

Name of the Company: PTC INDUSTRIES LIMITED
Quarter ending on: 31st December, 2014

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

Note 2:

Will be complied with at AGM



For PTC Industries Limited


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

