

<b>General information about company</b>	
Scrip code	539006
NSE Symbol	
MSEI Symbol	
ISIN	INE596F01018
Name of the entity	PTC INDUSTRIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
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															
Wether the listed entity has a Regular Chairperson													Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed	Number of memberships in Audit/Stakeholder Committee	No of post of Chairperson in Audit/Stakeholder	Notes for not providing PAN	Notes for not providing DIN

											entity (Refer Regulation 25(1) of Listing Regulations)	(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)		
1	Mr	SACHIN AGARWAL	ABMPA2565M	00142885	Executive Director	Chairperson	MD	01-10-2017		18	1	1	0		
2	Mr	ALOK AGARWAL	ACMPA6206G	00129260	Executive Director	Not Applicable		01-10-2017		18	1	0	0		
3	Mr	PRIYA RANJAN AGARWAL	ACMPA5869P	00129176	Executive Director	Not Applicable		01-10-2017		18	1	0	0		
4	Mr	KRISHNA DAS GUPTA	AAAPG5971C	00374379	Non-Executive - Independent Director	Not Applicable		23-07-2014		57	4	3	1		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	RAKESH CHANDRA KATIYAR	ACIPK9603M	00556214	Non-Executive - Independent Director	Not Applicable		23-07-2014		57	1	0	3		
6	Mr	AJAY KASHYAP	AASPK8265H	00661344	Non-Executive - Independent Director	Not Applicable		23-07-2014		57	1	1	0		
7	Mr	BRIJ LAL GUPTA	AAPPG1393P	06503805	Non-Executive - Independent Director	Not Applicable		06-12-2014		53	1	1	0		
8	Mrs	SHASHI VAISH	AAIPV4945M	00655901	Non-Executive - Independent	Not Applicable		09-08-2014	15-02-2019	55	0	0	0		

					nt Director												
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**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	KASIVISWANATHAN MUKUNDAN	ABNPM2395N	02756249	Non-Executive - Nominee Director	Not Applicable		09-02-2016	01-02-2019	36	0	0	0		
10	Mr	ASHOK KUMAR SHUKLA	BDYPS1965E	08053171	Executive	Not Applicable		01-10-2017		18	1	0	0		

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<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00556214	RAKESH CHANDRA KATIYAR	Non-Executive - Independent Director	Chairperson	25-06-2015		
2	06503805	BRIJ LAL GUPTA	Non-Executive - Independent Director	Member	25-06-2015		
3	00374379	KRISHNA DAS GUPTA	Non-Executive - Independent Director	Member	25-06-2015		
4	02756249	KASIVISWANATHAN MUKUNDAN	Non-Executive - Nominee Director	Member	09-02-2016	01-02-2019	

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00374379	KRISHNA DAS GUPTA	Non-Executive - Independent Director	Chairperson	25-06-2015		
2	06503805	BRIJ LAL GUPTA	Non-Executive - Independent Director	Member	25-06-2015		
3	00655901	SHASHI VAISH	Non-Executive - Independent Director	Member	25-06-2015	15-02-2019	

4	00556214	RAKESH CHNADRA KATIYAR	Non-Executive - Independent Director	Member	25-06-2015		
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### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							
					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00556214	RAKESH CHANDRA KATIYAR	Non-Executive - Independent Director	Chairperson	25-06-2015		
2	00661344	AJAY KASHYAP	Non-Executive - Independent Director	Member	25-06-2015		
3	00142885	SACHIN AGARWAL	Executive Director	Member	25-06-2015		
4	00374379	KRISHNA DAS GUPTA	Non-Executive - Independent Director	Member	25-06-2015		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							
					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00556214	RAKESH CHANDRA KATIYAR	Non-Executive - Independent Director	Chairperson	25-06-2015		
2	00129176	PRIYA RANJAN AGARWAL	Executive Director	Member	25-06-2015		
3	06503805	BRIJ LAL GUPTA	Non-Executive - Independent Director	Member	25-06-2015		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00374379	KRISHNA DAS GUPTA	Non-Executive - Independent Director	Chairperson	25-06-2015		
2	00655901	SHASHI VAISH	Non-Executive - Independent Director	Member	25-06-2015	15-02-2019	
3	00129260	ALOK AGARWAL	Executive Director	Member	25-06-2015		
4	00556214	RAKESH CHANDRA KATIYAR	Non-Executive - Independent Director	Member	25-06-2015		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>					
<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)	Notes for not providing Date	
1	13-11-2018				
2		13-02-2019	91		

## 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	Reason for not providing date
1	Audit Committee	13-02-2019	Yes	3	13-11-2018	91		
2	Nomination and remuneration committee	13-02-2019	Yes	3				there was no meeting held in previous quarter
3	Stakeholders Relationship Committee	13-02-2019	Yes	3				there was no meeting held in previous quarter
4	Corporate Social Responsibility Committee	13-02-2019	Yes	3				there was no meeting held in previous quarter
5	Other Committee	13-02-2019	Yes	3			Independent Directors exclusive meeting	there was no meeting held in previous quarter

## 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

<b>VI. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	ANUJ NIGAM
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<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
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	Yes		www.ptcil.com
7	Policy on dealing with related party transactions	Yes		www.ptcil.com
8	Policy for determining ‘material’ subsidiaries	Yes		www.ptcil.com

9	Details of familiarization programmes imparted to independent directors	Yes		www.ptcil.com
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## 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
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	Yes		www.ptcil.com
15	New name and the old name of the listed entity	Yes		www.ptcil.com

## 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.
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)	Yes	
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)	NA	
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)	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.
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)	NA	
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)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	ANUJ NIGAM
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
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	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	ANUJ NIGAM
2	Designation	Company Secretary and Compliance Officer

### **Signatory Details**

Name of signatory	ANUJ NIGAM
Designation of person	Company Secretary and Compliance Officer
Place	LUCKNOW
Date	13-04-2019