

| MSEI Symbol                     |                        |
|---------------------------------|------------------------|
| Scrp code                       | 539006                 |
| NSE Symbol                      |                        |
| MSEI Symbol                     |                        |
| ISIN                            |                        |
| Name of the entity              | PTC INDUSTRIES LIMITED |
| Date of start of financial year | 01-04-2017             |
| Date of end of financial year   | 31-03-2018             |
| Reporting Quarter               | Yearly                 |
| Date of Report                  | 31-03-2018             |
| Risk management committee       | Not Applicable         |

|  |    |
|--|----|
| <b>Annexure I</b>  |    |
| <b>Annexure I to be submitted by listed entity on quarterly basis</b>                |    |
| <b>I. Composition of Board of Directors</b>  |    |
| Disclosure of notes on composition of board of directors explanatory                 |    |
| Is there any change in information of board of directors compare to previous quarter | No |

| Annexure 1   |    |
|--|----|
| II. Composition of Committees  |    |
| Disclosure of notes on composition of committees explanatory                 |    |
| Is there any change in information of committees compare to previous quarter | No |

| Audit Committee Details |            |                           |                         |                         |         |
|-------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                      | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Nomination and remuneration committee |            |                           |                         |                         |         |
|---------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                                    | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Stakeholders Relationship Committee |            |                           |                         |                         |         |
|-------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                                  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Risk Management Committee |            |                           |                         |                         |         |
|---------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr                        | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| Corporate Social Responsibility Committee |            |                           |                         |                         |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |



| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1**

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 09-12-2017  |  |   |
| 2  |   | 08-02-2018   | 60  |

**Annexure 1**

| IV. Meeting of Committees                                |   |   |  |                           |   |  |  |
|--|---|---|--|---------------------------|---|--|--|
| Disclosure of notes on meeting of committees explanatory |   |   |  |                           |   |  |  |
| Sr   | Name of Committee                         | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee                      |
| 1  | Audit Committee                           | 08-02-2018  | Yes  | 5                         | 09-12-2017  | 60   |  |
| 2  | Corporate Social Responsibility Committee | 08-02-2018  | Yes  | 4                         |   |  |  |
| 3  | Other Committee                           | 08-02-2018  | Yes  | 4                         |   |  | Project Monitoring and Environment committee |
| 4  | Other Committee                           | 08-02-2018  | Yes  | 5                         |   |  | Independent Directors Exclusive Meeting      |
| 5  | Nomination and remuneration committee     | 31-03-2018  | Yes  | 4                         |   |  |  |
| 6  | Stakeholders Relationship Committee       | 31-03-2018  | Yes  | 4                         |   |  |  |

**Annexure 1**

| <b>V. Related Party Transactions</b> |  |                               |  |
|--------------------------------------|--|-------------------------------|--|
| Sr                                   | Subject  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                    | Whether prior approval of audit committee obtained   | Yes                           |  |
| 2                                    | Whether shareholder approval obtained for material RPT   | NA                            |  |
| 3                                    | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |  |

| Annexure 1       |  |                            |
|------------------|--|----------------------------|
| VI. Affirmations |  |                            |
| Sr               | Subject  | Compliance status (Yes/No) |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6                | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7                | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8                | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

| Annexure 1 |                   |                   |
|------------|-------------------|-------------------|
| Sr         | Subject           | Compliance status |
| 1          | Name of signatory | ARUN KUMAR GUPTA  |
| 2          | Designation       | Company Secretary |

| Annexure II   |   |                               |  |               |
|---|---|-------------------------------|--|---------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) |   |                               |  |               |
| I. Disclosure on website in terms of Listing Regulations  |   |                               |  |               |
| Sr  | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 1   | Details of business   | Yes                           |  | www.ptcil.com |
| 2   | Terms and conditions of appointment of independent directors            | Yes                           |  | www.ptcil.com |
| 3   | Composition of various committees of board of directors                 | Yes                           |  | www.ptcil.com |
| 4   | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.ptcil.com |
| 5   | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | www.ptcil.com |
| 6   | Criteria of making payments to non-executive directors                  | NA                            |  |               |
| 7   | Policy on dealing with related party transactions                       | Yes                           |  | www.ptcil.com |
| 8   | Policy for determining 'material' subsidiaries                          | NA                            |  |               |
| 9   | Details of familiarization programmes imparted to independent directors | Yes                           |  | www.ptcil.com |

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

| <b>I. Disclosure on website in terms of Listing Regulations</b> |   |                               |  |               |
|---|---|-------------------------------|--|---------------|
| Sr  | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 10  | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | www.ptcil.com |
| 11  | email address for grievance redressal and other relevant details  | Yes                           |  | www.ptcil.com |
| 12  | Financial results   | Yes                           |  | www.ptcil.com |
| 13  | Shareholding pattern  | Yes                           |  | www.ptcil.com |
| 14  | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |               |
| 15  | New name and the old name of the listed entity  | NA                            |  |               |



**Annexure II**

| <b>II. Annual Affirmations</b> |   |                   |                               |  |
|--------------------------------|---|-------------------|-------------------------------|--|
| Sr                             | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                              | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)  | Yes                           |  |
| 2                              | Board composition   | 17(1)             | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)             | Yes                           |  |
| 4                              | Review of Compliance Reports  | 17(3)             | Yes                           |  |
| 5                              | Plans for orderly succession for appointments   | 17(4)             | Yes                           |  |
| 6                              | Code of Conduct   | 17(5)             | Yes                           |  |
| 7                              | Fees/compensation   | 17(6)             | NA                            |  |
| 8                              | Minimum Information   | 17(7)             | Yes                           |  |
| 9                              | Compliance Certificate  | 17(8)             | Yes                           |  |
| 10                             | Risk Assessment & Management  | 17(9)             | Yes                           |  |

| Annexure II             |   |                          |                               |  |
|-------------------------|---|--------------------------|-------------------------------|--|
| II. Annual Affirmations |   |                          |                               |  |
| Sr                      | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                      | Performance Evaluation of Independent Directors                                 | 17(10)                   | Yes                           |  |
| 12                      | Composition of Audit Committee  | 18(1)                    | Yes                           |  |
| 13                      | Meeting of Audit Committee  | 18(2)                    | Yes                           |  |
| 14                      | Composition of nomination & remuneration committee                              | 19(1) & (2)              | Yes                           |  |
| 15                      | Composition of Stakeholder Relationship Committee                               | 20(1) & (2)              | Yes                           |  |
| 16                      | Composition and role of risk management committee                               | 21(1),(2),(3), (4)       | Yes                           |  |
| 17                      | Vigil Mechanism   | 22                       | Yes                           |  |
| 18                      | Policy for related party Transaction  | 23(1),(5),(6), (7) & (8) | Yes                           |  |
| 19                      | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3)               | Yes                           |  |
| 20                      | Approval for material related party transactions                                | 23(4)                    | NA                            |  |

| Annexure II                                      |   |                            |                               |  |
|--|---|----------------------------|-------------------------------|--|
| II. Annual Affirmations                          |   |                            |                               |  |
| Sr   | Particulars   | Regulation Number          | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21   | Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                      | NA                            |  |
| 22   | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2), (3), (4), (5) & (6) | Yes                           |  |
| 23   | Maximum Directorship & Tenure   | 25(1) & (2)                | Yes                           |  |
| 24   | Meeting of independent directors  | 25(3) & (4)                | Yes                           |  |
| 25   | Familiarization of independent directors  | 25(7)                      | Yes                           |  |
| 26   | Memberships in Committees   | 26(1)                      | Yes                           |  |
| 27   | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                      | Yes                           |  |
| 28   | Disclosure of Shareholding by Non-Executive Directors   | 26(4)                      | NA                            |  |
| 29   | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)              | Yes                           |  |
| Any other information to be provided - Add Notes |   |                            |                               |  |

| Annexure II |                   |  |
|-------------|-------------------|--|
| 1           | Name of signatory |  |
| 2           | Designation       |  |

| Annexure II       |  |                               |
|-------------------|--|-------------------------------|
| III. Affirmations |  |                               |
| Sr                | Particulars  | Compliance status (Yes/No/NA) |
| 1                 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                            |
|                   | Any other information to be provided   |                               |

**Annexure II**

|   |                   |                   |
|---|-------------------|-------------------|
| 1 | Name of signatory | ARUN KUMAR GUPTA  |
| 2 | Designation       | Company Secretary |

| Signatory Details     |                   |
|-----------------------|-------------------|
| Name of signatory     | ARUN KUMAR GUPTA  |
| Designation of person | Company Secretary |
| Place                 | LUCKNOW           |
| Date                  | 13-04-2018        |

