

**Name of the Company: PTC INDUSTRIES LIMITED**  
**Quarter ending on: 30<sup>th</sup> September, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	No	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	-
<b>III. Audit Committee</b>	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	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	-
<b>V. Subsidiary Companies</b>	49(V)	Yes	-
<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 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	-
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	-
<b>X. Report on Corporate Governance</b>	49(X)	NA	See Note 2
<b>XI. Compliance</b>	49(XI)	Yes	-

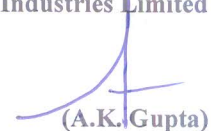
**Note 1:**

Presently the Board of Directors consists of 9 Directors out of which 4 are whole time Director including the chairman. The Board has 4 Directors as Non-Executive and Independent Director, optimum composition was not maintain at this time due to resignation of one of the Independent director, Board is exploring the possibilities to induct qualified and competent person to regain the optimum composition of Board of Directors as required.

**Note 2:**

Will be complied with at AGM

For PTC Industries Limited



(A.K. Gupta)

GM (Finance) & Company Secretary



50 YEARS