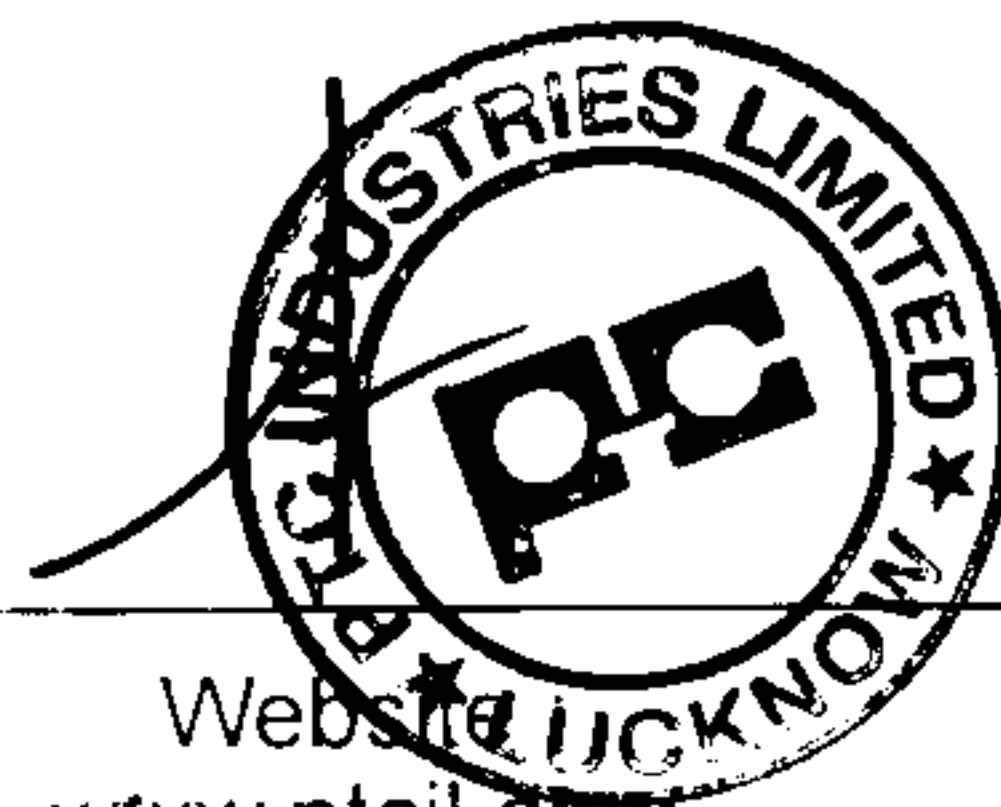


1. Name of Listing entity: **PTC Industries Limited**
2. Quarter ending: **December 31, 2015**

<b>I. Composition of Board Of Directors</b>								
Title	Name of Director	PAN & DIN	Category	Date of Appointment/ (cessation)	Tenure (in years)	No. of Directorship in Listed entity	No. of membership in Audit/ Stakeholder relationship committee	No. of chairmanship in audit/ stakeholder relationship committee
Mr.	Sateesh Chandra Agarwal	PAN: ACMPA4385Q  DIN: 00142960	Chairman – Executive Director	20/03/1963	NA	1	Nil	Nil
Mr.	Sachin Agarwal	PAN: ACMPA2565M  DIN: 00142885	Executive Director	18/14/1998	NA	1	1	Nil
Mr.	Alok Agarwal	PAN: ACMPA6206G  DIN: 00129260	Executive Director	27/07/1994	NA	1	Nil	Nil
Mr.	Priya Ranjan Agarwal	PAN: ACMPA5869P  DIN: 00129176	Executive Director	28/12/1992	NA	1	Nil	Nil
Mr.	Krishna Das Gupta	PAN: AAAPG5971C  DIN: 00374379	Independent Director	31/07/2008	2	3	3	2
Mr.	Rakesh Chandra Katiyar	PAN: ACIPK9603M  DIN: 00556214	Independent Director	19/04/2007	2	1	Nil	2
Mr.	Ajay Kashyap	PAN: AASPK8265H  DIN: 00661344	Independent Director	19/04/2007	2	1	1	Nil
Mr.	Brij Lal Gupta	PAN: AAPPG1393P  DIN: 06503805	Independent Director	06/12/2014	1	1	1	Nil

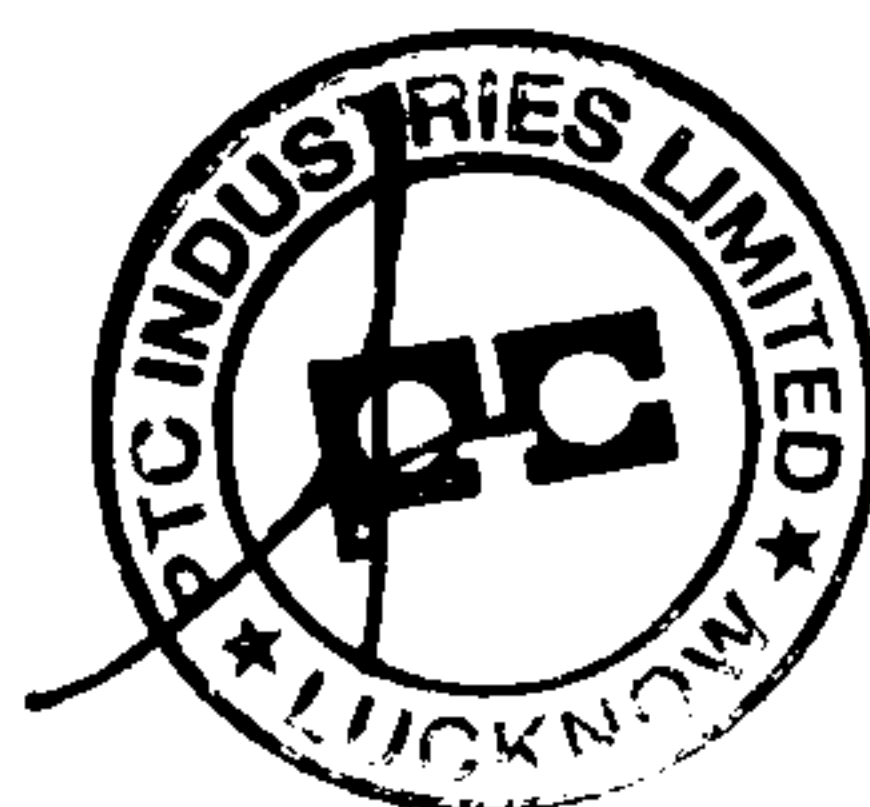

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Mrs.	Shashi Vaish	PAN: AAIPV4945M DIN: 00655901	Independent Director	09/08/2014	1	1	Nil	Nil
Mr.	Narayanan Shadagopan	PAN: DIPBS0101L DIN: 03469992	Nominee Director – Non Executive	(08/11/2015)	NA	1*	1*	Nil*

\* Mr. Narayanan Shadagopan, Directorship and Membership are given till he was the director in the Company. W.e.f. November 8, 2015, he has resigned from the directorship of the Company.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category</b>
<b>Audit Committee</b>	Dr. Rakesh Chandra Katiyar Mrs. Smita Agarwal Mr. Brij Lal Gupta Mr. Krishna Das Gupta *Mr. Narayanan Shadagopan	Chairman, Independent Director Chief Financial Officer Independent Director Independent Director Nominee Director – Non Executive
* Mr. Narayanan Shadagopan resigned from the directorship w.e.f. November 8, 2015.		
<b>Nomination and Remuneration Committee</b>	Mr. Krishna Das Gupta Mrs. Shashi Vaish Mr. Brij Lal Gupta Dr. Rakesh Chandra Katiyar	Chairman, Independent Director Independent Director Independent Director Independent Director
<b>Risk Management Committee*</b>	Dr. Rakesh Chandra Katiyar Mr. Priya Ranjan Agarwal Mr. Brij Lal Gupta	Chairman, Independent Director Executive Director Independent Director
*Risk Management Committee is not mandatory applicable on the Company, pursuant to regulation 21(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.		
<b>Stakeholder Relationship Committee</b>	Dr. Rakesh Chandra Katiyar Mr. Ajay Kashyap Mr. Sachin Agarwal Mr. Krishna Das Gupta	Chairman, Independent Director Independent Director Executive Director Independent Director

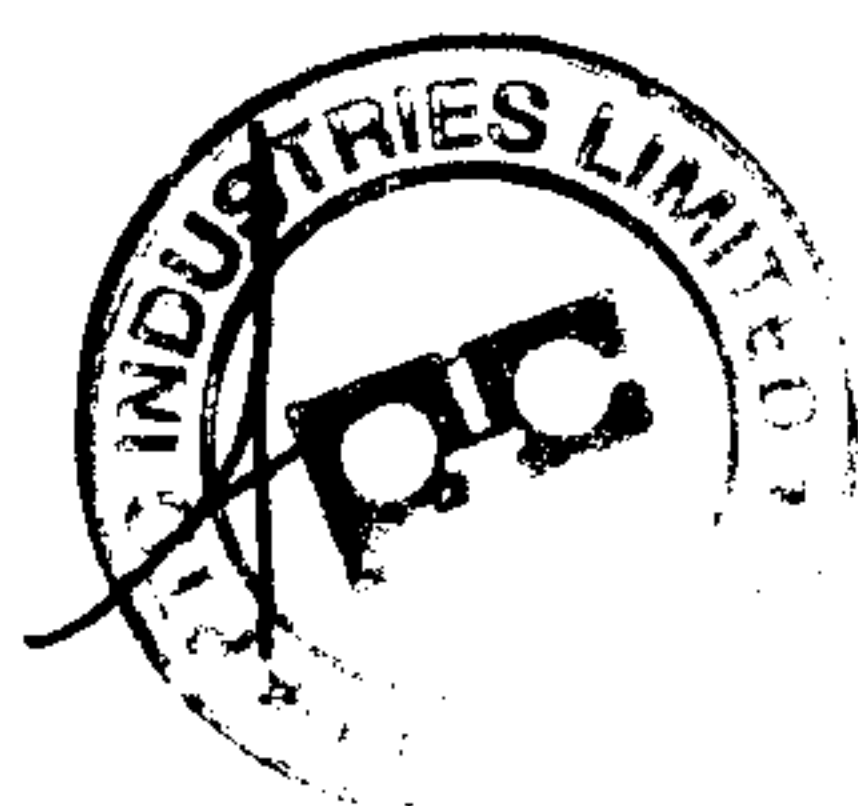
<b>III. Meeting of Board of Director</b>		
<b>Dates of meeting in the previous quarter ended on September 30, 2015</b>	<b>Dates of meeting in the relevant quarter ended on December 31, 2015</b>	<b>Maximum gap between two meetings</b>
August 12, 2015	November 7, 2015	86 days
	December 4, 2015 (Resolution passed by circulation)	26 days (the resolutions will be noted in the subsequent Board Meeting of the Company)



<b>IV. Meeting of Committees</b>			
<b>Audit Committee</b>			
Dates of meeting of the committee in relevant quarter	Whether requirement of quorum met	Dates of meeting of the committee in the previous quarter	Maximum gap between two meetings
November 7, 2015	Yes	August 12, 2015	56 days
<b>Nomination and Remuneration Committee</b>			
Dates of meeting of the committee in relevant quarter	Whether requirement of quorum met	Dates of meeting of the committee in the previous quarter	Maximum gap between two meetings
November 7, 2015	Yes	-	NA

<b>V. Related Party Transactions</b>	
Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

<b>VI. Affirmations</b>
<p>1. The Composition of Board of Directors of the Company is in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Board comprises of nine directors, out of which four are executive directors and five are Independent directors including one women director. Executive Director is Chairperson of the Board.</p> <p>2. The composition of following committees is in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.</p> <p>a) Audit Committee – Committee comprises of four directors, out of which three are Independent Directors and one is KMP. All the members are financially literate and all the members have accounting or financial management expertise. Hence, Company complies with Regulation 18(1) of the Regulations.</p> <p>b) Nomination and Remuneration Committee – Committee comprises of four directors, whilst all of them are Independent Directors - Non Executive including Chairperson of the Committee. Hence, Company complies with Regulation 19(1) and 19(2) of the Regulations.</p> <p>c) Stakeholders Relationship Committee – Committee comprises of four directors, out of which three are Independent Directors and one is Executive Director. Chairperson of the Committee is Non Executive-Independent Director. Therefore, The Company complies with Regulation 20(2) and 20(3) of the Regulations.</p> <p>d) Risk Management Committee – Not Applicable as per Regulation 21(5) of the Regulations. Though the Company has formed a Risk Management Committee which comprises of three directors, out of which two are Independent Directors and one Executive Director.</p> <p>3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Agreement and Disclosure Requirement) regulations, 2015 through awareness programs at the time of Board Meeting by presentation.</p>



2015

4. The meeting of the Board of Directors and the above committees have been conducted in the manner as specified under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
5. The report submitted in the previous quarter ended on September 30, 2015 under Clause 49 of the Listing Agreement was placed before the subsequent Board Meeting held on November 7, 2015. The Board noted the same.

For PTC Industries Limited

  
(A.K. Gupta)

General Manager (Finance), Compliance Officer &  
Company Secretary

