



PTC INDUSTRIES LIMITED

Lucknow Plant-1, Malviya Nagar, Aishbagh, Lucknow-226004, India



Name of the Company: PTC INDUSTRIES LIMITED
Quarter ending on: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/NA	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	Note 1
(B) Independent Directors	49(IIB)	Yes	-
(C) Non-Executive Directors Compensation & Disclosures	49(IIC)	NA	Note 2
(D) Other Provisions as to Board and Committees	49(IID)	Yes	-
(E) Code of Conduct	49(IIE)	Yes	Note 3
(F) Whistle Blower Policy	49(IIF)	Yes	Note 4
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	-
(B) Meeting of Audit Committee	49(IIIB)	Yes	Note 5
(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	-
IV. Nomination and Remuneration Committee	49(IV)	Yes	-
V. Subsidiary Companies	49(V)	NA	Note 6
VI. Risk Management	49(VI)	Yes	-
VII. Related Party Transactions	49(VII)	Yes	Note 5
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIII A)	NA	Note 5
(B) Disclosure of Accounting Treatment	49(VIII B)	NA	-
(C) Remuneration of Directors	49(VIII C)	Yes	Note 5
(D) Management	49(VIII D)	Yes	Note 5
(E) Shareholders	49(VIII E)	Yes	Note 5
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII I)	NA	-
IX. CEO/CFO Certification	49(IX)	Yes	Note 5
X. Report on Corporate Governance	49(X)	Yes	Note 5
XI. Compliance	49(XI)	Yes	Note 5

Note 1:

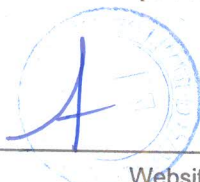
Presently the Board of Directors consists of 10 Directors out of which 4 are whole time Director including the Chairman. The Board has 5 Directors as Non-Executive and Independent Director (including one Woman Independent Director) and 1 nominee director.

Note 2:

Non-Executive director including Independent Director are only entitle for sitting fees which is per se within the limits prescribed under Companies Act, 2013 and rules framed thereunder.

Note 3:

The Board has laid down the Code of Conduct for all Board members and senior management of the Company. The code can also be accessed at the Company's website www.ptcil.com. The Board has also affirmed compliance with the code in the 52nd Annual Report of the Company.



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Note 4:

The Company has already established vigil mechanism for directors and employees to report any concerns about unethical behavior, actual or suspected fraud or violation. During the period under report no such concerns were raised. The company has complied the provision of sub-clause by disclosing the fact in the Board's Report.

Note 5:

Details/disclosures are provided in the 52nd Annual Report of the Company.

Note 6:

Company has one subsidiary M/s. Modrany Power & PTC Piping Systems Pvt. Ltd., and is not considered as material non-listed Indian subsidiary pursuant to the explanation provided in Clause 49(V)(E). No significant transactions and arrangements were entered into by the subsidiary during the period under report.



For PTC Industries Limited

(A.K. Gupta)

GM (Finance), Compliance Officer &
Company Secretary

Date: July 15, 2015
Place: Lucknow