

Date: 30.05.2019

To,
BSE Limited
P. J. Tower, Dalal Street,
Mumbai-400001

Sub.: Submission of Secretarial Compliance Report, under Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, for the financial year ended at 31st March, 2019

Dear Sir/Ma'am

With reference to Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, ("the Regulations") we, PTC Industries Limited, Scrip Code: 539006 (the Company) submit following:

- Secretarial Compliance Report for the financial year ended at 31st March, 2019.

We humbly request you to kindly take the above document on your records.

Thanking You

For PTC Industries Limited



(Anuj Nigam)

Company Secretary & Compliance Officer

P.T.C. INDUSTRIES LTD.
A.M.T.C.
NH-25A, Sarai Shahjadi
Lucknow-227101

Encl.: Secretarial Compliance Report by a Practicing Company Secretary.



AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

B-12 Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow - 226 001
Phone : 0522 - 4024033, Mobile : 94150 05108
E-mail:amitguptacs@gmail.com

Secretarial Compliance Report of PTC Industries Limited

for the financial year ended at 31st March, 2019

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

PTC Industries Limited,

(CIN - L271090P1963PLC002931)

Advance Manufacturing and Technology Centre, NH-25 A, Sarai Shahjadi,

Lucknow-227101, Uttar Pradesh, India

We Amit Gupta & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by PTC Industries Limited ("the listed entity");
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended at 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **(Not applicable to the Company during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 -

(Not applicable to the Company during the review period);

- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not applicable to the Company during the review period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **(Not applicable to the Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **(Not applicable to the Company during the review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with client;
- j) Depositories Act, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable being first report.**

For Amit Gupta & Associates

Company Secretaries



Amit Gupta

Proprietor

Membership No. : F5478

C.P. No. 4682

Date: May 30, 2019

Place: Lucknow

To,

The Members,

PTC Industries Limited,

Advance Manufacturing and Technology Centre, NH-25 A, Sarai Shahjadi,

Lucknow-227101, Uttar Pradesh, India

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Amit Gupta & Associates

Company Secretaries



Amit Gupta

Proprietor

Membership No. : F5478

C.P. No. 4682

Date: May 30, 2019

Place: Lucknow