

Date: 30.05.2022

**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, 2022

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, 2022.

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.

**Secretarial Compliance Report of PTC Industries Limited
for the financial year ended at 31st March, 2022**

[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, 2022 (“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;
- 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) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, Regulations 2021 [w.e.f.13.08.2021];



- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 [w.e.f 09.08.2021] - **(Not applicable to the Company during the review period);**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [w.e.f. 10.06.2021] - **Not applicable as the Company 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 Company 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; and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxation granted by Ministry of Corporate Affairs of India and Securities and Exchange Board of India due to Covid-19 pandemic, 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, subject to the following observations:

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clauses)	Deviations	Observation Details
1.	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021	Due to the impact of the second wave of Covid-19 on the employees and their families, the Company filed an application on June 19, 2021 under Regulation 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. The exchange considered the extraordinary circumstances being faced by the Company during this period and thereafter waived the fine applicable vide its letter dated 25.10.2021. Accordingly, these results were delayed by ten days.	Considering extraordinary circumstances BSE has waived the fine vide letter dated 25.10.2021.

- 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) The following are the details of 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.

Sr. No.	Action taken by	Details of violations	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	BSE Limited	Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021 – regarding delay of ten days in filing of Audited Financial Results (both Standalone and Consolidated) for the quarter and financial year ended March 31, 2021	Considering extraordinary circumstances BSE has waived the fine vide letter dated 25.10.2021.	As explained in previous Column.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: N/A (as there was no observation in previous reports)
- e) No appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred and accordingly no compliance under circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 was required to be made by the Company.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta

Proprietor

Membership No. : F5478

C.P. No. 4682

UDIN - F005478D000419815

Date: May 28, 2022

Place: Lucknow



To,

The Members,

PTC Industries Limited,

(CIN - L271090P1963PLC002931)

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

UDIN - F005478D000419815

Date: May 28, 2022

Place: Lucknow