

Name of the Company: **PTC INDUSTRIES LIMITED**  
Quarter ending on: **30<sup>th</sup> September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	Yes	See Note 1
(B) Independent Directors	49(II B)	Yes	-
(C) Non-Executive Directors Compensation & Disclosures	49(II C)	NA	See Note 2
(D) Other Provisions as to Board and Committees	49(II D)	Yes	-
(E) Code of Conduct	49(II E)	Yes	-
(F) Whistle Blower Policy	49(II F)	Yes	-
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	-
(B) Meeting of Audit Committee	49(III B)	Yes	-
(C) Powers of Audit Committee	49(III C)	Yes	-
(D) Role of Audit Committee	49(III D)	Yes	-
(E) Review of Information by Audit Committee	49(III E)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	-
<b>V. Subsidiary Companies</b>	49(V)	NA	See Note 3
<b>VI. Risk Management</b>	49(VI)	Yes	-
<b>VII. Related Party Transactions</b>	49(VII)	Yes	-
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related Party Transactions	49(VIII A)	NA	See Note 4
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	See Note 4
(C) Remuneration of Directors	49(VIII C)	Yes	See Note 4
(D) Management	49(VIII D)	Yes	See Note 4
(E) Shareholders	49(VIII E)	Yes	See Note 4
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII F)	NA	-
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	See Note 4
<b>X. Report on Corporate Governance</b>	49(X)	NA	See Note 4
<b>XI. Compliance</b>	49(XI)	Yes	-

**Note 1:**

Presently the Board of Directors consists of 10 Directors out of which 4 are whole time Director including the Chairman. The Board has 5 Directors as Non-Executive and Independent Director (including one Woman Independent Director) and one nominee director.

**Note 2:**

Non-executive directors including independent directors are only entitled to sitting fees which is per se within the limits prescribed under the Companies Act, 2013 and rules framed thereunder.

**Note 3:**

Company has one subsidiary M/s Modrany Power & PTC Piping Systems Pvt. Ltd., and is not considered as material non-listed Indian subsidiary pursuant to the explanation provided in Clause 49(V)(E). No significant transactions and arrangements were entered into by the subsidiary during the period under report.

**Note 4:**

Will be complied at AGM and disclosed in the Annual Report for 2015-16.

For PTC Industries Limited



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