

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of the members of PTC Industries Limited will be held on Wednesday, the 12th day of August, 2015 at 03.00 PM. at the registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow – 226 004, Uttar Pradesh, India, to transact the following businesses:

ORDINARY BUSINESS

To consider and, if thought fit, to pass, the following resolutions as an Ordinary Resolutions :

- 1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015.**

“RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31, 2015, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon and the audited consolidated financial statements of the Company including auditor’s report thereon be and are hereby received, considered and adopted.”

- 2. To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT Mr. Alok Agarwal (DIN: 00129260) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as director of the company liable to retire by rotation.”

- 3. Ratification for appointment of M/s Walker Chandio & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of Company**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Walker Chandio & Associates, Chartered Accountants (Registration No. 001329N), who were appointed as Statutory Auditor of the Company at 51st Annual General Meeting to hold office up to the conclusion of 56th Annual General Meeting and who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the

relevant Rules and have offered themselves for re-appointment. The consent of the Company be and is hereby accorded for their continuance as Statutory Auditors on such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

4. Appointment of Mrs. Shashi Vaish as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Shashi Vaish (DIN: 00655901), who was appointed as Woman Independent Director, subject to the approval of shareholders in the general meeting and not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five years from date of her appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. Appointment Of Mr. Brij Lal Gupta As An Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Brij Lal Gupta (DIN: 06503805), who was appointed as an Independent Director, subject to the approval of shareholders in the general meeting and is not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five years from date of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Revision of Remuneration of Mr. Sachin Agarwal, Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as special resolution:-

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of such other authorities including Central Government, as may be required, the consent of the Company be and is hereby accorded to the revision of remuneration and perquisites payable to Mr. Sachin Agarwal, Managing Director of the Company with effect from April 01, 2015, as recommended by the Nomination and Remuneration Committee of the Board of Directors and as approved by Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute power to decide breakup of the remuneration within the above said maximum permissible limit and in order to give effect to this resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

7. Alteration Of Articles Of Association Of The Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:-

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), alteration in the the Articles of Association of the Company by replacement of the existing articles Part A from 1 to 182 & Part B from 1 to 8, including schedule 1&2) with the new set of articles from 1 to 212, as submitted to this meeting- be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the company (including any committee thereof) be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary e-forms with the Registrar of Companies, Uttar Pradesh and Uttarakhand.”

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**
2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.

Members whose e-mail id is not registered with the Company will be sent physical copies of Annual Report, notice of e-voting etc. at their registered address through permitted mode.

4. Annual Reports will also be available in the Financials section on the website of the Company at www.ptcil.com.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 4 to 7 of the accompanying notice is annexed hereto. Explanatory Statement for item no. 4 and 5 include relevant particulars as required under Clause 49 of the Listing Agreement with the Stock Exchange.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
7. **Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers / DP ID & Client ID in all correspondences to facilitate prompt response.**
8. **E-voting:**

In compliance with Clause 35B of the Listing Agreement and Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to provide the facility to the members to exercise their votes electronically and vote on all resolutions through e voting service facility arranged by CDSL.

The e-voting period begins on August 9, 2015 at 09:00 IST and ends on August 11, 2015 at 17:00 IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 5, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

I. In case of members receiving notice by e-mail:

Members whose email IDs are registered with the Company/Depository Participant(s) will receive email from CDSL informing them of their User-ID

and Password. Once member receives the email, he or she, will need to open the e-mail and open PDF file viz; "PTC AGM Notice e-Voting.pdf". The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password. Thereafter, follow the procedure laid down hereunder:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of PTC Industries Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

II. In case of members receiving physical copy:

- i. Please follow the steps from sr. no. (I) to (xvi) above, to cast your vote.
- ii. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

9. The Board of Directors has appointed Mr. Amit Gupta of M/s. Amit Gupta & Associates, Company Secretaries in practice, Lucknow, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the 52nd Annual General Meeting. The shareholders who will be physically present at the 52nd Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
11. The shareholders can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not be considered.

12. The voting rights of members for e-voting and for physical voting at the meeting shall be in proportion to their share of the paid up equity share capital of the Company as on August 5, 2015.
13. Members having any question on financial statements or any agenda item proposed in the notice of 52nd Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting of the Company at its registered office address to enable the Company to collect the relevant information.
14. Members are requested to bring the duly filled in attendance slips sent herewith while attending the Annual General Meeting and notice of Annual General Meeting.

EXPLNATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 4 & 5

Mr. Brij Lal Gupta and Mrs. Shashi Vaish were subject to approval of shareholders appointed as an Additional Directors (Category-Independent Director) by the Board of Directors of the Company during the financial year 2014-15. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the aforesaid Directors hold office up to the date of this 52nd Annual General Meeting.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement, it is proposed that the above Directors be appointed as Independent Directors for a term of five consecutive years from the original date of appointment. Further the appointment of Independent director is also required to be approved by shareholders in general meeting.

In terms of the aforesaid provisions, the Independent Directors shall not be liable to retire by rotation. The Company has received notices under Section 160 of the Companies Act, 2013 from members proposing, appointment of the above referred directors along with the prescribed deposit of Rs. 100,000/- for each director.

Aforementioned Independent Directors have confirmed that they are not disqualified in terms of Section 164 of the Companies Act, 2013 and each such directors has given his / her consent to act as Director of the Company.

In the opinion of the Board, the Independent Directors proposed to be appointed, fulfill all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the management.

Copies of the draft letters for appointment of the Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, the Board recommends the appointment of the Independent Directors and proposes to pass the resolutions set out in Item No. 4 and 5 respectively.

In compliance of Clause 49 of the listing Agreement, brief profiles of the said Independent Directors are set out hereunder and detailed profile are available on company's website www.ptcil.com.

Profile:

Mr. Brij Lal Gupta

Mr. Brij Lal Gupta's educational qualifications include B.Sc from Meerut University, IRDA and CAIIB. Mr. Brij Lal Gupta has retired as General Manager from Punjab National Bank after 40 years of experience in banking. He holds the position of panel head in interview board of IBPS and serves as guest faculty in various Bank Training Colleges. He is presently also associated as Business Associate with BRICK (Risk Rating company). His experience includes the areas of sales, marketing operations, control, strategic planning and banking operations, recovery in NPAs.

Mrs. Shashi Vaish

Mrs. Shashi Vaish has done her M.Sc in Physics from Kanpur University. She is also a Qualified Company Secretary and has served on the Working Committee of Seth M.R. Jaipuria School, Lucknow for over five years. She is also a Director on the Board of M/s Vaibhav Electronics Private Limited. Mrs. Shashi Vaish has an experience of more than 39 years in secretarial work in various capacities.

Detailed profile of these directors can be accessed at company's website www.ptcil.com

No directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in said resolution.

The Resolution regarding the terms of remuneration of the Managing Director at Item No. 4 & 5 is recommended for approval by the Members.

Item No.6

Mr. Sachin Agarwal was re-appointed as Managing Director of the company at 50th Annual General Meeting of the company held on July 16, 2013 for a period of five years. The members have also approved remuneration payable to him in accordance with Schedule XIII of the Companies Act, 1956.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 25, 2015 approved the revision in remuneration

and perquisites payable to Mr. Sachin Agarwal, subject to the approval of the shareholders.

The particulars relating to the revision of remuneration and perquisites of Mr. Sachin Agarwal, Managing Director are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 1,55,000-1,70,000-1,85,000-2,00,000 per month.

Commission: 3% (three percent) of the net profits of the Company computed in the manner laid down in section 197 of the Companies Act, 2013.

II. PERQUISITES

- a) **Housing:** House Rent Allowances equal to 50% (Fifty Percent) of the basic salary or rent of leased accommodation, whichever is higher.
- b) **Servant(s)/Assistant(s) Reimbursement:** Reimbursement for keeping servant(s)/assistant(s) for official work at his personal place, the reimbursement of salary of such servants(s)/assistant(s) which will be subject to Rs. 20,000 (Rupees Twenty Thousand) per month.
- c) **House Maintenance Allowance:** Allowance for maintaining personal house of Rs. 20,000 (Rupees Twenty Thousand) per month.
- d) **Gas, Electricity & Water Allowance:** Gas, Electricity & Water Allowance of Rs. 25,000 (Rupees Twenty Five Thousand) per month.
- e) **Entertainment Allowance:** Entertainment Allowance of Rs. 20,000 (Rupees Twenty Thousand) per month.
- f) **Children Education Allowance:** Children Education Allowance of Rs. 30,000 (Rupees Thirty Thousand) per month.
- g) **Magazine & Books Allowance:** Magazine & Books Allowance of Rs. 15,000 (Rupees Fifteen Thousand) per month.
- h) **Special Allowance:** Special Allowance of Rs. 60,000 (Rupees Sixty Thousand) per month.
- i) **Reimbursement of Medical Expenses & Leave Travel Concession:** Reimbursement for self and family, subject to a ceiling of 2 (two) months' salary in a year or 6 (six) months' salary over a period of 3 (three) years, subject to rules of the Company. For this purpose, term 'family' here includes spouse, dependent children and dependent parents of the appointee.

- j) **Gratuity:** Gratuity shall not exceed half a month's basic salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- k) **Encashment of Leave:** According to rules of the Company.
- l) **Personal/Accidental/Medical Insurance:** Personal/Accidental/Medical insurance of an amount, the annual premium of which will not exceed Rs. 5,000 (Rupees Five Thousand) per annum.
- m) **Life Insurance:** Single premium life insurance of the premium amount not exceeding 3 (three) month's salary, once in the block of five years.
- n) **Club Fees:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.
- o) **Use of Car and Telephone for the business of the Company:** Use of car for the business of the company and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purpose shall be billed by the Company to him and use of car for private purposes shall be billed as specified under Rule 3C of the Income Tax Rules.
- p) **Company's contribution towards Provident Fund:** In accordance with the rules of the Company and subject to the ceiling of 12% (Twelve percent) of salary per month.
- q) **Company's contribution towards Pension/Superannuation Fund:** In accordance with the rules of the Company, but so, however, that it shall together with Company's contribution to provident fund be limited to such amounts as are not taxable under the Income Tax, 1961. Contribution to provident fund will not be considered or included for the computation of ceiling on perquisites.
- r) **Other Perquisites:** Any other perquisites, benefits, amenities as applicable to senior management staff of the Company, from time to time within limits permissible under provisions of Section 197 read with Schedule V of the Companies Act, 2013.

III. Remuneration in event of absence or inadequacy of profits

Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration proposed fulfills the conditions stipulated under Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required. Section V of Part II of Schedule V is not applicable.

Particulars of Information as required under Clause 49 of the Listing Agreement are as follows:

Mr. Sachin Agarwal, born in 1972, is an MBA in Operations from University of Tulsa, USA and has pursued M.S. in Finance from Boston College, USA where he was awarded the 'Top 5 students of the year' award. He joined PTC Industries in 1998. His management approach has been exemplary and his track record includes driving the Company's casting business to develop innovative technologies and expand significantly. It is his vision which has led PTC to new heights, and he continues to constantly introduce new technologies, build capabilities and inspire the workforce with his zeal and enthusiasm.

Mr. Sachin Agarwal is Director in the following other companies:

Sr. No.	Name of the Company	Nature of Interest
1.	Modrany Power & PTC Piping Systems Private Limited	Director
2.	Nirala Merchants Private Limited	Director
3.	Mapple Commerce Private Limited	Director
4.	PTC Energas Flow Private Limited	Director
5.	Homelike Motels & Resorts Private Limited	Director
6.	Precision Overseas Private Limited	Director
7.	Viven Advisory Services Private Limited	Director

Mr. Sachin Agarwal is Chairman/ Member in following companies:

Sr. No.	Name of the Company	Name of the Committee	Position held
1.	PTC Industries Limited	Stakeholders Relationship Committee	Member
2.	PTC Industries Limited	Project Monitoring and Environment Committee	Member
3.	PTC Industries Limited	Banking Committee	Chairman
4.	PTC Industries Limited	Listing Committee	Chairman

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. General Information									
Nature of Industry	Engineering with foundry, machining, forging & fabrication as key activities								
Date or expected date of commencement of commercial production	PTC Industries Limited has legacy of more than 50 years with its date of incorporation being March 20, 1963.								
Financial performance based on given indicators	The details of financial performance of the Company for the years 2013-14 and 2014-15 will be provided separately in the Annual Report of 2015.								
Foreign investments or collaborations, if any	<p>The Company had entered into a Joint Venture Agreement with Modrany Power, a.s. a leading Czech producer and supplier of piping systems for the power industry. Modrany Power & PTC Piping Systems Private Limited has been incorporated as a subsidiary of PTC to jointly acquire knowledge and bid & execute projects for high pressure piping systems and allied products.</p> <p>Foreign investors, mainly comprising NRIs and Overseas Body Corporate are investors in the Company on account of past issuances of securities and issue of equity shares in lieu of conversion of Zero Coupon Compulsorily Convertible Debentures (CCD's).</p>								
II. Information about the appointee									
Background details	Mr. Sachin Agarwal is Managing Director of the Company								
Past remuneration	<p>Details of past remuneration are as follows: (Rs. In lakhs)</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2013-14</td> <td>40.71</td> </tr> <tr> <td>2012-13</td> <td>24.45</td> </tr> <tr> <td>2011-12</td> <td>15.53</td> </tr> </tbody> </table>	Year	Remuneration	2013-14	40.71	2012-13	24.45	2011-12	15.53
Year	Remuneration								
2013-14	40.71								
2012-13	24.45								
2011-12	15.53								

Recognition or awards	Under the leadership of Mr. Sachin Agarwal, the Company has won many awards and recognitions, including the National Award for R&D Efforts in the Industry, by the Department of Science and Industrial Research, Government of India; approval from the Department of Scientific & Industrial Research under their Technology Development and Demonstration Programme; being recognized as one of the 16 Hidden Gems by Forbes India, and numerous export and supplier awards by State departments and customers.
Job profile and his suitability	Mr. Sachin Agarwal is an MBA in Operations from University of Tulsa, USA and has pursued M.S. in Finance from Boston College, USA. He has also worked for an year with American Airlines. He has over 17 years of professional experience in the overall managerial areas. Taking this into consideration, the Board bestowed the task of managing the overall operations of the Company, international business development, day to day management of the Company and implementation of Board policies and decisions. Under Mr. Sachin Agarwal's leadership, the Company has achieved new heights and remarkable growth.
Remuneration proposed	Details of proposed remuneration are presented in the Item No. 6 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer /Managing Director levels of similar sized Engineering (Casting) companies.

<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>Besides the remuneration, Mr. Sachin Agarwal holds 1,31,780 Equity Shares of the Company. Further, he is the son of Mr. Satish Chandra Agarwal, Chairman of the Company and husband of Mrs. Smita Agarwal, Chief Financial Officer of the Company.</p>
<p>III. Other Information</p>	
<p>Reasons of loss or inadequate profits</p>	<p>The Company has incurred an exceptional loss of Rs. 1.60 Crores during the year ended March 31, 2015 on account of foreign exchange fluctuation. Net Revenue from Operations of the Company have also declined due to a slowdown in the market and the Company's focus on research activities and trials for its new <i>Advanced Manufacturing & Technology Centre (AMTC)</i>.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>With the improvements in technology and processes that the Company has introduced, it expects a significant reduction in its operational costs. Further, the Company is in the process of setting up the AMTC plant which shall substantially increase the capacity of the Company and reduce costs. This unit shall have the capacity to manufacture castings up to 5,000 kgs single piece using the Replicast® and RapidCast™ technologies. It shall house the latest equipment, systems and software and shall be a "clean, green and lean" facility. These measures shall significantly improve the profitability of the Company.</p>
<p>Expected increase in productivity and profits in measurable terms</p>	<p>The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future by 25-30% in the next 2-3 years.</p>
<p>IV. Disclosures: As required, the information is provided under Corporate Governance Section of Annual Report 2014.</p>	

Register pursuant to section 190 of the Companies Act, 2013 is open for inspection to any member without payment of any fee at the office hours at the registered office of the Company.

Mr. Sachin Agarwal is interested and concerned in the said resolution and Mr. Satish Chandra Agarwal, Chairman and Mrs. Smita Agarwal, Chief Financial Officer of the company being relatives of Mr. Sachin Agarwal are also interested in the said resolution. No other directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in said resolution.

In compliance with the requirement of section 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of the members is sought for terms of remuneration of Mr. Sachin Agarwal, Managing Director as set out above.

The Resolution regarding the terms of remuneration of the Managing Director at Item No. 6 is recommended for approval by the Members.

Item No. 7

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are given below for ease of reference to shareholders.

Sr. No.	Chapter Reference as per new draft Articles of Association	Article reference as per new draft Articles of Association	Summary of change
1.	Chapter II	<i>Interpretation</i>	Definitions are appropriately modified to align with the provisions of the Companies Act, 2013.
2.	Chapter III	Share Capital – Article 4	Article 4 is amended to state that the Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum of Association.
3.	Chapter IX	Further issue of capital – Article 74	To include offer of shares under employee stock option plan subject to applicable laws and regulations from time to time and; To enable the Company with a right to issue further shares which shall include a right to the Company to issue any instrument including shares resulting in Depository Receipt.
4.	Chapter XII	Restriction on transfer of shares to more than three persons as joint holders: Article 82	Article 82 is amended to enable the Company to restrict the transfer of shares to more than three persons as joint holders.
5.	Chapter XIII	General Meetings : Article 87	Amendments are proposed to align with the provisions of the Companies Act, 2013 regarding length of the notice calling the general meeting, requirement of to whom the notice for the general meeting needs to be given, material facts to be set out in the explanatory statements, business to be transacted at the general meetings and other general meeting matters.
6.	Chapter XV	Voting rights : Article 111	To include voting through electronic means.

7.	Chapter XVI	Capitalization : Article 137	To remove redundant provisions and to align new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized.
8.	Chapter XXI	Proceedings of Board of Directors : Article 170 to 174	Meetings of Board of Directors, quorum for the meeting, notice calling the meeting, etc including the operational parts are amended to align with the provisions of the Companies Act, 2013.
9.	Chapter XXII	Appointment of Key Managerial Personnel : Article 184	Article 184 is introduced to align new provisions relating to appointment of Key Managerial Personnel (KMP) including Chief Executive Officer, Chief Financial Officer, in addition to Manager and Company Secretary.
10.	Chapter XXIV	Powers of Directors : Article 190(v)	Specific powers of Directors are amended to include carrying out CSR activities that are specified in Schedule VII of the Companies Act, 2013.
11.	Chapter XXIV	Powers of Directors : Article 190 (38)	New Article is introduced to authorise the issue of securities (including depository receipts).
12.	Chapter XXVII	Indemnity and Insurance to Directors and Officers	Amended to provide for indemnification to Directors and Officers.
13.	Chapter XXIX	Notices and Service of Documents : Article 200	Amended to align with the provisions of the Companies Act, 2013
14.		General Powers	The statutory provisions of the Act which permit a company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included.
15.	Part B	-	Excluded from the Articles

The proposed new draft Articles of Association is being uploaded shortly on the Company's website at www.ptcil.com for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 7 of the Notice.

The Board recommends the Special Resolution set out at item No. 7 of the Notice for approval by the members.

**By order of the Board for
PTC INDUSTRIES LIMITED**

(A.K. Gupta)
**General Manager (Finance),
Compliance Officer & Company Secretary**

Place: Lucknow

Date: June 25, 2015

ATTENDANCE SLIP

52nd Annual General Meeting

[Please complete this attendance slip and hand it over at the entrance of meeting hall]

Venue of the meeting: Company's registered office at Malviya Nagar,
Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

Date and time:

August 12, 2015 at 03:00 p.m.

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 52nd Annual General Meeting of the Company held on August 12, 2015 at 3:00 pm at registered office of the Company at Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

*Applicable for shareholders holding shares in electronic form

(Signature of shareholder/proxy)

Note:

1. Electronic copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L27109UP1963PLC002931
Name of the company	PTC INDUSTRIES LIMITED
Address	Malviya Nagar, Aishbagh, Lucknow-226004, Uttarpradesh

52nd Annual General Meeting – August 12, 2015

Name of Member(s)	
Registered Address	
Email Id	
Folio. No./ Client ID	
DP ID	

I/we being member(s) of _____ shares of above named company, hereby appoint

Name	
Address	
Email Id	
Signatures	

or failing him/her,

Name	
Address	
Email Id	
Signatures	

or failing him/her,

Name	
Address	
Email Id	
Signatures	

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at 52nd Annual General Meeting of the Company, to be held on Wednesday, August 12, 2015 at 03:00 p.m. IST at the registered office of the Company at Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (see note no. 6)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015.			
2.	Appointment of a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification for appointment of M/s Walker Chandiook & Associates, as Statutory Auditors of the Company.			
Special Business				
4.	Appointment of Mrs. Shashi Vaish as an Independent Director.			
5.	Appointment of Mr. Brij Lal Gupta as an Independent Director.			
6.	Revision of remuneration payable to Mr. Sachin Agarwal, Managing Director.			
7.	Adoption of new Articles of Association of Company			

Signed this _____ day of _____, 2015.

Signature of shareholder

signature of proxy holder(s)

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitles to vote in the manner as he/she deems appropriate.

NOMINATION FORM

Form No. SH-13

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To,

Name of the company	PTC Industries Limited (CIN – L27109UP1963PLC002931)
Address of the company	Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2) PARTICULARS OF NOMINEE/S

a)	Name	
b)	Date of birth	
c)	Father's/ Mother's/ Spouse's Name	
d)	Occupation	
e)	Nationality	
f)	Address	
g)	E-mail id	
h)	Relationship with the security holder	

3) IN CASE OF NOMINEE IS A MINOR

a)	Date of birth	
b)	Date of attaining majority	
c)	Name of guardian	
d)	Address of guardian	

<p>Witness:</p> <p>Name:</p> <p>Address:</p> <p>Signature:</p>	<p>Security Holder(s):</p> <p>Name:</p> <p>Address:</p> <p>Signature:</p>
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PTC INDUSTRIES LIMITED

(Regd. Office: Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India)

CIN: L27109UP1963PLC002931

Phone No.: 91 522 2265300, 2265301; Fax: 91 522 2265302

Email: companysecretary@ptcil.com; Website: www.ptcil.com

Sub: Service of Documents through electronic mode

Pursuant to section 101 of the Companies Act, 2013 read with rule 18(3)(1) of Chapter VII and rule 11 of Chapter IX, the Company is requesting for a positive consent from its members to receive Notice of General Meeting/Postal Ballot, Annual Report and other shareholders communication. This will enable you to receive such Notice(s)/Annual Report(s)/Document(s)/Communication(s), etc. promptly and without loss in postal transit. Once we receive your positive consent, henceforth, the Notice of Meetings, Annual Report, Directors' Report, Auditor's Report and other shareholders communication will be sent to you electronically to your email address as provided by you AND/OR made available to the Company by the Depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

As and when there are any changes in your email address, you are requested to update the same with your Depository Participant (DP). For shares held in physical form, you can register your email address with the Company's Registrar M/s Link Intime India Pvt. Ltd. at mumbai@linkintime.co.in OR the company at companysecretary@ptcil.com mentioning your name(s) and folio number.

Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you. We look forward to your support.

Thanking You

For PTC Industries Limited

Sd/-

A.K. Gupta

General Manager (Finance) & Company Secretary

Date:

M/s. Link Intime India Pvt. Ltd.
Unit: PTC Industries Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai-400 078

Dear Sir,

As per your letter (supra) , I/We submit to you as under:

- 1) I/We hereby give my/our consent to the company to use my/our registered email id in my/our demat account with the Depository Participant for serving members related documents under the Companies Act, 2013.

(Please tick mark) appropriately)

DP ID/Client ID: _____

YES NO

- 2) Kindly use my/our email id: _____
_____ for serving documents.

Physical Folio No.: _____

YES NO

Thanking You

Yours sincerely,

Name of first/sole holder _____

Signature: _____

ROUTE MAP TO THE VENUE OF AGM



Map not to scale

PTC Industries Limited

Malviya Nagar, Aishbagh
Lucknow 226 001
Uttar Pradesh, India

Notes:

1. There will be no parking facility provided at the venue.
2. Kindly use only AGM entrance.
3. Members are required to produce duly signed attendance slip to attend the meeting.
4. Members who have received notice electronically are requested to print the attendance slip and submit duly filled in attendance slip at the registration counter to attend the AGM.
5. **Electronic voting** - The business, as set out in the notice will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the notice of Annual General Meeting.

