

Report on Corporate Governance

Corporate governance is about enabling organisations to achieve their goals, control risks and assuring compliance. Good corporate governance incorporates a set of rules that define the relationship between stakeholders, management and the board of directors of a company and influence how the company is operating. To succeed in the long-term, companies need to build and maintain successful relationships with a wide range of stakeholders. These relationships will be successful and enduring if they are based on respect, trust and mutual benefit. Accordingly, a company's culture should promote integrity and openness, value diversity and be responsive to the views of shareholders and wider stakeholders.

PTC's corporate governance practices are in many ways value based, since they stem from our ideals and our Company's spirit. Around these are our policies and guidelines, along with external regulations, which provide a framework that states clearly how we conduct ourselves in relation to the world around us. Briefly, PTC's strength can be described as a simple, down-to-earth, cost-conscious, and entrepreneurial corporate culture that focuses on teamwork, our belief in people and constant improvement. Sustainability is well integrated into every part of our business and forms a natural part of our employees' everyday life.

The four pillars of our Corporate Governance philosophy have always been corporate fairness, fiscal accountability, disclosure and complete transparency.

The board of directors believe that good governance cannot be imposed; it must emerge from the culture of an organization and the tone for this must be set by the top management. Establishing the corporate culture, and the values by which executives throughout our organisation will behave, is one of

the board's highest priorities. This translates and permeates into every relationship of the Company, whether it be with investors, employees, customers, suppliers, regulators, local communities or other constituents.

In order to fulfil its responsibilities and to discharge its duty, the Board of Directors follows the procedures and standards that are set forth in Corporate Governance code. The governance practices followed by the Company are continuously reviewed and the same are benchmarked to the best governed companies internationally.

Board of Directors

Size and composition of the board

PTC has an effective mix of Executive Directors, Non-Executive Directors and Independent Directors in order to maintain the Board's independence and separate the functions of governance from the day-to-day management activities. The board of directors of the Company consists of ten (10) directors out of which five (6) are non-Rotational directors (including Independent directors and Managing Director) and four (4) are Rotational directors. The composition of the board is in compliance with Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The board periodically evaluates the need for change in its composition and size.

The Company has issued formal appointment letters to the Independent Directors as required by Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Composition of the board, and directorships held on March 31, 2022

| Name of Director | Age | Other directorships held | Number of Committee Membership in domestic public companies (including this company) | |
|--------------------------------------|-----|--------------------------|--|-----------|
| | | | As Chairman | As Member |
| Executive Directors, Non-Independent | | | | |
| Sachin Agarwal | 50 | 7 | 3 | 1 |
| Priya Ranjan Agarwal | 63 | 2 | - | 1 |
| Alok Agarwal | 60 | 2 | - | 4 |
| Ashok Kumar Shukla | 54 | - | - | - |
| Smita Agarwal | 46 | 6 | - | 1 |
| Non-Executive Directors, Independent | | | | |
| Dr. Rakesh Chandra Katiyar | 66 | 4 | 3 | 2 |
| Ajay Kashyap | 73 | 3 | - | 2 |
| Krishna Das Gupta | 79 | - | 4 | 6 |
| Brij Lal Gupta | 70 | - | - | 4 |
| Vishal Mehrotra | 50 | - | - | - |

Note:

- Directorship of directors in other companies also includes directorship in Private Limited Companies.
- Non-Executive Directors of the Company do not hold any securities of the Company.
- Familiarization program imparted to Independent Directors of the Company can be found at www.ptcil.com
- There is no change in the directorship of the company during the financial year 2021-22.

A brief profile of the directors is given below:

Sachin Agarwal

Sachin Agarwal has done his Master's in Business Administration from the University of Tulsa, Oklahoma and has an M. Sc in Finance from the Boston College, Massachusetts. He also co-founded e.Soft Technologies Limited, a software company with offices in Lucknow, Mumbai and New York.

Sachin's hard work and dedication has led PTC Industries from a small industrial components manufacturer to a Company which is a world leader in critical and super-critical components for Aerospace, Defence and Industrial applications. He has worked extensively on the identification, absorption, development and commercialisation of new technologies and metallurgies for production of critical metal components with a wide range of applications. Sachin's passion and commitment to the business, and to the country has led him to create a unique capability within the country for manufacture of components which were erstwhile never being sourced from a country like India or manufactured indigenously. His resolve led to a number of new initiatives in the company including the acquisition of the Replicast® technology, the development of new path breaking technologies like forgeCAST™, RapidCast™, PowderForge, etc, and the setup of a capability to manufacture metal components at par with the best in the world.

Due to his efforts, PTC became the only foundry in India to successfully indigenize the Replicast® technology and received the 'National Award for R&D Efforts in Industry' by DSIR which was presented to Mr. Sachin Agarwal by Dr. Krishnamurthy and Dr. Mashelkar, renowned personalities in the field of science and technology and advisors to the Prime Minister at that time. He was recognized for his achievements in a publication 'Small Big Bang' by Indian Institute of Management (IIM) for his significant contribution to industry and his leadership qualities. He was also featured in Forbes India as leading one of the "16 Hidden Gems" of the country and has received the Special Jury Award at the prestigious 2017 TIME India Awards. Under his leadership, PTC has been bestowed with the Total Cost Leadership Award by Rolls Royce – Marine, one its most esteemed customers and also recently won the prestigious CII Industrial Innovation Awards 2018 becoming the most innovative manufacturing company in the medium segment in the country.

Sachin took some critical decisions like divesting out of non-value added, non-critical kind of businesses; consciously shifting the focus of the business to more demanding, difficult-to-manufacture and critical-to-performance parts at a time when the company's reliance on a few select customers was very high. He also braved the downturns in both the domestic and global economic environments at a time when a decision to invest further into technology and capability development required considerable courage and conviction.

Sachin is Chairman of the Society for Indian Defence Manufacturers, Uttar Pradesh and is leading the effort to align industry and government initiatives to build a strong ecosystem for Defence manufacturing in the State. He is also the Past Co-chairman of the CII Northern Region Defence and Aerospace

Committee and Past Chairman for CII in UP and in this role, he has worked tirelessly to showcase UP in many parts of the country. In association with CII, he has been working towards policy advocacy for the industry. Within his own organization also, he institutes various welfare funds for the benefit of his workers thus providing support to them in times of need for education and their medical needs. He is committed to bringing an improvement in the lives of all the members of his company through creation of a better and safe work environment and better quality of life.

Priya Ranjan Agarwal

Mr. Priya Ranjan Agarwal has been associated with the company for the last 30 years and has spent considerable time training and working under our Founder, Mr. Sateesh Agarwal. Mr. Agarwal is a Whole-time director on the Board of the Company and is a Bachelor of Engineering (Mechanical).

He continues to make a substantial contribution in creation of a wide base of domestic and defence customers for PTC and its subsidiary.

Mr. Agarwal's prime responsibilities include business development in key defence, aerospace and infrastructure projects within the country. In this role, he has worked tirelessly to make the PTC name a well-known and respected one in the country. He continues to lead PTC's marketing efforts by working with government and non-government organizations. He has played a significant role in the execution of several large projects of domestic customers and the Indian government.

Alok Agarwal

Mr. Alok Agarwal has been working with PTC Industries for nearly 28 years. He is a Whole-time director designated as an Executive Director on the Board of the Company and manages operational functions within the company. Mr. Alok Agarwal has done his Bachelors in Technology from India's premiere engineering institution, the Indian Institute of Technology (IIT), Kanpur.

Over the years, he has held various senior positions in the Production, Quality, Technical and Co-ordination areas. Being a person with a strong penchant for analytical work and high technology skills, he manages the operational and quality related aspects of the business for a sustained and efficient performance. PTC's high standards of quality and excellence can be attributed to the efforts that he has put in over the years. Under his leadership, the Company has obtained various ISO and other quality certifications including aerospace approvals for its subsidiary. His responsibilities also include Environment, Health and Safety compliances for the Company.

Smita Agarwal

Ms. Smita Agarwal, Director and Chief Financial Officer, PTC Industries Limited is a qualified Chartered Accountant and has worked with Price Water house Coopers in their New Delhi and London offices. Smita has also completed her Diploma in Information Systems Audit from ICAI.

Smita has worked with PTC in different roles and has successfully led various initiatives and projects during her tenure. She leads

a wide range of functional areas in the business with passion, dedication and commitment.

Smita is also a founding member of e.Soft Technologies Limited, a software development and business process consultancy company with offices in New York, Mumbai and Lucknow. She was the winner of the 2017 Women Achiever Awards by LMA in the Corporate category. She was also recognised by NITI Aayog as one of the top 60 women entrepreneurs in the country at their Women Transforming India Awards 2018.

Smita has been associated with CII in many roles and is a member of the CII National Council. She is the Chairperson for the Indian Women Network and the CII Women Empowerment Committee for 2022-23. She is also the Immediate Past National Chairperson of CII Young Indians, India's premiere youth organisation with over 4,500 members in 57 cities across India and in this role worked to create widespread impact towards nation building and youth leadership in the country. During her tenure as National Chairperson, her work was commended by the Honourable Prime Minister, Shri Narendra Modi for the impact created by CII Young Indians through their programs and community initiatives. She has served as Chairperson for the CII Yi Lucknow Chapter and is also a member of the CII UP State Council.

Ashok Kumar Shukla

Mr. Ashok Kumar Shukla joined PTC in 2003 and has been working with the Company for the last 18 years in various capacities. He has taken up the position of an Executive Director of the Company around 2 years back. Mr. Shukla is a Bachelor of Technology (Mechanical) and has over 30 years of experience in the foundry industry with a specialization in investment castings and Replicast®. He has extensive experience working in many leading engineering and foundry-based businesses and has an exceptional skill set for manufacturing and production management.

He has made a substantial contribution for the implementation and achieving business plan directives, implementation of policy matters, boundary management, charting growth plans, increasing production, assets capacity and flexibility, while minimizing unnecessary costs and maintaining current quality standards at the Mehsana Plant.

Ajay Kashyap

Mr. Ajay Kashyap joined PTC in April 2007 and is an Independent Director on the Board of the Company. He is also a director on

the Board of various other companies. Mr. Kashyap is a Bachelor in Technology (Chemistry) and has a Masters in Science (Chemistry). He has vast experience in the engineering Industry. Mr. Kashyap brings a lot of knowledge, capability and insight into the management of the company and takes a keen interest in supporting ideas and initiatives for overall improvement in operational and financial processes.

Dr. Rakesh Chandra Katiyar

Dr. Rakesh Chandra Katiyar joined PTC in April 2007 and is an Independent Director on the Board of the Company. His educational qualifications include M.Com, Ph.D, FICWA, D.Litt. and he is a professor at the Chatrapati Sahuji Maharaj University, Kanpur. He is a well-known and respected person in his field.

Krishna Das Gupta

Mr. Krishna Das Gupta joined the Company in July 2008 as an Independent Director on the Board. His educational qualifications include M.Com, LLB, M.Phil and Masters in Public Administration. Mr. Gupta is an Ex Chief Commissioner of Income-Tax with the Government of India. He is a director on the Board of various other companies.

Brij Lal Gupta

Mr. Brij Lal Gupta's educational qualifications include Bachelor in Science from Meerut University, IRDA and CAIIB. Mr. Brij Lal Gupta has retired as General Manager from Punjab National Bank after 42 years of experience in banking. He holds the position of panel head in the interview board of IBPS and serves as guest faculty in various Bank Training Colleges. He is presently also associated as Business Associate with BRICK (Risk Rating company). His experience includes the areas of sales, marketing operations, control, strategic planning and banking operations, recovery in NPAs.

Mr. Vishal Mehrotra

Mr. Vishal Mehrotra is an advocate by profession and has 24 years of experience of practice before Registration authorities, Revenue authorities, Commercial Tax authorities, Income Tax authorities, Appellate authorities and Hon'ble High Court. He is based in Lucknow (U.P.) and dealing in legal matters of leading private companies, non-corporate houses and renowned individuals.

The following table gives the details of the numbers of board meetings attended and attendance at last Annual General Meeting (AGM).

| Name of directors | Director Identification Number | Number of Board Meeting during the year | | Attendance at Last AGM held on 22 nd November 2021 |
|----------------------------|--------------------------------|---|----------|---|
| | | Held | Attended | |
| Sachin Agarwal | 00142885 | 5 | 5 | Present |
| Priya Ranjan Agarwal | 00129176 | 5 | 2 | Present |
| Alok Agarwal | 00129260 | 5 | 5 | Present |
| Ashok Kumar Shukla | 08053171 | 5 | 4 | Present |
| Smita Agarwal | 00276903 | 5 | 5 | Present |
| Dr. Rakesh Chandra Katiyar | 00556214 | 5 | 5 | Present |
| Ajay Kashyap | 00661344 | 5 | 4 | Absent |
| Krishna Das Gupta | 00374379 | 5 | 5 | Present |
| Vishal Mehrotra | 08535647 | 5 | 4 | Present |
| Brij Lal Gupta | 06503805 | 5 | 5 | Present |

The board met five times during the financial year ended 31st March, 2022 and the attendance of each director in board meeting is as under:

| Name of Directors | Dates of Board Meetings in 2021-22 | | | | |
|----------------------------|------------------------------------|-----------------------------|-------------------------------|--------------------------------|--------------------------------|
| | 10 th June, 2021 | 10 th July, 2021 | 13 th August, 2021 | 10 th November 2021 | 14 th February 2022 |
| Sachin Agarwal | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smita Agarwal | ✓ | ✓ | ✓ | ✓ | ✓ |
| Priya Ranjan Agarwal | ✓ | ✓ | - | - | - |
| Alok Agarwal | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ashok Kumar Shukla | ✓ | - | ✓ | ✓ | ✓ |
| Ajay Kashyap | ✓ | ✓ | - | ✓ | ✓ |
| Dr. Rakesh Chandra Katiyar | ✓ | ✓ | ✓ | ✓ | ✓ |
| Krishna Das Gupta | ✓ | ✓ | ✓ | ✓ | ✓ |
| Vishal Mehrotra | ✓ | ✓ | ✓ | - | ✓ |
| Brij Lal Gupta | ✓ | ✓ | ✓ | ✓ | ✓ |

Committees of the Board

There are eight Committees of the board, viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Project Monitoring and Environment Committee, Corporate Social Responsibility Committee, Banking Committee, Risk Management Committee and Listing Committee. The details as to the composition, terms of reference, number of meetings and related attendance etc., of these committees are provided hereunder:

AUDIT COMMITTEE

Composition

The Audit Committee comprises five members (3 Independent-Non-Executive and 1 Executive Director). The composition and attendance of the Audit Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|--|--------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Dr. Rakesh Chandra Katiyar | Chairman, Independent Director | 5 | 5 |
| 2. | Brij Lal Gupta | Member, Independent Director | 5 | 5 |
| 3. | Krishna Das Gupta | Member, Independent Director | 5 | 5 |
| 4. | Smita Agarwal | Executive Director | 5 | 5 |
| 5. | Pragati Gupta Company Secretary & Compliance Officer | Secretary to the Committee | 5 | 5 |

The scope, activities and terms of reference of the Audit Committee is as set out in Regulation 18 read with Part C of the Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

Terms of Reference

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- To recommend for appointment, remuneration and terms of appointment of auditors of the Company and approve payment to statutory auditors for any other service rendered by the statutory auditors.
- To review the annual financial statements and auditor's report thereon before submission to the board for their approval.
- To review the quarterly, half-yearly financial results of the Company before submission to the board.
- To review the statement of uses / application of funds raised through an issue (public, rights or preferential) and make appropriate recommendations to the board in this regard.

- To review and monitor the auditors' independence and performance and effectiveness of the audit process.
- To approve or to make any subsequent modification of transactions of the Company with related parties.
- To review the functioning of the whistle blower mechanism.
- To evaluate internal financial controls and risk management systems.
- To monitor the end use of funds raised through public offer, etc, if any.
- To review the adequacy of the internal audit function with respect to competence and capability of the internal auditor, reporting structure and frequency of internal audit.
- To discuss with the internal auditor his findings relating to various functions of the company and follow up thereon.
- To hold periodic discussions with the statutory auditors and internal auditors of the Company concerning the accounts of the Company, scope of audit and observations of auditors, etc.

NOMINATION AND REMUNERATION COMMITTEE

Composition

The Nomination and Remuneration Committee comprises three directors (all are Independent, Non-Executive directors). The Composition and attendance of the Nomination and Remuneration Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|--|--------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Krishna Das Gupta | Chairman, Independent Director | 3 | 3 |
| 2. | Brij Lal Gupta | Member, Independent Director | 3 | 3 |
| 3. | Dr. Rakesh Chandra Katiyar | Member, Independent Director | 3 | 3 |
| 4. | Pragati Gupta Company Secretary & Compliance Officer | Secretary to the Committee | 3 | 3 |

Note: Performance Evaluation of Independent Directors is carried by standards in relation to the Company and its business. The evaluation criteria are self-adopted by Committee which includes, Quality and knowledge of the Independent Directors, integrity and industry knowledge, understanding the business and attributed risk, process and procedures, involvement in the oversight of the financial reporting process including internal controls and oversight of audit functions, etc.

Terms of Reference

- To recommend to the board the set up and composition of the board and its committees. This committee will periodically review the composition of the board with the objective of achieving an optimum balance of size, skills, knowledge, independence and experience.
- To recommend to the board the appointment or reappointment of directors, key managerial personnel (KMPs) and executives appointed one level below the board.
- To devise a policy on board diversity.
- To review the performance of every director after considering the Company's performance, and to assist the board and the independent directors in evaluation of performance of the board, its committees and individual directors.
- To make recommendations to the board about the remuneration policy including salary, perquisites and commission to be paid to the directors, KMPs and executives one level below the board.
- To finalize the remuneration, including salary, perquisites and retirement benefits, of the directors and KMPs and to oversee the remuneration paid to them on an annual basis.
- To introduce and oversee a familiarization program for the directors.
- Perform such duties and responsibilities as may be consistent with the charter of the committee.

Remuneration of directors for the Financial Year 2021-22

| Name | Salary | Contribution to funds | Sitting fees | Perquisite/Commission | Total |
|------------------------|-----------|-----------------------|--------------|-----------------------|-------------|
| Sachin Agarwal | 69,30,748 | 4,06,075 | - | 46,80,808 | 1,20,17,631 |
| Priya Ranjan Agarwal | 44,94,180 | - | - | 28,800 | 45,22,980 |
| Alok Agarwal | 30,79,024 | 2,18,160 | - | 28,800 | 33,25,984 |
| Ashok Kumar Shukla | 43,38,002 | 3,26,880 | - | 44,63,208 | 91,28,090 |
| Smita Agarwal | 30,65,000 | 3,11,850 | - | 28,800 | 34,05,650 |
| Ajay Kashyap | - | - | 34,000 | - | 34,000 |
| Krishna Das Gupta | - | - | 68,000 | - | 68,000 |
| Rakesh Chandra Katiyar | - | - | 68,000 | - | 68,000 |
| Brij Lal Gupta | - | - | 95,000 | - | 95,000 |
| Vishal Mehrotra | - | - | 28,000 | - | 28,000 |

Non-Executive directors of the Company are only entitled for sitting fees and reimbursement of other ancillary expenditure incurred for attending the meeting of board of directors or committee thereof, in which director is inducted as member.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

The Stakeholder Relationship Committee comprises four directors (3 Independent, Non-Executive and 1 Executive director). Composition and attendance of the Stakeholders Relationship Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|---|--------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Dr. Rakesh Chandra Katiyar | Chairman, Independent Director | 1 | 1 |
| 2. | Sachin Agarwal | Member, Executive Director | 1 | 0 |
| 3. | Krishna Das Gupta | Member, Independent Director | 1 | 1 |
| 4. | Ajay Kashyap | Member, Independent Director | 1 | 1 |
| 5. | Pragati Gupta Agarwal, Company Secretary & Compliance Officer | Secretary to the Committee | 1 | 1 |

Terms of Reference

The Stakeholder Relationship Committee was formed to look into matters related to transfer of shares, redressal of grievances of investors related to transfer or credit of shares, issue of duplicate share certificates, dividends, non-receipt of notices or annual reports and other related matters.

The details pertaining to the number of complaints received and responded and the status thereof during the financial year ended March 31, 2022 are as under:

| | | |
|--|---|---|
| No. of complaints received from the shareholders | : | 0 |
| No. of complaints solved to the satisfaction of the shareholders | : | 0 |
| No. of complaints pending | : | 0 |

Physical Share Transfers (from April 1, 2021 to March 31, 2022)

| | | |
|--|---|---------|
| No. of shares transferred / transmitted | : | 500/Nil |
| No. of shares pending for transfer | : | Nil |
| Pending due to Exchange of Counter Receipts (CR) to share certificates | : | NA |

There are 70,180 equity shares against which shareholders have not claimed share certificates in lieu of the Counter Receipts (CR) aggregating to 1.34% of the total paid-up equity share capital of the Company.

PROJECT MONITORING AND ENVIRONMENT COMMITTEE

Composition

The Project Monitoring and Environment Committee comprises four directors (2 Independent Non-Executive and 2 Executive Directors). Composition and attendance of Project Monitoring and Environment Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|---|------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Sachin Agarwal | Chairman, Executive Director | 1 | 1 |
| 2. | Alok Agarwal | Member, Executive Director | 1 | 1 |
| 3. | Ajay Kashyap | Member, Independent Director | 1 | 1 |
| 4. | Krishna Das Gupta | Member, Independent Director | 1 | 1 |
| 5. | Pragati Gupta Agarwal, Company Secretary & Compliance Officer | Secretary to the Committee | 1 | 1 |

Terms of Reference

The Project Monitoring Committee oversees and monitors the progress of large capital expenditures and projects being implemented by the Company. It approves placement of large orders of equipment, plant and machinery relating to the projects and monitors their execution. It also assesses the impact of the operations of the Company on the environment and initiates steps for the identification of potential issues and provision of support in setting a direction for improvements. It also takes on account matters pertaining to new projects for its smooth implementation.

BANKING COMMITTEE**Composition**

The Banking Committee of the board comprises three directors (1 Independent and 2 Executive directors). The composition and attendance of the Banking Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|---|------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Sachin Agarwal | Chairman, Managing Director | 9 | 9 |
| 2. | Alok Agarwal | Member, Executive Director | 9 | 9 |
| 3. | Brij Lal Gupta | Member, Independent Director | 9 | 9 |
| 4. | Pragati Gupta Agarwal, Company Secretary & Compliance Officer | Secretary to the Committee | 9 | 9 |

Terms of Reference

The Terms of Reference for Banking Committee was revised by the board in their meeting held on November 7, 2015. The revised Terms of reference are as follows:

- Approval of sanction letters and/or borrowings at a time or by cumulative sum as specified by the Board subject to fact that the Chairman of the Committee will place such approval at the subsequent meeting of the Board.
- Passing of resolution(s) for opening, closing and operation of bank accounts with present bankers of the Company viz., State Bank of India, Punjab National Bank, HDFC bank, Yes Bank or any of the banks in future.
- To authorise additions/deletions to the signatories pertaining to banking transactions.
- To approve investment of surplus funds for an amount as per the policy approved by the Board.
- To approve transactions relating to foreign exchange exposure including but not limited to forward cover and derivatives products.
- Any approval and/or execution for day-to-day banking matters of the Company.
- To attend to any other responsibility as may be entrusted by the Board to perform any activity within terms of reference.

RISK MANAGEMENT COMMITTEE**Composition**

The Risk Management Committee comprises three directors (2 Independent and an Executive director). The composition of the Risk Management Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|---|--------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Dr. Rakesh Chandra Katiyar | Chairman, Independent Director | 2 | 2 |
| 2. | Priya Ranjan Agarwal | Member, Executive Director | 0 | 0 |
| 3. | Brij Lal Gupta | Member, Independent Director | 2 | 2 |
| 4. | Pragati Gupta Agarwal, Company Secretary & Compliance Officer | Secretary to the Committee | 2 | 2 |

Terms of Reference

To recommend to the board a risk management policy, to manage the risk of the Company mainly unsystematic risk and apprise the board regarding any noticeable and relevant risks which can have an adverse effect on the affairs of the Company.

LISTING COMMITTEE

Composition

The Listing Committee of the board was formed by the resolution passed in the meeting of the board of directors held on April 23, 2014. It comprises three directors. The composition of the Listing Committee is as under:

| Sl. No. | Name | Category | Number of meetings during 2021-22 | |
|---------|---|------------------------------|-----------------------------------|----------|
| | | | Held | Attended |
| 1. | Sachin Agarwal | Chairman, Executive Director | 1 | 1 |
| 2. | Alok Agarwal | Member, Executive Director | 1 | 1 |
| 3. | Smita Agarwal | Member, Director and CFO | 1 | 1 |
| 4. | Pragati Gupta Agarwal, Company Secretary & Compliance Officer | Secretary to the Committee | 1 | 1 |

Terms of Reference

To oversee and monitor all tasks in relation to the listing of equity shares of the Company at stock exchanges and the compliance of all the provisions of the Listing Agreement.

INDEPENDENT DIRECTORS COMMITTEE

The statutory role of the Independent Directors Committee of the Board is to review the performance of the non-Independent Directors, including the Chairman of the Company, and the Board, and also to assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

Composition

The Independent Directors Committee comprises all the Independent Directors of the Company, whose names are provided under the section 'Board of Directors and Committees' in the Report and Accounts.

Meetings and Attendance

Details of Independent Directors Committee Meeting during the financial year

During the financial year ended 31st March, 2022, one meeting of the Independent Directors Committee was held.

BOARD EVALUATION AND TRAINING

Familiarisation and training of board members

PTC believes that a Board, which is well informed and familiar with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In order to accomplish this, the Directors of the Company are updated on changes and developments in the domestic and global

corporate and industry scenario including those pertaining to statutes, legislations and economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions. Visits to Company facilities and plants are also organised regularly for the Directors to keep them updated about the operations and new ventures being taken up by the company. PTC, in order to keep its directors apprised with the developments in the industrial sector, arranges skill development programs for the directors from time to time. The Company also trains its board of directors regarding its business as well as the risk parameters of the business during the board meetings. Presentations are also made to educate the directors regarding their duties, responsibilities, powers and roles under various statutes.

Evaluating the performance of non-executive directors

The board evaluates the performance of non-executive directors and other directors of the Company. Further, the independent directors also evaluate the performance of non-independent directors in a separate meeting where Non-Independent directors remain absent and the Nomination and Remuneration Committee also evaluates the performance of the Board as a whole, including the Executive Chairman of the Company in their meeting.

Whistle-blower policy

The company has established a vigil mechanism pursuant to the requirement under regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations {SEBI (LODR) Regulations} & section 177 of the Companies Act, 2013 and adopted a 'Whistle Blower Policy' for employees and directors to report instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise concerns about serious irregularities within the Company. In line with this policy, no person is denied access to the chairman of the audit committee.

General Body Meetings

The date, time and venue of the last three Annual General Meetings of the Company are as follows:

| AGM No. | Date | Time | Location | Special Resolution Passed |
|------------------|--------------------|------------|---------------------------------------|---------------------------|
| 58 th | November 22, 2021 | 03:00 P.M. | Via Audio/Video Conferencing facility | Yes |
| 57 th | September 30, 2020 | 03:00 P.M. | Via Audio/Video Conferencing facility | Yes |
| 56 th | September 28, 2019 | 03:00 P.M. | Registered Office | Yes |

Postal Ballot- During the year under report no resolutions were passed by shareholders through Postal Ballot. Resolutions passed through Postal Ballot, if any, will be taken up as and when necessary.

No Extraordinary General Meeting was held during the year under report.

PTC CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING – 2019

The PTC Code of Conduct for Prevention of Insider Trading, approved by the Board of Directors, inter alia, prohibits trading in securities of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company.

PTC CODE OF CONDUCT

The PTC Code of Conduct, adopted by the Board of Directors, is applicable to Directors, senior management and employees of the Company. The Code is derived from fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct in relation to the Company's business and reputation. The Code covers PTC's commitment to CSR and sustainable development, concern for occupational health, safety and environment, a gender friendly workplace, transparency and audit ability, legal compliance and the philosophy of leading by personal example. The Code is available on the Company's corporate website.

Disclosures

- Details of non-compliances, penalties and strictures by Stock Exchanges / SEBI / Statutory Authorities on any matter related to capital markets during the last three years:

There has been no instance of any non-compliance during the last three years by the Company on any matter under Securities and Exchange Board of India, any stock exchange or any other statutory authority related to the capital market.

- Inter-se relationships between Directors and Key Managerial Personnel of the Company:

Sachin Agarwal, Chairman & Managing Director & Smita Agarwal, Whole Time Director & CFO are related as spouse.

- Materially significant related party transactions which may have potential conflict with the interests of the Company at large:

None

- Material financial and commercial transactions of senior management, where they may have had personal interest, and which had potential conflict with the interests of the Company at large:

Your Company has not entered into any transaction of a material nature except transactions with related parties which have been given under notes to the financial statements as stipulated under Indian Accounting Standard (Ind AS) 24 and Annexure to the Director's report in Annexure III, with the promoters, directors, management, their subsidiaries or relatives etc. All transactions were carried out on an arm's-length basis and were not prejudicial to the interest of the Company.

- Details of utilisation of funds raised through preferential allotment or qualified institutions placement:

Not Applicable

- None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by SEBI / Ministry of Corporate Affairs / Statutory Authorities, which has also been confirmed by Messrs. Amit Gupta & Associates, Practising Company Secretaries.
- Confirmation by the Board with respect to the Independent Directors is provided in the Report of the Board of Directors & Management Discussion and Analysis, forming part of the Report and Accounts.
- A certificate, by practising Company Secretary to the effect that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies, is annexed to this report.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Board Report.
- Information with respect to Commodity Price Risk or Foreign Exchange Risk and Hedging Activities is provided in the Report of the Board of Directors & Management Discussion and Analysis and in the Notes to the Financial Statements, forming part of the Report and Accounts.
- In view of the diversified business portfolio of the Company, its exposure in none of the individual commodities which are sourced either for use as inputs in its businesses or for Agri-commodity trading, is material in the context of its overall operations, and also in terms of the Policy for determination of materiality of events and information for disclosure to the Stock Exchanges, as approved by the Board. Accordingly, the

disclosure requirements prescribed under the SEBI Circular dated 15th November, 2018 are not applicable for the Company.

12. The total fees paid by the Company and its subsidiaries to Messrs. Walker Chandio & Co. LLP, Statutory Auditors of the Company, and all other entities forming part of the same network, aggregate ₹ 35.68 Lakhs for the period under report.
13. Compliance Officer under the Listing Regulations 2015: Ms. Pragati Gupta, Company Secretary & Compliance Officer
14. The Company has adopted a 'Whistle Blower Policy' and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. It is affirmed that no person was denied access to the chairman of the audit committee. The Whistle Blower Policy can be accessed at www.ptcil.com.
15. Your company has made compliances with mandatory requirements under SEBI (Listing Obligation and Disclosure Requirements)
16. Policy on Materiality and Policy on Related party Transactions can be accessed at <https://www.ptcil.com/corporate/Policies>

17. The Company has a risk management policy for risk identification, assessment and control to effectively manage risk associated with business of the Company.

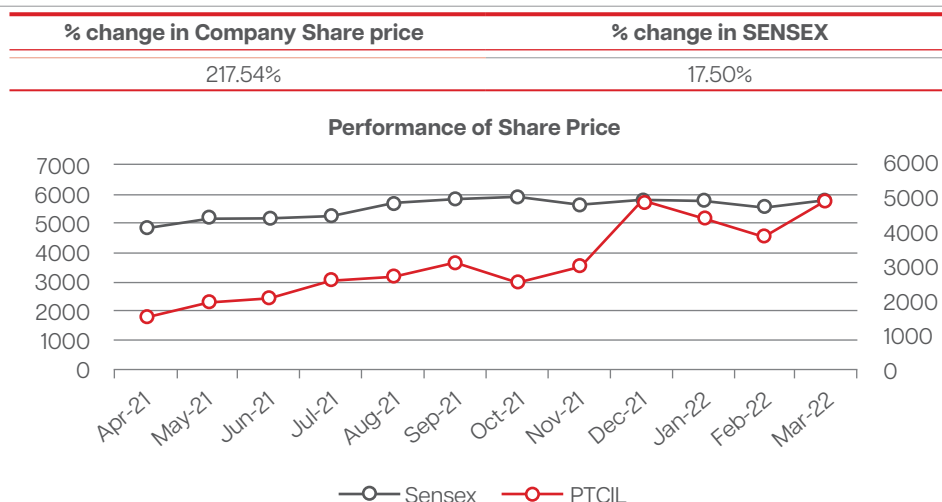
Means of Communication

1. The quarterly results are placed on the Company's website whilst submitting to the Stock Exchange.
2. Financial results are published in English and Hindi newspapers (generally in Financial Express and Jansatta). Notices of board meetings to approve the financial results are also published in these newspapers.
3. Financial results along with notice of the board meetings can be accessed at Company's website www.ptcil.com under the head 'Financials'.
4. The Company's website www.ptcil.com not only gives a description of its products and activities, but also highlights the achievements of the Company and official news releases. There are no Institutional Investors nor are any presentations made to analysts.

General Shareholders' Information

| Annual General Meeting | Date: November 22, 2021 Time: 03:00 P.M. Through Video Conferencing | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------------|--|-----------|-------------|---------------|-------------|---------------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|--------|---------|---------|---------|-------|
| Book Closure Date | October 22, 2021 to October 29, 2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Financial calendar (Tentative) | 1 st April 2021 to 31 st March 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dividend Payment date | The Company is making a substantial investment in a new subsidiary Aerolloy Technologies Limited for entering into manufacture of aerospace related products which shall significantly diversify and grow the Company's portfolio. This is expected to yield positive financial growth also for the Company in the coming years. Hence, the directors do not consider it prudent to recommend any dividend for the year ended on March 31, 2022. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Listing on Stock Exchange | BSE Limited The Company has paid Annual Listing Fees to BSE Limited for the current year. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Stock Exchange Code | 539006 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Market Price Data | Stock market price data for the financial year 2021-22. High/Low of daily closing market price of the Company's shares traded at BSE during each month in the Financial Year ended on March 31, 2022 are as under: <table><tr><th>Month</th><th>High Price</th><th>Low Price</th><th>Close Price</th><th>No. of Shares</th></tr><tr><td>Apr-21</td><td>1783.95</td><td>1450.00</td><td>1590.80</td><td>53358</td></tr><tr><td>May-21</td><td>2114.50</td><td>1475.00</td><td>2030.40</td><td>31534</td></tr><tr><td>Jun-21</td><td>2180.00</td><td>1871.10</td><td>2120.95</td><td>45156</td></tr><tr><td>Jul-21</td><td>2612.30</td><td>2014.00</td><td>2612.30</td><td>30699</td></tr><tr><td>Aug-21</td><td>2850.00</td><td>2240.15</td><td>2783.25</td><td>22289</td></tr><tr><td>Sep-21</td><td>3132.40</td><td>2431.00</td><td>3132.40</td><td>24399</td></tr><tr><td>Oct-21</td><td>3229.00</td><td>2550.05</td><td>2600.00</td><td>31252</td></tr><tr><td>Nov-21</td><td>3169.00</td><td>2558.05</td><td>3014.20</td><td>30247</td></tr><tr><td>Dec-21</td><td>5469.00</td><td>3002.00</td><td>4971.85</td><td>62845</td></tr><tr><td>Jan-22</td><td>5387.00</td><td>4187.00</td><td>4453.00</td><td>24191</td></tr><tr><td>Feb-22</td><td>4968.30</td><td>3410.00</td><td>3940.45</td><td>18800</td></tr><tr><td>Mar-22</td><td>5012.90</td><td>3352.60</td><td>5012.90</td><td>33712</td></tr></table> | Month | High Price | Low Price | Close Price | No. of Shares | Apr-21 | 1783.95 | 1450.00 | 1590.80 | 53358 | May-21 | 2114.50 | 1475.00 | 2030.40 | 31534 | Jun-21 | 2180.00 | 1871.10 | 2120.95 | 45156 | Jul-21 | 2612.30 | 2014.00 | 2612.30 | 30699 | Aug-21 | 2850.00 | 2240.15 | 2783.25 | 22289 | Sep-21 | 3132.40 | 2431.00 | 3132.40 | 24399 | Oct-21 | 3229.00 | 2550.05 | 2600.00 | 31252 | Nov-21 | 3169.00 | 2558.05 | 3014.20 | 30247 | Dec-21 | 5469.00 | 3002.00 | 4971.85 | 62845 | Jan-22 | 5387.00 | 4187.00 | 4453.00 | 24191 | Feb-22 | 4968.30 | 3410.00 | 3940.45 | 18800 | Mar-22 | 5012.90 | 3352.60 | 5012.90 | 33712 |
| Month | High Price | Low Price | Close Price | No. of Shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr-21 | 1783.95 | 1450.00 | 1590.80 | 53358 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May-21 | 2114.50 | 1475.00 | 2030.40 | 31534 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun-21 | 2180.00 | 1871.10 | 2120.95 | 45156 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jul-21 | 2612.30 | 2014.00 | 2612.30 | 30699 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug-21 | 2850.00 | 2240.15 | 2783.25 | 22289 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep-21 | 3132.40 | 2431.00 | 3132.40 | 24399 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct-21 | 3229.00 | 2550.05 | 2600.00 | 31252 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov-21 | 3169.00 | 2558.05 | 3014.20 | 30247 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec-21 | 5469.00 | 3002.00 | 4971.85 | 62845 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan-22 | 5387.00 | 4187.00 | 4453.00 | 24191 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb-22 | 4968.30 | 3410.00 | 3940.45 | 18800 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar-22 | 5012.90 | 3352.60 | 5012.90 | 33712 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Performance of the share price of the Company in comparison to the BSE Sensex: (During 2021-22)



| | |
|------------------------------|---|
| Registrar and Transfer Agent | M/s Link Intime India Private Limited C-101, 247 Park, LBS Marg Vikhroli West Mumbai 400 083 |
| | Phone 022 – 49186000 |
| | Fax 022 – 49186060 |
| | Email rnt.helpdesk@linkintime.co.in |
| Share Transfer System | Share transfer work of the physical segment is attended to by the Company's Registrar and Share Transfer Agent within the period prescribed under the law and the listing agreement. Share transfers are approved by a committee of directors which meets periodically. |
| Plant Locations | AMTC Plant NH 25A, Sarai Shahjadi, Lucknow 227101, Uttar Pradesh, India. Mehsana Plant Rajpur, Taluka Kadi, District Mehsana 382 740, Gujarat, India. Windmill Power Division Surajbari Region, Shikarpur Village, Kutch District, Gujarat, India. |
| Address for correspondence | The Company Secretary PTC Industries Limited Advanced Manufacturing and Technology Centre NH-25A Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India. |

Dematerialization of Shares

The Company has signed a tri-partite agreement with both depositories National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited to facilitate dematerialization of Shares. The Company's equity shares have been admitted to dematerialisation w.e.f. July 20, 2002 and the ISIN is INE596F01018. The details of shares in physical and Demat form as on March 31, 2022 is as under:

| Description of Shares | Number of Shares | Percentage |
|----------------------------------|------------------|---------------|
| No. of shares in physical mode | 1,86,010 | 3.95 |
| No. of shares in electronic mode | 50,53,053 | 96.45 |
| Total | 52,39,063 | 100.00 |

Distribution of shareholding (As on March 31, 2022)

| Sr.No. | Share Range | Number of shareholders | Number of shares | % to total number of shares |
|--------------|-----------------|------------------------|------------------|-----------------------------|
| 1 | 1 to 500 | 3325 | 2,30,317 | 4.40 |
| 2 | 501 to 1000 | 116 | 83,898 | 1.60 |
| 3 | 1001 to 2000 | 45 | 62,691 | 1.20 |
| 4 | 2001 to 3000 | 22 | 57,074 | 1.09 |
| 5 | 3001 to 4000 | 9 | 32,286 | 0.62 |
| 6 | 4001 to 5000 | 11 | 53,839 | 1.03 |
| 7 | 5001 to 10000 | 17 | 1,25,116 | 2.39 |
| 8 | 10001 and above | 41 | 45,93,842 | 87.68 |
| Total | | 3586 | 52,39,063 | 100.0 |

Shareholding Pattern (As on March 31, 2022)

| Shareholding Pattern | No. of Shares | % of Capital |
|--|------------------|---------------|
| Promoter and Directors (including relatives) | 36,31,119 | 69.31 |
| Clearing Members | 1,731 | 0.03 |
| Other Bodies Corporate | 1,69,727 | 3.24 |
| Hindu Undivided Family | 1,20,946 | 2.31 |
| Market Maker | 6,500 | 0.12 |
| Non-Resident Indians | 18,850 | 0.36 |
| Non-Resident (Non Repatriable) | 1,705 | 0.03 |
| Public | 12,88,485 | 24.59 |
| TOTAL: | 52,39,063 | 100.00 |

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Name | Mr. Smita Agarwal |
|---|-----------------------------------|
| Date of Birth | April 15, 1976 |
| Date of Joining | June 01, 2019 |
| No. of shares held | 1,31,000 |
| Qualification | Chartered Accountant |
| Experience | 24 years |
| Expertise | HR, Account, Finance and Taxation |
| Other Listed Company Directorship | - |
| Chairman/ membership in other listed company committees | - |

GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in Demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with RTA by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

Certificate on Corporate Governance

UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS

To
The Members of
PTC Industries Limited
AMTC, NH-25A, Sarai Shahjadi
Lucknow

We have examined the compliance of conditions of Corporate Governance by PTC Industries Limited ("the Company"), for the year ended on March 31, 2022, as stipulated in regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period April 01, 2020 to March 31, 2022.

1. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
2. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and Clause (b) to (i) of Regulation 46 (2) of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2022.
3. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C. P. Shukla
Company Secretaries

(C. P. Shukla)
Membership No. : F3819
C.P. No. 513
UDIN- F003819D000407849

Date: May 27, 2022
Place: Lucknow