareholders	49(IVG)	Yes	-
<b>V. CEO/CFO Certification</b>	49(V)	Yes	-
<b>VI. Report on Corporate Governance</b>	49(VI)	N.A.	-
<b>VII. Compliance</b>	49(VII)	Yes	-

**Note 1:**

Presently the Board of Directors consists of 10 Directors out of which 4 Directors are Rotational Directors and 2 are Non-Rotational Directors including the Investor Director. The Board is exploring the possibilities to induct qualified and competent professionals of their industry for their induction as non executive and/or independent Directors for not only composition of Board but also for the better prospects of the Company.

For PTC Industries Limited

Date - 14.07.2014

(A.K. Gupta)  
GM (Finance) & Company Secretary