

**Date: 30.05.2023**

**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 31<sup>st</sup> March, 2023.**

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 31<sup>st</sup> March, 2023.

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

Thanking You

**For PTC Industries Limited**

**(Smita Agarwal)  
Director and CFO  
DIN: 00276903**

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

**Annual Secretarial Compliance Report of PTC Industries Limited  
for the financial year ended at 31<sup>st</sup> March, 2023**

**[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

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we have been appointed vide the Resolution passed by the Board of Directors of PTC Industries Limited (hereinafter referred as "**the listed entity**"), having its Registered Office at Advance Manufacturing and Technology Centre, NH-25 A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India, in their meeting held on August 13, 2022, to make Secretarial Review and issue Annual Secretarial Compliance Report ("Report") for the the review period covering the financial year ended at March 31, 2023 ("**Review Period**").

**A. BACKGROUND**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by PTC Industries Limited (hereinafter referred as "**the listed entity**"), having its Registered Office at Advance Manufacturing and Technology Centre, NH-25 A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

**B. VERIFICATION**

I. We, have examined:

a) all the documents and records made available to us and explanation provided by the listed entity;

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Phone : 79057 98954, 94150 05108, Email – amitguptacs@gmail.com

- b) the filings/ submissions made by the listed entity to the stock exchanges;
  - c) website of the listed entity;
  - d) other documents, records, filings/submissions, made with other Regulators, to the extent considered relevant to make this certification;  
for the 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**");
- II. 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 ("**Listing Regulations**");
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**");
  - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**");
  - d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**") - **(Not applicable to the listed entity during the review period)**;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, Regulations 2021 ("**SBEB Regulations**");
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 ("**Non-convertible Securities Regulations**") - **(Not applicable to the listed entity during the review period)**;
  - g) The Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") - **Not applicable as the listed entity has not made any delisting during the year under report**;
  - 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 - **Not applicable as the listed entity is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review**;
  - j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("**DP Regulations**");

### **C. REPORTING**

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

- I. The status of compliance with the provisions of the Regulations, as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder by listed entity is as per the **Statement – I**, attached herewith;
- II. The status of the actions taken by the listed entity to comply with the observations, if any, made in previous reports, is as per the **Statement – II**, attached herewith;

**AMIT GUPTA & ASSOCIATES**  
**Practicing Company Secretaries**

- III. The status of compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019, is as per the **Statement – III**, attached herewith;
- IV. The status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023 read with circular no. 20230410-41 dated April 10, 2023 issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023 read with circular no. NSE/CML/2023/30 dated April 10, 2023 issued by National Stock Exchange Limited, is as per the **Statement – IV**, attached herewith.

**D. ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW**

- I. Maintenance of the secretarial record is the responsibility of the management of the listed entity. Our responsibility is to present the status on these secretarial records based on our review.
- II. We have followed the practices and processes as were considered appropriate to obtain reasonable assurance regarding compliance and correctness of the contents of the secretarial records. The verification was done on a reasonable basis to ensure that correct facts are reflected in the report. We believe that the processes and practices, we followed, provide a reasonable basis for our report.
- III. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- IV. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- V. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity, except to the extent considered necessary for this report.
- VI. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
- VII. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Amit Gupta & Associates**  
**Company Secretaries**

**Amit Gupta**  
**Proprietor**  
Membership No.: F5478  
C.P. No.: 4682  
PR. No.: 2600/2022

**AMIT GUPTA & ASSOCIATES**  
**Practicing Company Secretaries**

UDIN - F005478E000429847

Date: May 30, 2023

Place: Lucknow

Statement – I

**Status of compliance with the provisions of the Regulations indicated as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder**

The listed entity has complied with the provisions of the Regulations indicated as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action - Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1)	Independent Women Director	Proviso to Regulation 17(1)(a)	Delay in appointment of Independent Women	BSE Limited	SOP fine	Delay in appointment of Independent Women Director	389400	We have noted a delay in appointment of Independent Women Director on falling in a list of top 1000 entities as per	The compliance became applicable in view of change in the market capitalization and	The listed entity has paid SOP fine on 22.11.2022



			Director					the Market capitalisation	identification and securing consent from suitable person, considering the size and operations, took some time. Moreover, the listed entity has now put necessary system in place for monitoring the market capitalization based compliance.	
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**Detail of actions taken by listed entity on Non-compliance with the provisions of the Regulations as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, as mentioned in the Report of the previous year(s)**

The details of actions taken by listed entity on Non-compliance with the provisions of the Regulations as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, as mentioned in the Report of the previous year(s) are as under:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action - Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount (INR including GST)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1)	Filing of Audited Financial Results (both Standalone and Consolidated) for the quarter and financial year ended March 31, 2021	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CM	Delay of ten days	BSE Limited	SOP fine	Delay of ten days in submission of financial results for the quarter and year ended at March	50000	No observation made as the listed entity has already made necessary compliance and considering extraordinary circumstances BSE has waived the fine vide letter dated	The listed entity facing extraordinary challenges in view of COVID 19 pandemic, filed an application on June 19, 2021 under Regulation	No action was required as listed entity has already submitted the financial results and considering extraordinary circumstances BSE has waived the fine vide letter dated 25.10.2021.





		D1/P/CIR /2021/55 6 dated April 29, 2021				31, 2021		25.10.2021.	102 of the SEBI (LODR) Regulations, 2015 for relaxation of strict enforcement of Regulation 33 & extension of time for filing Audited Financial Results (both Standalone and Consolidated ) for the quarter and financial year ended March 31, 2021	
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Statement – III

**Status of compliances related to resignation of statutory auditors from the listed entity and its material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019**

The status of compliance of circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 by the listed entity and its material subsidiaries in respect of appointment/ re-appointment/ resignation of statutory auditor during the Review Period, is as under:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	a) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or b) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or c) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No instance of appointment of Auditor in the listed entity and its material subsidiary noted during the Review Period.
2.	<b>Other conditions relating to resignation of statutory auditor</b>		

	<p>a) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	<p>N/A</p>	<p>No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.</p>
	<p>(i) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(ii) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>(iii) The Audit Committee / Board of Directors, as the case may be,</p>	<p>N/A</p>	<p>No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.</p>



	<p>deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>b) Disclaimer in case of non-receipt of information:</p> <p>(i) The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.</p>

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

**Status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023 read with circular no. 20230410-41 dated April 10, 2023 issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023 read with circular no. NSE/CML/2023/30 dated April 10, 2023 issued by National Stock Exchange Limited**

The status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023 read with circular no. 20230410-41 dated April 10, 2023 issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023 read with circular no. NSE/CML/2023/30 dated April 10, 2023 issued by National Stock Exchange Limited, is as under:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status Yes/No/NA</b>	<b>Observations/ Remarks by PCS*</b>
<b>1)</b>	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	<b>Yes</b>	<b>No comments required</b>
<b>2)</b>	<b>Adoption and timely updation of the Policies:</b> a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities;	<b>Yes</b>	<b>No comments required</b>
	b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines	<b>Yes</b>	<b>No comments required</b>

	issued by SEBI.		
<b>3)</b>	<b>Maintenance and disclosures on Website:</b>	<b>Yes</b>	<b>No comments required</b>
	a) The Listed entity is maintaining a functional website;		
	b) Timely dissemination of the documents/ information under a separate section on the website;	<b>Yes</b>	<b>No comments required</b>
	c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	<b>Yes</b>	<b>No comments required</b>
<b>4)</b>	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	<b>Yes</b>	<b>No comments required</b>
<b>5)</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>	<b>Yes</b>	<b>No comments required</b>
	(a) Identification of material subsidiary companies;		
	(b) Disclosure requirement of material as well as other subsidiaries.	<b>Yes</b>	<b>No comments required</b>

<p><b>6)</b></p>	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
<p><b>7)</b></p>	<p><b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
<p><b>8)</b></p>	<p><b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
	<p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>

<p><b>9)</b></p>	<p><b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
<p><b>10)</b></p>	<p><b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
<p><b>11)</b></p>	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided in the <b>Statement – I</b>, attached with this report.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>
<p><b>12)</b></p>	<p><b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	<p><b>Yes</b></p>	<p><b>No comments required</b></p>