

**Quarterly Compliance Report on Corporate Governance for the
Quarter ending 31st December, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49I	Yes	As per Note I 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	-
II Audit Committee	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	-
III Subsidiary Companies	49(III)	YES	-
IV. Disclosures	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	-
V. CEO/CFO Certification	49(V)	Yes	-
VI. Report on Corporate Governance	49(VI)	N.A.	-
VII. Compliance	49(VII)	Yes	-

Note I:

Presently the Board of Directors consists of 10 Directors out of which 4 Directors are whole time Directors including the Chairman. 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

(A.K. Gupta)

GM (Finance) & COMPANY SECRETARY