PTC
INDUSTRIES
Aspire. Innovate. Achieve.

the road to...
new possibilities

53rd Annual Report 2015-16

Aspire, to be a full service supplier for our customers, thereby becoming an integral part of their value chain.

Innovate, not just to keep pace with the present, but by becoming leaders in pioneering new technologies, products and processes.

Achieve, a standard of quality such that quality becomes a part of the consciousness of each and every worker.

PTC's vision of *Aspire, Innovate* and *Achieve* continues to be the core value of each of its members. In our 53rd Annual Report, we walk confidently on the '***road to new possibilities***' as we move towards an era of innovation and transformation.

We are dedicated to creating an organisation which combines its passion for customer satisfaction with innovation driven technology, deep industry expertise, and a global collaborative workforce that embodies the future of our Company.

...Our mission

Those we love don't go away, they walk beside us every day.
Unseen, unheard, but always near; still loved, still missed, and very dear.

Mrs. Saroj Agarwal
February 21, 1940 - March 4, 2016
The force behind all our achievements, she will live in our hearts forever.

Technology-driven-growth has become our core competence and we pride ourselves on our ability to provide our customers with a wide range of innovative solutions to suit their requirements.

- Sateesh Agarwal
Chairman

In this age of disruption, emerging technologies are changing the way we do business. At such a time, successful organisations shall be the ones that are able to realise the possibilities that technology creates.

- Sachin Agarwal
Managing Director

C O N T

CORPORATE OVERVIEW

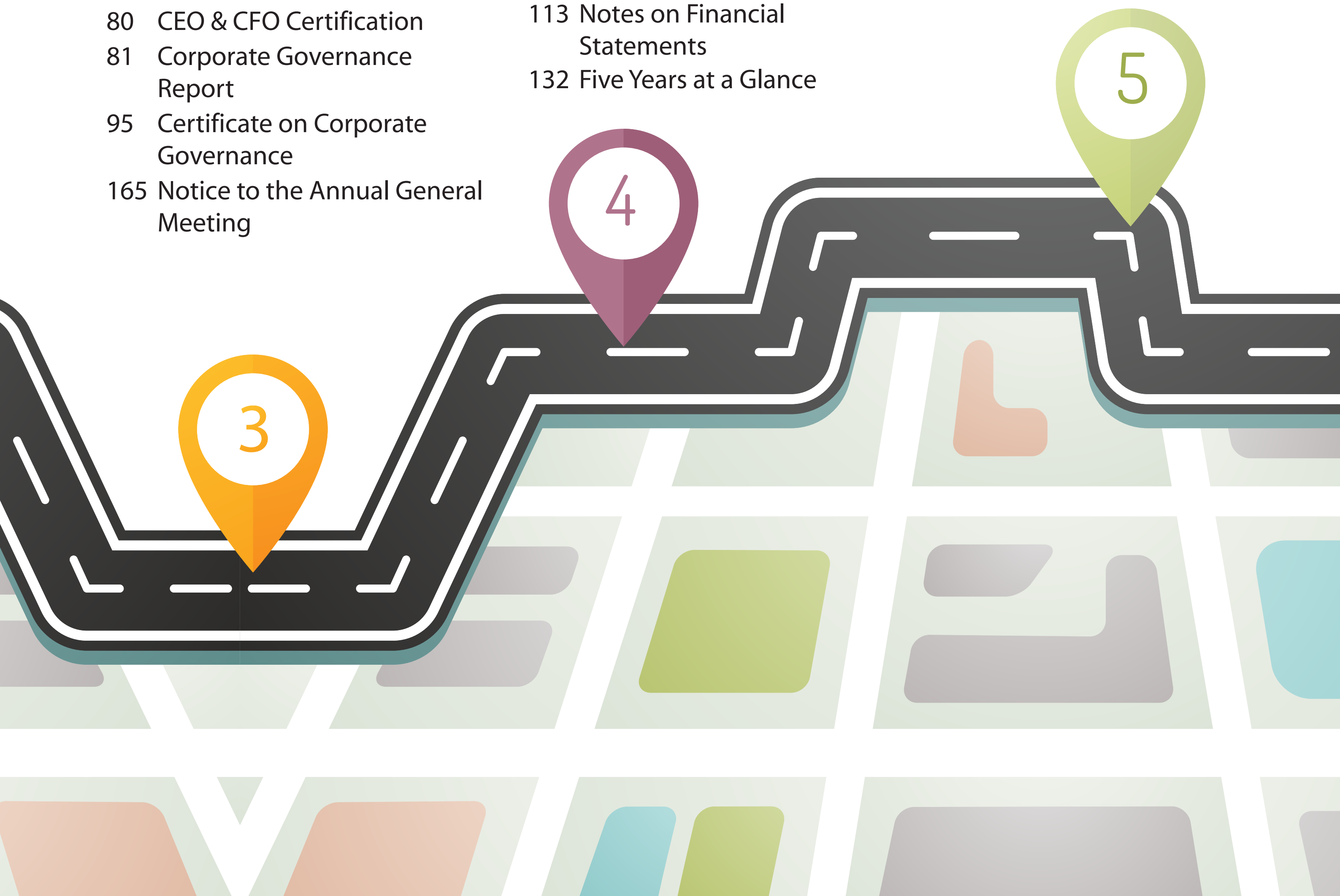
MANAGEMENT REVIEW

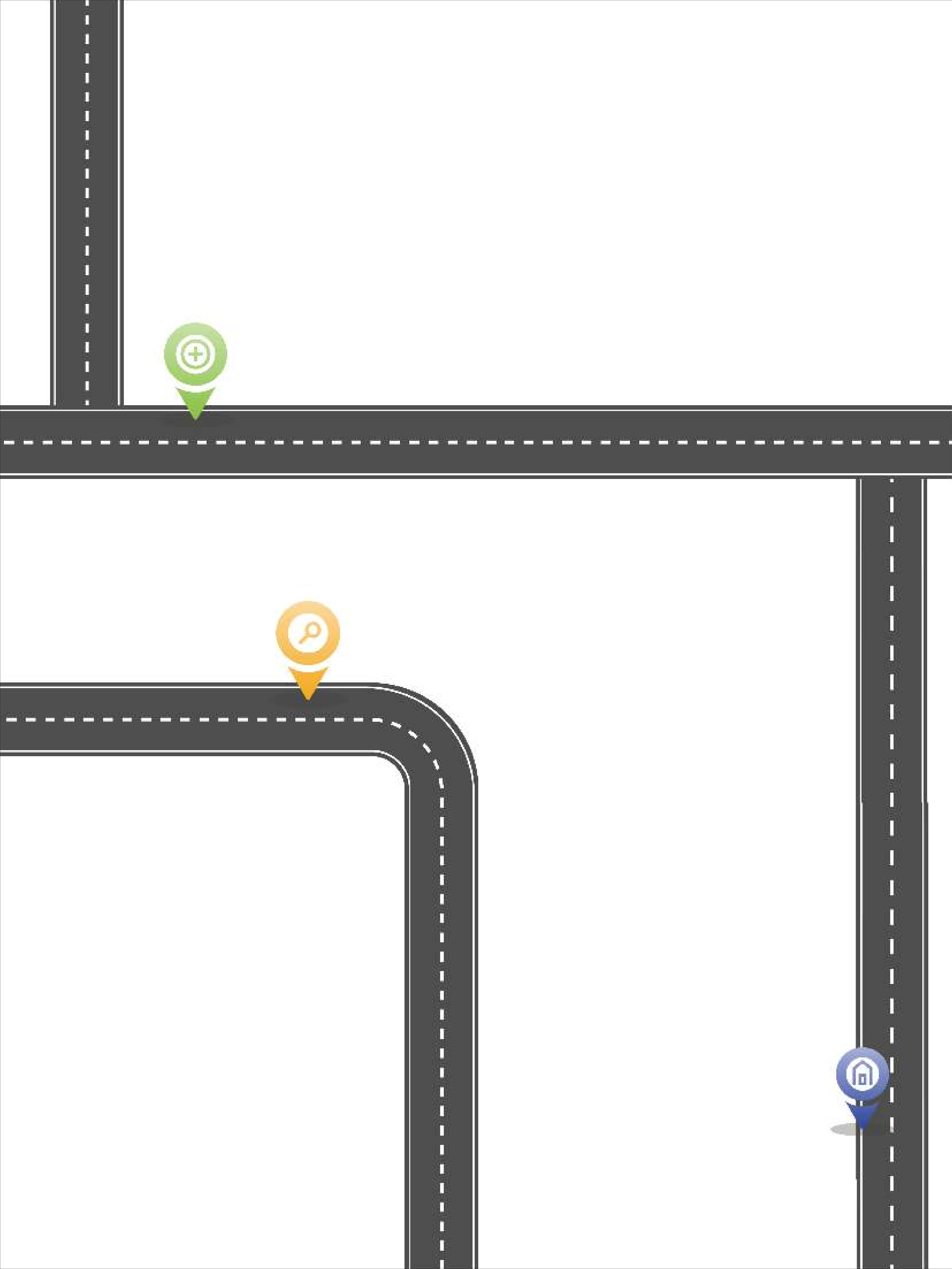
ENTS

GOVERNANCE

STANDALONE FINANCIALS

CONSOLIDATED FINANCIALS





Corporate Overview

CHAIRMAN'S LETTER

I cannot emphasize strongly enough that PTC's strength lies at the heart of our ability to deliver value for customers and profitable growth for our shareholders. This culture is reflected in a passion for building strong businesses – both our own and that of our customers by being part of their competitive edge.

DEAR SHAREHOLDERS

Our key financial results were:

- Revenue declined marginally by 5% to Rs. 95.68 crores from Rs. 100.77 crores in the year 2014-15.
- Percentage of Earnings before interest, taxes, depreciation and amortization (EBITDA) moved to nearly 17 percent from 18.9 percent in the previous year.
- The percentage of Profit after Tax to Operating Revenue remained stable at 6.4 percent.
- Earnings Per Share (EPS) this year was Rs. 11.74 compared to Rs. 12.40 last year.

The global economy is struggling to get back on its feet in the past year from the rough ride in the earlier years. The outlook for global economic growth for 2016 is projected at a modest 2.4 percent, unchanged from a disappointing 2015.

Forecasts show that growth rates for China, India and Southeast Asia are also unlikely to see significant improvement in 2016 compared to last year. While India has overtaken China as the growth champion, no significant increase is expected in India's growth performance this year. At the same time, growth in the advanced economies also remained lackluster, with low potential growth and a gradual closing of output gaps. After the June 23 vote in the United Kingdom, which surprised global financial markets, an important downside risk has also materialized for the world economy. As a result of the worsening of the global outlook for 2016-17, the expected uncertainty shall also take a toll on confidence and investment.

Despite these global headwinds, the Indian economy has been resilient and overtaken the world to become the fastest growing economy. This is the perfect time to be a manufacturer in India provided due focus is maintained on technology, productivity and best management practices. Effective utilization of resources, efficiency and a consistent commitment to quality shall be the key differentiators between those that succeed and those that fail in these times.

The Indian government's initiatives continue to be bullish, and with the expected benefits that will arise from the introduction of new reforms, de-regulation and enabling industrial policies, and tremendous possibilities shall open up for growth, especially in the manufacturing sector. Since the growth of the country is linked to growth in sectors like petrochemicals, energy, infrastructure, transportation and other heavy industries, our own expectations for growth and opportunity in the coming period are positive. Globally, the emergence of a middle class is driving energy demand, while at the same time the world's ageing infrastructure in energy, power, chemical and other industries shall also require ongoing refurbishment and replacement.

The Company has maintained its stability during the year while focusing on its capacity and capability expansion. Revenues declined by 5% driven primarily by low metal prices and euro exchange rates even though foundry production rose in quantitative terms. The profit after tax as a percentage of revenue remained stable at 6.4%, even though EBITDA margins showed a decline to 17% from 18.9% last year. In these times, when the stability and sustainability of most companies is being tested, our net worth grew to an impressive Rs. 120 crores and the book value per share touched Rs. 229 per share showing the immense value and wealth that is being created for our shareholders. These results demonstrate the resiliency of our business model and the Company's ability to generate consistent performance during periods of change and challenge in the business environment.

The Company's actions this year reflected its long-term strategy of investing in technology and infrastructure to capture growth opportunities in the dynamic global market. During the past twelve months, we expanded our product range, widened our geographical presence, and continued to build on our capabilities and enhance our capacity to serve a broader range of industry verticals. Sustained efforts were made with a goal of achieving better operating and financial results for our stakeholders.

Our strategy for the future has always been to invest in our core business, and in the introduction of new technologies, processes and equipment in order to lay strong foundations for a strong, profitable and cash-generative future. The new Advanced Manufacturing & Technology Centre (AMTC) plant shall significantly increase our production capacity and introduce world-class manufacturing capabilities, delivering many 'firsts' in India. This plant shall showcase the best technologies and equipment available today, and unveil manufacturing processes that are sustainable and environmentally conscientious.

This year, Mr. Narayanan Shadagopan stepped down as the Nominee Director of the Company. I would like to personally thank him for his immense contribution, support and commitment to PTC and its dreams. He has been a wise and insightful member of the Board and his positive and far-sighted advice has been highly valued by us. I am pleased to welcome Mr. Kasiviswanthan Mukundan as the new Nominee Director on the Board of the Company who brings with him a wealth of experience and expertise, particularly in financial management and transformation of operational performance.

I cannot emphasize strongly enough that PTC's strength lies at the heart of our ability to deliver value for customers and profitable growth for its shareholders. This culture is reflected in a passion for building strong businesses – both our own and that of our customers by being part of their competitive edge.

We are deeply grateful to each of our customers, suppliers, bankers, national and state government agencies, shareholders and employees for their valuable contribution and support.

Looking ahead, I am confident that PTC will continue to make the strategic decisions needed to serve our customers more effectively and deliver profitable growth for our shareholders. Our top priority shall always be to stay true to our strategic focus, provide long term value to our shareholders and deliver consistently on our clients expectations with an enhanced domain expertise, in a wide range of industries and an ever expanding geographical footprint. Together, we shall lead our Company to new heights and conquer new horizons.

Sateesh Agarwal,
Founder and Chairman

A WORD FROM THE MANAGING DIRECTOR

With our investments in new technologies and processes, focus on expanding our capabilities, the growth and development of our people and the continuous spotlight on our customers' success, we embark on a new journey of possibilities.

As Dickens may have said, "It is the best of times, it is the worst of times."

The world economic scenario today is summed up aptly in these lines. The past year has had its share of ups and downs, its moments of joy and despair for the global economy. But for us, this is not the time to dwell on the despair, rather the time to look ahead at all the new possibilities that are opening up.

We are ready for the challenges ahead, as we position ourselves uniquely by investing in newer levels of technology and deeper levels of innovation. We have spent the past few years conceptualizing, building and achieving new and expanded capabilities to take our Company to the next level. In a climate marked with dramatic changes in technology, customer demands, competition and regulation, we need to rethink the way we interact with our customers, employees, partners and others. We believe in using the power of technology and automation to find new ways to create flexibility, lower costs and decrease the time to market.

Rather than looking back at our past performance at this point, I prefer to look forward to the enormous opportunities that are emerging from the way we have re-imagined our business. With our investments in new technologies and processes, focus on expanding our capabilities, the growth and development of our people and the continuous spotlight on our customers' success, we embark on a new journey of possibilities.

We have always believed in challenging status quo – and the creation of the Advanced Manufacturing & Technology Centre (AMTC) in Lucknow opens up limitless opportunities for our Company. Using our existing strengths – technological leadership, commitment to quality, and lasting customer relationships – we will use the power of our new capabilities to realise the promise of a better tomorrow for all our stakeholders. This facility shall also use technology and machineries to ensure a minimal impact on the environment, with a reduced carbon footprint, higher yield, waste utilization and clean energy.

Our business has intrinsically been a long term business, and our product development cycle is relatively long. New markets and industry sectors shall begin to open up as we enter in to new partnerships and relationships. Our core principles still remain the same:

- putting our customers' needs above everything else,
- developing and investing in new technologies and processes, and
- creating an environment that supports growth and prosperity for our people.

We bid farewell to our Nominee Director, Mr. Narayanan Shadagopan, who has been a trusted and valuable guide to the members of the Board. His commitment, enthusiasm and thoughtfulness shall be missed by all of us. We welcome Mr. Kasiviswanathan Mukundan in his place, who brings with him a wealth of expertise and knowledge.

We are now within striking distance of our goal, and while the journey has been an interesting one, the prospect of achieving all that we have set out to achieve, fills all of us with tremendous excitement and anticipation. We are embracing change so that we can promise to deliver more effectively. We know what our customers' expectations are from us, and we're now ideally positioned to deliver for them. As I said earlier, we are poised at the brink of great opportunity, and the final steps on this road shall lead the way to infinite new possibilities for this Company.

We remain committed to cultivating exceptional talent, with a strong workforce that imbibes the Company's culture of excellence, performance, and customer focus. Our principles of compliance, ethics and doing business the right way, remain strong as ever. Health, safety and environmental consciousness takes prominence in all our endeavours.-

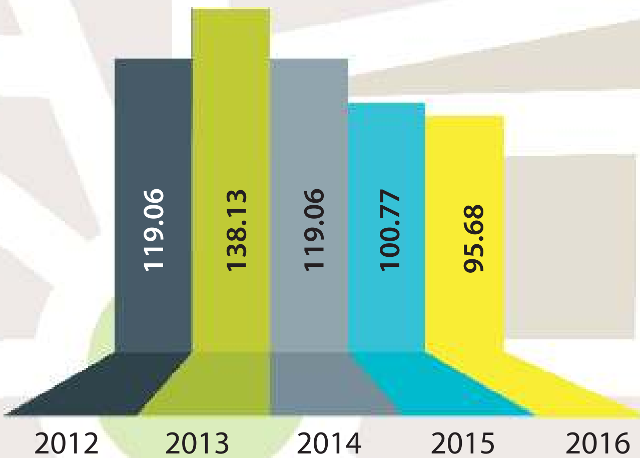
Our people are the key enablers of our strategy. We remain committed to recruiting, developing and retaining the best people and providing them with an enabling environment. We are building an innovative and efficient culture, where our people feel connected to the needs of our customers, the needs of our shareholders and the needs of our broader communities.

PTC shall succeed in these trying times because of our abiding passion to serve as a trusted partner to our customers, to deliver meaningful value to our shareholders and to contribute to the well being of our communities. We look forward to sharing this success with you in the coming years.

Sachin Agarwal
Managing Director

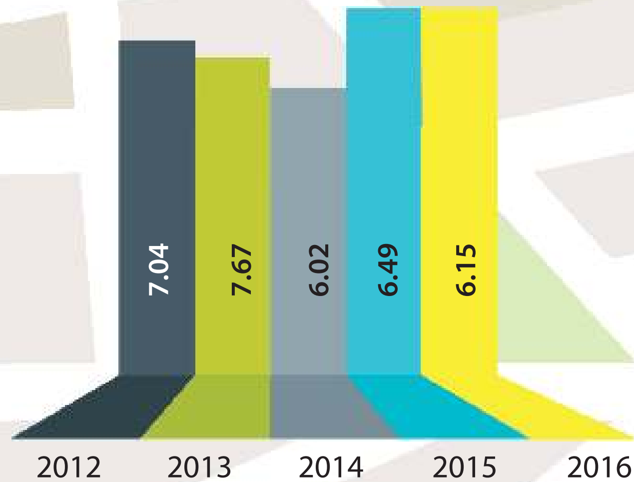
REVENUE

₹ in Crores



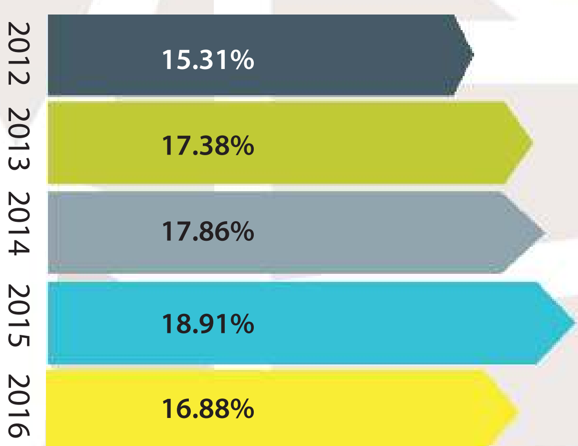
PROFIT AFTER TAX

₹ in Crores



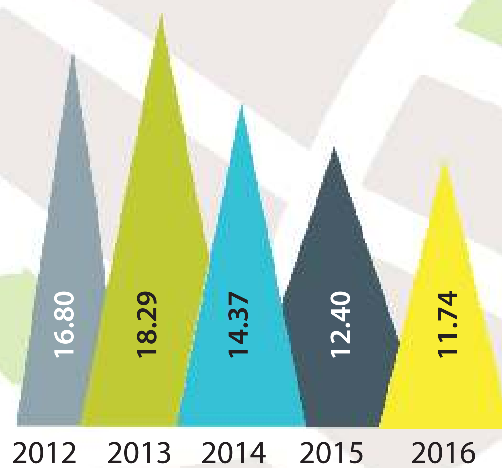
EBITDA

% of Revenue



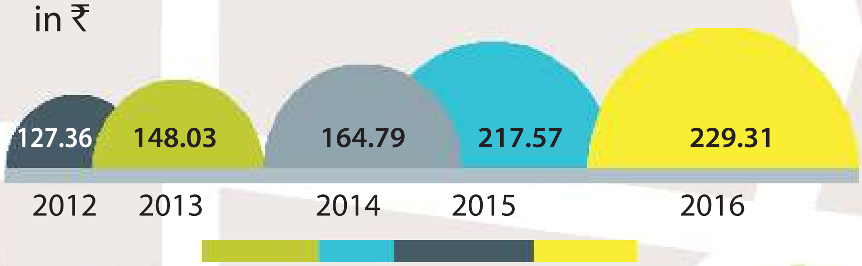
EARNING PER SHARE

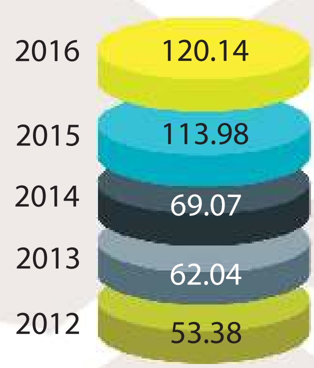
in ₹



BOOK VALUE OF SHARE

in ₹



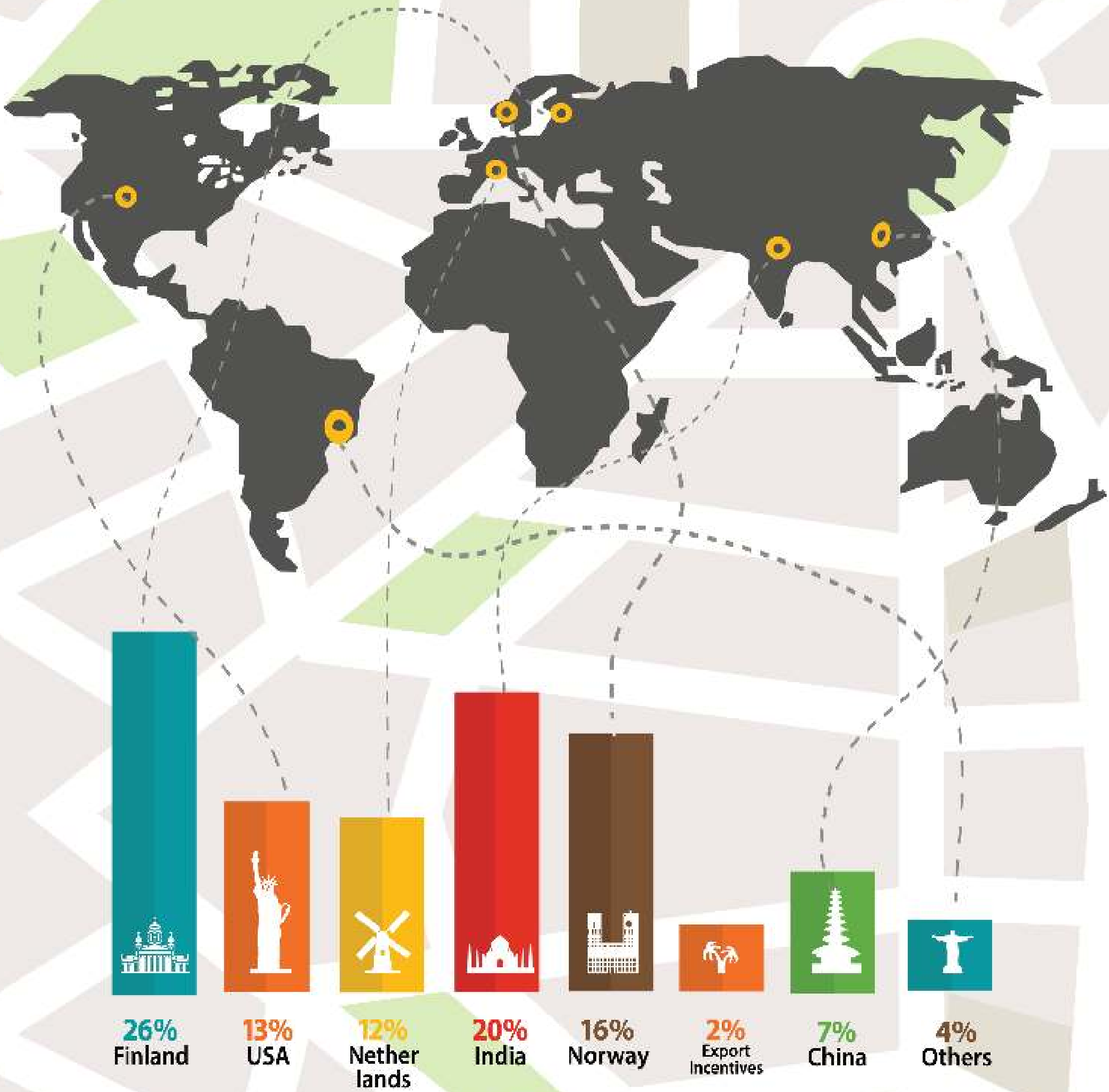


NET WORTH

₹ in Crores

Financial
HIGHLIGHTS

GEOGRAPHICAL SALES
% of Total Revenue



COMPANY PROFILE

PTC Industries Limited is one of the world's leading suppliers of high precision cast components for critical and super critical operations. It started operations as a modest small scale industry more than 52 years back and has used the power of innovation and technology to surge ahead in the market to emerge as a supplier of choice for its customers today.

Early Years and Growth

In 1963, Precision Tools & Castings Private Limited (now PTC Industries Limited) was incorporated with a vision to set up a technologically advanced and innovative foundry. The company began to manufacture parts using the new Lost Wax (Investment Casting) technology for import substitution primarily for Valves, Pumps and Impeller Castings. This was amongst the first such units in India. The company added latest equipment like a Plasma Arc Furnace and Induction Furnace. In 1981, PTC's research and development efforts gained cognizance and its In-house R&D Laboratory was recognized by the Department of Science & Technology (DST), Government of India.

PTC also formed alliances and entered into a technical collaboration with Aciéries et Fonderies de l'Est (AFE) of France for technological know-how for manufacture of critical Castings by Sand Moulding process. A Joint Venture for expansion of business in the US was also set up with a US Company.

During this period, several awards including the 'Dhatu Nayak' award by the All India Induction Furnaces' Association, were presented to Mr. Sateesh Agarwal. PTC was awarded the Best Exporter Shield from EEPC (Northern Region) for many years and also received the Certificate of Excellence in 1992 for Iron & Steel based products.

In 2000, the ISO 9001-2000 certification by BVQI and AD-2000 Merkblat certification by TUVNORD were awarded to the company. It also received a certification from BVQI for the Pressure Equipment Directive.

PTC began to expand its operations and in 1990 acquired a sand-moulding foundry in Bhiwadi, Rajasthan to supplement its growing export demand in the US for castings with marine applications. In 1991, a machine shop was acquired in Lucknow for value addition to the existing products. The Ahmedabad Plant was set up in 2001 with facilities for Investment Castings and later a CNC Machine Shop fully equipped with Turning Centres, Turn Mill Centres, Vertical & Horizontal Machining Centres was also added.

PTC excelled at absorption and development of new technologies, and even proceeded to indigenize them to deliver maximum value to the customer. This was recognized by the Indian Government too, and in November 2006, PTC was awarded the prestigious National Award for R&D Efforts in the Industry by the Department of Science and Industrial Research, Government of India for successful indigenization and commercialization of the Replicast® technology. PTC also has a technical collaboration with the prestigious Castings Technology International (CTI), a research and technology organization based in the UK with capabilities in castings design, materials development and selection, specifications, manufacturing technologies, quality control, testing and performance.

PTC INDUSTRIES: CASTING MAGIC WITH METAL

INDIA Forbes

HIDDEN GEMS

In July 2014, Forbes India identified PTC Industries as one of the sixteen 'Hidden Gems' of Indian industries. These are fast growing companies which are constantly innovating and aiming for greater heights. Forbes selection of PTC was due to its investments in unique technology and commitment to innovation.

Commitment to Quality

PTC believes that its commitment to quality impacts directly on the customers' success, and therefore our company. Quality at PTC includes quality of work environment, technology and services offered. PTC ensures desired quality by conducting in-depth testing and inspection based on customer requirements and international standards.

A series of inspection tests and inspections are scrupulously carried out at every stage. Destructive and Non-Destructive tests that are carried out include Tensile Testing, Impact Testing, Wet Analysis, Ultrasonic Flaw Detection, Magna Flux Crack Detection, Pressure Testing, and others.

PTC has the following approvals in place:

- ISO 9001 from TUV
- PED (Pressure Equipment directive) TUV W0 MERKBLATT from TUV,
- Marine Classification Approvals from:
  - DNV
  - Bureau Veritas
  - Lloyds
  - American Bureau of Shipping
  - Approval from Nuclear Power Corporation of India

Manpower - Our key strength

PTC recognises people as the primary source of its competitiveness and continues to focus on the development of people by leveraging technology and innovation. The development and growth of employees has always been the focal point of human resource functions at PTC which is imbibed in the culture of care for people. PTC therefore, endeavours to adopt the best standards for employee well-being and quality of life.

The company focuses particularly on the health and safety of its employees. Various health schemes, camps and voluntary movements are organised by PTC for its employees' and their families. The company has laid down foundations for a quality-centric work culture by involving its employees and ensuring a good work environment.

PTC encourages employees to perform to their best ability and supports open collaboration, engagement and involvement. Constant improvements are brought about in work practices and productivity by adherence to the best practices and an efficient system of motivation. PTC believes in being an equal opportunity employer and strives to attract the best available talent and ensure diversity in its workforce. Diversity and Inclusion are important aspects of sustainable business growth and we call this the 'winning balance'.

PTC helps to improve skills of employed people and to create a workplace where every person can reach his or her full potential. The work environment gives employees the freedom to learn and improve their proficiency. The company believes in talent acquisition and retention, to augment its plan of making its presence more prominent in global markets.

PTC has excellent relations with its workers and staff. It has excellent co-operation and support from the entire hierarchy of well-trained and experienced personnel.

Infrastructure

Over the years, PTC has built an infrastructure that includes all facilities in house. Today, PTC has manufacturing facilities in Uttar Pradesh and Gujarat which include 2 foundries, 2 CNC machine shops, 1 heavy engineering and fabrication facility and a DSIR approved Research & Development lab.

PTC's foundries are fully equipped with facilities for computerised methoding through solid modeling and casting simulation. PTC has invested in setting up a Design Unit, complete with high end designing software from SolidWorks® and Magma® along with qualified design engineers.

A large Robotic 7-Axis Machining Centre has been developed by PTC to machine patterns using the concept of Virtual Tooling for the its RapidCast™ technology. Fully automated Robot assisted Shell Coating systems have been installed in both the Lucknow and Ahmedabad plants for shelling and moulding leading to remarkable consistency in quality, increase in efficiency, shorter lead times and less wastage.

PTC's high level of quality has materialized due to a gradual process that the company has imbibed over the last 53 years. The company's comprehensive testing facilities ensure that the desired quality is ensured by conducting in-depth tests and inspections as per the customers' requirements.

The Foundries are supplemented by Complete Machine Shops which include state of the art Turning Centres, Vertical Machining Centres and Horizontal Machining Centres from Japan and Europe.

Building Capacity & Capability

With the experience and learning that PTC has acquired in the past 10 to 15 years with Replicast®, automation, robotics, CNC machining and other technologies, PTC is currently building a new state-of-the-art ***Advanced Manufacturing & Technology Centre***, (AMTC) in Lucknow, India which will house the most advanced technologies like Replicast®, RapidCast™ and ForgeCAST™. These technologies are the latest manufacturing technologies in the production of castings, especially in difficult to make alloys like Super Duplex, stainless steel etc. They reduce and eliminate various constraints and defects associated with the conventional sand molding process for manufacture of castings and allow manufacture of much larger castings in a single piece with a much higher accuracy and substantially improved quality, consistency and reliability than any other process.

PTC's CNC machining capability shall also be expanded and shall include the latest 5-Axis CNC machines also. This facility shall have the added capability to produce single piece castings of up to 6,000 kgs. This new facility shall also have Titanium Casting capability for the first time in India. In the first phase, the built up area for the plant shall be 150,000 square feet. All our manufacturing technologies will not just improve the quality and performance or products, but the entire process has been re-engineered to make it more green and reduce or eliminate wastage at every stage of the manufacturing process.

Considerable improvements in productivity have been kept in mind, and automation and robot-assisted manufacturing has been employed which further increases the consistency and reliability of the process. The new technologies being introduced by PTC are one of the most environmentally neutral technologies available today. Environmental conscientiousness forms the very essence of these technologies. Keen focus and validation was maintained right through their development to ensure that every step of the process has no adverse impact on the environment. Using these technologies, the Company has been able to recycle and re-use a significant amount of materials while generating a minimum amount of waste.

Beside the manufacturing process being 'green', the entire building shall also be a green building with solar panels on the roof of the building with a generation capacity of almost 1 Mega Watt. Other energy efficient measures like rain-water harvesting, waste heat recovery, etcetera shall also be employed in the new plant.

Global Recognition and Local Strength

In the last few years, amidst the global economic crisis, PTC has reinforced its position globally and emerged stronger than ever with strong customer relationships coupled with specialized manufacturing capabilities. Its relentless focus on technology and innovation has opened up new opportunities and transformed the Company into a globally recognized engineering brand.

PTC manufactures products for various critical applications for a wide spectrum of industries including Oil & Gas, Liquefied Natural Gas (LNG), Ships & Marine, Valves and Flow-control, Power plants and turbines, Pulp & Paper machinery and Mining and Earth moving machinery. It offers a wide range of materials which include Alloy Steel, Stainless Steel, Duplex and Super Duplex Stainless Steel, Creep Resistant Steel, Heat Resistant Steel, Nickel Based Alloys, Cobalt Based Alloys, Austenitic Ductile Iron, Nickel Aluminium Bronze, etc.

Our foundries produce stainless steel and alloy steel castings which range from few grams up to more than 3,000 kilograms per piece. Our machine shops have facilities to fully machine valves, pumps, impellers, diffusers, stuffing box, railway items, parts of earth moving machinery etc. These plants are also geared to produce molds, dies, jigs and fixtures. The fabrication division offers complete engineered parts for power, construction, mining and earth moving equipment. PTC manufactures assembly items and fabricated parts

for global OEMs for power and mining equipment and under carriage parts for track equipment for dozer, excavator and off highway equipment.

PTC caters to the needs of the following sectors on a large scale:

Foundry

Our foundries located at Lucknow and Ahmedabad produce stainless steel and alloy steel castings which range from few grams up to more than 3,000 kilograms per piece.

Machining

Our machine shops have facilities to fully machine valves, pumps, impellers, diffusers, stuffing box, railway items, parts of earth moving machinery etc. These plants are also geared to produce molds, dies, jigs and fixtures.

Fabrication

The fabrication division offers complete engineered parts for power, construction, mining and earth moving equipment. Currently manufacturing steel, stainless steel, alloy steel, boiler quality plate fabrication which includes complete non-destructive testing i.e. UT, MPI, radiography, stress relieving and machining up to 10 MT.

Assembly

PTC manufactures assembly items which include castings, forged parts, bought outs including bearings, bushes, fasteners, fabricated parts for global Original Equipment Manufacturers (OEM) for power and mining equipment. PTC also manufactures under carriage parts for track equipment for dozer, excavator and off highway equipment.

PTC has been exporting over three fourths of its products for more than 30 years to countries all over Europe, North America as well as other countries in Asia and South America. It has been contributing towards foreign exchange for the nation for the past 3 decades by generating nearly 80 percent of its revenue from exports. PTC's customers who are amongst leaders in the world in their domain; e.g. Rolls Royce (Marine), Flowserve, Metso, Emerson, Siemens, Alstom etc. PTC has also made contributions towards nation building by developing various critical parts for power generation equipments for BHEL, earth-moving products for BEML and now also for India's space program by developing critical parts for Vikram Sarabhai Space Centre (VSSC).

BOARD OF

SATEESH AGARWAL

Chairman, 82 Years
B. Sc, Engineering (Mech) M.I.E.
Joined March 20, 1963

SACHIN AGARWAL

Managing Director, 43 Years
MBA, M.Sc (Finance)
Joined April 18, 1998

PRIYA RANJAN AGARWAL

Director, Marketing, 57 Years
B.E. (Mechanical)
Joined December 22, 1992

ALOK AGARWAL

Director, Quality & Technical, 53 Years
B. Tech, IIT Kanpur
Joined 27 July, 1994

KASHIVISWANATHAN MUKUNDAN

Nominee Director, 46 Years
B.Tech, Masters in Financial Mgmt
Joined February 9, 2016

DIRECTORS

AJAY KASHYAP

Independent Director, 66 Years
B.Tech (Chem), M.Sc. (Chem)
Joined April 19, 2007

KRISHNA DAS GUPTA

Independent Director, 73 Years
M.Com, LLB, M Phil, Masters Diploma in Public Administration. Joined July 31, 2008

RAKESH C KATIYAR

Independent Director, 59 Years
M.Com, PhD, FICWA, D Lit.
Joined April 19, 2007

SHASHI VAISH

Independent Director, 65 Years
M.Sc. (Physics), FCS
Joined August 9, 2014

BRIJ LAL GUPTA

Independent Director, 64 Years
B.Sc., CAIIB
Joined December 6, 2014

Company INFORMATION

CHIEF FINANCIAL OFFICER
Smita Agarwal

COMPANY SECRETARY
Arun Kumar Gupta

BANKERS
State Bank of India
Punjab National Bank
HDFC Bank
Yes Bank

AUDITORS
Walker Chandiok & Associates
L-41 Connaught Circus
New Delhi 110001 India

REGISTERED OFFICE
Malviya Nagar, Aishbagh,
Lucknow 226 004 Uttar Pradesh
Tel: +91 522 2265300
Fax: +91 522 2265302
Web: www.ptcil.com

CIN L27109UP1963PLC002931

SHARE TRANSFER AGENT
Link Intime India Private Limited
C-13 Panna Lal Silk Mills Compound
Lal Bahadur Shastri Marg
Bhandup (West)
Mumbai 400 078 India

LUCKNOW PLANT 1
Malviya Nagar, Aishbagh
Lucknow 226 004
Uttar Pradesh, India

LUCKNOW PLANT 2
C-5 Sarojini Nagar Industrial Estate
Lucknow 226 008
Uttar Pradesh, India

MEHSANA PLANT
Rajpur, Taluka Kadi
District Mehsana 382740
Gujarat, India

AMTC PLANT
NH 25A Sarai Shahjadi
Lucknow 226401
Uttar Pradesh, India

WINDMILL POWER DIVISION
Surajbari Region
Shikarpur Village
Kutch District
Gujarat, India

HIGHLIGHTS OF THE YEAR

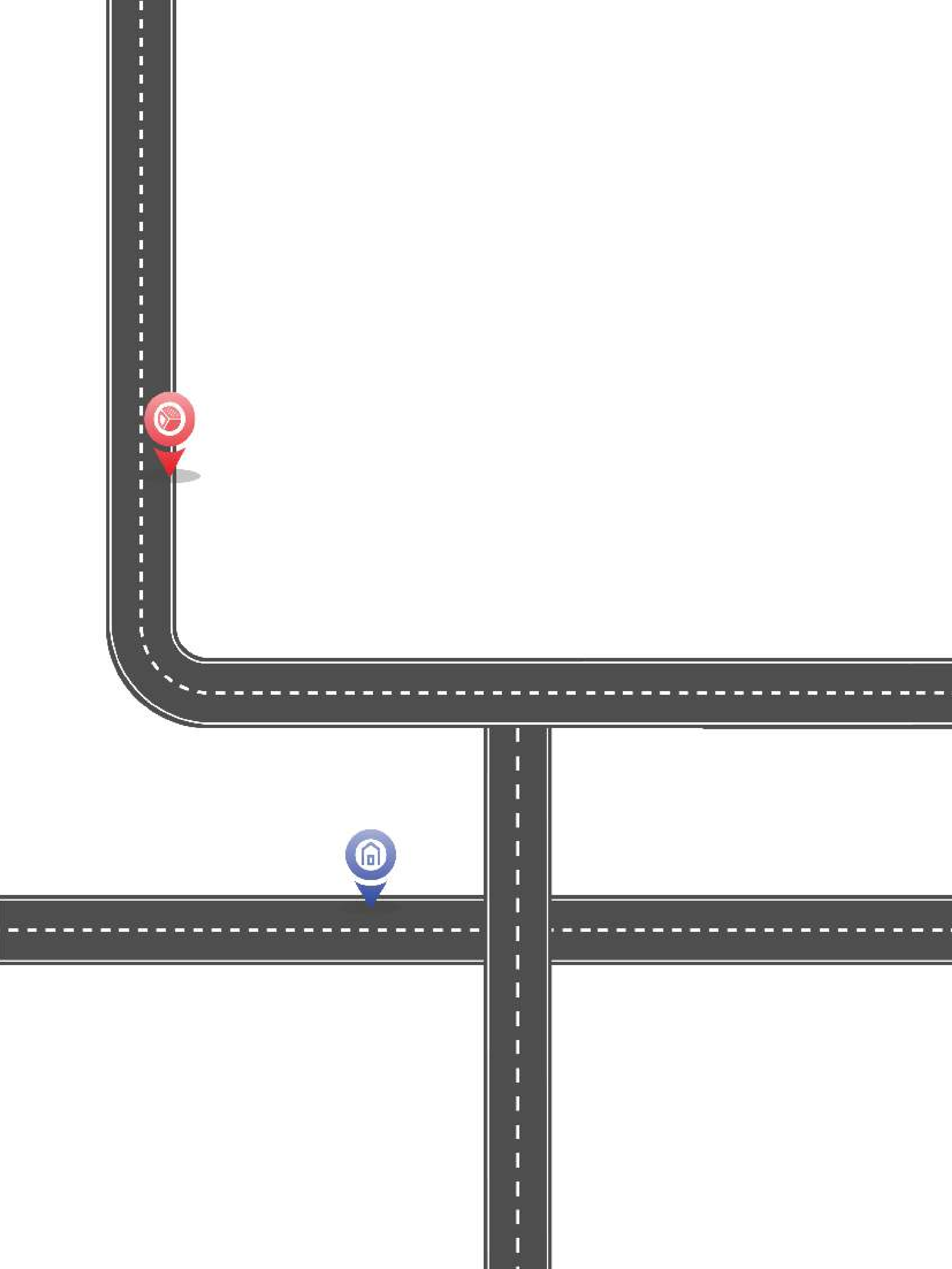
Our managing director, Mr. Sachin Agarwal being felicitated with the 'Gomti Gaurav' award by the Honourable Governer of Uttar Pradesh, Shri Ram Naik for his contribution to industry.

PTC becomes the first company to implement RFID Asset Tracking System technology in association with Indian Institute of Technology Kanpur to reduce production time.

PTC installs the Vacuum Arc Remelting furnace for manufacture of Titanium, Zirconium and other Exotic Alloy Castings for the first time in India.

Our director, Mr. Alok Agarwal being feclitated for PTC's endeavours towards clean disposal of wastes and efficient recyling of materials as part of CII's environmental drive.

Our Company was featured as a leading manufacturing facility in Uttar Pradesh in a documentary telecast on Times Now and ET Now.



Management Review

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors are pleased to present the 53rd Annual Report of the Company along with financial statements for the year ended 31st March 2016.

1. RESULTS OF OUR OPERATIONS

FINANCIAL HIGHLIGHTS

Table 1 gives the financial performance of the Company for the financial year 2015-16 as compared to the previous financial year.

TABLE 1 FINANCIAL HIGHLIGHTS		Rs. in Lakhs
	2015-2016	**2014-2015**
Revenue From Operations		
Domestic Sales	2,101.90	2,444.63
Export Sales	7,435.13	7,622.91
Other Operating revenues	260.12	266.05
Total	**9,797.15**	**10,333.59**
Less: Excise Duty	228.71	256.20
Revenue From Operations (net)	**9,568.44**	**10,077.39**
Profit before Finance Cost, depreciation exceptional items and tax	**1,615.15**	**1,905.90**
Less: Finance Cost	256.32	256.30
Less: Depreciation	543.42	635.73
Profit before exceptional items and Tax	**815.41**	**1,013.87**
Exceptional items	-	159.90
Profit before Tax	**815.41**	**853.97**
Tax Expenses		
Provision for taxation	167.26	256.60
Deferred tax	44.15	(25.70)
Deferred tax (earlier years)	-	(26.35)
MAT credit entitlement	(11.30)	-
Profit after Tax	**615.30**	**649.42**

OPERATING RESULTS

The Company witnessed a decline in revenue from operations by 5% to Rs. 95.68 crores from Rs. 100.77 crores in the previous year. This is primarily due to the decline in metal prices and a fall in Euro exchange rates. Further, a slowdown in domestic as well as international markets has also affected the overall sales. Additionally, the Company has been using part of its capacity for trials and research for the new technologies that shall be introduced in its new manufacturing facility, the Advanced Manufacturing & Technology Centre, thereby utilizing part of its capacity for development of new products for the future.

The EBITDA as a percentage of revenue is 17% compared to 19% last year. The Profit after tax has reduced to Rs. 6.15 crores from Rs. 6.49 crores in the previous year although as a percentage of Operating Revenue it remains stable at 6.4%.

For a detailed discussion on the Company's financial and operating results, please refer to the Financial Performance section of the Management Discussion and Analysis Report in this Annual Report.

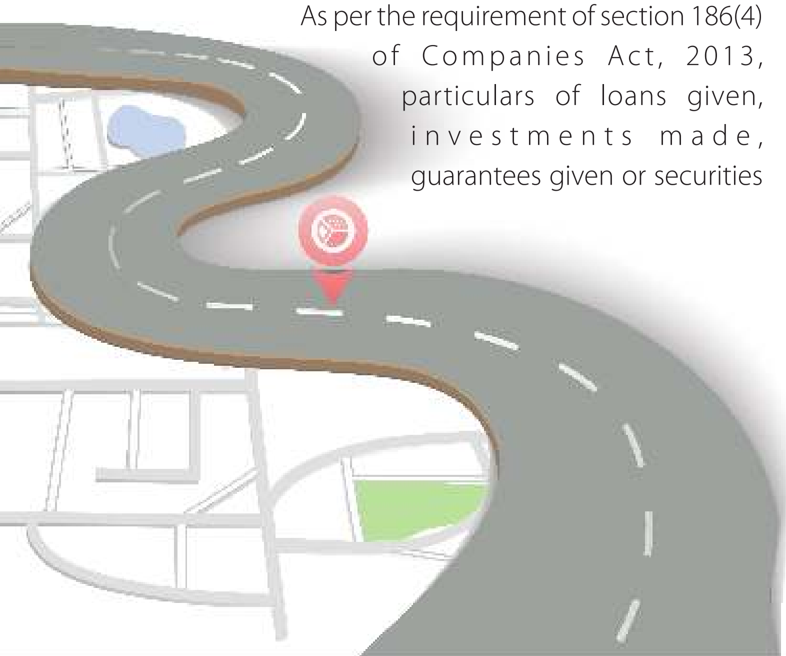
DIVIDEND

The Company is in the final phase of construction of its advanced manufacturing facilities in Lucknow, Uttar Pradesh which promises to revolutionize component manufacturing capabilities in the country. At this stage, substantial investment has been made in new technologies and capabilities for the new facility named Advanced Manufacturing & Technology Centre and further outlay of funds is expected for the completion and successful commercialization of this unit in the coming year. Hence, the directors do not consider it

prudent to recommend any dividend for the year ended on March 31, 2016. The Company has also not transferred any amount to General Reserve during the year. An amount of Rs. 61,530,376/- is proposed to be retained in the profit and Loss Account for the year ended on March 31, 2016.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

As per the requirement of section 186(4) of Companies Act, 2013, particulars of loans given, investments made, guarantees given or securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements on page number 132 & 133. The Company is in compliance with the limits as prescribed under Section 186 of Companies Act, 2013 read with rule 11 of the Companies (Meeting of Board and its Powers) Rules, 2014.



RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

The disclosures as required under Part A of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in accordance with AS 18 in the notes to standalone and consolidated financial statements.

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, are presented in Annexure III to the Directors' Report in Form AOC 2. The Company's policy on related party transactions may be accessed on the Company's website at http://www.ptcil.com.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 read with Schedule V Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is set out in this Annual Report on page 53.

2. BUSINESS

NEW UNIT

With the experience and learning that PTC has acquired in the past 10 to 15 years with Replicast®, automation, robotics, CNC machining and other technologies, PTC has been working on creating a new state-of-the-art Advanced Manufacturing & Technology Centre, (AMTC) in Lucknow, India to house the most advanced technologies like Replicast®, RapidCast™ and Printcast™ with latest equipment and machineries. PTC is also expanding its CNC machining capabilities and is adding the latest 5-Axis and 3-Axis CNC machines to this unit. This facility shall have the added capability to produce single piece castings of up to 5,000 kgs. This new unit shall also have the capability to manufacture Titanium Castings for the first time in India.

In the first phase, the built up area for the plant shall be 150,000 square feet. With the new technologies and

capabilities that have been added to this project, the total capital expenditure planned for this project is expected to be approximately Rs. 151 crores, which is proposed to be met by borrowings from banks & financial Institutions, internal accruals and raising of fresh funds through issue of equity/convertible securities.

These latest manufacturing technologies will not just improve the quality and performance or products and reduce total cost, but the entire process has been re-engineered to make it more green and reduce or eliminate wastage at every stage of the manufacturing process. Considerable improvements in productivity have been kept in mind, and automation and robot-assisted manufacturing has been employed which further increases the consistency and reliability of the process. Beside the manufacturing process being 'green', the entire building shall also be a green building with solar panels on the roof of the building. Other energy efficient measures like rain-water harvesting, waste heat recovery, recycling and reclamation of direct and indirect materials, etc. are also being employed in the new plant.

SUBSIDIARY

The Company has only one subsidiary, viz. Modrany Power & PTC Piping Systems Private Limited. The subsidiary Company is formed by entering into a Joint Venture with Modrany Power, a.s., a leading Czech producer and supplier of piping systems for the power industry. The subsidiary had been formed to jointly acquire knowledge and bid & execute projects for high pressure piping systems and allied equipments.

The consolidated financial statements presented by the Company include financial information of its subsidiary prepared in compliance with applicable Accounting Standards.

The Company will make available the annual report of subsidiary Company upon request by any shareholder of the Company interested in obtaining the same.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary, are available on the website of the Company.

Statement containing salient features of financial statements of subsidiary as required under Section 129(3) of Companies Act, 2013 read with Rule 5 of The Companies (Accounts) Rules are presented in Annexure II to the Directors' Report in form AOC 1.

The Board assessed the progress of the subsidiary in its meeting held on August 12, 2016 and in view of no reasonable business prospects arising for the joint venture in the near future, the board has resolved to propose closure of the subsidiary company and has authorized the management to take all necessary steps in this regard.

RESEARCH AND DEVELOPMENT

The Company has already been recognized by the Department of Scientific and Industrial Research (DSIR), under the Ministry of Science & Technology, Government of India, for its in-house Research and Development facilities. DSIR has also granted approval to PTC Industries Limited u/s 35 (2AB) of the Income Tax Act, 1961 for availing various incentives provided under the Act in connection with its research and development activities.

During the year, the Company has continued to work under the Technology Development and Demonstration Programme (TDDP) for development and commercialization of the RapidCast™ technology for manufacture of stainless steel castings of weight up to 5,000 kilograms. The Company has been conducting several trials in this project and a review of the progress was also carried out during the year by the Project Review Committee appointed by DSIR. The timeline for this project has been extended to coincide with the commissioning of the AMTC plant, and it is now expected to be commissioned within this year.

QUALITY AND SAFETY

The Company continues to accord high priority to quality, safety, training, development, health and environment. It has always sought to deliver value to its customers through its commitment to quality. During the year, it continued to adhere to international quality standard certifications such as ISO 9001:2008, PED (Pressure Equipment directive), TUV WO MERKBLATT and various Marine Classification Approvals.

Health and safety continues to be the first priority at PTC, and immense importance is placed on safety and reliability of production facilities. The Management believes that involvement of every employee is vital to a injury, hazard and accident free workplace. The principles of health and safety are under constant review and continuous improvement to ensure compliance with international standards. The foundations for a quality-centric work culture have been laid down with the employees' involvement thereby ensuring a good work environment. Proper equipment has been installed to extract dust, smoke and smell which makes the environment clean and healthy. It is the responsibility of every employee to ensure safety for themselves and those around them, as well as having the right to intervene in a situation where work may be performed in an unsafe manner.

The Company believes in efficient management of its operations to minimize the impact on the environment to preserve it for the present and future generations. Hence, it believes in continuous improvement in its operations and its products through adoption of more efficient and environmentally friendly processes. The new Advanced Manufacturing & Technology Centre has been designed keeping in mind the key principles of the company for environmental preservation and protection. It shall focus significantly on improving the efficiency of the operations through implementation of innovative technologies, and the use of global best practices to minimize its impact on the environment. Further, PTC also aims to contribute positively to the communities around or near its operations by participating actively in development activities and community initiatives.

The Company's EHS department operating under an experienced environmental engineer, oversees compliance with various international guidelines for environmental, health & safety.

AWARDS & RECOGNITIONS

Over the years, PTC has been awarded many awards, one of which was also the first prize in exports by the Government of Uttar Pradesh for exemplary performance in the area of exports in the engineering industry from the state.

The Company was featured as a leading manufacturing facility in Uttar Pradesh in a documentary telecast on Times Now and ET Now. PTC's state of the art facilities and

high level of technology were recognized as was its commitment become the leading manufacturer of high integrity cast components across the world.

During the year, the Company was also privileged to be judged the runner up for the 'Technology & Innovation Award' by one its most esteemed customers, Rolls Royce (Marine).

Our managing director, Mr. Sachin Agarwal was also felicitated with the 'Gomti Gaurav' award by the Honourable Governer of Uttar Pradesh, Shri Ram Naik for his contribution to the industry in Uttar Pradesh.

3. HUMAN RESOURCE MANAGEMENT

PTC believes that its primary asset is its team of highly motivated and dedicated employees which shall be the seed for the Company's holistic growth and prosperity. Hence, and the development of its workforce is intrinsic to its growth and progress.

The efficiency of its workers is a key priority for the Company as it moves towards larger capacities and greater capabilities. With the AMTC plant in its final stages of installation and commissioning, PTC has begun to focus even more on business process optimization, efficiency improvement and cost reduction. Certain administrative and organizational changes may also be needed with the initiation of operations in the new plant.

The Company also regularly undertakes both internal and external training programs and seminars in varied fields relating to management, operations, finance and technology to ensure that its employees competencies are constantly updated to meet PTC's current and future business needs. Employees are encourages to constantly learn about technological developments in the industry and novel approaches adopted by others in the world to update their knowledge and skills.

Cross-functional training and skill development is constantly encouraged. Traditionally, the Company pays attention to the development of training resources with the aim to accumulate and spread knowledge within the Company and to develop employees' educational and training base at the level of international standards.

Communication is an important element of PTC's overall human resource principles. Effective communication channels are maintained for meaningful interactions between the management and staff. Innovation is encouraged by giving the employees just enough structure and support to help them navigate uncertainty and tapping into their own creative process without stifling it.

The management at PTC is committed to its dictum of innovation and regularly demonstrates this intent with its words and actions. This active participation enables them to spot inflection points that may be missed by their staff and also gives them a deeper intuition when it's time to take a decision. Apart from regular interaction, the management provides ample opportunities for inventive thoughts to come forward through exclusive pages and time devoted to creative and innovative thinking in our in-house magazine and office functions.

PARTICULARS OF EMPLOYEES

The disclosure as required under the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been given at Annexure IV of this report.

Pursuant to Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, particulars are given for employees drawing remuneration in excess of specified therein at Annexure IV of this report.

4. CORPORATE GOVERNANCE

As stipulated in Schedule V Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance forming part of the Directors' Report and certificate from Practicing Company Secretary confirming the compliance of the conditions on Corporate Governance are included in the Annual Report.

NUMBER OF MEETINGS OF THE BOARD

The Board met five times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company seeks to maintain an appropriate mix of executive and independent directors in order to maintain the independence of the Board and segregate the functions of governance and management. The Board consists ofprofessionally qualified individuals from diverse backgrounds with wide experience in business, education, finance and public service. As at year end, the Board consists of 10 directors, four of whom are Whole-time directors, five are Independent directors and one is a Nominee director.

During the year, Mr. Narayanan Shadagopan, Nominee Director of the Company resigned from the directorship of the Company. In place of him, Mr. Kasiviswanathan Mukundan was nominated as the Nominee Director on the Board of the Company by the foreign investors. In this context, Mr. Kasiviswanathan Mukundan's regularisation as a Nominee Director is proposed in the accompanying 53rd Annual General Meeting Notice. He is only eligible for sitting fees for attending Board Meetings and Audit Committee meeting of the Company and other out of pocket expenses duly made for attending meetings of Board or Audit Committee thereof. The Board on the recommendation of Nomination and Remuneration Committee has formed the Remuneration Policy which can be accessed on the Company's website www.ptcil.com.

Your Company, in compliance with section 178(1) of the Companies Act, 2013 read with The Companies (Meeting of Board and its Powers) Rules, 2014, has duly constituted a Nomination and Remuneration Committee. This committee is chaired by an independent director and formulates the criteria for determining qualifications, positive attributes, independence of a director and other matters.

Appointment and the remuneration of Board members, key managerial personnel or one level below the Board level is fixed on the basis of the recommendation of the Nomination and Remuneration Committee made to the Board, which may ratify them, with or without modifications. Disclosures pursuant to the requirements of section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been made in Annexure IV of this Board Report.

DECLARATION BY INDEPENDENT DIRECTORS

As per the requirement of section 149(7), the Company has received a declaration from every Independent Director that he or she meets the criteria of independence as laid down under section 149(6) read with rule 5 of the Companies (Appointment and Qualification of Directors) Rule, 2014 and Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

BOARD EVALUATION

Pursuant to the requirement of the Companies Act, 2013, a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Act states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board as explained under the Corporate Governance section of this Annual Report. In a separate meeting of independent Directors, performance of non-independent directors was evaluated. Nomination and Remuneration Committee of the Board has also evaluate performance of the Board, as a whole.

INDUCTIONS

Mr. Kasiviswanathan Mukundan was inducted on the Board of the Company with effect from February 9, 2016. Mr. Kasiviswanathan Mukundan is nominated by the foreign investors pursuant to the Shareholders' Agreement with the Company. Mr. Kasiviswanathan Mukundan's educational qualifications are B.Tech and Master in Financial Management and he has more than 23 years of experience in varied positions in the industry.

The directors seek the shareholders' support in confirming the appointment of Mr. Kasiviswanathan Mukundan as Nominee Director in the ensuing 53rd Annual General Meeting of the Company.

REAPPOINTMENTS

As per the provisions of the Companies Act, 2013, Mr. Priya Ranjan Agarwal retires at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. Mr. Priya Ranjan Agarwal is a whole-time director of the Company and looks after marketing and heavy engineering operations of the Company. He has all the requisite skills, experience and knowledge for this role and the directors recommend his re-appointment, as proposed in the notice of the 53nd Annual General Meeting.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting resolved to approve an nominal revision in remuneration and perquisites payable to Mr. Satish Chandra Agarwal, Whole Time Director, designated as Chairman, Mr. Alok Agarwal, Whole Time Director, designated as Director (Quality & Technical) and Mr. Priya Ranjan Agarwal, Whole Time Director, designated as Director (Marketing), subject to the approval of the shareholders in the ensuing Annual General Meeting. The resolution along with Explanatory Statement is annexed to the Notice for convening 53rd Annual General Meeting. Their association with the Company is of immense importance in view of the Company's setting up of the Advanced Manufacturing & Technology Center.

RETIREMENTS AND RESIGNATIONS

Mr. Narayanan Shadagopan, Nominee Director of the Company, nominated by the foreign investors resigned from the directorship of the Company with effect from November 8, 2015. The Board places on record its sincere appreciation for Mr. Shadagopan's commitment and positive contributions during his association with the Company.

KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director (Quality & Technical), Mr. Priya Ranjan Agarwal, Director (Marketing), Mrs. Smita Agarwal, Chief Financial Officer and Mr. Arun Kumar Gupta, Company Secretary. During the year, there has been no change in the Key Managerial Personnel.

COMMITTEES OF THE BOARD

Currently, the Board has 8 (eight) committees. A detailed note on the Board and its committees is provided in the Corporate Governance Report section of this Annual Report. The composition of the committees and compliances, as per applicable provisions of the Act and Rules, are as follows:

Name of the committee	Composition of the committee	Highlights of duties, responsibilities and activities
Audit committee	Dr. Rakesh Chandra Katiyar, *Chairperson*, Mr. Brij Lal Gupta, Member Mr. Krishna Das Gupta, Member Mrs. Smita Agarwal, Member (CFO) Mr. Kasiviswanathan Mukundan, Member* Mr. Narayanan Shadagopan, Member**	• All recommendations made by the committee during the year were accepted by the Board. • The Company has adopted the Whistle Blower Mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud. • The Company has formed the Related Party Transaction Policy.
Nomination and remuneration committee	Mr. Krishna Das Gupta, *Chairperson*, Mrs. Shashi Vaish, Member Mr. Brij Lal Gupta, Member Dr. Rakesh Chandra Katiyar, Member	• The Committee oversees and administers executive compensation. • All recommendations made by the committee during the year were accepted by the Board. • The Committee has recommended Nomination and Remuneration Policy which was subsequently approved by Board.
Stakeholders relationship committee	Dr. Rakesh Chandra Katiyar, *Chairperson*, Mr. Ajay Kashyap, Member , Mr. Sachin Agarwal, Member Mr. Krishna Das Gupta, Member	• The Committee reviews and ensures redressal of investor grievances, ratifies share transfers, duplicate issue of certificates and transmissions. • The committee noted that no grievances of the investors have been reported during the year.
Corporate social responsibility committee	Mr. Krishna Das Gupta, *Chairperson*, Mrs. Shashi Vaish, Member Mr. Alok Agarwal, Member Dr. Rakesh Chandra Katiyar, Member	• The Board as laid down the Company's policy on Corporate Social Responsibility (CSR). • The CSR policy is available on Company website, www.ptcil.com
Project monitoring and environment committee	Mr. Satish Chandra Agarwal, *Chairperson*, Mr. Sachin Agarwal, Member Mr. Krishna Das Gupta, Member Mr. Alok Agarwal, Member Mr. Narayanan Shadagopan**,Member Mr. Ajay Kashyap, Member	• It oversees and monitors the progress of large capital expenditures and projects being implemented by the Company • It monitors and oversight all the requirements which is required for smooth establishment of Company's new Plant, Advanced Manufacturing and Technology Centre. • It also assesses the impact of the operations of the Company on the environment and initiates steps for the identification of potential issues and provision of support in setting a direction for improvements.
Banking committee	Mr. Sachin Agarwal, *Chairperson*, Mr. Alok Agarwal, Member Mr. Brij Lal Gupta, Member	• Approval of sanction letters and/or borrowings at a time or by cumulative sum not exceeding Rs. 35,00,00,000 (Rupees thirty five crores) subject to fact that the Chairman of the Committee will place such approval at the subsequent meeting of the Board. • Passing of resolution(s) for opening, closing and operation of bank accounts with present bankers of the Company viz., State Bank of India, Punjab National Bank, HDFC bank, Yes Bank or any of the banks in future.

		• To authorise additions/deletions to the signatories pertaining to banking transactions. • To approve investment of surplus fund for an amount not exceeding Rs. 10,00,00,000 (Rupees Ten crores) as per the policy approved by Board. • To approve transactions relating to foreign exchange exposure including but not limited to forward cover and derivatives products. • Any approval and/or execution for day to day banking matters of the Company. • To attend to any other responsibility as may be entrusted by the Board to perform any activity within terms of reference.
Risk management committee	Dr. Rakesh Chandra Katiyar, *Chairperson*, Mr. Priya Ranjan Agarwal, Member Mr. Brij Lal Gupta, Member	• It makes recommendations to the Board to manage the risk of the Company and appraises the Board regarding any noticeable and relevant risks which can have an adverse effect on the affairs of the Company. • The Risk Management Policy of the Company can be accessed at www.ptcil.com.
Listing committee	Mr. Sachin Agarwal, *Chairperson*, Mr. Alok Agarwal, Member Mrs. Smita Agarwal, Member (CFO), Mr. Arun Kumar Gupta, Member (General Manager (Finance), Compliance Officer and Company Secretary)	• To oversee and monitor all tasks in relation to the listing of equity shares of the Company at stock exchanges.

Note: the Committees of the Board were reconstituted during the year under report in the meeting of Board held on June 25, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134(3)(c) of the Companies Act, 2013 the Directors confirm that:

(a) in preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with the requirements set out under Schedule III of the Act have been followed and that there are no material departures from the same;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on March 31, 2016 and of the profit of the Company for year ended on that date;

(c) they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively to the best of their knowledge and ability; and

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

LISTING

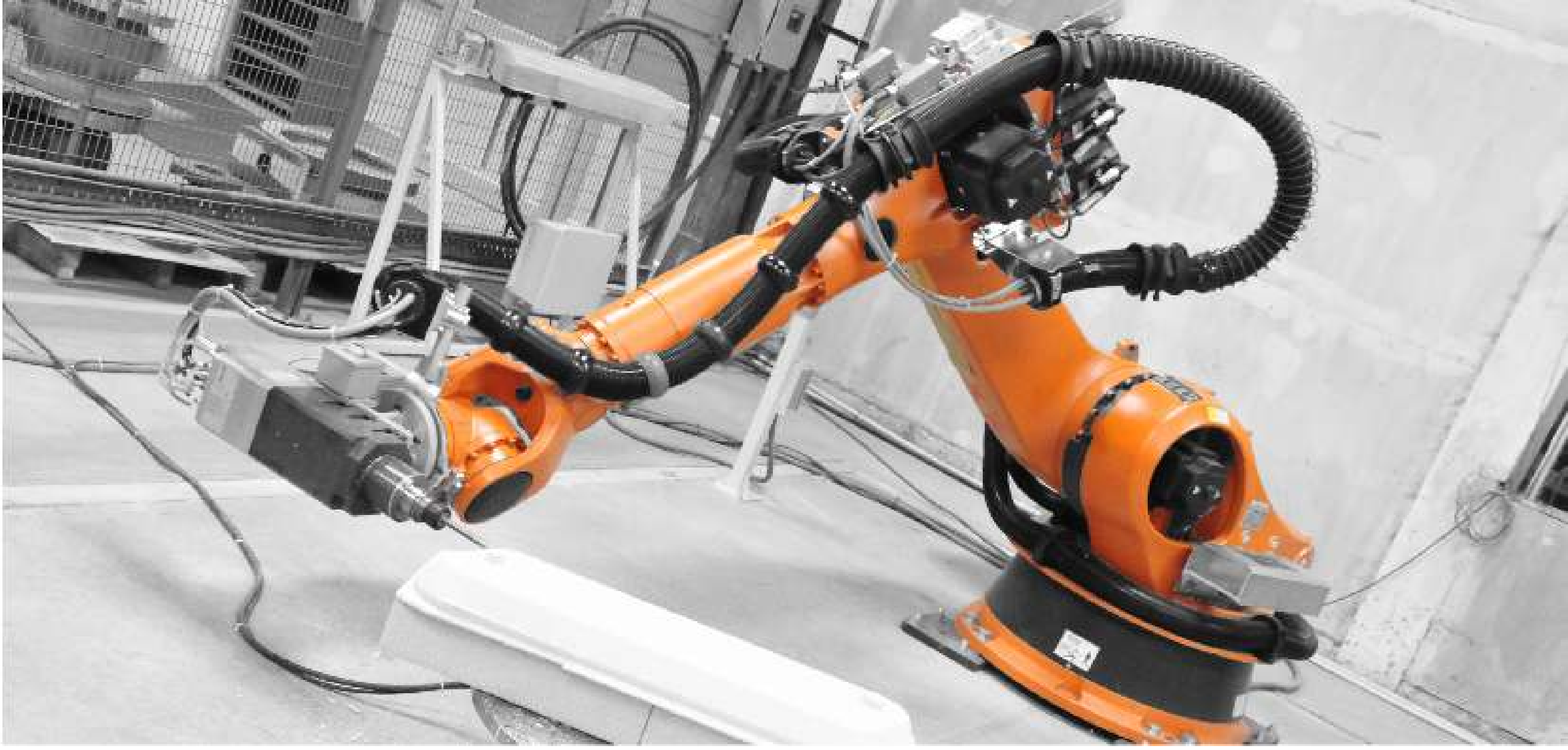
The Company has its equity shares listed on BSE Limited. The Company has paid listing fees for the year 2016-17. The Company has also established connectivity with both depositories, NSDL and CDSL.

4. AUDITORS

STATUTORY AUDITORS

The statutory auditors of the Company, M/s Walker Chandiok & Associates, Chartered Accountants were appointed as statutory auditors of the Company in the 51st Annual General Meeting of the Company to hold office until the conclusion of the 56th Annual General Meeting, subject to ratification of such appointment at every Annual General Meeting in accordance with the provisions of section 139 of the Companies Act, 2013 reads with Rule 3(7) of The Companies (Audit & Auditors) Rules, 2014.,

Accordingly, the re-appointment of M/s. Walker Chandiok & Associates, Chartered Accountants, as statutory auditors, is placed for ratification to shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.



The notes referred to by the auditors in their reports are self-explanatory and hence do not require any explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

M/s Amit Gupta & Associates, Practicing Company Secretaries were appointed as secretarial auditors of the Company for the year 2015-16 as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The secretarial audit report for FY 2054-16 in Form MR.3 forms part of the Annual Report at Annexure VI and carries no qualifications, reservations, adverse remarks or disclaimers and hence no explanations are required.

The Board has appointed M/s. Amit Gupta & Associates, Practicing Company Secretaries, as the secretarial auditor of the Company for the financial year 2016-17.

COST AUDIT

In terms of the provisions of Section 148 of the Companies Act, 2013, the Company is required to have its cost records audited by a Cost Accountant in practice. In this context, the Board has reappointed Mr. Arun Kumar Srivastava (Membership No. 10467) of M/s. Arun & Co., Practicing Cost Accountants (Firm Registration No. 100090) on the recommendation of the Audit Committee, for the year ended on March 31, 2017, at a remuneration of Rs. 27,500 plus out of pocket expenses and service tax.

Mr. Arun Kumar Srivastava has also conducted Cost Audit for past several years of the Company and has fine knowledge of the cost audit.

The Company has filed the Cost Audit Report in XBRL mode for the year ended on March 31, 2015 on September 30, 2015.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future. However, attention is drawn towards statement on contingent liabilities, in the notes of financial statements.

AUDIT COMMITTEE AND VIGIL MECHANISM

Pursuant to requirement of section 177(1) of Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has already formed the Audit Committee, composition of which is covered under Corporate Governance report section of this Annual Report. The primary objective of the Audit Committee is to monitor and provide effective supervision of the financial reporting process of the Company, and to ensure proper and timely disclosures

maintaining transparency and integrity for the shareholders.

The Vigil Mechanism of the Company provides a formal structure to all the directors and employees to report genuine concerns and safeguard the interests of the stakeholders of the Company.PTC's vigil mechanism also incorporates a Whistle Blower Policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which includes the appointment of a Whistle Blower Officer who will look into the matter being reported, conduct detailed investigation and take appropriate disciplinary action. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Whistle Blower Officer or to the Chairman of the Audit Committee. The Company's Whistle Blower policy may be accessed on the Company's website at http://www.ptcil.com. During the year under review, no employee was denied access to Whistle Blower Officer or Audit Committee and no compliant was received.

EXTRACT OF ANNUAL RETURN

Details forming part of the extract of the Annual Return of the Company are annexed herewith as Annexure I to this Report in Form MGT 9 as per the Companies Act 2013 and Rules.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested by the Statutory Auditors of the Company and no reportable material weakness in the design or operation was observed.

RISK MANAGEMENT

PTC aims to have a formalised and systematic approach for managing risks across the Company. It encourages knowledge and experience sharing in order to increase transparency on the key risks to the Company to the extent possible. This approach increases risk awareness, and ensures proper management of risks as part of the daily management activities.

The Company has constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in:

- Reviewing and approving the Company's Risk Management Policy so that it is consistent with the Company's objectives; and

- Ensuring that all the risks that the Company faces such as strategic, operational, financial, compliance and other risks are identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The policy on Risk Management may be accessed on the Company's website at www.ptcil.com.

The objective of the Company's risk management process is to support a structured and consistent approach to identify, prioritize, manage, monitor and report on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

The Company has introduced several initiatives for risk management including the introduction of audit functions and processes to identify and create awareness of risks, optimal risk mitigation and efficient management of internal control and assurance activities.

5. CORPORATE SOCIAL RESPONSIBILITY

PTC strongly believes in concept of sustainable development and is committed to operate and grow its operations in a socially and environmentally responsible way. Our vision is to expand our operations whilst reducing the environmental impact of our operations and increasing the positive social impact on our community.

As per the Companies Act, 2013, all companies with a net worth of Rs. 100 crore or more, or turnover of Rs. 1,000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) committee of the Board of Directors comprising of three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profits of the company's immediately preceding three financial years on CSR activities. The Company has duly constituted a Corporate Social Responsibility (CSR) Committee pursuant to the requirement of Section 135(1) of Companies Act, 2013 and the Rules made thereunder. On the recommendation of CSR committee, the Board has approved the Corporate Social Responsibility Policy which is available on the company's website www.ptcil.com.

The Company has formed a Trust, viz. PTC Foundation, in the previous year for the purpose of undertaking CSR activities exclusively. PTC Foundation shall work along with the Board and the CSR committee in order to identify and implement CSR initiatives of the Company. Key CSR initiatives of the Company focus for providing primary and secondary education, supporting technical learning institutes, empowering women, improving health and sanitation facilities and promoting Indian art and culture. The Company has spent Rs. 21.13 Lakhs for its CSR activities during the financial 2015-16, Detailed initiatives taken by PTC Foundation during the year are covered in the Corporate Social Responsibility Report attached as Annexure V to this Directors' Report as per the requirement of Rule 9 of The Companies (Accounts) Rule, 2014.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo in accordance with the Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 are annexed to the Directors' Report in Annexure VII.

7. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company's has always had a very strict policy on the sexual harassment issues and has zero tolerance in this matter. Ensureing a safe environment for its women employees is a major priority for the Company and its management. The Company, in compliance with the Act, formed an Internal Compliant Committee (ICC) to deal with all the matters in relation to sexual harassment or matters incidental thereof. In your Company's legacy of more than 53 years, no instance of sexual harassment has ever been reported by any employee. During the year 2015-16 also, the Company has not received any complaints of sexual harassment.

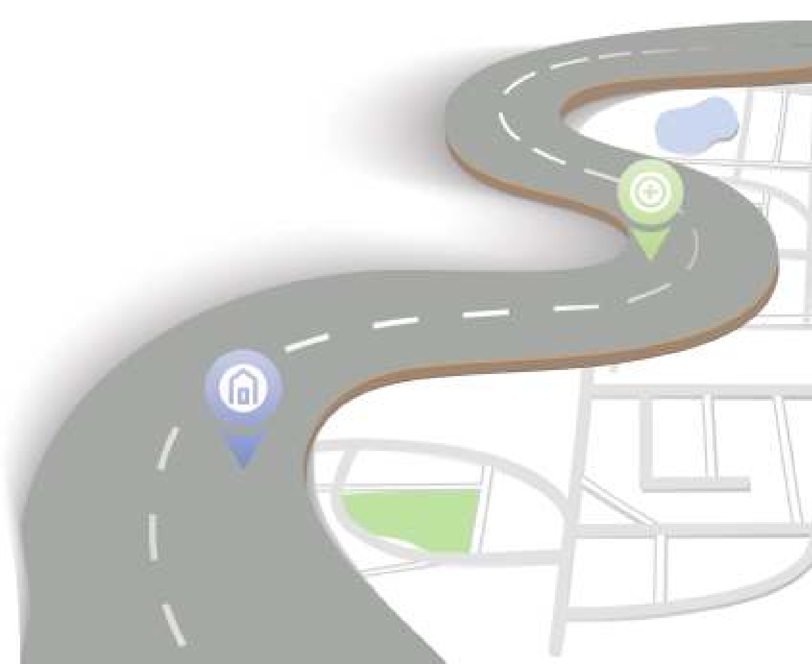
ACKNOWLEDGEMENTS

The Board of Directors thank the bankers of the Company, other financial institutions, the Government of India, the State Governments and the government agencies for their guidance and continued support extended to the Company throughout the year. We look forward to having the same support in our endeavor to better the lives of all those who are associated with the Company.

The Board of Directors also place on record their sincere appreciation for the significant contribution made by its employees, workers and outside professionals through their dedication, hard work and commitment exhibited in the overall development, growth and prosperity of the Company.

On behalf of the Board of Directors

Place: Lucknow	**Sachin Agarwal**	**Alok Agarwal**
Date: May 28, 2016	**Managing Director**	**Director-Quality & Technical**



ANNEXURE TO DIRECTORS' REPORT TO THE MEMBERS

Form No. MGT. 9 **ANNEXURE I**

Extract of Annual Return

(As on the financial year ended on March 31, 2016)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	**CIN**	L27109UP1963PLC002931
ii.	**Registration Date**	March 20, 1963
iii.	**Name of the Company**	PTC Industries Limited
iv.	**Category/Sub-Category of the Company**	Public Company/Limited by shares
v.	**Address of the Registered office and contact details**	Malviya Nagar, Aishbagh, Lucknow – 226 004, Uttar Pradesh, India. Phone : +91-522-2265300 Fax : +91-522-2265302 email : ptc@ptcil.com Website : www.ptcil.com
vi.	**Whether listed company**	Yes, on BSE Limited.
vii.	**Name, Address and Contact details of Registrar and Transfer Agent**	M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078. Phone : 022 25963838 Fax : 022 25946969 Website : www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The business activities contributing 10% or more of the total turnover of the Company is stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Casting of Iron and Steel	2431	83.53%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Modrany Power & PTC Piping Systems Private Limited, Malviya Nagar, Alshbagh, Lucknow - 226 004, Uttar Pradesh, India.	U27100UP2013PTC061229	Subsidiary	51	Sec 2(87) of Companies Act, 2013

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year March 31, 2015				No. of Shares held at the end of the year March 31, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	2067760	-	2067760	39.47	2067760	-	2067760	39.47	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	1253260	-	1253260	23.92	1253260	-	1253260	23.92	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	**3321020**	**0**	**3321020**	**63.39**	**3321020**	**0**	**3321020**	**63.39**	**0.00**
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	140500	87100	227600	4.34	140703	86800	227503	4.34	0.00
(ii) Overseas	1047813	-	1047813	20.00	1047813	-	1047813	20.00	-
b) Individuals	29210	126580	155790	2.97	57621	118410	176031	3.36	0.39
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	280740	179200	459940	8.78	342720	92900	435620	8.32	(0.46)
c) Others									
i) NRI	500	19300	19800	0.38	803	19300	20103	0.38	0.00
ii) Market Maker	-	7100	7100	0.14	-	7100	7100	0.14	-
iii) Clearing Member	-	-	-	-	123	-	123	0.00	0.00
iv) HUF	-	-	-	-	3750	-	3750	0.07	0.07
Sub-total(B)(2)	**1498763**	**419280**	**1918043**	**36.61**	**1593533**	**324510**	**1918043**	**36.61**	**0.00**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1498763**	**419280**	**1918043**	**36.61**	**1593533**	**324510**	**1918043**	**36.61**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**4819783**	**419280**	**5239063**	**100.00**	**4914553**	**324510**	**5239063**	**100**	**-**

II. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year March 31, 2015			Shareholding at the end of the year March 31, 2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Mapple Commerce Pvt. Ltd.	623750	11.91	0.00	623750	11.91	0.00	-
2.	Satish Chandra Agarwal	584480	11.16	0.00	584480	11.16	0.00	-
3.	Saroj Agarwal	529700	10.11	0.00	529700	10.11	0.00	-
4.	Nirala Merchants Pvt. Ltd.	410200	8.78	0.00	460200	8.78	0.00	-
5.	Priya Ranjan Agarwal	386000	7.37	0.00	386000	7.37	0.00	-
6.	Sachin Agarwal	131780	2.52	0.00	131780	2.52	0.00	-
7.	Alok Agarwal	215600	4.12	0.00	215600	4.12	0.00	-
9.	Anshoo Agarwal	62300	1.19	0.00	62300	1.19	0.00	-
10.	Vidya Agarwal	32600	0.62	0.00	32600	0.62	0.00	-
11.	Satish Chandra Agarwal, HUF	30400	0.58	0.00	30400	0.58	0.00	-
12.	Pratima Agarwal	28500	0.54	0.00	28500	0.54	0.00	-
14.	Kanchan Agarwal	21200	0.40	0.00	21200	0.40	0.00	-
15.	Kiran Arun Prasad	19200	0.37	0.00	19200	0.37	0.00	-
16.	Manu Agarwal	10000	0.19	0.00	10000	0.19	0.00	-
17.	Ritika Agarwal	10000	0.19	0.00	10000	0.19	0.00	-
18.	Reena Agarwal	4000	0.08	0.00	4000	0.08	0.00	-
19.	Arun Jwala Prasad	2000	0.04	0.00	2000	0.04	0.00	-
20.	Viven Advisory Services Pvt. Ltd.	169310	3.23	0.00	169310	3.23	0.00	-
	Total	**3321020**	**63.39**	**0.00**	**3321020**	**63.39**	**0.00**	**-**

iii. Change in Promoters' Shareholding

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
No change occurred during the year under report in shareholding of Promoters					

iv. Shareholding pattern of top ten shareholders (other than directors and promoters)

Sl. No.	Name of shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Ashok Kumar Shukla				
	Opening balance	83140	1.59	83140	1.98
	Change	10	0.00	83150	1.59
	Closing balance	83150	1.59	83150	1.59
2.	Jolen Marketing Private Ltd.				
	Opening balance	91800	1.75	91800	1.75
	Change	-	-	-	-
	Closing balance	91800	1.75	91800	1.75
3.	Shashi Bala Agarwal				
	Opening balance	74800	1.43	74800	1.43
	Sale up to March 31, 2016	9800	0.19	65000	1.24
	Closing balance	65000	1.24	65000	1.24
4.	Ajay Kumar Agarwal				
	Opening balance	60000	1.15	60000	1.15
	Change	-	-	-	-
	Closing balance	60000	1.15	60000	1.15
5.	Raheja Leasing & Invest Pvt. Ltd.				
	Opening balance	43200	0.82	43200	0.82
	Change	-	-	-	-
	Closing balance	43200	0.82	43200	0.82
6.	Purnendu Kumar Jain				
	Opening balance	27900	0.53	27900	0.53
	Change	-	-	-	-
	Closing balance	27900	0.53	27900	0.53
7.	Deepak Agarwal				
	Opening Balance	26500	0.51	26500	0.51
	Change	-	-	-	-
	Closing balance	26500	0.51	26500	0.51
8.	Manish Jain				
	Opening Balance	23500	0.45	23500	0.45
	Change	-	-	-	-
	Closing balance	23500	0.45	23500	0.45
9.	Avinash Jain				
	Opening balance	23300	0.44	23300	0.44
	Change	-	-	-	-
	Closing balance	23300	0.44	23300	0.44
10.	Manali Trading and Holdings Private Limited				
	Opening balance	21300	0.41	21300	0.41
	Change	-	-	-	-
	Closing balance	21300	0.41	21300	0.41
11.	SMIFS Capital Markets Ltd.				
	Opening balance	30000	0.57	30000	0.57
	Sale up to March 31, 2016	(10000)	0.19	20000	0.38
	Closing balance	20000	0.38	20000	0.38

I. INDEBTEDNESS

Indebtedness of the Company is as follows:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year March 31, 2015				
i) Principal Amount	4,24,94,344.00	-	-	4,24,94,344.00
ii) Interest due but not paid	8,60,559.00	-	-	8,60,559.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**4,33,54,903.00**	**-**	**-**	**4,33,54,903.00**
Change in Indebtedness during the financial year				
- Addition	17,32,12,862.00	-	-	17,32,12,862.00
- Reduction	0.00	-	-	0.00
Net Change	**17,32,12,862.00**	**-**	**-**	**17,32,12,862.00**
Indebtedness at the end of the financial year March 31, 2016				
i Principal Amount	21,46,34,411.00	-	-	21,46,34,411.00
ii) Interest due but not paid	19,33,354.00	-	-	19,33,354.00
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**21,65,67,765.00**	**-**	**-**	**21,65,67,765.00**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Satish Chandra Agarwal, Executive Chairman	Sachin Agarwal, Managing Director	Alok Agarwal, Director (Quality & Technical)	Priya Ranjan Agarwal, Director (Marketing)	
1.	Gross salary					
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	42,78,274	94,48,618	22,32,699	22,58,199	1,82,17,790
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,95,000	3,25,000	2,00,000	2,10,000	12,30,000
	(c) Profits in-lieu of salary under section17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others	 1 -	 3 -	 - -	 - -	 4 -
5.	Others	-	-	-	-	-
	Total(A)	**47,73,274**	**97,73,618**	**24,32,699**	**24,68,199**	**1,94,47,790**
	Ceiling as per the Act					Refer note*

* Note: Due to inadequacy of profits, Company is paying remuneration as per Schedule V of the Companies Act, 2013

B. Remuneration to other directors

Particulars of Remuneration	Name of Director							Total Amount
	Rakesh Chandra Katiyar	Krishna Das Gupta	Shashi Vaish	Ajay Kashyap	Brij Lal Gupta	Kasiviswanathan Mukundan#	Narayanan Shadagopan*	
Independent Directors								
·Fee for attending board committee meetings	55,000	52,500	12,500	10,000	47,500	-	-	177,500
·Commission	-	-	-	-	-	-	-	-
·Others	-	-	-	-	-	-	-	-
Total(1)	55,000	52,500	12,500	10,000	47,500	-	-	177,500
Other Non-Executive Directors								
·Fee for attending board committee meetings	-	-	-	-	-	5,000	-	-
·Commission	-	-	-	-	-	-	-	5,000
·Others	-	-	-	-	-	-	-	-
Total(2)	-	-	-	-	-	5,000	-	5,000
Total(B)=(1+2)	55,000	52,500	12,500	10,000	47,500	5,000	-	182,500
Total Managerial Remuneration	**55,000**	**52,500**	**12,500**	**10,000**	**47,500**	**5,000**	**-**	**182,500**
Overall Ceiling as per the Act								Refer Note **

\# Mr. Kasiviswanathan Mukundan was nominated by foreign investor in place of Mr. Narayanan Shadagopan as an Nominee Director w.e.f. February 9, 2016.

* Mr. Narayanan Shadagopan resigned from the directorship w.e.f. November 8, 2015.

** The Company is not paying any remuneration/commission to non-executive directors. Only Sitting fees are paid to the Non-Executive directors which are below the ceiling limit prescribed under the Act.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Arun Kumar Gupta Company Secretary	Smita Agarwal Chief Financial Officer	Total
1.	Gross salary a) Salary as per provisions contained in section17(1)of the Income-tax Act,1961	17,54,945	20,20,057	37,75,002
	b) Value of perquisites u/s 17(2)Income-tax Act,1961	1,44,600	1,70,000	3,14,600
	c) Profits in-lieu of salary under section 17(3)Income-tax Act,1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as% of profit - others	- -	- -	- -
5.	Others, please specify	-	-	-
	Total	18,99,545	21,90,057	40,89,602

I. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There are no penalties, punishments or compounding of offence on directors or on Company or any other officer in default for the year ended as on March 31, 2016.

FORM NO. AOC. 1

ANNEXURE II

Statement containing salient features of the financial statement of subsidiary/ associate company/ joint venture

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

Name of the subsidiary	Modrany Power & PTC Piping Systems Private Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable (Reporting period is same i.e. April to March)
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable (as Indian Subsidiary)
Share capital	41,553 Equity Shares of Rs. 10/- each
Reserves & surplus	(28,23,277)
Total assets	9,881
Total Liabilities	9,881
Investments	NIL
Turnover	NIL
Profit before taxation	(43,840)
Provision for taxation	NIL
Proposed Dividend	NIL
% of shareholding	51

Additional Information:

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year- NIL

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

This Part B is not applicable to the Company.

Place: Lucknow
Date: May 28, 2016

(Sachin Agarwal)
Managing Director

(Alok Agarwal)
Director Quality & Technical

(Smita Agarwal)
Chief Financial Officer

(A.K. Gupta)
Company Secretary

FORM NO. AOC. 2

ANNEXURE III

Particulars of contracts/arrangements entered with related parties

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This form discloses the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

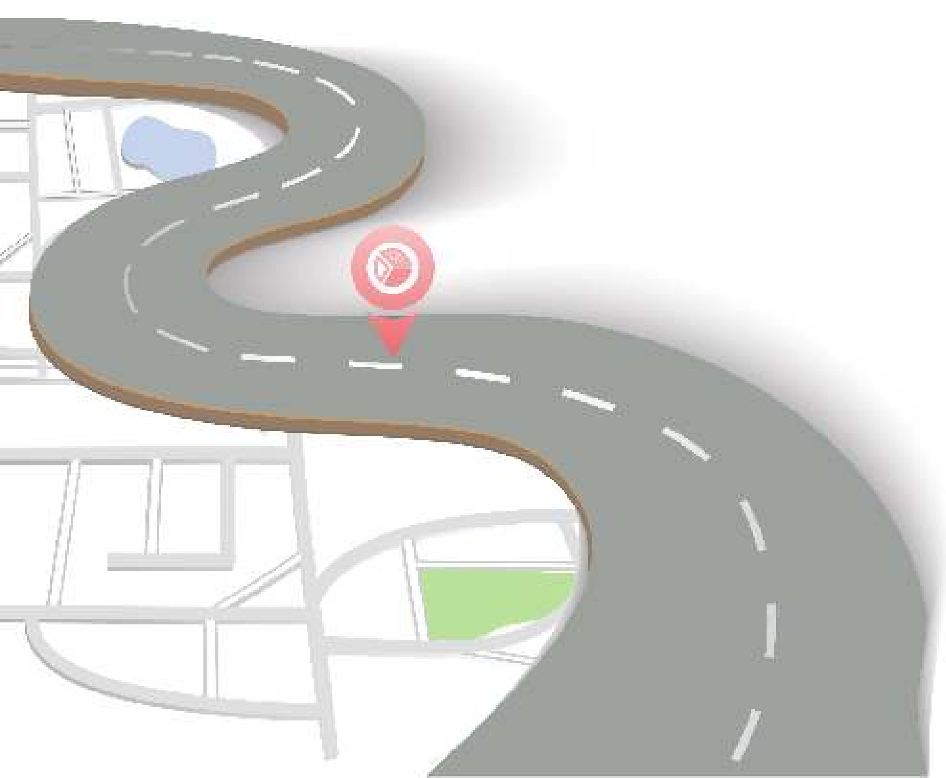
There are no contracts or arrangements entered during the year under report, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

During the year, the Company has no contracts or arrangement or transactions which are material in nature. All the transactions were at Arm's Length basis.

For and on behalf of Board of Directors

	(Sachin Agarwal)	**(Alok Agarwal)**
Place: Lucknow	Managing Director	Director- Quality & Technical
Date: May 28, 2016	(DIN: 00142885)	(DIN: 00129260)



Particulars of Employees

ANNEXURE IV

Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(Amount in lakhs)

Name(s) of Whole time Directors	Designation	Remuneration in year 2015-16 (In Rs.)	Remuneration in year 2014-15 (In Rs.)	% increase in remuneration	Ratio of remuneration to median remuneration of employees	Ratio of the remuneration to Net Profit (2015-16)
Satish Chandra Agarwal	Executive Chairman of Board	47.73	42.60	12.04	31.61	0.08
Sachin Agarwal	Managing Director	97.74	63.19	54.68	64.73	0.16
Alok Agarwal	Director (Quality & Technical)	24.33	22.04	10.93	16.11	0.04
Priya Ranjan Agarwal	Director (Marketing)	24.68	22.58	9.30	16.34	0.04

(Amount in lakhs)

Name(s) of Independent Directors	Remuneration in year 2015-16 (In Rs.)*	Remuneration in Year 2014-15 (In Rs.)	% increase in remuneration
Dr. R.C. Katiyar	0.55	0.55	0.00
Ajay Kayshap	0.10	0.10	0.00
Krishna Das Gupta	0.52	0.47	10.64
Brij Lal Gupta	0.47	0.10	370.00
Shashi Vaish	0.12	0.00	0.00

* Independent Directors are only eligible for sitting fees and other out-of pocket expenses incurred for attending meeting of Board or any committee thereof. The details provided are for sitting fees paid to Independent Directors during the year.

(Amount in lakhs)

Name of Non-Executive Director	Remuneration in year 2015-16 (In Rs.)	Remuneration in Year 2014-15 (In Rs.)	% increase in remuneration
Narayanan Shadagopan*	-	-	0.00
Kasiviswanathan Mukundan#	0.05	NA	0.00

* Mr. Narayanan Shadagopan, Nominee Director resigned from the directorship of the Company w.e.f. November 8, 2015.

\# Mr. Kasiviswanathan Mukundan, Nominee Director, nominated by foreign investors in place of Mr. Narayanan Shadagopan was appointed as director on Board of the Company w.e.f. February 9, 2016.

(Amount in lakhs)

Name of KMP	Remuneration in year 2015-16	Remuneration in year 2014-15	% increase in remuneration	Ratio of the remuneration to Net Profit (2015-16)
Smita Agarwal	21.90	19.41	12.83	0.040
Arun Kumar Gupta	18.99	17.06	11.31	0.031

i. The median remuneration of employees in the year 2016 and 2015 was Rs. 151,100 and Rs. 141,147 respectively. The percentage increase in the median remuneration is 7.05%.

ii. The Company has 622 permanent employees on the rolls as on the year ended at March 31, 2016.

iii. The Company's net profit stood at Rs. 6.15 crores at the year ended as on March 31, 2016 as compared to Rs. 6.49 crores for the year ended on March 31, 2015. The percentage of decline in the net profit of the Company is 5.24%. The growth in the remuneration of all KMPs was 25.95% in year 2016 as compared with 2015. The increase in remuneration was on the recommendation of Nomination and Remuneration Committee and is at par with comparable industry pay scales.

iv. Variation in Market Capitalisation of the Company, price earnings ratio, etc.:

Sl. No.	Particulars	Value
1.	**Market Cap variation**	
	MCap on March 31, 2015	Nil (Shares of the Company were not traded)
	MCap on March 31, 2016 (in Lacs)	10,582.91
	Variation	0.00
2.	**Price Earnings ratio**	
	PE as on March 31, 2015	- (Shares of the Company were not traded in Market)
	PE as on March 31, 2016	17.21
	Variation	0.00
3.	**% Decrease/Increase in market quotations of shares from last public offer**	
	OFS price per share (on May 2, 1995) (in Rs.)	55
	Market price as on March 31, 2016 (in Rs.)	202
	Increase from last IPO (%)	267.27

V. Comparison of remuneration of KMPs against performance of the Company:

Particular of remuneration	Key Managerial Personnel					
	Mr. Satish Chandra Agarwal, Executive Chairman	Mr. Sachin Agarwal, Managing Director	Mr. Alok Agarwal, Whole time Director	Mr. Priya Ranjan Agarwal, Whole time Director	Mrs. Smita Agarwal, Chief Financial Officer	Mr. Arun Kumar Gupta, Company Secretary
Remuneration during the year (in lakhs)	47.73	97.74	24.33	24.68	21.90	18.99
Revenue (lakhs)	9,568.44					
Remuneration as % of Revenue	0.50	1.02	0.25	0.26	0.23	0.20
Profit before tax (in lakhs)	815.41					
Remuneration as % of Profit before tax	5.85	11.99	2.98	3.03	2.69	2.33

i. During the year under report, no employee received remuneration in excess of highest paid directors.

ii. The remuneration payable is as per the Nomination and Remuneration Policy of the Company.

Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Remuneration (Gross) (In Rs.)	Designation	Qualification	Date of Employment	Total Experience (Years)	Age in Years	Particular of Last Employment and Designation	No. of Equity shares held	% of Shareholding
1.	Sachin Agarwal	9,773,618	Managing Director	MBA, M.Sc (Finance) USA	April 18, 1998	19	44	-	1,31,780	2.51

Notes:

- Employment in company is contractual
- Remuneration includes salary, commission, allowances and value of perquisites.
- The employee mentioned above is related to Mr. Satish Chandra Agarwal, Chairman of the Company. No other director is related to the employee.

Annual Report on CSR Activities

ANNEXURE V

[Pursuant to Section 135 of Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

1. Brief Outline of the policy

PTC has always been sensitive towards the society, workers and other stakeholders and has been contributing towards social and community causes in its own manner. In its 51st year, the Company decided to codify its Corporate Social Responsibility (CSR) policy to better the lives of the communities and people associated with it.

The main objective of CSR policy is to lay down guidelines for undertaking CSR initiatives in line with the rules framed by Government of India for making sustainable growth along with sustainable development of society. PTC imbibes the values of a good corporate citizen, subscribing to the global initiatives. PTC also aims to minimise social risks associated with operations of the project site through this policy. The Company's CSR policy can be accessed at www.ptcil.com.

PTC has set up the **PTC Foundation** (the 'Foundation') to undertake the CSR activities. Formation of the Trust has given focus to the CSR initiatives of the Company. The Companies Act, 2013 allows formation of trust or society to undertake the CSR activities on behalf of the companies.

2. Composition

The composition of CSR committee is as follows:

Sl. No.	Names	Category
1.	Mr. Krishna Das Gupta	Chairperson, Independent Director
2.	Mrs. Shashi Vaish	Member, Independent Director
3.	Mr. Alok Agarwal	Member, Executive Director, Non-Independent
4.	Mr. R.C. Katiyar	Member, Independent Director

3. Average Net Profit of Last three year

Financial year	Net Profit
2012-2013	1,214.13
2013-2014	1,101.27
2014-2015	853.97
TOTAL	**3,169.37**
Average of three year net profits	1,056.46
Prescribed CSR expenditure (2% of the average net profit of three years)	21.13

4. Details of CSR expenditure

Total amount to be spent for the financial year	21.13 lakhs
Amount unspent	Nil
Manner in which amount is spent	As detailed Below

SI. NO.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) specify the state and district where projects or programs was undertaken	Amount outlay (Budget) project or programs wise	Amount Spent on the projects or programs Sub –heads: (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	The education project[1]	Education	Rural areas, near Lucknow, Uttar Pradesh	Rs. 100 Lakhs (approx)	Rs. 21.13 lakhs*	Rs. 41.00 lakhs*	Through Foundation
	TOTAL			**100.00**	**13.89**	**41.00**	

* The calculated amount of Rs. 21.13 lakhs for the current year has been transferred to the PTC Foundation which has been founded with the objective of undertaking PTC's Corporate Social Responsibility. The primary objective is to establish school for providing primary and secondary education to underprivileged children.. The approximate initial sum required for the objective is accounted for Rs. 100 Lkahs (including building construction, etc.). The Company has transferred the current year amount in a Corpus which now gross at Rs. 41.00 Lakhs.

Even before Corporate Social Responsibility (CSR) was introduced under statute, it was already textured into our Company's value systems. Our Chairman, Mr. Sateesh Agarwal advocated the idea of giving back to the community. He always believed that the wealth that generated by the organization should be held as a trustee for our multiple stakeholder. This involves investing part of our profits beyond business, for the larger good of society.

PTC believes that its approach to corporate social responsibility will benefit the larger ecosystem comprising all our stakeholders. Its efforts towards CSR shall help create long-lasting value across the environmental, social and economic landscapes. The company firmly believes that it can fulfill its commitment to its stakeholders only by sustainable growth. PTC Foundation has already initiated the process for establishing a school for underprivileged children, which is its primary objective. A suitable land is being identified for establishing the school, and various steps including meetings with Gram Panchyat have also been taken. The school is proposed to be established near new AMTC Plant, situated at Sarai Shahjadi , NH 25A, Kanpur Road, Lucknow and shall in its first phase be set up for primary education.

PTC Foundation is also working towards establishing a Dispensary near its AMTC plant. As per the vision of PTC Foundation, Education and Health are its primary area.

PTC Foundation has also taken up a Project to create awareness among children, teachers and parents regarding child abuse by adopting Project Masoom, an initiative of CII -Young Indians with a focus on 'Keeping Children Safe' and preventing 'Child Sexual Abuse'. Project Masoom was launched in the Lucknow city with an objective to spread awareness on Child Sexual Abuse (CSA) by conducting workshops between November 27, 2015 to December 7, 2015 with primary school teachers by visiting schools to teach children about Safe touch and Unsafe touch and sensitizing parents about this issue and to spread awareness to the public through rallies, workshops and campaigns. This project is being handled by the CII Yi Lucknow. In total 8,068 students were made aware and educated on the said subject.

PTC's key CSR initiatives are being undertaken with a long-term view. Initiatives that are sustainable, that have long-term benefits and that have business linkage are accorded priority. Some initiatives are driven by our people and some are driven by our process. Any development in this regard will be updated at **www.ptcil.com**

In addition, PTC also regularly supports various social initiatives in the area of health, sanitation and child safety.

We undersigned hereby affirm that the implementation and monitoring of CSR Policy is in compliance with CSR objective and policy made in this regard.

Place: Lucknow	**(Sachin Agarwal)**	**(K.D. Gupta)**
Date: May 28, 2016	Managing Director	Chairperson, CSR Committee

FORM NO. MR.3 **ANNEXURE VI**

SECRETARIAL AUDIT REPORT

(For the financial year ended on March 31, 2016)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
PTC Industries Limited,
Malviya Nagar, Aishbagh, Lucknow – 226 004

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s PTC Industries Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit,

We hereby report that in our opinion

i. The company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also

ii. That the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

    a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

    b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (w.e.f 15.05.2015)

    c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any securities during the financial year under review;

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not applicable as the Company has not granted any options during the financial year under review;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any listed debt securities during the financial year under review;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 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;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the financial year under review;

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back/propose to buyback any of its securities during the financial year under review.

vi. The following other laws as may be applicable specifically to the company:

(a) The Hazardous Wastes (Management and Handling) Rules 1989

(b) The Environment Protection Act, 1986

(c) The Water (Prevention and Control Pollution) Act, 1974

(d) The Air (Prevention and Control Pollution) Act, 1981

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India; and

(ii) Listing Agreements entered into by the Company with BSE Limited, Mumbai;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However there is scope for further improvisation to strengthen the systems, process and reporting thereof.

We further report that during the audit period the company has:

(i) passed special Resolution under Section 180(1)(a) of the Act through Postal Ballot pursuant to Section 110 of the Act, for authorising Company to sell, lease or otherwise dispose of Plant 1 and Plant 2 of the Company.

(ii) Passed special resolution under Section 14 of the Act for alteration in the articles of Association of the Company at the 52nd Annual General Meeting of your Company held on Wednesday, 12th August, 2015 at 3.00 P.M. at Malviya Nagar, Aishbagh, Lucknow - 226 004, Uttar Pradesh.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta
Proprietor
Membership No. : F5478
C.P. No. 4682
Date: 28th May, 2016
Place: Lucknow

Note: This report should be read with the letter of even date by the Secretarial Auditors.

To,

The Members,

PTC Industries Limited,

Malviya Nagar, Aishbagh, Lucknow – 226 004

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. Where ever 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 Audit 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

Date: 28.05.2016

Place: Lucknow

PARTICULARS OF Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014

ANNEXURE VII

A. CONSERVATION OF ENERGY	
(a) Energy Conservation measures taken	- Special purpose CNC Machine (Travisan) has been installed for faster and accurate machining of castings thereby saving on machining hours / energy. - A large size Robotic System has been installed to improve coating efficiency of big shells. - Recycling of indirect waste materials like used ceramic to reduce solid waste generation and increase efficient utilization of resources. - Heat treatment furnaces converted to electrical furnace from diesel in order to enhance productivity and energy conversation. - Energy saving by optimum utilization of induction furnaces. Systematic maintenance of furnaces is carried out to ensure optimum performance on a sustainable basis. - Transparent fibre glass sheets have been fixed at various places on the roof of the shop floors to allow natural light to save on electrical lighting load. - Mercury Vapor Lamps 250W and Metal Halide 150W have replaced by more energy saving LED Lights in shop floors. - Energy saving and over all power quality improving P2 Power Active Filter installed at work place. - Oil Circuit Breaker (OCB) replaced with more efficient Vacuum Circuit Breaker (VCB) - Encourage pool system for transportation to reduce fuel consumption and air pollution.
(b) Additional investments and proposal, if any being implemented for reduction of energy consumption.	- 1 MW Rooftop Solar Plant is being commissioned in the AMTC plant for generation of energy through renewable sources. - Waste heat recovery systems are being installed in the new AMTC plant to utilize residual heat from the casting process. - Geo-thermal heating and cooling systems to be set up to transfer heat from the ground and reduce energy cost for heating and cooling of shells and castings respectively. - Comprehensive recycling and reuse systems being implemented for reuse of direct and indirect materials to reduce solid waste generation and make production more environment friendly. - The Energy Logger instrument shall be procured for observation of Energy trend to save energy. - Use of large size glass window panels in all areas of the new plant for ample daylight to save on electrical lighting load. - Energy saving LED Lights being installed in shop floors and offices for new requirements / replacement. - Additional P2 Power Active Filter Device to be installed with sophisticated machines. - Shell Firing Furnace to be installed with advance technology to reduce gas consumption. - Straddle Carrier and Comb lift to be purchased for more efficient material handling and save on fuel.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact of cost of production of goods.	- Reduced energy consumption - Significant reduction of carbon footprint - Energy hedge against rise in power costs
B. TECHNOLOGY ABSORPTION	
I. RESEARCH & DEVELOPMENT (R&D)	
(a) Specific areas in which R&D carried out by the Company	- Company has taken up an innovative project for development of new casting technology overcoming limitations of existing casting technologies for large sized castings required for critical applications like Power, Oil & Gas & Refining Sectors. - The Company has successfully developed 3,000 kgs single piece casting by RapidCast™ Technology and is in the process of creating capabilities to manufacture 5,000 kgs single piece castings through this technology. - The Company has already been recognized by the Department of Scientific and Industrial Research (DSIR), under the Ministry of Science & Technology, Government of India, for its in-house Research and Development facilities. DSIR has also granted approval to PTC Industries Limited u/s 35 (2AB) of the Income Tax Act, 1961 for availing various incentives provided under the Act in connection with its research and development activities. The Company has been accorded approval for weighted deduction by the DSIR. The weighted tax deduction is equal to 200% of such expenditure incurred. - The Company has been developing innovative manufacturing process whereby pouring is carried out under vacuum in order to minimize defects normally associated with traditional casting processes. - Solid modeling and simulation is done before actual production in order to optimize the manufacturing process. - Rapid prototyping is done to reduce production cycle times and manufacture small volume parts with high integrity and reliability. - A high level of automation and process control is employed through the Company's path-breaking technologies. - The Company is establishing a Titanium Casting manufacturing capability using Ceramic Shelling for the first time in India. This promises to revolutionise the cast component manufacturing industry in the country.
(b) Benefits derived as a result of above R&D	- High levels of integrity and consistency in the products manufactured by the Company. - Conservation of scarce resources and better environment. - Reduced cycle times with Zero Defect Quality – Level 1 Radiography castings in exotic and difficult-to-make alloys which ordinarily cannot be manufactured through the casting process. - Significant weight reduction and reduced total cost of ownership of parts which is beneficial to the customers as well. - Latest and best-in-class manufacturing processes at par with international technology and standards. - Import substitution and creation of viable export revenues through the establishment of facilities offering products that shall be manufactured with the best technologies in the world.

(c) Future plan of action `

- The commissioning and installation of the new Advanced Manufacturing and Technology Centre shall introduce state-of-the-art manufacturing processes and systems to the country.
- Capabilities are being developed to manufacture large size castings up to 5,000 kilograms a piece by the RapidCast™ Process.
- Titanium Casting facility is being commissioned for manufacture of Titanium and Other Exotic alloy cast components through ceramic shelling. This shall be India's first such facility.
- Significant developments are being made to reduce casting weights and improve surface finish in order to manufacture parts with higher integrity and quality.
- Development of environmentally neutral manufacturing processes which reduce solid wastes and toxic gaseous emissions.
- Large number materials used in the manufacturing process are recycled thereby reducing operating cost and impact on the environment.
- Increase in export turnover and consequently foreign exchange earnings for the country.
- Import substitution for critical components leading the path to self reliance in manufacturing in the heavy and infrastructure industries.

(d) Expenditure on R&D		**2015-16** (Rupees in lakhs)	**2014-15** (Rupees in lakhs)
i.	Capital	2.15	2.32
ii.	Revenue	84.41	57.17
iii.	Total	86.56	59.49
iv.	% of total turnover	0.90	0.59

II. TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

(a) Efforts in brief, made towards technology during selection, absorption and innovation

- At present the technology to produce castings by Replicast® process has been absorbed successfully by the Company. This technology has brought about remarkable improvements in the quality of castings that are manufactured by the Company.
- However, the limitation of the process is the maximum size which can be produced. In order to break this limit, the Company has undertaken a Research and Development Project to develop the Rapidcast™ process to make large size castings without manufacturing any tooling.
- This project has been approved by the Department of Scientific and Industrial Research of the Government of India.
- The Company has already successfully produced up to 3000 kgs single piece casting
- Benefits derived as a result of this process are
  - Reduced production times for manufacture of small volume, large size parts for critical and super critical applications.
  - Significant improvements in quality, reduction in total cost of ownership, development of more efficient parts, import substitution etc.
  - Certain complex castings can be produced by in a more cost-effective and efficient manner.

- A high degree of dimensional accuracy can be achieved with less machining allowances.
- The 'uncastable' can now to be 'cast' – costly fabricated parts can be converted into castings.

- There are very few foundries in the world who have such a wide range to moulding processes including Replicast®, Rapidcast™ and the latest machining facilities within a single facility. Hence, the Company will have a vast range of products for a wide range of applications which shall make it the supplier of choice both in the domestic as well as export markets.
- An increase in exports of better quality products at competitive price.
- Development of the RapidCast™ Process will break the weight barrier limitation of castings to 5 Tons per piece.
- The Company has licensed the Titanium Casting technology using ceramic shelling and is building a Titanium Casting facility in the new AMTC plant.
- This shall be the first such facility in the country and shall have the capability to manufacture high integrity cast components in titanium, zirconium and other exotic alloys for critical and super critical applications in a wide range of industries.
- With the Company's successful history of absorbing and using the latest technologies, this shall be a big step towards indigenization of a very important set of products.
- Working towards development of processes to enhance the mechanical and metallurgical properties of castings to be at par or better than forged parts.

(b) In case of imported technology, (imported during the last five years), reckoned from the beginning of the financial year.	-
(c) Technology imported and Year of Import	An agreement has been signed for an exclusive use of technology to produce castings by Replicast® process from M/s Casting Technology International, UK during the financial year 2007-2008. An agreement has also been signed for exclusive licensing of titanium casting technology using ceramic shelling with M/s Casting Technology International, UK during the financial year 2015-16.
(d) Has technology been fully absorbed?	Yes, Replicast® Castings are being commercially produced by the Company. The titanium casting technology transfer process has been initiated and the technology shall be absorbed by the Company over a period of 2-3 years.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

(a) Activities relating to exports, initiatives taken, increase exports, development of new export market for products and services and export plans

- The Company's continuous efforts have led to consistency in high percentage of export turnover, reduction in manufacturing costs and improvement in operating efficiencies. The Company expects that after the commencement of its new unit *Advanced Manufacturing and technology Centre,* it will have significant business opportunities and a competitive edge through all the technologies and systems that it shall be able to offer.
- The Company is under process of increasing its capabilities in terms of introducing and indigenizing new technologies which shall enable remarkable improvements in performance, efficiencies, significant weight reduction and will be environmentally neutral. With the focus of the world shifting on Indian manufacturing facilities, the Company shall be in a position to offer world-class products at affordable prices.
- Many new customers are being added by the Company in its bid to expand its export operations and augment its revenue from exports. During the year, the management has been concentrating on the set up of the new *Advanced Manufacturing & Technology Centre*, the Company's new state-of-the-art manufacturing facility in Lucknow. With the commencement of commercial production in this plant, the Company expects to add significantly to its export turnover due to increased capacity and capabilities.

(b) Total Foreign Exchange used and earned	**2015-16** (Rupees in lakhs)	**2014-15** (Rupees in lakhs)
Expenditure	1427.21	262.58
Earnings	7407.07	7297.57
Net foreign exchange earning	5979.86	7,034.99
Net foreign exchange/earning %	80.73	96.40

Place: Lucknow	**Sachin Agarwal**	**Alok Agarwal**
Date: May, 28, 2016	Managing Director	Director - Quality & Technical

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The core business of PTC Industries Limited is manufacture of cast components, machined and fabricated parts for critical and super-critical applications across the world. The management discussion and analysis report has been included in adherence to the requirement under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The management herewith presents the Forward Looking Statements, Economic Overview, Industry Structure and Developments, Highlights and Key Events, Opportunities and Threats, Outlook, Risks and Concerns, Internal Control Systems and their adequacy, Financial Performance with respect to operational performance, Segment-wise performance, Material Developments in Human Resources and Industrial Relations. The outlook is based on assessment of the current business environment and it may vary due to future economic and other developments, both in India and abroad.

FORWARD LOOKING STATEMENTS

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

Economic Overview

India has emerged as a 'bright spot' amidst a slowing global economy. Global growth has slowed down from 3.4% in 2014 to 3.1% in 2015. Amidst all these global headwinds, the India economy has held its ground firmly. Service Sector in India remained the most vibrant sector in terms of contribution to National Income, FDI and employment. Brighter prospects in India are also due to the fact that the economy seems to be on the path of being relieved of the vulnerabilities associated with an economic slowdown: persistent inflation, decline in Current Account Deficit, elevated fiscal deficit, slackening domestic demand, external account imbalances, and oscillating value of the rupee. The government's Make in India, Digital India initiatives combined with strong economic reforms has potential to drive a much needed boost for the manufacturing sector and economy as a whole. The country's GDP was recorded at 7.6% in 2015-16 from 7.2% in the previous year. According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7.8% per cent in 2016-17.

It is being estimated that India's growth rate will remain high in the year 2016-17, supported by a revival in investment. As per the Global Economic Prospects (GEP) report by World Bank, India is leading The World Bank's growth chart for major economies. Further, the decline in the crude oil prices shall help India, our country being a net importer and this will bring inflation down. India, with its current growth rate, is expected to outpace China and become the fastest growing economy in the world in the next three years.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Background

The metal casting industry makes parts from molten metal according to an end-user's specifications. Facilities are typically categorized as casting either ferrous or nonferrous products. Foundries and die casters that produce ferrous and nonferrous castings generally operate on a job or order basis, manufacturing castings for sale to others companies. In addition, many facilities do further work on castings such as machining, assembling and coating.

Most of these castings are produced from recycled metals. There are thousands of cast metal products, many of which are incorporated into other products. Almost 90 percent of all manufactured products contain one or more metal castings. Automobiles and other transportation equipment use 50 to 60 percent of all castings produced. The defense industry also uses a large portion of the castings produced in the world. Some of other common castings include: pipes and pipe fittings, valves, pumps, pressure tanks, impellers, blades, etc.

Depending on the desired properties of the product, castings can be formed from many types of metals and metal alloys. Gray and Ductile Iron make up almost 75 percent of all castings (ferrous and nonferrous) by weight. Malleable iron foundries produce only about two percent of all castings (ferrous and nonferrous).

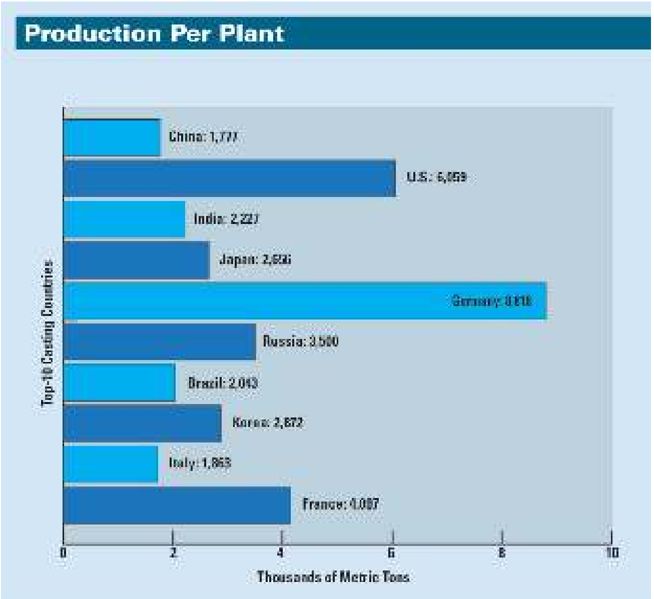
Steel castings make up about 10 percent of all castings (ferrous and nonferrous). In general, steel castings have better strength, ductility, heat resistance, durability and weldability than iron castings. There are a number of different classes of steel castings based on the carbon or alloy content, with different mechanical properties. A large number of different alloying metals can be added to steel to increase its strength, heat resistance, or corrosion resistance.

Global Trends in the Casting Industry

In 2014, global casting production increased to more than 103.6 million metric tons, an increase of 2.3% from 2013. China remained the world leader in total production of castings increasing its output 1.7 million metric tone, an increase of 3.8% from the previous year. The US at 1.6% and India at 2.3% also showed modest growth. Asian and North American markets grew modestly, with the US, China, India and Russia reporting growth rates below 5%.

While nations' fortunes can change from year to year, the global market as a whole looks quite strong when compared to the census of world casting production for 2009. Much of the world, both developing and mature countries, have experienced encouraging growth in the past half-decade. Worldwide output has increased by more than 30%, exceeding totals from before the economically turbulent times. As per reports, the global metal casting market will grow steadily at a Cumulative Annual Growth Rate of 6% during the years 2016 to 2020. It has also been reported that in the next three years, Asia will account for 65% of total casting production in the world, and China alone is expected to cast around 45 million metric tons. In Europe, Germany is expected to perform better relative to its Western European competitors, in view of toits close relations with premium OEMs.

Looking at production per plant and efficiencies, the slight decline in the number of metalcasting facilities coupled with growth in overall production meant that



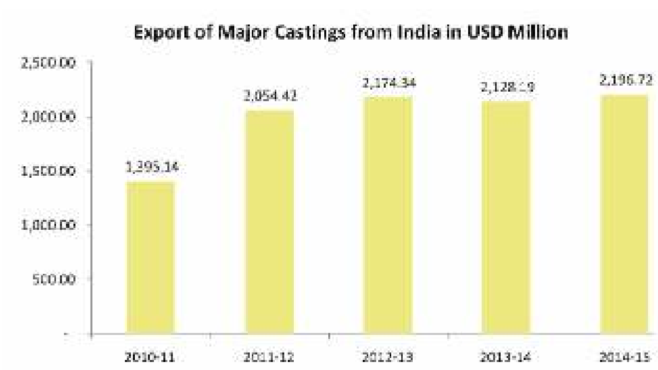
metalcasters are producing more tonnage per plant. The industry emphasis on efficiency also helps explain how less are producing more. Germany remained, far and away, the nation that produces the most castings per plant, shipping 8,818 metric tons per plant. The U.S., No. 2 in average production per plant, produced 6,059 metric tons per site, a slight decrease from 2013's figure. China experienced the largest growth in production per plant in 2014, thanks largely to the contraction of its metalcasting facilities by 15%. Chinese metalcasters produced an average of 1,777 metric tons, up 294 tons from 2013. India's average output is at 2,227 per site is on the lower side compared to the other top ten producers of metal castings.

Indian Casting Industry

India is the third largest manufacturer of metal castings globally, producing approx 10 million tonnes of castings in various metals such as grey iron, ductile iron, steel and aluminum alloys for various applications valued at approx $18 billion with exports of approximately $ 2.5 billion. However, there is potential and need to do more and become global force. The Indian foundry industry manufacturers metal cast components for wide applications ranging from auto, tractors, railways to machine tools, defence, textiles, cement, power, oil & gas, etc.

The consumption of casting per capita can be easily considered as an indicator of development of economy of a country. As compared the per capita casting consumption in the United States of America, the Indian consumption is a meager one sixth. There is, therefore,

great scope for the growth of foundries in India. Further, due to stringent environmental pollution control norms in the developed countries and non-availability of work force for working in trying conditions of foundries, the western economy is procuring their casting requirements from BRIC countries. This situation is poised to escalate further in the coming decade, presenting a tremendous opportunity for the domestic metal casting industry to grow to greater heights in terms of capacity output as well as quality standards.

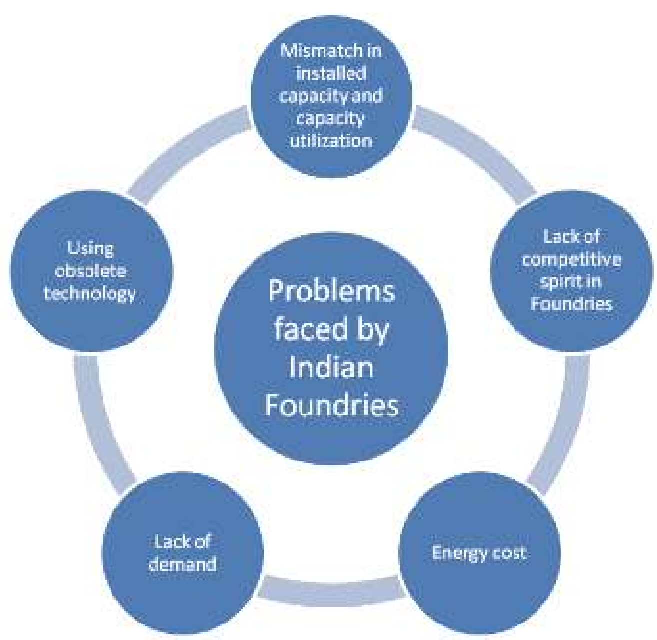


Even though the Indian foundry industry has stepped ahead from the fifth to the third largest producer of castings globally over the last 10 years, a lot of value-addition is required to increase its global share. The Indian casting industry has grown by more than 43 per cent over 2008. The foundry industry currently produces approximately 10 million tonne of cast components in ferrous and nonferrous category as per various international standards. The foundry sector's annual turnover is about $18 billion at current production which is only around 10 per cent of the global production by weight. There is a huge potential to improve the market share through increased value addition and exports can grow with increased productivity and a focus on new markets

At present, India continues to be a net exporter of castings. However, import of castings from countries like China needs to be watched. That's because the slowdown in Chinese economy and huge capacities built over decades will put pressure on dumping of castings by China.

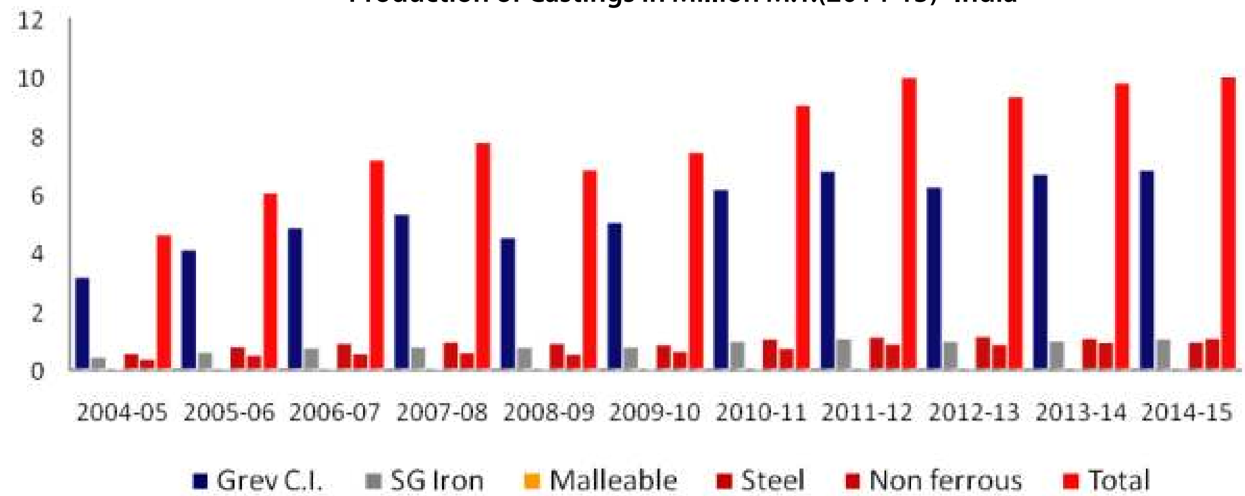
There are roughly 5,000 casting units in the country out of which 80% can be classified as Small Scale units and 10% as Medium and 5% as Large Scale units.

With the Government's thrust on the manufacturing sector and the Make-in-India initiative, the Indian foundry industry expects $3 billion of investment in another 10 years to meet the potential demand of 30 million tonnes of castings in the country by then. Almost 60 per cent of the casting production in the country is for the automobile sector. Demand from sectors such as oil, infrastructure and mining have slowed down. While the industry needs to invest and increase capacity, it also needs to be energy and process efficient and have skilled manpower. With growing pollution norms and environment protection requirements, sand casting facilities shall be required to have sand reclamation plants for reuse of sand. Hence, more environmentally neutral or positive processes for the foundry are the need of the hour. One of the key challenges for the Indian foundry industry today is the acceleration of technology and its absorption, which could prove both a bane or a boon for the foundry industry. Technology-induced opportunities are presenting themselves in greater numbers, leading to more competition, better and consistent quality, smooth supply chain management and the attainment of sustainability by reducing, reusing and recycling all inputs including men, machines and materials.



PTC is positioned ideally at this point, and with its latest technologies and advanced manufacturing techniques, it is well equipped to take advantage of the paradigm shift in the industry. At the same time, its sustainable manufacturing processes having little or no impact on

Production of Castings in Million M.T.(2014-15) -India



Particulars	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
Grey C.I.	3.180	4.116	4.870	5.332	4.532	5.050	6.180	6.798	6.254	6.700	6.830
SG Iron	0.442	0.618	0.762	0.802	0.785	0.800	0.984	1.090	0.981	1.000	1.070
Malleable	0.040	0.000	0.062	0.065	0.061	0.060	0.069	0.066	0.060	0.060	0.060
Steel	0.581	0.805	0.914	0.964	0.916	0.880	1.070	1.140	1.158	1.100	0.968
Non ferrous	0.380	0.516	0.571	0.608	0.547	0.653	0.750	0.900	0.891	0.950	1.093
Total	4.623	6.055	7.179	7.771	6.841	7.443	9.053	9.994	9.344	9.810	10.021

the environment shall ensure a positive future for the Company.

The Company continues to derive sustainable benefit from its strong foundation and long tradition of research, which differentiates it from many others. New products, processes and metallurgies flow from work done in the PTC research and development centre. With world class facilities and superior technologies, the Company shall be able to maintain its position in the world market and provide a significant technology differentiation in its products and processes.

HIGHLIGHTS AND KEY EVENTS

PTC's strategy for growth has been to create a differentiation for itself in terms of capabilities and quality and become the preferred choice of its customers due to its high performance and delivery standards. Since its inception, PTC has believed in investing in the latest technologies and creating an infrastructure which supports its inherent strength of producing high quality, high precision cast components for critical and super critical applications. PTC long and resilient history in the casting industry is testament to its competence and capability to persevere in adverse circumstances also.

In the current year, PTC Industries has concentrated its focus on the establishment of its new world class manufacturing facility, the Advanced Manufacturing & Technology Centre which shall house the latest technologies, most advanced equipment and comprehensive manufacturing facilities which are both sustainable and environmentally positive. The Company's determined leadership and committed workforce has enabled it to sustain its position in the market, while financial performance has been maintained at a stable level. The Company's long term strategic plans are on track and the benefits from the efforts that are being made in the current period are expected to arise in the coming years. In the reporting period, the Company focused on exploring and building new markets both geographically and in different industry sectors. The Company's existing product portfolio is being expanded through research and adoption of new technologies, and significant work is being done on increasing its penetration in both the domestic and overseas market and expansion of the current customer base.

Some of the achievements of the company during the period are:

- Advance Manufacturing and Technology Centre (AMTC) a new state-of-the art facility is in the final stages of being set-up in Lucknow, This will be a one-of-its-kind unit with the most advanced technologies, state-of-the-art automation and robot assisted manufacturing. This new plant shall also have Titanium casting capability for the first time in India.
- PTC was featured as one of Uttar Pradesh's leading manufacturing facility in a documentary telecast on Times Now and ET Now during the year.
- Our managing director, Mr. Sachin Agarwal was featured on numerous shows and events telecast in the media as one of the prominent industrialists in the state of Uttar Pradesh. He was also bestowed with the 'Gomti Gaurav' award by the Honourable Governer of Uttar Pradesh, Shri Ram Naik in recognition of his contribution to industry in the state.
- PTC Industries Limited was nominated and awarded the runner-up title for the 'Technology and Innovation' award by Rolls Royce (Marine) from all its numerous vendors across the world.
- The company exhibited and participated in a number of seminars and conferences including Invest North, CII Indigenisation Seminar etc to expand its domestic presence. The management met and interacted with a number of officials and government agencies to further explore possibilities of supply of critical and super critical cast components.
- Trading of the Company's shares began on the Bombay Stock Exchange this year after the Company successfully listed on the exchange in March 2014 and provided a trading platform to its shareholders.

The Company has maintained a stable financial performance despite a fall in metal prices and euro rates leading to a decline turnover in the year 2015-16. PTC Foundation carried out extensive work under Project Masoom for creating awareness on Child Sexual Abuse in association with the CII Young Indians and furthered its dream of creating a educational institution for under-privileged children.

PTC's impressive facilities are constantly being transformed through updations in technology and

automation. In the last few years, amidst the global crisis, PTC has reinforced its position globally and maintained its stable performance with strong customer relationships and advanced manufacturing abilities. Our relentless focus on technology and innovation has opened up new opportunities and has transformed the company into a globally recognized casting brand.

OUTLOOK

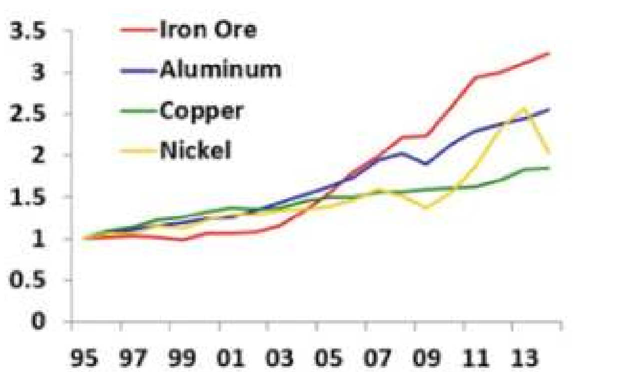
Although the outlook for the casting industry is buoyant in the coming 10-15 years, the current economic scenario poses many challenges for the industry. Oil prices have further declined in the year 2015-16 as the supply is in excess of demand in the global market. The supply from Organisation of Petroleum Exporting Countries (OPEC) continued to increase even in the face of persistent US production, thereby putting an adverse pressure on commodity prices. Added to that, the prospect of Iran increasing oil production following the nuclear deal signals an era of much lower prices than seen in the past few years. This, coupled with a slowdown in China, is having a knock on impact on the rest of the world.

Medium term prospects for developed markets remained subdued due to low investment, unfavourable demographics and weak productivity growth. Britain's exit from EU may also further impact the outlook for developed countries.

Base metals — such as iron ore, copper, aluminum and nickel — have always been the lifeblood of global industrial production and construction. Shaped by shifts in supply and demand, they are a valuable weathervane of change in the world economy. In today's scenario, there is no doubt about the direction of the prevailing wind for metals in recent years. Prices have been gradually declining since 2011. While oil prices have also dropped, the decline in metal prices is more recent, and more abrupt. This is now coming to roost with lower demand from both emerging markets and advanced economies.

While such resource wealth can be a boon to developing countries, but it can also pose macroeconomic challenges if it accounts for a large portion of their exports. Fluctuations in prices or changing demand from large importers such as China imply obvious vulnerabilities. This decline in metal prices along with a sluggish euro in the current year has led to a drop in the realization levels for PTC. This is reflected in the lower top line even though casting production in quantitative terms rose during the year,

Chart 3. World Metal Production
(1995=1)



Sources: IMF, Primary Commodity Price System; and IMF staff calculations.

On a positive note, there are about 5,000 foundries in India, largely in the MSME sector, spread across clusters, from Punjab in the north to Coimbatore in the south. The industry produces 10 million tonne of cast components worth about $18 billion, which is nearly 10% of global production by weight. With a sustainable growth plan in place, this global share can go up to 20% in five years. The industry exports castings worth $2.2 billion a year. This can potentially go up to $8-10 billion with greater productivity, value addition and market expansion.

The 'Make in India' campaign augurs well for the foundry industry as it is a key feeder to engineering and manufacturing. Demand for the foundry industry is estimated to grow three-fold in the ten years, which will throw up new opportunities and challenges, too. New niche markets will open for the industry, such as application of light weight and specially alloyed metal castings for reduced energy consumption. The advancements in downstream industry is creating requirements for metal castings that can withstand critical applications in nuclear and ultra-critical mega power plants, railways, aerospace and defence sectors. At the same time there could be several challenges such as the need for investments in modern manufacturing/ design tools, balanced automation, and up-scaling of IT. These will create skilling opportunities for the future, which must be met by timely interventions by all stakeholders.

The industry needs to take upon itself the mantle of scaling up production to 25-30 million tonnes per annum, which entails a 100% improvement in productivity through balanced automation, skill development, application of modern manufacturing/design tools and IT, and reduced consumption of natural resources by efficient management, recycling and waste reduction. The country's new manufacturing policy envisages a manufacturing share of 25% in the GDP and creating 100 million jobs in ten years. Since most sectors use metal castings in manufacturing, it is difficult to meet this goal without a corresponding growth of the foundry sector.

PTC is ideally positioned to take advantage of the promising growth in the foundry sector. PTC has successfully developed and indigenized world class technologies and processes. It has created systems based on robotics and automation leading to remarkable quality and consistency in its products. With this investment in capacity and capability, PTC shall offer state-of-the-art facilities for manufacture of metal components and parts for critical and super-critical applications for a wide spectrum of industries likemarine transport, power, oil & gas, pulp & paper manufacturing, desalination etc. which will make it the supplier of choice both in the domestic as well as export markets.

The medium to long-term outlook for the sectors to which the Company caters is quite positive, but the domestic as well as export markets in the current period are still sluggish. In line with its long term strategy, the Company has is in the process of construction of its new 'Advanced Manufacturing & Technology Centre' in Lucknow, Uttar Pradesh. Significant investments are being made in building manufacturing capabilities and capacity, making technology enhancements, developing product platforms and putting together manpower upgrades for sustenance and enhancement of growth. The Company is investing in all these areas to seize the considerable opportunity that is evident both at the domestic and international level in the future.

OPPORTUNITIES AND THREATS

There is a great opportunity for the Indian foundry industry which can become a significant player in the world castings market. With a focus on lean manufacturing and efficient resource management, it can contribute to the country's 'Make in India' goal. Foundries supply castings to almost all engineering industries including the infrastructure industry and are hence considered the 'mother' of all engineering industries.

However, most Indian foundries face challenges like technological obsolescence, production inefficiencies and weak finances. They suffer from problems in supply of castings due to issues related to raw materials and energy supplies, and are also hampered by cumbersome regulations and very high energy costs. Mostly, they manufacture predominantly low-value, low-quality products for a saturated market. Pressure to reduce prices adds a further strain on their profit margins, and the lack of technology in most production processes leads to inefficiency and poor quality. To add to their woes, pollution generating operations in the traditional casting process have to led to the entire industry being placed in the 'red category'.

Although India ranks third in the world as the producer of castings after China and the US, it still does not have the requisite capabilities for manufacture of high-quality and high-value foundry products. The current installed capacity in the foundry industry is 15 million tonnes and annual production is 10 million tonnes. However, in the last two years, there had been hardly any capacity addition. Almost 60 per cent of the casting production in the country is for the automobile sector. Demand from sectors such as oil, infrastructure and mining have also slowed down. In the recent months, there are indications of revival in the automobile sector. Another area of growth that the foundries expect for both, ferrous and non-ferrous castings, are in defence procurement.

On the other hand, there are significant global growth opportunities for high quality, high integrity castings for a wide range of industries. The global economic situation is driving demand for cost competitive suppliers across all industries. This could be a welcome opportunity for Indian foundries. The weak rupee and and comparatively low labour costs are added factors that can support India's drive for higher volumes in the global market. However the foundry industry must focus on internal factors like technological up-gradation and operational

excellence in order to fully take advantage of this opportunity. Lean manufacturing practices are amongst the most popular tools available to all companies, to help attain operational excellence.

In this scenario, PTC enjoys a unique position where it is hugely ahead of its peers in technological advancement, sophisticated equipment, automation and best processes and practices that include an environmentally conscious approach. Hence, the Company expects to enjoy steady growth once it's new facilities become operational. The Company's differentiation from its high quality, near-net-shape cast components available at an overall cost effective level gives it an edge in terms of pricing, quality and demand. The creation of indigenous capabilities for manufacturing high integrity castings in a range of alloys including titanium and zirconium shall open up untapped markets for the Company.

Some of the key factors that define the environment in which the Company must find, grow and protect its profits are summarised below:

Customer Bargaining Power

A key question is how easy is it for customers to drive the price down in the industry? This is driven by a number of factors, such as the number of buyers, the importance of any one customer to the business, the total cost of switching, and the ability to switch to substitute products, and so on.

Consolidation of casting-consuming OEMs is perhaps the single biggest development of the past decade which gives casting buyers the upper hand. It is estimated that more than 50% of all castings, by value, are consumed by less than 200 companies and their major tier suppliers, globally. Hence, generally customers of castings have very high bargaining power overall in the industry.

However, with its superior manufacturing capabilities coupled with lower operational costs, PTC also has significant advantages in the current market scenario.

Supplier Bargaining Power

As raw materials, consumables, and specialized equipment are key requirements for the metal casting industry, the suppliers also have significant bargaining power. In addition, the bargaining power is also influenced by availability, unique performance attributes, and service capabilities, to name a few factors.

Suppliers of commodity metals, scrap, alloys, and the like, price and supply on a global basis. Often other sectors drive the pricing of these materials, as foundry consumption is small in comparison. Hence, it seems fair to say that suppliers to foundries have high bargaining power overall.

Again, PTC has significantly mitigated this threat by introducing recycling measures for direct and indirect materials and replacing traditional sand casting methods with Replicast®, RapidCast™, Printcast™ and forgeCAST™ technologies. Further. PTC has managed to forge relations with the most reputed suppliers in the world especially to source its capital equipment requirements thereby succeeding in bringing the most advanced equipment and technologies to India.

Intensity of Competition

Some metal casters do have such a well-developed, differentiated, and protectable position that they have few competitors. However, in slow growth markets, there has been shut down of a number of foundries and consolidation of players as well. This can, and has, led to less competitive rivalry. On the other hand, the consolidation of the customer base, coupled with a proliferation of low cost countries has kept competitive rivalry high for foundries.

Again, PTC has maintained its competitive edge by investing in research and the latest and most advanced technologies which differentiate PTC from its competition. The creation of world class capabilities for manufacture of castings in difficult to cast higher alloys like titanium, zirconium, inconel, monel, super duplex stainless steel and other higher alloys makes PTC the ideal choice for customers across the world. PTC's strong commitment to quality and reduction of overall costs for its customers has led to its posi

tion as the preferred supplier for critical and super-critical cast components.

Substitute Products

There is, and always will be substitution of one material for another, for example plastics instead of metal, for some components. Likewise, there will always be the rivalry offered between metal choices. Alternatives to making a metal component via machining and weldments, via forging, via powdered metals, etc. are part of the strategic discussion for metal casters.

Fortunately, PTC has been at the forefront of adopting new technologies and processes, while most metal casters take time to pro-actively adjust. Additionally, there are ample opportunities that are being pursued by PTC to counter substitution, such as converting forgings to castings through the newly developed forgeCAST™. In fact, PTC itself has come up with innovative technologies to substitute a large number of components being manufactured using traditional technologies or forgings. This opens up a huge potential market for the capabilities that the Company has acquired.

RISKS AND CONCERNS

PTC employs a vigilant approach to continuously identify, analyse and monitor the risks associated with its business. The procedure for identification, reduction and mitigation of risks has been institutionalised by the Company. The Company's structured risk management policies help in swift response and necessary action in order to mitigate the risks. The management aims to provide confidence to the stakeholders that the Company's risks are known and well managed.

Risk Management comprises three key components which are Risk Identification, Risk Assessment and Mitigation & Risk Monitoring and Assurance. Your Company has identified the following aspects as the major risks for its operations:

- **Strategic Risks**

These include market risks like uncertainties in the global economic scenario and declining demand in domestic sectors like power and infrastructure. Prolonged

unfavourable conditions in the market result in delay or cancellation of projects. The Company's diverse portfolio has helped it to shift focus to other industries, customers and geographies. Hence, while a decline was witnessed in certain segments, the Company has been able to offset this by sustaining its profitability in the export market. Further, the Company is creating facilities which shall be perfectly positioned to supply to a wide range of industries including oil & gas, marine transport, pulp & paper manufacturing, power, chemical processing, desalination, transportation, etc. thereby mitigating the risks associated with a particular sector.

- **Operational Risks**

The rapid evolution of technologies and the natural ageing of existing facilities pose the risk of the current production facilities becoming obsolete and uneconomic. There is also a saturation on the capacity to expand in the current unit, especially in Lucknow. Hence, the Company has deployed the latest best-in-class technologies like Replicast®, RapidCast™, Princast™ and forgeCAST™ and is constructing the new state-of-the-art 'Advanced Manufacturing & Technology Centre' to enhance the capacity and capability of its operations. The operational efficiencies that shall be built into the new plant shall also substantially reduce the operating costs while improving the safety of operating conditions. A number of processes, for which the company was dependent on outside vendors, are also being developed in-house which shall lead to further reduction in cost and improvement in operations.

The Company also has a history of good relationships with dealers, excellent labour relations and an efficient and devoted staff due to which the level of risk relating operational instabilities are also minimised.

- **Financial Risks**

Financial risks include, amongst others, exposure to movements in interest rates and foreign exchange rates. The Company is exposed to fluctuating dollar and euro prices. While a majority of the Company's purchases are local, the Company is exposed to currency risk where the realisation of sales proceeds is in local currencies. During the year, the extreme volatility in the exchange rates led to an adverse effect on the realizations and profitability of the Company. The Company has mitigated risks on its foreign currency borrowings by hedging them partially. However, at any point of time, PTC's exports are higher than its foreign currency borrowings there by giving it a natural hedge.

In view of the Company's constant expansion activities, it needs to preserve a financial framework in order to maintain an appropriate level of liquidity and financial capacity. PTC has already raised Rupees forty crores in the form of equity in order to partially fund the expansion of its manufacturing facilities, and has entered into long term loan arrangements with banks to finance the balance requirements.

- **Compliance Risk**

Due to the recent events in the corporate world, the subject of corporate governance has gained significant importance. The change in the regulatory environment in the country has resulted in increased regulatory scrutiny that raises minimum standards required for corporate entities. This requires the alignment of corporate performance objectives, whilst ensuring compliance with regulatory requirements. PTC's management is committed to the establishment of systems, processes and principles to ensure that the Company is governed in the best interests of its members. Hence, it will:

- make efforts to understand the changing regulatory requirements so as to incorporate and integrate these in its business strategy, and
- drive business performance through the convergence of risk, compliance processes and control mechanisms to ensure continued operational efficiency and effectiveness.

The risk mitigation plans are reviewed regularly by the Audit Committee of the Company. The Company's contingent liabilities, are disclosed in Note 2.30 Contingent Liabilities of Notes to Accounts.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate system of internal controls, with documented procedures covering major corporate functions. Systems of Internal Controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. Adequate internal control measures are in the form of various policies and procedures issued by the Management covering critical and important activities of Manufacturing Operations, Environment and Safety etc. These policies & procedures are reviewed and updated from time to time and compliance is monitored. The Company continues its efforts to align all its processes and controls with global best practices.

The effectiveness of internal controls is reviewed through the internal audit process. The focus of these reviews is as follows:

- Identify weaknesses and areas of improvement
- Compliance with defined policies and processes
- Safeguarding of tangible and intangible assets
- Management of business and operational risks
- Compliance with applicable statutes
- Compliance with the Code of Conduct

The Audit Committee of the Board oversees the adequacy of the internal control through regular reviews of the audit findings and monitoring implementations of internal audit recommendations.

The Company's Internal Financial Controls were also tested and reviewed by the management and the statutory auditors during the year in accordance with the Companies Act, 2013. They were found effective and adequate to the size and operations of the Company.

FINANCIAL PERFORMANCE

Total Income

₹ In Crores

Particulars	FY 16	FY 15	% change
Revenue from sale of products	95.37	100.68	(5)
Other operating income	2.60	2.66	(2)
Less: Excise Duty	2.29	2.57	(11)
	95.68	**100.77**	(5)
Other income	3.12	1.64	(90)
Total Income	**98.80**	**102.41**	(4)

The Company witnessed a decline in revenue from operations by 5% to Rs. 95.68 crores from Rs. 100.77 crores in the previous year. This is primarily due to the decline in metal prices and a fall in Euro exchange rates. Further, a slowdown in domestic as well as international markets has also affected the overall sales. Additionally, the Company has been using part of its capacity for trials and research for the new technologies that shall be introduced in its new manufacturing facility, the Advanced Manufacturing & Technology Centre, thereby utilizing part of its capacity for development of new products for the futureThe failure of the power sector to regain its strength has led to decline in revenues from Plant 2, leading to a decline in net domestic sales by approximately 14%. Export sales (including incentives) also fell by nearly 3% to Rs. 76.36 crores as against Rs.

78.45 crores during the previous year as the euro remained sluggish.

The EBITDA as a percentage of revenue is 17% compared to 19% last year. The Profit after tax has reduced to Rs. 6.15 crores from Rs. 6.49 crores in the previous year although as a percentage of Operating Revenue it remains stable at 6.4%.

Gross Sale of products

₹ In Crores

Particulars	FY 16	FY 15	% change
Stainless steel castings	80.86	75.00	8
Alloy and non-alloy steel castings	7.85	6.61	19
Structures and forgings	1.53	6.59	(77)
Assembly items	1.81	6.92	(74)
Others	3.33	5.55	(40)
Revenue from Sale of products	**95.38**	**100.67**	(5)

Gross sales of products declined during the financial year 2015-16 by 5% as compared to the previous year. This is primarily led by a fall in the total revenues generated through sale of products. With the recovery of the global and domestic markets in a couple of years, the Company expects a growth in these numbers.

Raw Materials consumed

₹ In Crores

Particulars	FY 16	FY 15	% change
Scraps and metals			
Stainless steel scrap	15.97	16.08	(1)
Iron and steel scrap	1.56	0.69	126
Ferrous and non-ferrous alloys	6.95	8.06	(14)
Structures and fabrication	0.22	3.17	(93)
Raw castings (including assembly)	1.68	3.78	(56)
Total	**26.38**	**31.78**	(17)

Consumption of Iron and steel scrap increased marginally while consumption of all other materials declined. This is in line with the reduction in sales of the related castings and also a decline in metal prices. Overall, the consumption has declined by 17% due to low volumes, drop in metal prices and overall efficiencies.

Employee benefits expense

₹ In Crores

Particulars	FY 16	FY 15	% change
Payments to & provisions for employees	**17.44**	**16.76**	4

Payments and provisions for employees saw a marginal increase of 4% due to operational efficiencies and normal salary increments.

Other expenses

₹ In Crores

Particulars	FY 16	FY 15	% change
Manufacturing expenses	32.86	30.91	6
Administrative and selling expenses	6.84	7.82	(13)
Total	**39.70**	**38.73**	3

Manufacturing expenses rose by 6% due to a 14% increase in both Stores and Spares and Power & fuel. This was offset to some extent by a decline in freight costs and job work charges. Administrative costs declined by 13% due to significant reduction in rent, rates and taxes and traveling expenses as compared to the previous year.

Finance costs

₹ In Crores

Particulars	FY 16	FY 15	% change
Finance costs	2.56	2.56	0

Finance costs are in stable position and these costs are expected to grow in the coming years as the Company begin to draw on its borrowings for making the capital expenditure in its new manufacturing facility.

Fixed Assets

₹ In Crores

Particulars	FY 16	FY 15	% change
Tangible & intangible assets	44.31	43.00	3
Capital work in progress	65.92	34.72	90
Total	**110.23**	**77.72**	42

The increase in capital work in progress is primarily related to investment in the new AMTC plant which is expected to be commissioned in the following year.

Inventories

₹ In Crores

Particulars	FY 16	FY 15	% change
Raw materials	9.29	8.15	14
Stores and spares	3.34	2.96	13
Work in progress & finished goods	22.84	21.05	9
Total	**35.47**	**32.16**	10

Inventory has increased by 10% (including an increases in raw materials by 14% and stores and spares by 13%) mainly due to a correction in the levels of stock that need to be maintained by the Company. Given the production cycle of 3-4 months, the Company expects to have inventory levels commensurate with this.

Sundry Debtors

₹ In Crores

Particulars	FY 16	FY 15	% change
Gross Debtors	31.20	31.97	(2)
Less: provisions	(0.24)	(0.25)	(4)
Total	**30.96**	**31.72**	(2)

Sundry debtors declined by 2% due to timely realisations during the financial year 2015-16.

Loans and Advances

₹ In Crores

Particulars	FY 15	FY 14	% change
Loans and Advances	20.60	13.16	57

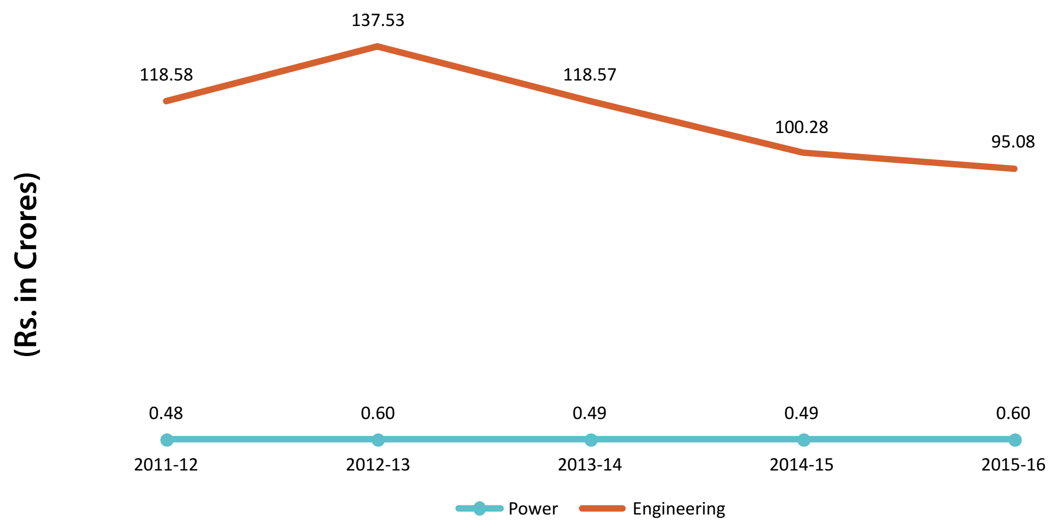
The increase in loans and advances is primarily due to advances for capital goods given by the company.

SEGMENT-WISE PERFORMANCE

The Company recognizes manufacturing of Stainless Steel Castings, Alloys Steel Castings, Non Alloy Steel Castings and Steel Structure as its primary segment while the Company has presented secondary segmental reporting on the basis of geographical location of customers. Accounting Standard 17-"Segment Reporting" issued by the Institute of Chartered Accountants of India which requires disclosure of information on the basis of reportable segment and in this regard the performance of business segment plant wise and country wise is as follows :

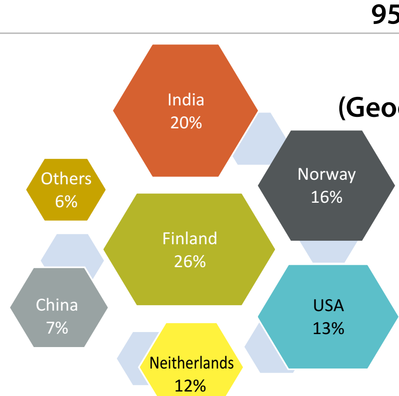
			March 31, 2016
	Engineering Division	Power Division	Total
Segment Revenue			
Revenue	950,887,843.00	-	950,887,843.00
Income from power generation	-	5,956,071.00	5,956,071.00
Income from operations	**950,887,843.00**	**5,956,071.00**	**956,843,914.00**
Other income	31,188,258.00	-	31,188,258.00
Total Revenue	**982,076,101.00**	**5,956,071.00**	**988,032,172.00**
Segment results			
Profit before finance cost, depreciation, exceptional items and tax	156,846,611.00	4,668,092.00	**161,514,703.00**
Less: finance cost	25,631,693.00	-	25,631,693.00
Less: depreciation	52,858,660.00	1,483,240.00	54,341,900.00
Profit before exceptional items and tax	**78,356,258.00**	**3,184,852.00**	**81,541,110.00**
Exceptional items	-	-	-
Profit before tax	**78,356,258.00**	**3,184,852.00**	**81,541,110.00**
Provision for taxation			
current tax			16,725,657.00
deferred tax			4,415,043.00
deferred tax (earlier years)			-
MAT credit entitlement			(1,129,966.00)
Profit for the year			**61,530,376.00**

Revenue by Segment



GEOGRAPHICAL SALES

COUNTRY	Net Sales (in Rs.) 2015-16
Finland	24,43,89,682.00
India	19,60,80,125.00
Norway	15,37,88,750.00
USA	12,41,09,507.00
The Neitherlands	11,04,43,356.00
China	6,94,47,596.00
Malaysia	1,14,13,302.00
Denmark	74,20,168.00
Sweden	60,01,309.00
Belgium	44,13,473.00
Germany	38,36,152.00
Brazil	25,58,845.00
Japan	13,65,792.00
Spain	8,42,972.00
France	6,76,584.00
Sub Total	**93,67,87,613.00**
Export Incentives	2,00,56,301.00
Total	**95,68,43,914.00**



Sales (Geographical mix)

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

Professional, motivated and highly qualified personnel are among PTC's most precious assets and the key to our future growth. At the core of PTC's Human Resource Management (HRM) policy is the underlying belief that employees are our primary source of competitiveness. Hence, PTC believes in offering the best possible opportunities for growth, development and a better quality of life, while developing their potential and maximising their productivity. PTC believes that the workplace should provide a climate of openness, fairness and respect for the individual with the freedom to experiment. Mutual trust and teamwork are some of the core values at the Company.

PTC encourages employees to perform to their best ability and supports open collaboration, engagement and involvement. Constant improvements are brought about in work practices and productivity by adherence to the best practices and an efficient system of motivation. PTC believes in being an equal opportunity employer and strives to attract the best available talent and ensure diversity in its workforce. Diversity and Inclusion are important aspects of sustainable business growth and we call this the 'winning balance'.

The Company has always believes in placing equal emphasis on working towards the well-being of our own workers as well as those of our suppliers. Futher HR policy improvements are under implementation, focused on enhancing the quality of life of the employees and their families. The 'Family Support' insurance scheme, unsecured loans are just some of the measures that the Company has adopted to achieve this purpose.

Employees were encouraged to participate in several technical and non-technical training and skills development programs during the year. Schemes introduced for rewarding employees at all levels, based on the Company's overall performance have also begun to yield results. A key objective of the Company in human resource management is to raise the personal interest of each employee in achieving the best possible result.

Efforts to build the capability of employees at all levels continued with an augmented organisational capability in technical, functional and project management areas. The workforce was trained on advanced mechanisation and world class manufacturing equipment and processes. In its role of a global and knowledge-based Company, PTC believes in the need to develop and foster its human resources. It has always been the firm belief of the management that the business cannot grow until and unless the full potential of employees is utilized effectively in its operations.

The Company's HRD Plan being developed has all the parameters to achieve excellent results. Steps are being taken to create a sense of belonging in the minds of the employees, which in turn gives maximum contribution per employee while gearing them to face business challenges and achieve the desired results. This intellectual resource is integral to the Company's ongoing operations and enables it to deliver superior performance year after year. The Company's work environment gives employees the freedom to learn and improve their proficiency. The Company believes in talent acquisition and retention, to augment its plan of making its presence more prominent in global markets.

PTC has always targeted zero injuries and incidents. Safety is a critical aspect for the Company in delivering responsible products, and hence, it conducts its operations considering safety of its employees, suppliers and vendors, as well as the communities in which it operates. A fully equipped and well-qualified EHS structure is in place providing necessary governance, documentation and EHS assurance.

PTC would not have been where it is today without its people and their commitment, innovation, engagement, strive for excellence and a strong sense of belongingness to the organisation. A strong industrial harmony of over five decades bears testimony to strong people practices of the Company.

Industrial relations during the year have been cordial and are expected to continue in the future. The Company has excellent co-operation and support from the entire hierarchy of well-trained and experienced personnel. The total strength of employees on the roll at the end of the year was 622.

STATUTORY COMPLIANCE

The Directors makes a declaration regarding the compliance with provisions of various statutes after obtaining a confirmation from all the units of the Company. The Company Secretary ensures compliance with the SEBI regulations and provisions of the Listing Regulations. The Company Secretary is appointed as the Compliance Officer.

Corporate Governance

CEO & CFO CERTIFICATION

The Managing Director and Chief Financial Officer of the company give annual certification on financial reporting and internal controls to the board in terms of Regulation 17(8) and Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Managing Director and Chief Financial Officer also give quarterly certifications on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CEO & CFO Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors,
PTC Industries Limited

1. We have reviewed financial statements and the cash flow statement of PTC Industries Limited (hereinafter referred to as the 'Company') for the year ended at March 31, 2016 (hereinafter referred to as the 'year') and to the best of our knowledge and belief:

   I. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   II. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

3. We, along with other certifying officers, accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, that there are no deficiencies in the design or operation of such internal controls of which we are aware.

4. We have indicated to the auditors and the Audit committee:

   I. That there are no significant changes in internal control over financial reporting during the year;

   II. That there no significant changes in accounting policies during the year

   III. That there are no instances of significant fraud of which we have become aware.

5. We confirm that all Directors and Members of the Senior Management have affirmed compliance with PTC's Code of Business Conduct & Ethics.

Place: Lucknow	**(Sachin Agarwal)**	**(Smita Agarwal)**
Date: May 28, 2016	Managing Director	Chief Financial Officer

REPORT ON CORPORATE GOVERNANCE

Good corporate governance practices instill in companies the essential vision, processes, and structures to make decisions that ensure longer-term sustainability. More than ever, today we need companies that can be profitable as well as achieving environmental, social and economic value for the society. Corporate governance stands for responsible, transparent corporate management and supervision that aims to create long-term value. Good governance is not only the basis for lasting corporate success but also a key condition for strengthening the trust of our shareholders, customers, employees as well as our business partners. PTC's corporate governance practices are in many ways value based, since they stem from our ideals and our Company's spirit. Around these are our policies and guidelines, along with external regulations, which provide a framework that states clearly how we conduct ourselves in relation to the world around us. Briefly, PTC's strength can be described as a simple, down-to-earth, cost-conscious, and entrepreneurial corporate culture that focuses on teamwork, our belief in people and constant improvement. Sustainability is well integrated into every part of our business and forms a natural part of our employees' everyday life.

The four pillars of our Corporate Governance philosophy have always been corporate fairness, fiscal accountability, disclosure and complete transparency.

The board of directors believe that good governance cannot be imposed; it must emerge from the culture of an organization and the tone for this must be set by the top management. Establishing the corporate culture, and the values by which executives throughout our organisation will behave, is one of the board's highest priorities. This translates and permeates into every relationship of the Company, whether it be with investors, employees, customers, suppliers, regulators, local communities or other constituents.

In order to fulfill its responsibilities and to discharge its duty, the board of directors follows the procedures and standards that are set forth in Corporate Governance code. The governance practices followed by the Company are continuously reviewed and the same are benchmarked to the best governed companies.

Board of Directors

Size and composition of the board

PTC has an effective mix of Executive Directors, Non-Executive Directors and Independent Directors in order to maintain the Board's independence and separate the functions of governance from the day to day management activities. The board of directors of the Company consists of ten (10) directors out of which seven (7) are Non-Rotational directors (including Nominee director, Independent directors and Managing Director) and three (3) are Rotational directors. There is also an Independent Woman Director on the board of the Company. The composition of the board is in compliance with Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 . The board periodically evaluates the need for change in its composition and size.

The Company has issued formal appointment letters to the Independent Directors as required by Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Composition of the board, and directorships held on March 31, 2016

Name of Director	Age	Other directorships held	Number of Committee Membership in domestic public companies (including this company)	
			As Chairman	As Member
Executive Directors, Non Independent				
Satish Chandra Agarwal	82	3	1	-
Sachin Agarwal	44	8	2	2
Priya Ranjan Agarwal	57	2	-	1
Alok Agarwal	54	-	-	4
Non-Executive Director, Nominee of Pragati India Fund Limited (Foreign Equity Investor)				
Narayanan Shadagopan	45*1	2	-	2
Kasiviswanathan Mukundan	47*2	3	-	1
Non-Executive Directors, Independent				
Dr. Rakesh Chandra Katiyar	60	1	4	-
Ajay Kashyap	67	3	-	3
Krishna Das Gupta	73	3	3	2
Shashi Vaish	65	1	-	4
Brij Lal Gupta	64	-	-	2

Notes:

Directorship of directors in other companies also includes directorship in Private Limited Companies.

*1 Mr. Narayanan Shadagopan resigned from the directorship of the Company w.e.f. November 8, 2015. The details of directorship and committee membership are on the date on which he ceased to be director.

*2 Mr. Kasiviswanathan Mukundan was appointed as Nominee Director of Foreign Equity Investor w.e.f. February 9, 2016.

Note:

1) Non-Executive Directors of the Company, do not hold any securities of the Company.

2) Mr. Satish Chandra Agarwal, Chairman of the Company is relative of Mr. Sachin Agarwal, Managing Director being his father. There is no relationship inter-se between any of the other Directors of the Company.

3) Familiarization program imparted to Independent Directors of the Company can be found at www.ptcil.com

A brief profile of the directors is given below:

Satish Chandra Agarwal

Mr. Satish Chandra Agarwal is the Chairman of PTC Industries Limited. He founded Precision Tools & Castings (now PTC Industries Limited) in 1963 with a vision to make it one of the leading engineering goods producer of the country. He was appointed the Managing Director of the company in May, 1970 and continued till 2006. Mr. Satishsh Chandra Agarwal is a Bachelor of Engineering (Mechanical).

Under his able leadership, PTC has become a dynamic, forward-looking company. He initiated the diversification of PTC's product portfolio by introducing various molding processes and multiple grades of steel, stainless steel and super alloys. Mr. Agarwal's vision for growth and expansion for the company led him to acquire and amalgamate a tool & die manufacturing company and an alloy steel manufacturing entity with PTC.

Mr. Satish Chandra Agarwal, using his skills and immense knowledge of the casting industry, was able to successfully develop industrial castings for import substitution in India and then went ahead and made the company's first exports to USA in 1986. Under his guidance, PTC received a number of awards like the 'Best Exporter Shield' from EEPC(Northern Region), 'Certificate of Excellence' along with various quality certifications like ISO 9001-2000 by BVQI, AD-2000 Merkblat by TUVNORD, etc. Mr. Agarwal has also been bestowed with the 'Dhatu Nayak' award by the All India Induction Furnaces Association in 1992-93. He was also recognised as 'Honorary Citizen, City of Tulsa' for his contribution to the industrial development in Tulsa, Okhlahoma.

He continues to provide his guidance and wisdom to the Company and its members.

Sachin Agarwal

Mr. Sachin Agarwal, the Managing Director of PTC Industries Limited was born in Lucknow, UP where he spent his early years. For his higher education, he proceeded to the United States where he obtained an MBA in Operations from the University of Tulsa, Oklahoma and an M.Sc in Finance from Boston College, Massachusetts. He returned to Lucknow in 1998 as Director, Corporate Planning for PTC and developed an ERP software along with e.Soft Technologies Limited, a company that he co-founded in 1999. After firmly establishing e.Soft's name in India and abroad, Sachin went on to re-engineer the casting manufacture processes in PTC. His creative approach towards the business led him to experiment with many new and promising technologies for this age old industry.

When Sachin took over as Managing Director of PTC in the year 2006, he was only 34. Under his leadership, PTC began to grow at an extraordinary pace. His explorations with new technologies continued and by this time he had succeeded in developing and commercializing the Replicast® Technology. Due to his efforts, PTC became the only foundry in India to successfully indigenize this technology and received the 'National Award for R&D Efforts in Industry' by DSIR which was presented to Sachin by Dr. Krishnamurthy and Dr. Mashelkar, renowned personalities in the field of science and technology and advisors to the Prime Minister at that time.

Sachin's worked on the development of new technologies and metallurgies for production of components required for various super-critical applications like oil & gas, energy and marine. He added customers like Rolls Royce, Emerson and Wartsila to the Company's already impressive portfolio. 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.

Sachin is chairman of Regional Committee on MSMEs, CII, Northern Region and Past Chairman for CII in UP and in this role he has worked tirelessly to showcase UP in many parts of the country. He was recognized for his achievements in a publication 'Small Big Bang' by Indian Institute of management (IIM) where he was recognized for his significant contribution to industry and his leadership qualities. He was also featured in Forbes India as leading one of the "16 Hidden Gems" of the country. In association with

CII, he has been working towards policy advocacy for the industry. Within his own organisation also, he institutes various welfare funds for the benefit of his workers thus providing support to them in times of need for education and their medical needs. He is committed to bringing an improvement in the lives of all the members of his company through creation of a better and safe work environment and better quality of life.

Priya Ranjan Agarwal

Mr. Priya Ranjan Agarwal joined PTC in 1992 and has been working with company for the last 24 years. He is a Whole-time director on the Board of the Company. He has made a substantial contribution in creation of a wide base of customers in the domestic market. Mr. Priya Ranjan Agarwal is a Bachelor of Engineering (Mechanical).

He is primarily responsible for business development in key infrastructure projects and domestic marketing activities and has contributed largely for PTC to become a well known and respected name in the country. He handles the Heavy Engineering division and is also responsible for the activities of Lucknow Plant 2. He continues to lead PTC's marketing efforts by working tirelessly with government and non-government organizations. He has been instrumental in the execution of several large project orders received by PTC from companies like BHEL and BEML.

Alok Agarwal

Mr. Alok Agarwal began working with PTC Industries in the year 1994, nearly 22 years ago. He is a Whole-time director designated as an Executive Director on the Board of the Company. Mr. Alok Agarwal has done his B.Tech from a premiere engineering institution, the Indian Institute of Technology (IIT), Kanpur.

Over the years, he has held various senior positions in the Production, Quality, Technical and Co-ordination areas. He spent a number of years at the Ahemdabad Plant, and was deeply involved in the design, project management and commissioning of the unit. Being a person with a strong penchant for analytical work and high technology skills, he was chosen to head Lucknow Plant 1 and the Quality & Technical divisions of the Company. He has done extensive work in improving the quality standards in the Plant and obtaining various ISO and other quality certifications for the Company. His responsibilities also include Environment, Health and Safety compliances for the Company.

Kasiviswanathan Mukundan

Mr. Kasiviswanathan Mukundan joined the Company in February 9, 2016 as Non-Executive, Nominee Director of the Investors. Mr. Mukundan is B.Tech and Masters in Financial Management. Mr. Mukundan is currently CEO of UTI Capital, the alternate assets platform of the UTI Mutual Fund Group.

Mr. Kasiviswanathan Mukundan has more than 23 years of experience. He has brought a wealth of experience to PTC and is actively involved in the Board process.

Ajay Kashyap

Mr. Ajay Kashyap joined PTC in April 2007 and is an Independent Director on the Board of the Company. He is also a director on the Board of various other companies. Mr. Kashyap is a Bachelor in Technology (Chemistry) and has a Masters in Science (Chemistry). He has a vast experience in the engineering Industry.

Dr. Rakesh Chandra Katiyar

Dr. Rakesh Chandra Katiyar joined PTC in April 2007 and is an Independent Director on the Board of the Company. He educational qualifications include M.Com, Ph.D, FICWA, D.Literature and he is a professor at the Chatrapati Sahuji Maharaj University, Kanpur. He is a well-known and respected person in his field.

Krishna Das Gupta

Mr. Krishna Das Gupta joined the Company in July 2008 as an Independent Director on the Board. His educational qualifications include M.Com, LLB, M.Phil and Masters in Public Administration. Mr. Gupta is an ex-Commissioner of Income-Tax with the Government of India. He is a director on the Board of various other companies.

Shashi Vaish

Mrs. Shashi Vaish has done her M.Sc in Physics from Kanpur University. She is also a 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 40 years in secretarial work in various capacities.

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.

The following table gives the details of the numbers of board meeting attended and attendance at last Annual General Meeting (AGM).

Name of directors	Director Identification Number	Number of Board Meeting during the year		Attendance at Last AGM held on 12th August, 2015
		Held	Attended	
Satish Chandra Agarwal	00142960	5	1	Present
Sachin Agarwal	00142885	5	5	Present
Priya Ranjan Agarwal	00129176	5	5	Present
Alok Agarwal	00129260	5	3	Present
Narayanan Shadagopan*1	03469992	4	3	Absent
Kasiviswanathan Mukundan*2	02756249	1	1	Not Applicable*2
Dr. Rakesh Chandra Katiyar	00556214	5	5	Present
Ajay Kashyap	00661344	5	1	Absent
Krishna Das Gupta	00374379	5	5	Present
Shashi Vaish	00655901	5	2	Absent
Brij Lal Gupta	06503805	5	5	Present

*1 Mr. Narayanan Shadagopan resigned as Nominee Director of the Company w.e.f. November 8, 2015.

*2 Mr. Kasiviswanathan Mukundan was appointed as Nominee Director of the Company w.e.f. February 9, 2016.

The board met five times during the financial year ended 31st March, 2016 and the attendance of each director in board meeting is as under:

Name of Directors	Dates of Board Meetings in 2015-2016				
	25th May, 2015	25th June, 2015	12th August, 2015	7th November, 2015	9th February, 2016
Satish Chandra Agarwal	-	-	✓	-	-
Sachin Agarwal	✓	✓	✓	✓	✓
Priya Ranjan Agarwal	✓	✓	✓	✓	✓
Alok Agarwal	-	✓	✓	-	✓
Narayanan Shadagopan	-	✓	✓	✓	NA*1
Ajay Kashyap	-	-	-	-	✓
Dr. Rakesh Chandra Katiyar	✓	✓	✓	✓	✓
Krishna Das Gupta	✓	✓	✓	✓	✓
Kasiviswanathan Mukundan			NA*2		✓
Shashi Vaish	✓	-	-	✓	-
Brij Lal Gupta	✓	✓	✓	✓	✓

*1 Mr. Narayanan Shadagopan, Nominee Director of the Company, resigned from the directorship of the Company w.e.f. November 8, 2015.

*2 Mr. Kasiviswanathan Mukundan was appointed as the Nominee Director of the Company w.e.f. February 9, 2016.

Committees of the Board

There are eight Committees of the board, viz: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Project Monitoring and Environment Committee, Corporate Social Responsibility Committee, Banking Committee, Risk Management Committee and Listing Committee. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these committees are provided hereunder:

AUDIT COMMITTEE

Composition

The Audit Committee was reconstituted during the year. It comprises of five members (3 Independent-Non-executive, 1 Key Managerial Personnel and 1 Nominee Director). The composition and attendance of the Audit Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2015-16	
			Held	Attended
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director	4	4
2.	Alok Agarwal*2	Member, Executive Director	1	0
2.	Brij Lal Gupta	Member, Independent Director	4	4
3.	Krishna Das Gupta	Member, Independent Director	4	4
4.	Narayanan Shadagopan*2	Member, Nominee Director	3	3
5.	Smita Agarwal *1	Member, Chief Financial Officer	3	3
6.	Kasiviswanathan Mukundan*3	Member, Nominee Director	0	0
7.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	4	4

*1 Audit Committee was reconstituted by Board in their meeting held on June 25, 2015, Mrs. Smita Agarwal, Chief Financial Officer was inducted as member of the Committee in place of Mr. Alok Agarwal, Director (Quality & Technical).

*2 Mr. Narayanan Shadagopan, resigned from the directorship of the Company w.e.f. November 8, 2015.

*3 Mr. Kasiviswanathan Mukundan was inducted as the member by Board in their meeting held on February 9, 2016.

The scope, activities and terms of reference of the Audit Committee is as set out in Regulation 18 read with Part C of the Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

Terms of Reference

a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

b) To recommend for appointment, remuneration and terms of appointment of auditors of the Company and approve payment to statutory auditors for any other service rendered by the statutory auditors.

c) To review the annual financial statements and auditor's report thereon before submission to the board for their approval.

d) To review the quarterly, half-yearly financial results of the Company before submission to the board.

e) To review the statement of uses / application of funds raised through an issue (public, rights or preferential) and make appropriate recommendations to the board in this regard.

f) To review and monitor the auditors' independence and performance and effectiveness of the audit process.

g) To approve or to make any subsequent modification of transactions of the Company with related parties.

h) To review functioning of the whistle blower mechanism.

i) To evaluate internal financial controls and risk management system.

j) To monitor the end use of funds raised through public offer, etc, if any.

k) To review the adequacy of the internal audit function with respect to competence and capability of the internal auditor, reporting structure and frequency of internal audit.

l) To discuss with the internal auditor his findings relating to various functions of the company and follow up thereon.

m) To hold periodic discussions with the statutory auditors and internal auditors of the Company concerning the accounts of the Company, scope of audit and observations of auditors, etc.

Nomination and remuneration committee

Composition

The Nomination and Remuneration Committee has been reconstituted during the year. It comprises of four directors (all are Independent-Non Executive directors). The Composition and attendance of the Nomination and Remuneration Committee is as under:

	Name	Category	Number of meetings during 2015-16	
			Held	Attended
1.	Krishna Das Gupta	Chairman, Independent Director	3	3
2.	Shashi Vaish *	Member, Independent director	2	0
3.	Brij Lal Gupta*	Member, Independent Director	3	3
4.	Dr. Rakesh Chandra Katiyar	Member, Independent Director	3	3
5.	Satish Chandra Agarwal*	Member, Executive Chairman	1	0
6	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	3	3

* Mrs.Shashi Vaish Woman Independent Director, was inducted in the Nomination and Remuneration Committee w.e.f. June 25, 2015 in place of Mr. Satish Chandra Agarwal, Executive Chairman of the Board.

Note: Performance Evaluation of Independent Directors is carried by standards in relation to the Company and its business. The evaluation criteria are self adopted by Committee which includes, Quality and knowledge of the Independent Directors, integrity and industry knowledge, understanding the business and attributed risk, process and procedures, involvement in the oversight of the financial reporting process including internal controls and oversight of audit functions , etc. The evaluation is made in the point of 0 to 5, where 0 means insufficient knowledge; 1 means strong disagree and 5 means strongly agree.

Terms of Reference

a) To recommend to the board the set up and composition of the board and its committees. This committee will periodically review the composition of the board with the objective of achieving an optimum balance of size, skills, knowledge, independence and experience.

b) To recommend to the board the appointment or reappointment of directors, key managerial personnel (KMPs) and executives appointed one level below the board.

c) To devise a policy on board diversity.

d) To review the performance of the every director after considering the Company's performance, and to assist the board and the independent directors in evaluation of performance of the board, its committees and individual directors.

e) To make recommendations to the board about the remuneration policy including salary, perquisites and commission to be paid to the directors, KMPs and executives one level below the board.

f) To finalize the remuneration, including salary, perquisites and retirement benefits, of the directors and KMPs and to oversee the remuneration paid to them on an annual basis.

g) To introduce and oversee a familiarisation program for the directors.

h) Perform such duties and responsibilities as may be consistent with the charter of the committee.

Remuneration of directors for the Financial Year 2015-2016 (₹ in Lacs)

Name	Salary	Contribution to funds	Sitting fees	Perquisite/ Commission	Total
Satish Chandra Agarwal	30.78	-	-	16.95	**47.73**
Sachin Agarwal	55.01	3.47	-	39.26	**97.74**
Priya Ranjan Agarwal	20.96	1.62	-	2.1	**24.68**
Alok Agarwal	20.13	2.19	-	2.00	**24.33**
Krishna Das Gupta	-	-	0.52	-	**0.52**
Ajay Kashyap	-	-	0.10	-	**0.10**
Dr. Rakesh Chandra Katiyar	-	-	0.55	-	**0.55**
Shashi Vaish	-	-	0.12	-	**0.12**
Brij Lal Gupta	-	-	0.47	-	**0.47**
Kasiviswanathan Mukundan*	-	-	0.05	-	**0.05**
Narayanan Shadagopan*	-	-	-	-	**0.00**
TOTAL					**196.28**

* Mr. Narayanan Shadagopan, Nominee Director, resigned from the directorship of the Company w.e.f. November 8, 2015 and the board inducted Mr. Kasiviswanathan Mukundan, Nominee Director in place of him w.e.f. February 9, 2016.

Non Executive directors of the Company are only entitled for sitting fees and other ancillary expenditures incurred for attending the meeting of board of directors or committee thereof in which director is inducted as member.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

The Stakeholder Relationship Committee has been reconstituted during the year. It comprises of four directors (3Independent-Non Executive and 1 Executive director). Composition and attendance of the Stakeholders Relationship Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2015-16	
			Held	Attended
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director	2	2
2.	Sachin Agarwal	Member, Executive Director	2	2
3.	Satish Chandra Agarwal*	Member, Executive Chairman	1	0
4.	Krishna Das Gupta	Member, Independent Director	2	2
5.	Ajay Kashyap*	Member, Independent Director	1	1
6.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	2	2

* Mr. Ajay Kashyap, Independent Director was inducted as member of the Committee w.e.f. June 25, 2015 in place of Mr. Satish Chandra Agarwal, Executive Chairman of the board.

Mr. Arun Kumar Gupta, General Manager (Finance) & Company Secretary is also designated as Compliance Officer of the Company.

Terms of Reference

The Stakeholder Relationship Committee was formed to look into matters related to transfer of shares, redressal of grievances of investors related to transfer or credit of shares, issue of duplicate share certificates, dividends, non-receipt of notices or annual reports and other related matters.

The details pertaining to the number of complaints received and responded and the status thereof during the financial year ended **March 31, 2016** are as under:

No. of complaints received from the shareholders	:	Nil
No. of complaints solved to the satisfaction of the shareholders	:	NA
No. of complaints pending	:	Nil

Share Transfers (from April 1, 2015 to March 31, 2016)

No. of shares transferred / transmitted	:	2700/0
No. of shares pending for transfer	:	Nil
Pending due to Exchange of Counter Receipts (CR) to share certificates	:	NA

There are 69,000 equity shares against which shareholders have not claimed share certificates in lieu of the Counter Receipts (CR) aggregating to 1.32% of the total paid-up equity share capital of the Company.

Project Monitoring And Environment Committee

Composition

The Project Monitoring and Environment Committee has been reconstituted during the year. It comprises of five directors (2 Independent-Non Executive and 3 Executive Directors). Composition and attendance of Project Monitoring and Environment Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2015-16	
			Held	Attended
1.	Satish Chandra Agarwal	Chairman, Executive Chairman	1	0
2.	Sachin Agarwal	Member, Executive Director	1	1
3.	Alok Agarwal	Member, Executive Director	1	1
4.	Priya Ranjan Agarwal*	Member, Executive Director	0	0
5.	Narayanan Shadagopan**	Member, Nominee Director	0	0
6.	Ajay Kashyap	Member, Independent Director	1	0
7.	Krishna Das Gupta*	Member, Independent Director	1	0
8.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	1	1

* Mr. Krishna Das Gupta, Independent Director was inducted as member of the Committee with effect from June 25, 2015 in place of Mr. Priya Ranjan Agarwal, Director (Marketing).

** Mr. Narayanan Shadagopan, Nominee Director of the Company, resigned from the directorship of the Company w.e.f. November 8, 2015.

Terms of Reference

The Project Monitoring Committee oversees and monitors the progress of large capital expenditures and projects being implemented by the Company. It approves placement of large orders of equipment, plant and machinery relating to the projects and monitors their execution. It also assesses the impact of the operations of the Company on the environment and initiates steps for the identification of potential issues and provision of support in setting a direction for improvements. It also takes on account matters pertaining to new project (Advanced Manufacturing & Technology Centre (AMTC)) monitoring and for its smooth implementation.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition

The Corporate Social Responsibility Committee has been reconstituted during the year. It comprises of four directors (3 Independent-Non Executive and 1 Executive director). The composition and attendance of the Corporate Social Responsibility Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2015-16	
			Held	Attended
1.	Krishna Das Gupta	Chairman, Independent Director	1	1
2.	Sachin Agarwal*	Member, Executive Director	0	0
3.	Alok Agarwal	Member, Executive Director	1	1
4.	Dr. Rakesh Chandra Katiyar	Member, Independent Director	1	1
5.	Shashi Vaish*	Member, Independent Director	1	0
6.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	1	1

* Mrs. Shashi Vaish, Independent Director was inducted as member of the Committee w.e.f. June 25, 2015 in place of Mr. Sachin Agarwal, Managing Director.

Terms of Reference

The Corporate Social Responsibility Committee has been formed as per section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Its mandate includes formulating and recommending to the board of directors a corporate social responsibility (CSR) Policy, recommend the amount of expenditure to be incurred on eligible activities as per Schedule VII of the Companies Act, 2013, monitoring of CSR activities and overseeing the conduct of the Company with regard to its corporate and social obligations and its reputation as a responsible corporate citizen.

The Company's CSR policy can be accessed at company's website www.ptcil.com.

BANKING COMMITTEE

Composition

The Banking Committee of the board was reconstituted during the year. It comprises of three directors (1 Independent-Non Executive and 2 Executive directors). The composition and attendance of the Banking Committee is as under:

Sl. No.	Name	Category	Number of meetings held during 2015-16	
			Held	Attended
1.	Sachin Agarwal	Chairman, Managing Director	5	5
2.	Alok Agarwal	Member, Executive Director	5	5
3.	Krishna Das Gupta*	Member, Independent Director	1	0
4.	Brij Lal Gupta*	Member, Independent Director	4	0
5.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	5	5

*Mr. Brij Lal Gupta, Independent Director was inducted as member of the Committee w.e.f. June 25, 2015 in place of Mr. Krishna Das Gupta, Independent Director.

Terms of Reference

The Terms of Reference for Banking Committee was revised by board in their meeting held on November 7, 2015. The revised Terms of reference are as follows:

a) Approval of sanction letters and/or borrowings at a time or by cumulative sum not exceeding Rs. 350,000,000 (Rupees thirty five crores) subject to fact that the Chairman of the Committee will place such approval at the subsequent meeting of the Board.

b) Passing of resolution(s) for opening, closing and operation of bank accounts with present bankers of the Company viz., State Bank of India, Punjab National Bank, HDFC bank, Yes Bank or any of the banks in future.

c) To authorise additions/deletions to the signatories pertaining to banking transactions.

d) To approve investment of surplus fund for an amount not exceeding Rs. 100,000,000 (Rupees Ten crores) as per the policy approved by Board.

e) To approve transactions relating to foreign exchange exposure including but not limited to forward cover and derivatives products.

f) Any approval and/or execution for day to day banking matters of the Company.

g) To attend to any other responsibility as may be entrusted by the Board to perform any activity within terms of reference.

RISK MANAGEMENT COMMITTEE

Composition

The Risk Management Committee has been reconstituted during the year. It comprises of three directors (2 Independent-Non Executive directors, 1 Executive director). During the year no meeting was held of the Risk Management Committee. The composition of the Risk Management Committee is as under:

Terms of Reference

Sl. No.	Name	Category	No. of meetings held during the year 2015-16	
			held	Attended
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director	1	1
2.	Sachin Agarwal*	Member, Executive Director	0	0
3.	Alok Agarwal*	Member, Executive Director	0	0
4.	Smita Agarwal*	Member, Chief Financial Officer	0	0
5.	Priya Ranjan Agarwal*	Member, Executive Director	1	1
6.	Brij Lal Gupta*	Member, Independent Director	1	1
7.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	1	1

* Mr. Brij Lal Gupta, Independent Director and Mr. Priya Ranjan Agarwal, Director (Marketing) were inducted as member of the Committee w.e.f. June 25, 2015 in place of Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director (Quality & Technical) and Mrs. Smita Agarwal, Chief Financial Officer.

To recommend to the board a risk management policy, to manage the risk of the Company mainly un-systematic risk and apprise the board regarding any noticeable and relevant risks which can have an adverse effect on the affairs of the Company.

LISTING COMMITTEE

Composition

The Listing Committee of the board was formed by the resolution passed in the meeting of the board of directors held on April 23, 2014. It comprises of two directors, Chief Financial Officer and Company Secretary (2 Executive directors, CFO and CS). During the year no meeting was held of the Committee. The composition of the Listing Committee is as under:

	Name	Category
1.	Sachin Agarwal	Chairman, Executive Director
2.	Alok Agarwal	Member, Executive Director
3.	Smita Agarwal	Member, Chief Financial Officer
4.	Arun Kumar Gupta	Member, General Manager (Finance), Compliance Officer & Company Secretary

Terms of Reference

To oversee and monitor all tasks in relation to the listing of equity shares of the Company at stock exchanges and the compliance of all the provisions of the Listing Agreement.

BOARD EVALUATION AND TRAINING

Training of board members

The Company, in order to keep its directors appraised with the developments in the industrial sector, arranges skill development program for the directors from time to time. The Company also trains its board of directors regarding its business as well as the risk parameters of the business during the board meetings. Presentations are also made to educate the directors regarding their duties, responsibilities, powers and roles under various statutes.

Evaluating the performance of non-executive directors

The board evaluates the performance of non-executive directors and other directors of the Company. Further, the independent directors also evaluate the performance of non-independent directors in a separate meeting where non-Independent directors remain absent and the Nomination and Remuneration Committee also evaluates the performance of board as a whole, including the Executive Chairman of the Company in their meeting.

Whistleblower policy

The company has established a vigil mechanism pursuant to the requirement under Clause 49 of the Listing Agreement & section 177 of the Companies Act, 2013 and adopted a 'Whistle Blower Policy' for employees and directors to report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concerns about serious irregularities within the Company. In line with this policy, no person is denied access to the chairman on the audit committee.

General Body Meetings

The date, time and venue of the last three Annual General Meetings of the Company are as follows:

No. of AGM	Date	Time	Location	Special Resolution Passed
52^{nd}	August 12, 2015	03:00 P.M.	Registered Office	Yes*
51^{st}	July 23, 2014	03:00 P.M.	Registered Office	Yes
50^{th}	July 16, 2013	02.00 P.M.	Registered Office	Yes

*In the 52nd Annual General Meeting of the Company two resolutions were passed with requisite majority as Special Resolution.

Postal Ballot

During the fiscal year 2015-16 two Special resolutions were passed through Postal Ballot on August 12, 2015, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards-2, in respect of following items:

(i) Approval for Sale/lease or disposal of Plant-1 of the Company;

(ii) Approval for sale/lease or disposal of Plant -2 of the Company.

Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretary was appointed as the Scrutinizer to conduct the Postal Ballot process.

The Notice dated may 25, 2015 was sent to the members and the last date for receipt of the Postal Ballot Forms was August 8, 2015. The Company also provided facility of postage prepaid business reply envelopes to members for sending their Postal ballot Forms. The Company also arranged with CDSL for providing e-voting facility to members of the Company, pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. Four members casted their vote through postal ballot forms, out of which 3 were invalid and twenty four members casted their vote through e-voting facility provided by the Company of which none were invalid.

Total 4,444,633 votes were casted in favor of first resolution and no vote was casted against it. For second resolution, total 4,444,633 votes were casted in favor and no vote was casted against.

The result was also announced on the website of the Company. The result of the voting can be accessed at www.ptcil.com

No Extraordinary General meeting was held during the year under report.

Resolutions, if any, to be passed through Postal Ballot during the current financial year will be taken up as and when necessary.

Disclosures

1. Your Company has not entered into any transaction of a material nature except transactions with related parties which have been given under notes to the financial statements as stipulated under Accounting Standard 18 (AS-18) and Annexure to the Director's report in Annexure III, with the promoters, directors, management, their subsidiaries or relatives etc. All transactions were carried out on an arms-length basis and were not prejudicial to the interest of the Company.

2. There has been no instance of any non-compliance during the last three years by the Company on any matter under Securities and Exchange Board of India, any stock exchange or any other statutory authority related to capital market.

3. The Company has adopted a 'Whistle Blower Policy' and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. It is affirmed that no person was denied access to the chairman of the audit committee. The Whistle Blower Policy can be accessed at www.ptcil.com.

4. Your company has made compliances with mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. Policy on Materiality and Policy on Related party Transactions can be accessed at http://www.ptcil.com/ Policies and Reports.aspx

6. The Company has a risk management policy for risk identification, assessment and control to effectively manage risk associated with business of the Company.

   Means of Communication

   1. The quarterly results are placed on the Company's website whilst submitting to the Stock Exchange.

   2. Financial results are published in English and Hindi newspapers (generally in Financial Express and Jansatta). Notices of board meetings to approve the financial results are also published in these newspapers.

   3. Financial results along with notice of the board meetings can be accessed at Company's website www.ptcil.com under the head 'Financials'.

   4. The Company's website www.ptcil.com not only gives description of its products and activities, but also highlights the achievements of the Company and official news releases. There are no Institutional Investors nor are any presentations made to analysts.

General Shareholders' Information

Annual General Meeting : Date: September 28, 2016
Time: 03:00 P.M.
Venue: Registered Office at Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

Financial calendar (Tentative) : 1st April 2015 to 31st March 2016

Dividend Payment date : As the Company is in implementation stage of its new plant, Advanced Manufacturing and Technology Centre (AMTC), huge outlay of funds for capital expenditure and R&D shall be required. Hence, Directors regret their ability to recommend any dividend this year.

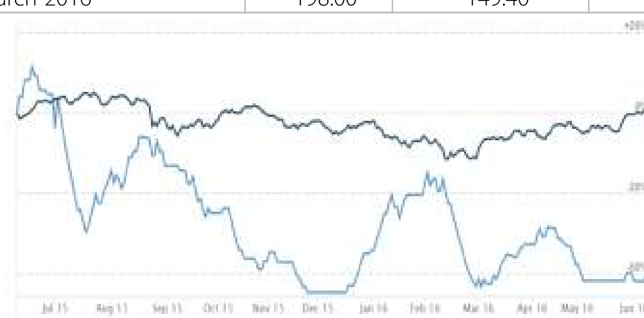
Listing on Stock Exchange : BSE Limited
The Company has paid Annual Listing Fees to BSE Limited for the current year.

Stock Exchange Code : 539006

Market Price Data : Stock market price data for the financial year 2015-16. High/Low of daily closing market price of the Company's shares traded at BSE during each month in the Financial Year ended on March 31, 2016 are as under:

Month	High (Rs.)	Low (Rs.)	No. of shares traded
April-2015	No trading took place		
May-2015			
June-2015	389.95	308.75	203
July-2015	389.00	204.30	1263
August-2015	315.50	252.00	837
September-2015	280.00	225.70	649
October-2015	240.00	175.00	5851
November-2015	202.80	150.50	538
December-2015	195.60	158.00	580
January-2016	254.20	196.50	4526
February-2016	290.00	153.00	12530
March-2016	198.00	149.40	6069

Performance of the share price of the Company in comparison to the BSE Sensex: :



Registrar and Transfer Agent : M/s Link Intime India Pvt. Ltd.
C-13 Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup(w), Mumbai 400 078
Phone : 91-22 - 25963838
Fax : 91-22 - 25946969
e-mail : mumbai@linkintime.co.in

Share Transfer System : Share transfer work of physical segment is attended to by the Company's Registrar and Share Transfer Agent within the period prescribed under the law and the listing agreement. Share transfers are approved by a committee of directors which meets periodically.

Plant Locations

Lucknow Plant 1
Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

Windmill Power Division
Surajbari Region, Shikarpur Village, Kutch District, Gujarat, India.

Mehsana Plant
Rajpur, Taluka Kadi, District Mehsana 382 740, North Gujarat, India.

AMTC Plant
NH 25A, Sarai Shahjadi, Lucknow-226 401, Uttar Pradesh, India.

Lucknow Plant 2
C-5 Sarojini Nagar, Industrial Estate, Lucknow-226 008, Uttar Pradesh, India.

Address for correspondence : : To Company Secretary
PTC Industries Limited, Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India.

Dematerialization of Shares

The Company has signed a tri-partite agreement with both depositories National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited to facilitate dematerialization of Shares. The Company's equity shares have been admitted to dematerialisation w.e.f. July 20, 2002 and the ISIN is INE596F01018. The details of shares in physical and demat form as on March 31, 2016 is as under:

Description of Shares	Number of Shares	Percentage
No. of shares in physical mode	3,24,510	6.19
No. of shares in electronic mode	49,14,553	93.81
Total	**52,39,063**	**100.00**

Distribution of shareholding (As on March 31, 2016)

Number of shares	Number of shareholders	Number of shares	Percentage to total number of shares
From - To			
1 - 500	554	92,569	1.7669
501 - 1000	49	39,451	0.7530
1001 - 2000	12	18,268	0.3487
2001 - 3000	5	13,937	0.2660
3001 - 4000	2	7,333	0.1400
4001 - 5000	4	19,400	0.3703
5001 - 10000	10	80,577	1.5380
10001 and above	37	49,67,528	94.8171
Total	**673**	**52,39,063**	**100.00**

Shareholding Pattern	No. Of Shares	% of Capital
Promoters and directors (including relatives)	33,21,020	63.39
Foreign companies	10,47,813	20.00
Corporate bodies (other than promoters' companies)	2,27,503	4.34
Indian public	6,11,651	11.67
NRIs	20,103	0.38
Market makers	7,100	0.14
HUF	3,750	0.07
Clearing Members	123	0.01
Total	**52,39,063**	**100.00**

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015

Name	Mr. Kasiviswanathan Mukundan	Mr. Priya Ranjan Agarwal
Date of Birth	13/04/1969	15/08/1958
Date of Joining	09/02/2016	28/12/1992
No. of shares held	-	386000
Qualification	B.Tech and MFM	B.E. (Mechanical)
Experience	23 years	22 years
Expertise	Banking & Financial Sector	Marketing, Technical, Operations
Other Listed Company Directorship	-	-
Chairman/ membership in other listed company committees	-	-

GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of PTC Industries Limited

We have examined the compliance of conditions of Corporate Governance by PTC Industries Limited ("the Company"), for the year ended on March 31, 2016, as stipulated in:

- Clause 49 (excluding clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges) for the period April 1, 2015 to November 30, 2015.
- Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges for the period April 1, 2015 to September 1, 2015.
- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period September 2, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.

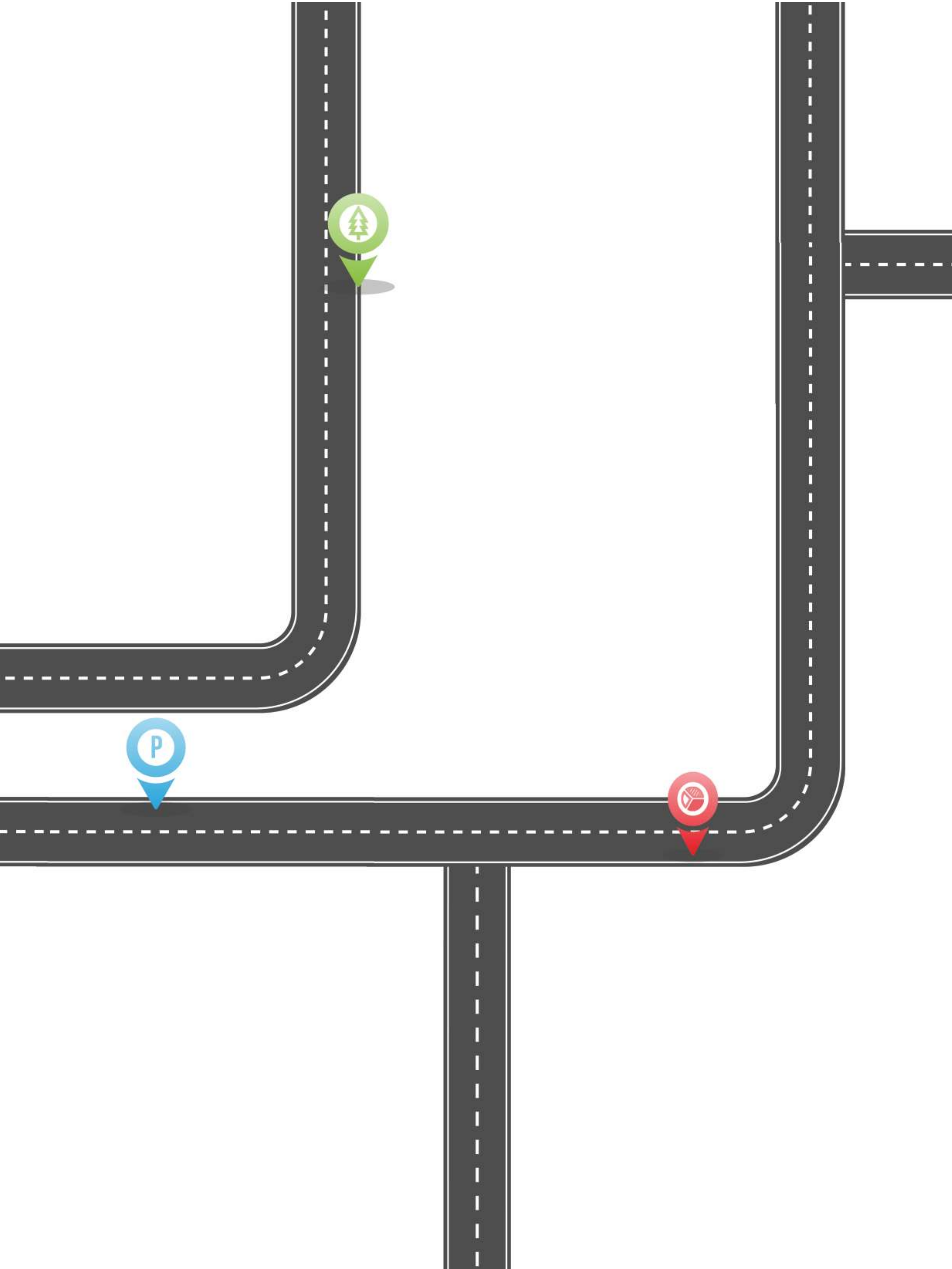
1. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
2. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
3. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For C.P Shukla & Co.

Company Secretaries

Place: Lucknow
Date: 28.05.2016

(C.P Shukla)
CP No.: 5138
M. No.: F3819



Standalone Financials

Independent Auditor's Report

To the Members of PTC Industries Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of PTC Industries Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143(3) of the Act, we report that:

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. the standalone financial statements dealt with by this report are in agreement with the books of account;

d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);

e. on the basis of the written representations received from the directors as on 31 March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164(2) of the Act;

f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 28 May 2016 as per annexure B expressing out unmodified opinion on adequacy and operating effectiveness of the internal financial controls over financial reporting.

g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. as detailed in Note 2.30 to the standalone financial statements, the Company has disclosed the impact of pending litigations on its standalone financial position;

   ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

   iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Walker Chandiok & Associates**
Chartered Accountants
Firm Registration No: 001329N

per **Arun Tandon**
Partner
Membership No. 517273

Place: New Delhi
Date: 28 May 2016

Annexure A to the Independent Auditor's Report of even date to the members of PTC Industries Limited, on the financial statements for the year ended 31 March 2016

Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year, except for stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management. No material discrepancies were noticed on the aforesaid verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Amount paid under Protest (₹)	Period to which the amount relates	Forum where dispute is pending
UP VAT Act, 2007	Penalty	1,590,000	596,250	Assessment year ('AY') 2013-14	Tribunal, Commercial Tax, Uttar Pradesh
Central Excise Act, 1944	Disallowance	280,335	-	July 2014 to December 2014	Assistant Commissioner, Central Excise
Central Excise Act, 1944	Disallowance	442,047	-	April 2014 to March 2015	Assistant Commissioner, Central Excise
Central Excise Act, 1944	Penalty and disallowance	264,140	-	June 2015	CESTAT, Allahabad

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) In our opinion, managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with them.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Walker **Chandiok & Associates**
Chartered Accountants
Firm Registration No: 001329N

per **Arun Tandon**
Partner
Membership No. 517273

Place: New Delhi

Date: 28 May 2016

Annexure B to the Independent Auditor's Report of even date to the members of PTC Industries Limited, on the standalone financial statements for the year ended 31 March 2016

Annexure B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of PTC Industries Limited ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Walker **Chandiok & Associates**
Chartered Accountants
Firm Registration No: 001329N

per **Arun Tandon**
Partner
Membership No. 517273

Place: New Delhi

Date: 28 May 2016

(All amounts in Indian rupees, unless stated otherwise)

Balance Sheet

	Note	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	5,23,90,630	5,23,90,630
Reserves and surplus	2.2	1,14,89,84,679	1,08,74,54,304
		1,20,13,75,309	**1,13,98,44,934**
Non current liabilities			
Long term borrowings	2.3	16,72,82,929	1,53,98,848
Deferred tax liabilities, net	2.4	6,78,30,345	6,34,15,302
Other long term liabilities	2.5	10,500	10,500
Long term provisions	2.6	84,48,618	62,11,786
		24,35,72,392	**8,50,36,436**
Current liabilities			
Short term borrowings	2.7	38,30,24,910	20,34,72,693
Trade payables	2.8		
- dues of micro and small enterprises		-	-
- dues of creditors other than micro and small enterprises		9,69,38,471	8,24,62,228
Other current liabilities	2.9	9,87,06,748	8,36,40,057
Short term provisions	2.10	12,25,140	37,59,497
		57,98,95,269	**37,33,34,475**
TOTAL		**2,02,48,42,970**	**1,59,82,15,845**
ASSETS			
Non current assets			
Fixed assets			
Tangible assets	2.11	44,11,83,458	42,75,66,093
Intangible assets	2.11	18,88,532	24,51,038
Capital work in progress		65,92,11,508	34,71,61,945
Non current investments	2.12	2,82,020	2,82,020
Long term loans and advances	2.13	13,90,72,597	7,40,52,093
Other non current assets	2.14	17,88,951	14,00,000
		1,24,34,27,066	**85,29,13,189**
Current assets			
Current investments	2.15	3,08,518	18,36,309
Inventories	2.16	35,47,17,330	32,17,15,512
Trade receivables	2.17	30,96,31,617	31,71,84,188
Cash and bank balances	2.18	98,06,492	1,19,15,450
Short term loans and advances	2.19	6,69,30,587	5,75,82,170
Other current assets	2.20	4,00,21,360	3,50,69,027
		78,14,15,904	**74,53,02,656**
TOTAL		**2,02,48,42,970**	**1,59,82,15,845**

Significant accounting policies 1
Notes 1 to 2.42 form an integral part of financial statements

This is the Balance Sheet referred to in our report of even date
For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

Statement of Profit and Loss

	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
INCOME			
Revenue from operations, gross	2.21	97,97,14,781	1,03,33,59,701
Less : Excise duty		2,28,70,867	2,56,19,551
Revenue from operations, net		**95,68,43,914**	**1,00,77,40,150**
Other income	2.22	3,11,88,258	1,64,34,980
Total income		**98,80,32,172**	**1,02,41,75,130**
EXPENSES			
Cost of materials consumed	2.23	26,27,53,665	31,68,36,674
Changes in inventories of finished goods and work in progress	2.24	(1,78,81,413)	(4,39,53,579)
Employee benefits expense	2.25	17,44,48,005	16,76,21,600
Research and development expense	2.28	84,41,201	57,17,135
Other expenses	2.26 (a)	39,69,89,326	38,72,53,858
Prior period expenses	2.26 (b)	17,66,685	1,08,971
Total expenses		**82,65,17,469**	**83,35,84,659**
Profit before finance cost, depreciation and amortisation, exceptional items and tax		**16,15,14,703**	**19,05,90,471**
Finance cost	2.27	2,56,31,693	2,56,30,458
Depreciation and amortisation	2.11	5,43,41,900	6,35,72,761
Profit before exceptional items and tax		**8,15,41,110**	**10,13,87,252**
Exceptional items	2.36	-	1,59,89,782
Profit before tax		**8,15,41,110**	**8,53,97,470**
Tax expenses			
- current tax		1,67,25,657	2,56,60,042
- deferred tax		44,15,043	(25,70,168)
- deferred tax (earlier years)		-	(26,35,021)
- Minimum Alternate Tax (MAT) credit entitlement		(11,29,966)	-
Profit for the year		**6,15,30,376**	**6,49,42,617**
Earning per share ₹ 10/- each fully paid up			
Basic (in ₹)	2.38	11.74	13.52
Diluted (in ₹)		11.74	12.40

Significant accounting policies 1
Notes 1 to 2.42 form an integral part of financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

(All amounts in Indian rupees, unless stated otherwise)

	Statement of cash flow	For the year ended March 31, 2016	For the year ended March 31, 2015
A	**Cash flow from operating activities**		
	Net profit before tax	**8,15,41,110**	**8,53,97,470**
	Adjustment for :		
	Depreciation	5,43,41,900	6,35,72,761
	Unrealised foreign exchange fluctuation loss/(gain)	(3,40,908)	63,57,464
	Loss on sale of fixed assets, net	3,28,616	12,84,682
	Provision for doubtful debts/ loans and advances	1,20,354	9,98,863
	Bad debts written off	16,73,944	20,41,022
	Dividend and other income	(14,000)	(844)
	Provisions made no longer required written back	(37,03,019)	(80,68,373)
	Finance costs	2,13,63,875	1,89,70,202
	Interest on deposit	(24,26,093)	(82,43,954)
	Operating profit before working capital changes	**15,28,85,779**	**16,23,09,293**
	Adjustments for changes in working capital :		
	(Increase)/decrease in trade receivables	78,93,479	(66,71,922)
	(Increase)/decrease in inventories	(3,30,01,818)	(3,34,27,519)
	Decrease /(increase) in loans and advances and other assets (current and non current)	6,39,178	11,45,64,968
	Increase/(decrease) in trade payables, provisions and other liabilities	2,58,42,942	(8,95,26,055)
	Cash generated from operations	**15,42,59,560**	**14,72,48,765**
	Income tax paid	(1,55,00,000)	(1,76,00,000)
	Net cash from operating activities(A)	**13,87,59,560**	**12,96,48,765**
B	**Cash flows from investment activities**		
	Purchase of fixed assets	(39,25,09,583)	(18,26,99,185)
	Capital advances	(6,28,00,200)	(3,27,87,143)
	Sale of fixed assets	2,47,380	12,46,265
	Interest received	15,06,876	1,30,04,659
	Proceeds from fixed deposits	-	(16,58,61,249)
	Placement of fixed deposits	10,16,415	27,83,06,643
	Purchase of current and non current investments	15,27,791	(95,920)
	Dividend received	14,000	844
	Net cash used in investment activities (B)	**(45,09,97,321)**	**(8,88,85,086)**
C	**Cash from financing Activities**		
	Proceeds from long term borrowings	15,18,84,081	(4,22,95,343)
	Proceeds from short term borrowings (net)	17,95,52,217	(7,33,449)
	Interest expense	(2,02,91,080)	(1,88,84,512)
	Net cash from/(used in) financing activities (C)	**31,11,45,218**	**(6,19,13,304)**
	Net (decrease) in cash and cash equivalents (A)+(B)+(C)	**(10,92,543)**	**(2,11,49,625)**
	Cash and cash equivalents at beginning of year	**59,01,595**	**2,70,51,220**
	Cash and cash equivalents at end of period (refer note 2.18)	**48,09,052**	**59,01,595**

This is the Statement of Cash Flow referred to in our report of even date

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

1.1 Basis of preparation of financial statements

The financial statements have been prepared to comply with the accounting principles generally accepted in India ("Indian GAAP"), including the Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention on the accrual basis of accounting. The accounting policies have been consistently applied by the Company.

1.2 Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Examples of such estimates includes estimated provision for doubtful debts/advances, employee retirement benefit plans, provision for income taxes, useful life of fixed assets, diminution in value of investments, other probable obligations and inventory write down. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

1.3 Fixed assets

(a) Tangible assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss. Project under commissioning and other assets under erection/installation are shown under capital work in progress and are carried at cost, comprising of direct cost and related incidental expenses. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Foreign currency loans availed for acquisition of fixed assets are converted at the rate prevailing on the due date for installments repayable during the year and at the rate prevailing on the date of balance sheet for the outstanding loan. The fluctuation is adjusted in the original cost of fixed assets.

(b) Intangible assets

Intangibles are stated at cost less accumulated amortization and impairment losses (if any). Cost related to technical assistance for new projects are capitalized. The software is amortised over a period of 6 years and technical assistance is amortised over a period of 5 years.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

1.4 Depreciation

(a) Tangible and Intangible assets

(I) Depreciation on fixed assets is provided on straight line method basis pursuant to the enactment of the Companies Act 2013 (the 'Act'), the Company has, effective from 1st April 2014, revised the estimated useful lives of its fixed assets, which are either less than or in accordance with the provisions of Schedule II to the Act as follows:

Block of asset	**Life (in years)**
Factory building	30 years
Plant and Machinery	10 years (Lucknow Plant-1)
	15 years (Other Plants)
Computer	3 years
Lab Equipment	10 years
Moulds and Dies	8 years
Vehicles	8 years
Motor cycles and scooters	10 years
Furniture and fixtures	10 years
Office equipments	5 years
Windmill	22 years
Intangible assets	
Software	6 years
Licences	5 years

(II) Leasehold land is depreciated over the period of lease.

1.5 Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments; all other investments are classified as long term investments. Long term investments are carried at cost less provision (if any) for decline in value which is other than temporary in nature. Current investments are carried at lower of cost and fair value.

1.6 Inventories

Inventories are valued at the lower of cost and net realisable value determined on the basis of first in first out method. Cost of inventories comprises of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition:

- Cost of raw materials includes components, packing materials, stores and spares and goods-in-transit - Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- Work in progress- Cost for this purpose includes material, labour and appropriate allocation of overheads.
- Finished products- Cost for this purpose includes material, labour and appropriate allocation of overheads. Excise duty on stock lying with Company is added to the cost of the finished goods inventory.

1.7 Employee benefits

(a) Provident fund

The Company makes contribution to statutory provident fund in accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee. The Company makes monthly contributions and has no further obligation under the plan beyond its contributions.

(b) Gratuity

Gratuity is a post-employment benefit and is in the nature of defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses arise.

The Company also has a defined contribution superannuation plan in respect of eligible employees under a scheme of Life Insurance Corporation of India; contributions in respect of such scheme are recognized in the Statement of Profit and Loss.

(c) Compensated absences

Provision for compensated absences when determined to be a long term benefit is made on the basis of actuarial valuation as at the end of the year. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses arise. Provision related to short term compensated absences of workers is provided on actual basis.

(d) Short Term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

1.8 Research and development costs

Revenue expenditure is charged to the Statement of Profit and Loss under respective heads of account in the year in which it is incurred. Capital expenditure is included in fixed assets and depreciated as per the depreciation policy of the Company.

1.9 Impairment

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists then the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

1.10 Foreign currency transactions

(a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(c) Exchange differences

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

The Company generally uses foreign exchange forward contracts to hedge its exposure for movement in foreign exchange rates. The use of these foreign exchange forward contracts reduces the risk or cost to the Company and the Company does not use the foreign exchange forward contracts or options for trading or speculation purpose.

Foreign exchange forward contracts where there is an underlying are accounted in accordance with AS 11-"The Effects of changes in Foreign Exchange Rates" i.e.,

(i) the premium or discount on all such contracts arising at the inception of each contract is amortised as income or expenditure over the life of contract.

(ii) the exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

(iii) any profit or loss arising on the cancellation or renewal of such contracts is recognised as income or as expense for the year.

(iv) The Company has elected to account for exchange difference arising on reporting of long-term foreign currency items in accordance with Companies (Accounting Standards) Amendment Rules, 2009 pertaining to (AS-11) notified by Government of India on 31st March, 2009 (as amended on 29th December, 2011). Accordingly, the effect of exchange differences on long term foreign currency loans of the Company is accounted by addition or deduction to the cost of fixed assets so far it relates to depreciable capital assets.

1.11 Taxation

The tax expense comprises of current taxes and deferred taxes. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period as per the provisions of Income Tax Act, 1961. Deferred tax is the effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are reviewed at each Balance Sheet date and recognized/derecognized only to the extent that there is reasonable/virtual certainty, depending on the nature of the timing differences, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement."

The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

1.12 Revenue recognition

(a) Revenue from sale of goods is recognised upon transfer of all significant risks and rewards incident to ownership to the buyer which generally coincides with the dispatch of goods to the customers.

i) Domestic sales are recorded net of sale returns, sales tax and excise duty. Export sales are stated net of returns and include export incentives and;

ii) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

(b) Revenue generated from Windmill located in district Kutch, Gujarat is adjusted against the consumption of power at the manufacturing unit of the Company located in Mehsana, Gujarat. The monetary value of the unit so adjusted, calculated at the prevailing Gujarat Energy Transmission Corporation Limited (GETCO) rate net of wheeling charge is included in the Power and Fuel Account. The value of the unadjusted units as at the balance sheet date has been included under Sundry Debtors.

The Company has been permitted by the Gujarat Energy Development Agency (GEDA) to set up a Wind Farm of 0.75 MW in district Kutch, Gujarat in accordance with the provisions of the Wind Power Generation Policy, 2002. A tripartite Wheeling and Banking agreement has been entered into by the Company with GEDA and Gujarat Energy Transmission Corporation Limited (GETCO).

(c) Income from interest on deposits, loans and interest bearing securities is recognised on the time proportionate method taking into account the amount invested and the underlying rate of interest.

1.13 Export benefits/incentives

Revenue in respect of focus claims /merchandise exports from India scheme (MEIS) and duty drawback scheme is recognized on an accrual basis on export of goods if the entitlement can be estimated with reasonable accuracy.

1.14 Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

1.15 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event, where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made.

A disclosure for a contingent liability is made where there is a :

(i) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;

(ii) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

(iii) or where reliable estimate of the obligation cannot be made.

Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.16 Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.17 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, in current accounts and deposits accounts with an original maturity of three months or less and exclude restricted cash. Restricted cash represents deposits that have been pledged with banks against performance guarantees issued to customers as security to meet contractual obligations.

1.18 Government grants

Grants in the nature of contribution towards capital cost of setting up projects are treated as capital reserve.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

1.19 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for its intended use are complete.

1.20 Segment reporting

Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of goods produced, with each segment representing a strategic business unit that serves different markets.

Intersegment transfers:

Inter segment revenues have been accounted for based on the transaction price agreed to between segments which is primarily market led.

Allocation of costs:

Direct revenues and direct expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenues and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis are presented as "Unallocable" in the segment disclosure.

1.21 Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956 (now Schedule III of Companies Act, 2013), the Company has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the statement of profit and loss. In its measurement, the Company does not include depreciation and amortisation expense, finance costs and tax expense.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.1 SHARE CAPITAL

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Authorised		
89,75,000 (previous year 89,75,000) equity shares of ₹ 10 each	8,97,50,000	8,97,50,000
20,25,000 (previous year 20,25,000) redeemable cumulative preference shares of ₹ 10 each	2,02,50,000	2,02,50,000
	11,00,00,000	**11,00,00,000**
Issued, subscribed and fully paid up		
52,39,063 (previous year 52,39,063) equity shares of ₹ 10 each	5,23,90,630	5,23,90,630
	5,23,90,630	**5,23,90,630**

a) Reconciliation of the number of equity shares outstanding :

	Equity shares with voting rights			
	As at March 31, 2016		As at March 31, 2015	
Particulars	Number	Amount	Number	Amount
Opening balance	52,39,063	5,23,90,630	41,91,250	4,19,12,500
Shares issued on conversion of CCD's	-	-	10,47,813	1,04,78,130
Closing balance	**52,39,063**	**5,23,90,630**	**52,39,063**	**5,23,90,630**

b) Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5 percent of the issued shares capital:

	Equity shares with voting rights			
	As at March 31, 2016		As at March 31, 2015	
Name of Shareholders	No. of shares held	% of holding	No. of shares held	% of holding
Pragati India Fund Limited	10,47,813	20.00%	10,47,813	20.00%
Mapple Commerce Private Limited	6,23,750	11.91%	6,23,750	11.91%
Satish Chandra Agarwal	5,84,480	11.16%	5,84,480	11.16%
Saroj Agarwal	5,29,700	10.11%	5,29,700	10.11%
Nirala Merchants Private Limited	4,60,200	8.78%	4,60,200	8.78%
Priya Ranjan Agarwal	3,86,000	7.37%	3,86,000	7.37%

d) Information regarding issue of shares in the last five years

i) The Company has not issued any shares without payment being received in cash. Although, the Company had allotted in the previous year 10,47,813 equity shares of ₹ 10/- each in lieu of the conversion of 4,00,000 Zero Coupon Compulsory Convertible Debentures of face value ₹ 1,000/- each to Pragati India Fund Limited.

ii) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.2 RESERVES AND SURPLUS

Particulars	As at March 31, 2016	As at March 31, 2015
Capital reserve (note a)	**4,01,75,200**	**4,01,75,200**
Securities premium account		
Opening balance	41,20,71,870	2,25,50,000
Additions during the year	-	38,95,21,870
	41,20,71,870	**41,20,71,870**
General reserve	**46,24,16,726**	**46,24,16,726**
Statement of profit and loss		
Opening balance	17,27,90,507	12,36,29,374
Adjustment of depreciation (net of deferred tax) [refer note 2.11]	-	(1,57,81,483)
Additions during the year	6,15,30,376	6,49,42,617
Available for appropriations	**23,43,20,883**	**17,27,90,508**
Total	**1,14,89,84,679**	**1,08,74,54,304**

a) i) Capital reserve includes grant received under the Technology Development and Demonstration Programme of Department of Scientific and Industrial Research (DSIR) amounting to ₹ 4,00,00,000

ii) The Company has submitted a project proposal amounting to ₹ 18,00,00,000 to the Department of Scientific and Industrial Research, Ministry of Science and Technology, New Delhi, for development and commercialization of RapidCast™ Technology of single piece Stainless Steel Casting of upto 5,000 kgs. The department has committed partial support as a grant of ₹ 5,00,00,000 out of total cost of ₹ 18,00,00,000 under the Technology Development and Demonstration Programme (TDDP) of Department of Scientific and Industrial Research (DSIR) for a project duration of 24 months vide their letter no.DSIR/TDDP/PTCIL-41/2010-11 dated September 20, 2011. In the current year, the Company received further extention by DSIR up to September 30, 2016. The Company had received grant of ₹ 4,00,00,000 during previous years and incurred the expense of ₹ 1,72,93,442 during the year towards the project.

2.3 LONG TERM BORROWINGS

	As at March 31, 2016		As at March 31, 2015	
Particulars	**Non-current**	**Current**	**Non-current**	**Current**
Secured				
Term loans from banks	16,66,98,066	4,67,05,270	1,42,25,892	2,60,84,360
Vehicle loans	5,84,863	6,46,212	11,72,956	10,11,136
	16,72,82,929	**4,73,51,482**	**1,53,98,848**	**2,70,95,496**

Notes:

(a) Term loans are secured by way of:

i) Equitable mortgage on pari-passu basis on the land and building of Lucknow Plant 1, Lucknow Plant 2 and AMTC Plant (at village Sarai Shahajadi) and first pari-passu charge on all movable fixed assets of the Company.

ii) Personal guarantee of some directors.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

(b) Term of repayments

Bank Name	As at March 31, 2016		As at March 31, 2015	
	Loan Amount	Terms of repayments	Loan Amount	Terms of repayments
State Bank of India	-	-	1,32,24,491	4 quarterly installments remaining
State Bank of India	1,33,83,646	4 quarterly installments remaining	2,70,85,761	8 quarterly installments remaining
HDFC Bank	12,90,19,690	12 half yearly installments starting from September 2016	-	-
Yes Bank	7,10,00,000	35 quarterly installments starting from September 2018	-	-

(c) Vehicle loans from Tata Capital Financial Services Limited are secured by way of absolute charge on specific assets purchased under the scheme and repayable within a period of 36 months. Entire loan is repayable up to February, 2018.

(d) Rate of interest

The Company's long term borrowings from banks and others have an effective weighted average rate of 10.15 % p.a. (previous year 4.69% p.a.) calculated using interest rates effective as on March 31, 2016 for the respective borrowings.

2.4 DEFERRED TAX LIABILITIES, NET

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books	3,66,52,195	3,86,52,136
Tax impact on allowance under tax exemptions/deductions	3,58,70,218	2,95,88,889
Deferred tax assets		
Provision for employee benefits	39,14,433	40,16,235
Provision for doubtful debts	7,77,635	8,09,488
Deferred tax liabilities, net	**6,78,30,345**	**6,34,15,302**

2.5 OTHER LONG TERM LIABILITIES

Particulars	As at March 31, 2016	As at March 31, 2015
Security deposit	10,500	10,500
	10,500	**10,500**

2.6 LONG TERM PROVISIONS

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for employees benefits		
- Compensated absences	84,48,618	62,11,786
	84,48,618	**62,11,786**

2.7 SHORT TERM BORROWINGS

Particulars	As at March 31, 2016	As at March 31, 2015
Secured		
Cash credits from banks	28,43,70,343	19,46,30,853
Buyers' credit in foreign currency from banks	9,86,54,567	88,41,840
	38,30,24,910	**20,34,72,693**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

Short term borrowings are secured by way of:

i) First charge ranking pari-passu on the whole of the present and future current assets of the Company.

ii) Second charge on equitable mortgage on pari-passu basis on the land and building of Lucknow Plant 1, Lucknow Plant 2 and AMTC Plant (at village Sarai Shahajadi) and first pari-passu charge on all movable fixed assets of the Company.

iii) Personal guarantee of some directors.

2.8 TRADE PAYABLES

Particulars	As at March 31, 2016	As at March 31, 2015
Payables to micro, small and medium enterprises	-	-
Others	9,69,38,471	8,24,62,228
	9,69,38,471	**8,24,62,228**

Based on the information available with the Company, no principal or interest is payable to micro, small and medium enterprises at the balance sheet date. Further, no interest during the year has been paid or was payable in this respect. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

2.9 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016	As at March 31, 2015
Current maturities of long term borrowings (refer note 2.3)	4,73,51,482	2,70,95,496
Interest accrued and due on borrowings	19,33,354	8,60,559
Advance from customers	36,92,519	19,24,872
Creditors for capital goods	1,65,29,900	2,90,17,165
Statutory dues payable	9,45,382	7,82,657
Employee payables	67,37,871	55,77,874
Other payables	2,15,16,240	1,83,81,434
	9,87,06,748	**8,36,40,057**

2.10 SHORT TERM PROVISIONS

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for wealth tax	-	95,142
Provision for taxation (current year, net of advance tax)	12,25,140	-
Provision for employee benefits		
- Gratuity (refer note 2.31)	-	26,58,089
- Leave encashment	-	10,06,266
	12,25,140	**37,59,497**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.11 Fixed Assets

DESCRIPTION OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	As at April 1, 2015	Additions	Deductions	As at March 31, 2016	Up to April 1, 2015	For the year	Deductions	Up to March 31, 2016	As at March 31, 2016	As at March 31,2015
TANGIBLE ASSETS										
Freehold land	4,01,33,593	-	-	4,01,33,593	-	-	-	-	4,01,33,593	4,01,33,593
Leasehold land	2,12,49,549	46,69,135	-	2,59,18,684	67,75,309	3,32,063	-	71,07,372	1,88,11,312	1,44,74,240
Factory building	8,70,04,285	91,162	-	8,70,95,447	2,72,12,149	27,12,395	-	2,99,24,544	5,71,70,903	5,97,92,136
Plant and machinery	46,90,77,744	5,96,61,483	-	52,87,39,227	24,54,86,904	3,19,59,995	-	27,74,46,899	25,12,92,328	22,35,90,840
Computer	1,55,44,817	8,41,856	-	1,63,86,673	1,37,96,820	5,50,389	-	1,43,47,209	20,39,464	17,47,997
Mould and dies	10,23,92,152	10,84,879	-	10,34,77,031	5,40,73,972	1,07,55,906	-	6,48,29,878	3,86,47,153	4,83,18,180
Vehicles	2,17,12,093	7,19,330	15,03,603	2,09,27,820	76,08,263	26,66,815	9,37,651	93,37,427	1,15,90,393	1,41,03,830
Furniture and fixtures	1,10,26,199	1,31,293	-	1,11,57,492	61,95,092	7,95,652	-	69,90,744	41,66,748	48,31,107
Office equipments	91,09,235	4,58,663	74,599	94,93,299	67,09,231	7,84,400	64,555	74,29,076	20,64,223	24,00,004
Research and development assets										
Plant and machinery	2,51,15,911	2,11,600	-	2,53,27,511	94,41,258	21,92,417	-	1,16,33,675	1,36,93,836	1,56,74,653
Computer	1,11,804	-	-	1,11,804	1,04,346	-	-	1,04,346	7,458	7,458
Mould and dies	1,11,76,876	-	-	1,11,76,876	91,35,764	8,75,416	-	1,00,11,180	11,65,696	20,41,112
Vehicles	6,34,822	-	-	6,34,822	1,83,879	50,592	-	2,34,471	4,00,351	4,50,943
TOTAL (A)	**81,42,89,080**	**6,78,69,401**	**15,78,202**	**88,05,80,279**	**38,67,22,987**	**5,36,76,040**	**10,02,206**	**43,93,96,821**	**44,11,83,458**	**42,75,66,093**
INTANGIBLE ASSETS										
Software	94,50,408	1,00,297	-	95,50,705	70,99,177	5,93,628	-	76,92,805	18,57,900	23,51,231
Licences	39,70,296	-	-	39,70,296	39,70,296	-	-	39,70,296	-	-
Research and development assets										
Software	4,68,525	3,057	-	4,71,582	3,68,718	72,232	-	4,40,950	30,632	99,807
TOTAL (B)	**1,38,89,229**	**1,03,354**	**-**	**1,39,92,583**	**1,14,38,191**	**6,65,860**	**-**	**1,21,04,051**	**18,88,532**	**24,51,038**
GRAND TOTAL (A+B)	**82,81,78,309**	**6,79,72,755**	**15,78,202**	**89,45,72,862**	**39,81,61,178**	**5,43,41,900**	**10,02,206**	**45,15,00,872**	**44,30,71,990**	**43,00,17,131**

a) Additions to fixed assets include exchange loss of ₹ 18,60,118 (previous year exchange loss of ₹ 20,86,237) capitalized during the year.

b) Additions to capital work in progress include interest of ₹ 53,66,625 (previous year ₹ nil) capitalized during the year.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

DESCRIPTION OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	As at April 1, 2014	Additions	Deductions	As at March 31, 2015	Upto April 1, 2014	For the year	Deductions	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
TANGIBLE ASSETS										
Freehold land	4,01,33,593	-	-	4,01,33,593	-	-	-	-	4,01,33,593	4,01,33,593
Leasehold land	2,12,49,549	-	-	2,12,49,549	64,43,412	3,31,897	-	67,75,309	1,44,74,240	1,48,06,137
Factory building	8,61,24,125	8,80,160	-	8,70,04,285	2,45,22,885	26,89,264	-	2,72,12,149	5,97,92,136	6,16,01,239
Plant and machinery	47,54,80,360	1,82,21,721	2,46,24,337	46,90,77,744	21,12,83,663	5,72,80,534	2,30,77,293	24,54,86,904	22,35,90,840	26,57,78,929
Computer	1,52,38,030	3,06,787	-	1,55,44,817	1,21,26,558	16,70,262	-	1,37,96,820	17,47,997	31,11,469
Mould and dies	9,67,80,029	1,35,65,645	79,53,522	10,23,92,152	5,03,88,225	1,13,68,344	76,82,597	5,40,73,972	4,83,18,180	4,63,91,804
Vehicles	2,26,32,097	45,96,693	55,16,697	2,17,12,093	83,47,425	40,64,557	48,03,719	76,08,263	1,41,03,830	1,42,84,673
Furniture and fixtures	1,07,90,736	2,35,463	-	1,10,26,199	52,54,854	9,40,238	-	61,95,092	48,31,107	55,35,883
Office equipments	86,17,925	4,91,310	-	91,09,235	39,68,776	27,40,455	-	67,09,231	24,00,004	40,98,286
Research and development assets										
Plant and machinery	2,48,88,807	2,27,104	-	2,51,15,911	67,81,337	26,59,921	-	94,41,258	1,56,74,653	1,70,76,102
Computer	1,11,804	-	-	1,11,804	69,748	34,598	-	1,04,346	7,458	42,056
Mould and dies	1,11,76,876	-	-	1,11,76,876	69,96,387	21,39,377	-	91,35,764	20,41,112	41,80,490
Vehicles	6,34,822	-	-	6,34,822	1,01,343	82,536	-	1,83,879	4,50,943	5,33,479
TOTAL (A)	**81,38,58,753**	**3,85,24,883**	**3,80,94,556**	**81,42,89,080**	**33,62,84,613**	**8,60,01,983**	**3,55,63,609**	**38,67,22,987**	**42,75,66,093**	**47,75,74,140**
INTANGIBLE ASSETS										
Software	92,38,923	2,11,485	-	94,50,408	62,55,815	8,43,362	-	70,99,177	23,51,231	29,83,108
Licences	39,70,296	-	-	39,70,296	39,70,296	-	-	39,70,296	-	-
Research and development assets										
Software	4,63,892	4,633	-	4,68,525	2,80,362	88,356	-	3,68,718	99,807	1,83,530
TOTAL (B)	**1,36,73,111**	**2,16,118**	**-**	**1,38,89,229**	**1,05,06,473**	**9,31,718**	**-**	**1,14,38,191**	**24,51,038**	**31,66,638**
GRAND TOTAL (A+B)	**82,75,31,864**	**3,87,41,001**	**3,80,94,556**	**82,81,78,309**	**34,67,91,086**	**8,69,33,701**	**3,55,63,609**	**39,81,61,178**	**43,00,17,131**	**48,07,40,778**

a) Additions to fixed assets include exchange loss of ₹ 20,86,237 (previous year exchange loss of ₹ 1,07,34,090) capitalized during the year.

b) The Company has reassessed the useful life of fixed assets in accordance with the guidelines under Schedule II of the Companies Act, 2013 with effect from 1st April 2014, resulting into adjustment of ₹ 1,57,81,483 (net of deferred tax) to the opening balance of retained earnings and addition in depreciation expense for the current year by ₹ 1,01,54,753.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.12 NON CURRENT INVESTMENTS

Particulars	As at March 31, 2016	As at March 31, 2015
Long term investments (Non - Trade) (valued at cost unless otherwise stated)		
Quoted		
Investments in mutual funds		
UTI Equity Fund (Prev. Mastergain1992 of UTI) 5,000 units of Rs. 10 each (previous year - 5,000 units of Rs. 10 each)	50,000	50,000
Investment in equity instruments		
Equity Shares in Valecha Engineering Limited 1,125 shares of Rs. 10 each (previous year - 1,125 shares of Rs. 10 each)	20,100	20,100
	70,100	**70,100**
Unquoted - Trade (valued at cost unless otherwise stated)		
Investment in subsidiaries		
21,192 (previous year - 10,000) Equity shares in Modrany & PTC Piping Systems Private Limited (face value of Rs.10/-each fully paid up)	2,11,920	2,11,920
	2,11,920	**2,11,920**
	2,82,020	**2,82,020**
Aggregate market value of investments in mutual funds	3,92,586	4,32,018
Aggregate market value of investments in equity instruments	32,569	1,00,631

2.13 LONG TERM LOANS AND ADVANCES

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured considered good)		
Capital advances	10,45,03,190	4,17,02,990
Security deposits	68,20,972	62,03,513
Loan to employees	60,10,944	69,42,012
Accrued interest	17,01,550	7,33,303
Advance income tax (previous years, net of provision)	18,06,004	13,70,304
Minimum alternate tax credit entitlement	1,82,29,937	1,70,99,971
	13,90,72,597	**7,40,52,093**

2.14 OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2016	As at March 31, 2015
Deposits with banks with maturity more than 12 months	17,88,951	14,00,000
	17,88,951	**14,00,000**

2.15 CURRENT INVESTMENTS

Particulars	As at March 31, 2016	As at March 31, 2015
Quoted (valued at cost or fair value, whichever is lower)		
Investments in mutual funds		
PNB Mutual Fund	17,277	15,45,068
8.760 units (previous year 777.481 units) of Rs. 1,972.26 each		
IDFC Mutual Fund	2,91,241	2,91,241
190.688 units (previous year 190.688 units) of Rs. 1,527.32 each		
	3,08,518	**18,36,309**
Market value of investments in mutual fund as at the end of the year	3,71,495	20,35,532

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.16 INVENTORIES

Particulars	As at March 31, 2016	As at March 31, 2015
(As taken, valued and certified by the management)		
Direct raw materials	9,28,87,320	8,15,41,852
Materials, stores and spares	2,61,39,799	2,24,00,710
Work in progress	22,73,25,869	21,05,43,285
Finished goods	10,98,829	-
Loose tools	72,65,513	72,29,665
	35,47,17,330	**32,17,15,512**

2.17 TRADE RECEIVABLES

Particulars	As at March 31, 2016	As at March 31, 2015
Trade receivables outstanding for a period exceeding		
six months from the date they are due for payment		
Unsecured, considered good	91,67,533	14,73,896
Unsecured, considered doubtful	23,51,980	24,79,473
Less: Provision for bad debts	(23,51,980)	(24,79,473)
	91,67,533	**14,73,896**
Others		
Unsecured, considered good	30,04,64,084	31,57,10,292
	30,96,31,617	**31,71,84,188**

2.18 CASH AND BANK BALANCES

Particulars	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents		
Cash in hand	9,62,486	9,88,580
Balance with banks in current account		
- in current accounts	38,46,566	49,13,015
	48,09,052	**59,01,595**
Other bank balances		
Deposits with original maturity more than 3 months but less than 12 months*	49,97,440	60,13,855
	98,06,492	**1,19,15,450**

* includes margin money deposits which are pledged with banks for issuance of bank guarantees and letter of credits.

2.19 SHORT TERM LOANS AND ADVANCES

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured, considered good)		
Prepaid expenses	40,13,250	33,95,837
Interest accrued on deposits	3,94,872	4,43,902
Loan to employees	62,79,278	62,84,807
Balances with statutory and government authorities	3,71,37,639	3,23,23,566
Other loans and advances	1,79,61,825	1,26,45,930
Receivable from subsidiary *	11,43,723	24,88,128
	6,69,30,587	**5,75,82,170**

* includes amount recoverable from Modrany Power & PTC Piping Systems Private Limited, subsidiary company on account of expenses incurred by the PTC Industries Limited.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.20 OTHER CURRENT ASSETS

Particulars	As at March 31, 2016	As at March 31, 2015
(Considered good, unless otherwise stated)		
Export incentives receivable	1,84,07,318	1,65,07,196
Claims receivable	2,16,14,042	1,85,61,831
	4,00,21,360	**3,50,69,027**

2.21 REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Sale of products (refer note (a) below)	95,37,02,409	1,00,67,54,481
Other operating revenues (refer note (b) below)	2,60,12,372	2,66,05,220
Gross revenue from operations	**97,97,14,781**	**1,03,33,59,701**
Less: excise duty	2,28,70,867	2,56,19,551
Net revenue from operations	**95,68,43,914**	**1,00,77,40,150**
(a) Sale of products comprises		
Castings (stainless steel)	80,85,82,250	74,99,67,746
Castings (alloy and non-alloy steel)	7,84,63,888	6,61,01,687
Structures and forgings	1,52,59,327	6,59,27,998
Assembly items	1,81,01,822	6,92,46,380
Others	3,32,95,122	5,55,10,670
	95,37,02,409	**1,00,67,54,481**
(b) Other operating revenues		
Export incentives	2,00,56,301	2,22,35,064
Income from power generation	59,56,071	43,70,156
	2,60,12,372	**2,66,05,220**
(c) Domestic and export sales		
Domestic sales	21,01,89,624	24,44,63,323
Export sales	74,35,12,785	76,22,91,158
	95,37,02,409	**1,00,67,54,481**

2.22 OTHER INCOME

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest received		
- from banks	5,40,775	71,89,700
- from others	18,85,318	10,54,254
Dividend income	14,000	844
Bad debts recovered	24,619	6,208
Provisions made no longer required written back	37,03,019	80,68,373
Miscellaneous income	-	1,15,601
Profit on sale of assets/investment	2,96,142	-
Foreign exchange fluctuation (net)	2,47,24,385	-
	3,11,88,258	**1,64,34,980**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.23 COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Opening stock	8,15,41,852	8,67,40,929
Add: purchases	27,51,45,972	31,24,93,793
Less: closing stock	9,28,87,320	8,15,41,852
	26,38,00,504	**31,76,92,870**
Less: consumed for research and development (note 2.28)	10,46,839	8,56,196
Cost of materials consumed	**26,27,53,665**	**31,68,36,674**
Note (i) cost of materials consumed :		
Scraps and metals		
Stainless steel scrap	15,96,96,172	16,07,53,354
Iron and steel scrap	1,55,94,382	68,67,636
Ferrous and non-ferrous alloys	6,94,61,750	8,05,95,824
Structures and fabrication	22,26,772	3,16,52,227
Raw castings (including assembly)	1,68,21,428	3,78,23,829
	26,38,00,504	**31,76,92,870**
Less: raw material consumed for research and development (note 2.28)	10,46,839	8,56,196
	26,27,53,665	**31,68,36,674**

2.24 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Inventories as at March 31, 2015		
Work-in-progress	21,05,43,285	16,61,54,019
Finished goods	-	4,35,687
	21,05,43,285	**16,65,89,706**
Inventories as at March 31, 2016		
Work-in-progress	22,73,25,869	21,05,43,285
Finished goods	10,98,829	-
	22,84,24,698	**21,05,43,285**
Change in inventories	**(1,78,81,413)**	**(4,39,53,579)**

2.25 EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, wages and bonus	15,76,10,424	15,09,67,239
Contribution to provident and other funds	1,22,84,040	1,22,87,311
Staff welfare expenses	45,53,541	43,67,050
	17,44,48,005	**16,76,21,600**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.26 (a) OTHER EXPENSES

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Manufacturing expenses		
Stores and spares consumed	13,02,90,203	11,41,59,784
Power and fuel	9,85,95,830	8,63,71,913
Repairs and maintenance		
- plant and machinery	2,30,52,149	2,07,48,600
- building	21,57,667	22,95,743
Packing and general consumables	1,78,12,935	1,76,13,697
Processing and work charges	4,06,98,035	5,01,61,494
Freight inward	21,44,394	33,29,283
Testing and inspection charges	1,38,83,128	1,44,19,205
	32,86,34,341	**30,90,99,719**
Administrative and selling expenses		
Rent	11,32,838	23,64,065
Rates and taxes	32,49,971	46,29,620
Insurance expenses	22,94,946	17,60,306
Security expenses	48,54,028	54,75,393
Legal and professional expenses	88,86,515	1,06,32,230
Travelling and conveyance	45,17,955	62,14,380
Vehicle running and maintenance	40,68,057	44,87,192
Communication expenses	29,02,607	30,66,110
Printing and stationery	27,28,577	28,03,117
Conference, training and recruitment	38,40,071	16,43,264
Freight and clearing	96,22,797	1,21,83,287
Sales commission	69,46,230	61,94,128
Late delivery charges	8,54,088	15,06,140
Advertisement and promotion	26,89,835	28,57,242
Payment to auditors (refer note below)	24,74,327	25,53,412
Donation and charity	1,13,171	52,077
Loss on sale of assets, net	3,52,549	12,84,682
Corporate social responsibility expenses	21,12,916	13,88,600
Bad debts written off	16,73,944	20,41,022
Provision for doubtful debts, loans and advances	1,20,354	9,98,863
Miscellaneous expenses	29,19,209	40,19,009
	6,83,54,985	**7,81,54,139**
Statutory auditors:		
Audit fees	12,90,000	11,90,000
Tax audit fees	1,80,000	1,80,000
Limited review	2,10,000	2,10,000
Certification	50,000	50,000
Out of pocket expenses	7,44,327	9,23,412
	24,74,327	**25,53,412**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.26 (b) Prior period expenses

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Other expenses	17,66,685	1,08,971
	17,66,685	**1,08,971**

2.27 FINANCE COST

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest		
- working capital loans	1,94,52,733	1,42,10,282
- term loans	13,89,029	43,61,905
- others	5,22,113	3,98,015
Bank charges	42,67,818	66,60,256
	2,56,31,693	**2,56,30,458**

2.28 RESEARCH AND DEVELOPMENT EXPENSE

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Raw materials consumed	10,46,839	8,56,196
Materials, stores and spares consumed	49,98,973	27,51,189
Conversion cost	5,90,880	-
Testing and radiography expenses	-	-
Salary and wages	18,04,509	16,87,175
Other expenses	-	4,22,575
	84,41,201	**57,17,135**

2.29 The Company has entered into operating leases for its guest houses and employees' residences that are renewable on a periodic basis and are cancellable at Company's option. Total lease payments recognized in the statement of profit and loss with respect to aforementioned premises is ₹ 11,32,838 (previous year ₹ 23,64,065)

2.30 CONTINGENT LIABILITIES AND COMMITMENTS

(a) Contingent Liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
(i) In respect of non fund-based working capital facilities from banks:		
Bank guarantees	91,09,905	99,87,085
Letter of credit	-	10,73,07,910
(ii) Disputed demands for excise duty and service tax (refer note a below)	9,86,522	1,36,170
(iii) Disputed demands for sales tax (refer note b below)	15,90,000	15,90,000

Notes:

a) In the case of Lucknow Plant-1, show-cause notices were issued by the Central Excise Department for the year under review and earlier years. The Company has given replies to all the show-cause notice/demands to the department and the appeals are pending with Appellate authorities.

b) An appeal for the financial year 2013-14 is pending at Tribunal, Commercial Tax against demand for Rs. 15,90,000. The Company has deposited Rs.5,96,250 against the demand.

Based on advice of subject matter experts, the management is of the opinion that above matters will be allowed in favour of the Company and hence no provision is required for the above.

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

(B) Commitments

Particulars	As at March 31, 2016	As at March 31, 2015
Estimated amount of contracts remaining to be executed		
on capital account and not provided for (net of advance)	33,55,17,833	25,37,24,039

2.31 EMPLOYEE BENEFIT OBLIGATIONS

Defined contribution plans

Amount of ₹ 1,22,84,040 (previous year - ₹ 1,22,87,311) has been recognized as an expense in respect of contribution for Provident Fund and Employee State Insurance Fund deposited with the government authorities.

Defined benefit plans

The Company makes contribution towards gratuity to a defined contribution retirement benefits plan for qualifying employees. The Company has taken policy with Life Insurance Corporation of India to provide for payment of retirement benefits to vested employees. The present value of obligation is determined based on actuarial valuation.

The following table sets forth the status of the Gratuity Plan of the Company and the amounts recognised in the Balance Sheet and Statement of Profit and Loss.

Particulars	As at March 31, 2016	As at March 31, 2015
Present value of the obligation at the beginning of the period	4,41,73,684	3,76,38,115
Current service cost	29,16,795	29,80,349
Interest cost	35,33,895	30,11,049
Benefits paid	(27,41,476)	(25,15,026)
Actuarial loss/(gain) on obligation	(25,25,942)	30,59,197
Present value of the obligation at the end of the period*	**4,53,56,956**	**4,41,73,684**
Change in plan assets:		
Fair value of plan assets at the beginning of the period	4,15,15,595	3,01,75,545
Adjustment due to LIC fund certificate	-	3,40,008
Expected return on plan assets	35,04,382	31,92,738
Contributions	36,84,155	1,03,22,330
Benefits paid	(27,41,476)	(25,15,026)
Actuarial gain / (loss) on plan aasets	1,31,312	-
Fair value of plan asset at the end of the period	**4,60,93,968**	**4,15,15,595**
Amount of the obligation recognised in the Balance Sheet		
Present value of the obligation at the end of the period	4,53,56,956	4,41,73,684
Fair value of plan assets at end of period	4,60,93,968	4,15,15,595
Net (asset)/liability recognized in Balance Sheet	**(7,37,012)**	**26,58,089**

Amount of gratuity expenses recognised in the statement of profit and loss

Current service cost	29,16,795	29,80,349
Interest cost	35,33,895	30,11,049
Expected return on plan asset	(35,04,382)	(31,92,738)
Net actuarial loss/(gain) recognized in the period	(26,57,253)	30,59,197
	2,89,055	**58,57,857**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

The expense for gratuity in respect of the current year and previous year have been included under Salaries, wages and bonus.

The present value of the defined benefit obligation, the fair value of the plan assets and the surplus or deficit in the plan arising on the plan liabilities and the plan assets.

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Present value of defined benefit obligation	4,53,56,956	4,41,73,684	3,85,07,052	3,17,23,460	2,92,39,165
Fair value of plan assets	4,60,93,968	4,15,15,595	3,01,75,545	2,86,15,739	2,73,27,643
Surplus/(deficit) in the plan assets	7,37,012	(26,58,089)	(83,31,507)	(31,07,721)	(19,11,522)

The actuarial assumptions used to determine the gratuity benefit obligations are as follows:

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discount rate	8.00%	8.00%
Salary escalation rate	6.50%	6.50%

Salary escalation rate:

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Investment details of plan assets:

The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

2.32 Value and percentage to total consumption of imported/indigenous direct raw materials, indirect raw materials stores, spares and other consumables consumed

Particulars	Year ended March 31, 2016		Year ended March 31, 2015	
Direct raw materials	**Imported**	**Indigenous**	**Imported**	**Indigenous**
Value (₹)	98,60,195	25,28,93,470	35,933	31,68,00,741
Percentage	3.75%	96.25%	0.01%	99.99%
Stores and spares consumed*	**Imported**	**Indigenous**	**Imported**	**Indigenous**
Value (₹)	93,30,080	14,40,12,272	1,32,47,214	12,16,61,170
Percentage	6.08%	93.92%	9.82%	90.18%

* Stores and spares consumed include repairs and maintenance of plant and machinery

2.33 C.I.F. value of imports

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Direct raw materials	95,04,749	27,788
Materials, stores and spares	64,96,951	66,35,757
Capital goods	11,12,92,153	45,11,811
	12,72,93,853	**1,11,75,356**

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.34 Expenditure in foreign currency during the year (on accrual basis, including research and development)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Travelling and conveyance	10,29,331	11,99,399
Testing and inspection charges	38,77,004	46,25,065
Legal and professional charges	7,33,549	6,68,908
Rent and export warehousing charges	14,23,674	37,44,494
Printing and stationery	2,52,051	5,59,732
Sales commission	67,82,859	42,84,826
Conference, training and recruitment	13,28,544	-
	1,54,27,012	**1,50,82,424**

2.35 Earning in foreign currency

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
From export of castings and forgings/structures on FOB basis	73,94,54,546	72,72,17,240

2.36 Exceptional items

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Foreign exchange fluctuations*	-	1,59,89,782
	-	**1,59,89,782**

*Due to significant volatility in foreign currency exchange rates, the Company has considered loss/(profit) on foreign exchange fluctuation as an exceptional item.

2.37 Corporate social responsibility expenses

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Corporate social responsibility expenses	21,12,916	13,88,600
	21,12,916	**13,88,600**

(a) Gross amount required to be spent by the company during the year in compliance with section 135 of the Act is ₹ 21,12,916 (previous year - ₹ 19,87,362)

b) Amount spent during the year on-

	In cash	Yet to be paid in cash	Total
Contribution to trust	21,12,916	-	21,12,916

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.38 Calculation of earning per share and diluted earning per share

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit before taxation	8,15,41,110	8,53,97,470
Current year taxes	2,00,10,734	2,04,54,853
Net profit for the period	6,15,30,376	6,49,42,617
Weighted average number of ordinary shares outstanding	52,39,063	48,02,339
Earning per share on profit after taxation (face value ₹ 10/- per share)	11.74	13.52
Diluted weighted average number of ordinary shares outstanding	52,39,063	52,39,063
Diluted earning per share on profit after taxation (face value ₹ 10/- per share)	11.74	12.40

2.39 Segment Reporting

Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India which requires disclosure of information on the basis of reportable segment. The Company recognizes manufacturing of stainless steel castings, alloy steel castings, non alloy steel castings, steel structures and assembly items as its primary segment.

Business segment has been disclosed as the primary segment. The Company is organised into two business segments namely engineering division and power division.

Business segment :

Performance of business segment is as follows :

	March 31, 2016			March 31, 2015		
	Engineering Division	Power Division	Total	Engineering Division	Power Division	Total
Segment Revenue						
Revenue	95,08,87,843	-	95,08,87,843	1,00,33,69,994	-	1,00,33,69,994
Income from power generation	-	59,56,071	59,56,071	-	43,70,156	43,70,156
Income from operations	**95,08,87,843**	**59,56,071**	**95,68,43,914**	**1,00,33,69,994**	**43,70,156**	**1,00,77,40,150**
Other income	3,11,88,258	-	3,11,88,258	1,64,34,980	-	1,64,34,980
Total Revenue	**98,20,76,101**	**59,56,071**	**98,80,32,172**	**1,01,98,04,974**	**43,70,156**	**1,02,41,75,130**
Segment results						
Profit before finance cost, depreciation and tax	15,68,46,611	46,68,092	16,15,14,703	18,73,65,410	32,25,061	19,05,90,471
Less: finance cost	2,56,31,693	-	2,56,31,693	2,56,30,458	-	2,56,30,458
Less: depreciation	5,28,58,660	14,83,240	5,43,41,900	6,21,01,617	14,71,144	6,35,72,761
Profit before exceptional item and tax	**7,83,56,258**	**31,84,852**	**8,15,41,110**	**9,96,33,335**	**17,53,917**	**10,13,87,252**
Exceptional item	-	-	-	1,59,89,782	-	1,59,89,782
Profit before tax	**7,83,56,258**	**31,84,852**	**8,15,41,110**	**8,36,43,553**	**17,53,917**	**8,53,97,470**
Provision for taxation						
Current tax			1,67,25,657			2,56,60,042
Deferred tax			44,15,043			(25,70,168)
Deferred tax (earlier years)			-			(26,35,021)
MAT credit entitlement			(11,29,966)			-
Profit for the year			**6,15,30,376**			**6,49,42,617**
Segment assets and liabilities						
Segment assets	1,98,64,59,894	2,01,53,139	2,00,66,13,033	1,55,95,15,808	2,16,00,066	1,58,11,15,874
Add: unallocable assets			1,82,29,937			1,70,99,971
Net segment assets			**2,02,48,42,970**			**1,59,82,15,845**
Segment liabilities	74,69,93,696	74,18,997	75,44,12,693	37,59,42,660	1,20,50,775	38,79,93,435
Add: unallocable liabilities (net of advance tax)			6,90,54,968			7,03,77,476
Net segment liabilities			**82,34,67,661**			**45,83,70,911**
Capital expenditure incurred	38,00,22,318	-	38,00,22,318	20,39,29,932	-	20,39,29,932
Depreciation and amortisation	5,28,58,660	14,83,240	5,43,41,900	6,21,01,617	14,71,144	6,35,72,761
Non cash expenses included in segment expenses	37,86,860	-	37,86,860	30,39,885	-	30,39,885

(All amounts in Indian rupees, unless stated otherwise)

2.40 Related Party Disclosure :

The disclosure of transactions with the related party as defined in the Accounting Standard are given below:

Key Management Personnel ("KMP") of the Company	1.	Mr. Satish Chandra Agarwal
	2.	Mr. Sachin Agarwal
	3.	Mr. Priya Ranjan Agarwal
	4.	Mr. Alok Agarwal
	5.	Mrs. Smita Agarwal
	6.	Mr. Arun Kumar Gupta
Entities controlled by KMPs and/or their relatives	1.	Mapple Commerce Private Limited
	2.	e.Soft Technologies Limited
	3.	Nirala Merchants Private Limited
	4.	PTC Foundation
Subsidiary company	1.	Modrany Power and PTC Piping Systems Private Limited
Relatives of Key Management Personnel	1.	Mrs. Saroj Agarwal
	2.	Ms. Kanchan Agarwal
	3.	Mrs. Anshoo Agarwal
	4.	Mrs. Reena Agarwal

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

The following transactions were carried out with the related parties:

Particulars	Year ended March 31, 2016				Year ended March 31, 2015			
	Enterprises controlled by directors/ relatives	Subsidiary	Key management personnel (KMP)	Relatives of KMPs	Enterprises controlled by directors/ relatives	Subsidiary	Key management personnel (KMP)	Relatives of KMPs
Transactions during the year								
1. Service charges								
a. e.Soft Technologies Limited	10,25,743				9,60,451			
2. Rent paid								
a. Mrs. Saroj Agarwal				7,75,000				6,00,000
3. Investment								
a. Modrany Power & PTC Piping Systems Private Limited		-				1,11,920		
4. Legal and professional expenses								
a. Modrany Power & PTC Piping Systems Private Limited		13,44,405				2,83,375		
5. Corporate social responsibility expenses								
a. PTC Foundation	21,12,916				13,88,600			
Amounts paid during the year to KMP's and relatives of KMP's								
1. Managerial remuneration	-	-	1,94,47,790	-	-	-	1,50,40,548	-
2. Salary and allowances	-	-	40,89,602	30,08,309	-	-	36,46,935	24,91,365
Outstanding balance (Amount payable)	**As at March 31, 2016**				**As at March 31, 2015**			
Enterprises controlled by directors/relatives								
e.Soft Technologies Limited	2,35,125	-	-	-	4,62,931	-	-	-
Key management personnel								
Managerial remuneration	-	-	6,92,947	-	-	-	20,58,794	-
Salary and allowances	-	-	1,56,555	-	-	-	2,01,059	-
Relative of KMP's								
Salary and allowances	-	-	-	1,97,920	-	-	-	2,27,180
Rent	-	-	-	67,500	-	-	-	-
Outstanding balance (Amount receivable)								
Modrany Power & PTC Piping Systems Private Limite d	-	11,43,723	-	-	-	24,88,128	-	-

Summary of significant accounting policies and other explanatory information for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.41 Derivative instruments

The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

(a) The forward exchange contracts outstanding at the year end are as under:

Particulars	Currency	March 31, 2016		March 31, 2015	
		Foreign Currency	INR	Foreign Currency	INR
Trade receivables	EUR	2,00,000	1,48,32,000	-	-
Creditors	GBP	1,00,000	96,15,000	-	-

(b) The foreign currency exposures not hedged as at year end are as under:

Particulars	Currency	As at March 31, 2016		As at March 31, 2015	
		Foreign Currency	INR	Foreign Currency	INR
Buyer's credit	EUR	2,86,000	2,16,73,080	-	-
Buyer's credit	USD	11,52,935	7,69,81,487	-	-
Buyer's credit	JPY	-	-	1,68,00,000	88,41,840
Foreign currency term loans	USD	2,01,500	1,34,54,155	6,39,200	4,03,10,252
Creditors	USD	3,90,000	2,60,40,300	11,497	7,25,017
Creditors	EUR	94,833	71,86,443	74,063	50,67,390
Creditors	GBP	40,306	38,75,387	43,095	40,28,985
Creditors	JPY	52,00,892	31,01,812	-	-
Trade receivables	USD	10,66,943	7,03,32,879	12,62,093	7,85,27,426
Trade receivables	EUR	25,48,612	18,90,05,080	24,58,224	16,44,30,617

2.42 Previous year figures have been regrouped/reclassified wherever considered necessary to make them comparable with those of the current year.

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

Five Years at a Glance

PARTICULARS	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012
Revenue from Operations, net	9,568.44	10,077.40	11,905.93	13,813.02	11,906.09
Export	7,435.13	7,622.91	8,970.96	8,149.99	5,286.44
Export Incentive	200.56	222.35	325.42	333.87	274.22
Income from Power Generation	59.56	43.70	48.71	59.68	48.10
Domestic, Net of Taxes and Duties	1,873.19	2,188.44	2,560.84	5,269.48	6,297.33
Earnings Before Interest, Depreciation, Exceptional Items & Taxes	1,615.15	1,905.90	2,126.57	2,401.13	1,822.61
Finance Costs	256.32	256.30	530.05	760.53	767.11
Depreciation	543.42	635.73	437.30	426.47	389.86
Exceptional Items	-	159.90	57.95	311.82	-
Profit before Tax	815.41	853.97	1,101.27	902.31	665.64
Taxes, Net of Mat Credit Entitlement	200.11	204.55	498.87	135.72	-38.29
Net Profit	615.30	649.42	602.40	766.59	703.93
Share Capital	523.91	523.91	419.13	419.13	419.13
Reserve & Surplus	11,489.85	10,874.54	6,487.71	5,785.31	4,918.73
Net Worth	12,013.76	11,398.45	6,906.84	6,204.44	5,337.86
Earnings Per Share	11.74	12.40	14.37	18.29	16.80
Book Value (Rs.)	229.31	217.57	164.79	148.03	127.36
Total Outside Liabilities/ Tangible Net Worth	0.69	0.40	1.38	1.49	1.87
Current Assets/Current Liabilities	1.51	1.96	1.13	1.25	1.15
Operating Profit Margin	16.88%	18.91%	17.86%	17.38%	15.31%
Net Profit Margin	6.43%	6.44%	5.06%	5.55%	5.91%
Average Realisation					
(I) U.S. Dollor = Rupees	65.17	60.97	58.93	53.59	47.59
(Ii) Euro = Rupees	72.12	77.09	77.68	69.55	66.40

Consolidated Financials

Independent Auditor's Report

To the Members of PTC Industries Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of PTC Industries Limited, ("the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Holding Company's Board of Directors, and the respective management of the subsidiary included in the Group, are responsible for the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Further, in terms with the provisions of the Act, the respective Board of Directors of the Holding Company and its subsidiary, are responsible for maintenance of adequate accounting records; safeguarding the assets; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor's report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 11(a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiary as noted below, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2016, their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

9. We did not audit the financial statements a subsidiary included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of ₹ 9,881 as at 31 March 2016, total revenues (after eliminating intra-group transactions) of ₹ nil and net cash outflows amounting to ₹ 200,829 for the year ended on that date. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors and the financial statements.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, and based on the auditor's reports of the subsidiary, we report, to the extent applicable, that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

    b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

    c) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014(as amended);

    e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the other statutory auditor of its subsidiary company, none of the directors of the Group companies, is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company and its subsidiary company as of 31 March 2016, in conjunction with our audit of the consolidated financial statements of the group, for the year ended on that date and our report dated 28 May 2016 as per annexure A expressing out unmodified opinion on adequacy and operating effectiveness of the internal financial controls over financial reporting.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

       (i) as detailed in Note 2.30, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

       (ii) the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

       (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies.

For **Walker Chandiok & Associates**
Chartered Accountants
Firm Registration No: 001329N

per **Arun Tandon**
Partner
Membership No. 517273

Place: New Delhi

Date: 28 May 2016

Annexure A to the Independent Auditor's Report of even date to the members of PTC Industries Limited, on the consolidated financial statements for the year ended 31 March 2016

Annexure A

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated financial statements of the PTC Industries Limited ("the Holding Company") and its subsidiary, (the Holding Company and its subsidiary together referred to as "the Group"), as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the Holding Company and its subsidiary company, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of the company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company and its subsidiary company based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter(s) paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company and its subsidiary company.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary company have, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. We did not audit the IFCoFR insofar as it relates to a subsidiary company whose financial statements reflect total assets (after eliminating intra-group transactions) of • 9,881 as at 31 March 2016, total revenues (after eliminating intra-group transactions) of • nil and net cash outflows amounting to • 200,829 for the year ended on that date. Our report on the adequacy and operating effectiveness of the IFCoFR for the Holding Company and its subsidiary company, under Section 143(3)(i) of the Act insofar as it relates to the aforesaid subsidiay, is solely based on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

For Walker **Chandiok & Associates**
Chartered Accountants
Firm Registration No: 001329N

per **Arun Tandon**
Partner

Membership No. 517273

Place: New Delhi

Date: 28 May 2016

(All amounts in Indian rupees, unless stated otherwise)

Consolidated Balance Sheet	Note	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	5,23,90,630	5,23,90,630
Reserves and surplus	2.2	1,14,75,55,417	1,08,48,78,477
		1,19,99,46,047	**1,13,72,69,107**
Non current liabilities			
Long term borrowings	2.3	16,72,82,929	1,53,98,848
Deferred tax liabilities, net	2.4	6,78,30,345	6,34,15,302
Other long term liabilities	2.5	10,500	10,500
Long term provisions	2.6	84,48,618	62,11,786
		24,35,72,392	**8,50,36,436**
Current liabilities			
Short term borrowings	2.7	38,30,24,910	20,34,72,693
Trade payables	2.8		
- dues of micro and small enterprises		-	-
- dues of creditors other than micro and small enterprises		9,69,38,471	8,24,62,228
Other current liabilities	2.9	9,87,90,248	8,37,26,546
Short term provisions	2.10	12,25,140	37,59,497
		57,99,78,769	**37,34,20,964**
TOTAL		**2,02,34,97,208**	**1,59,57,26,507**
ASSETS			
Non current assets			
Fixed assets			
Tangible assets	2.11	44,11,83,458	42,75,66,093
Intangible assets	2.11	18,88,532	24,51,038
Capital work in progress		65,92,11,508	34,71,61,945
Non current investments	2.12	70,100	70,100
Long term loans and advances	2.13	13,90,72,597	7,40,52,093
Other non current assets	2.14	17,88,951	14,00,000
		1,24,32,15,146	**85,27,01,269**
Current assets			
Current investments	2.15	3,08,518	18,36,309
Inventories	2.16	35,47,17,330	32,17,15,512
Trade receivables	2.17	30,96,31,617	31,71,84,188
Cash and bank balances	2.18	98,16,373	1,21,26,160
Short term loans and advances	2.19	6,57,86,864	5,50,94,042
Other current assets	2.20	4,00,21,360	3,50,69,027
		78,02,82,062	**74,30,25,238**
TOTAL		**2,02,34,97,208**	**1,59,57,26,507**

Significant accounting policies 1
Notes 1 to 2.36 form an integral part of financial statements

This is the Consolidated Balance Sheet referred to in our report of even date

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

(All amounts in Indian rupees, unless stated otherwise)

Consolidated Statement of Profit and Loss	Note	For the year ended March 31, 2016	For the year ended March 31, 2015
INCOME			
Revenue from operations, gross	2.21	97,97,14,781	1,03,33,59,701
Less : Excise duty		2,28,70,867	2,56,19,551
Revenue from operations, net		**95,68,43,914**	**1,00,77,40,150**
Other income	2.22	3,11,88,258	1,64,34,980
Total income		**98,80,32,172**	**1,02,41,75,130**
EXPENSES			
Cost of materials consumed	2.23	26,27,53,665	31,68,36,674
Changes in inventories of finished goods and work in progress	2.24	(1,78,81,413)	(4,39,53,579)
Employee benefits expense	2.25	17,44,48,005	16,80,17,225
Research and development expense	2.28	84,41,201	57,17,135
Other expenses	2.26 (a)	39,58,42,132	38,73,66,573
Prior period expenses	2.26 (b)	17,66,685	1,08,971
Total expenses		**82,53,70,275**	**83,40,92,999**
Profit before finance cost, depreciation and Amortisation, Exceptional items and tax		**16,26,61,897**	**19,00,82,131**
Finance cost	2.27	2,56,32,323	2,56,32,114
Depreciation and amortisation	2.11	5,43,41,900	6,35,72,761
Profit before exceptional items and tax		**8,26,87,674**	**10,08,77,256**
Exceptional items	2.32	-	1,59,89,782
Profit before tax		**8,26,87,674**	**8,48,87,474**
Tax expenses			
- current tax		1,67,25,657	2,56,60,042
- deferred tax		44,15,043	(25,70,168)
- deferred tax (earlier years)		-	(26,35,021)
- MAT credit entitlement		(11,29,966)	-
Profit for the year		**6,26,76,940**	**6,44,32,621**
Earning per share ₹ 10/- each fully paid up			
Basic (in ₹)	2.33	11.96	13.42
Diluted (in ₹)		11.96	12.30

Significant accounting policies 1
Notes 1 to 2.36 form an integral part of financial statements

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

(All amounts in Indian rupees, unless stated otherwise)

Consolidated Statement of cash flow for the year ended March 31, 2016

	Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
A	**Cash flow from operating activities**		
	Net profit before tax	**8,26,87,674**	**8,48,87,474**
	Adjustment for :		
	Depreciation	5,43,41,900	6,35,72,761
	Unrealised foreign exchange fluctuation loss/(gain)	(3,40,908)	63,57,464
	Loss on sale of fixed assets, net	3,28,616	12,84,682
	Provision for doubtful debts/ loans and advances	1,20,354	9,98,863
	Bad debts written off	4,83,540	20,41,022
	Dividend and other income	(14,000)	(844)
	Provisions made no longer required written back	(37,03,019)	(80,68,373)
	Finance costs	2,13,63,875	1,89,70,202
	Interest on deposit	(24,26,093)	(82,43,954)
	Operating profit before working capital changes	**15,28,41,939**	**16,17,99,297**
	Adjustments for changes in working capital :		
	(Increase)/decrease in trade receivables	78,93,479	(66,71,922)
	(Increase)/decrease in inventories	(3,30,01,818)	(3,34,27,519)
	Decrease /(increase) in loans and advances and other assets (current and non current)	(7,05,226)	11,50,22,743
	Increase/(decrease) in trade payables, provisions and other liabilities	2,70,30,357	(8,94,74,394)
	Cash generated from operations	**15,40,58,731**	**14,72,48,205**
	Income tax paid	(1,55,00,000)	(1,76,00,000)
	Net cash from operating activities(A)	**13,85,58,731**	**12,96,48,205**
B	**Cash flows from investment activities**		
	Purchase of fixed assets	(39,25,09,583)	(18,26,99,185)
	Capital advances	(6,28,00,200)	(3,27,87,143)
	Sale of fixed assets	2,47,380	12,46,265
	Interest received	15,06,876	1,30,04,659
	Proceeds from fixed deposits	-	(16,58,61,249)
	Placement of fixed deposits	10,16,415	27,83,06,643
	Purchase of current and non current investments	15,27,791	16,000
	Dividend received	14,000	844
	Net cash used in investment activities (B)	**(45,09,97,321)**	**(8,87,73,166)**
C	**Cash from financing Activities**		
	Proceeds from long term borrowings	15,18,84,081	(4,22,95,343)
	Proceeds from short term borrowings (net)	17,95,52,217	(7,33,449)
	Interest expense	(2,02,91,080)	(1,88,84,512)
	Net cash from/ (used in) financing activities (C)	**31,11,45,218**	**(6,19,13,304)**
	Net (decrease) in cash and cash equivalents (A)+(B)+(C)	**(12,93,372)**	**(2,10,38,265)**
	Cash and cash equivalents at beginning of year	**61,12,305**	**2,71,50,570**
	Cash and cash equivalents at end of year (refer note 2.18)	**48,18,933**	**61,12,305**

This is the Consolidated Statement of Cash Flow referred to in our report of even date

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

1.1 Principles of consolidation

The consolidated financial statements relate to PTC Industries Limited ('the Company') and its subsidiary company, Modrany Power & PTC Pipings Systems Private Limited. The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 -"Consolidated Financial Statements".

Additional information to consolidated financial statements as at 31 March 2016 (Pursuant to Schedule III to the Companies Act, 2013):

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)	
	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit and loss
Parent Company				
PTC Industries Limited	1,20,13,75,309	100.11%	6,15,30,376	98.17%
Subsidiaries: Indian				
Modrany Power & PTC Piping Systems Pvt Limited	-24,07,747	-0.20%	-43,840	-0.07%
Less: Effects of intercompany adjustments/eliminations	11,32,485	0.09%	11,90,404	1.90%
Total	**1,19,99,46,047**		**6,26,76,940**	

1.2 Basis of preparation of financial statements

The financial statements have been prepared to comply with the accounting principles generally accepted in India ("Indian GAAP"), including the Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The financial statements have been prepared on a going concern basis under the historical cost convention on the accrual basis of accounting. The accounting policies have been consistently applied by the Company.

1.3 Use of estimates

In preparing the Company's financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Examples of such estimates includes estimated provision for doubtful debts/advances, employee retirement benefit plans, provision for income taxes, useful life of fixed assets, diminution in value of investments, other probable obligations and inventory write down. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

1.4 Fixed assets

(a) Tangible assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss. Project under commissioning and other assets under erection/installation are shown under capital work in progress and are carried at cost, comprising of direct cost and related incidental expenses. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

Foreign currency loans availed for acquisition of fixed assets are converted at the rate prevailing on the due date for installments repayable during the year and at the rate prevailing on the date of balance sheet for the outstanding loan. The fluctuation is adjusted in the original cost of fixed assets.

(b) Intangible assets

Intangibles are stated at cost less accumulated amortization and impairment losses (if any). Cost related to technical assistance for new projects are capitalized. The software is amortised over a period of 6 years and technical assistance is amortised over a period of 5 years.

1.5 Depreciation

(a) Tangible and Intangible assets

(I) Depreciation on fixed assets is provided on straight line method basis pursuant to the enactment of the Companies Act 2013 (the 'Act'), the Company has, effective from 1st April 2014, revised the estimated useful lives of its fixed assets, which are either less than or in accordance with the provisions of Schedule II to the Act as follows:

Block of asset	Life (in years)
Factory building	30 years
Plant and Machinery	10 years (Lucknow Plant-1)
	15 years (Other Plants)
Computer	3 years
Lab Equipment	10 years
Moulds and Dies	8 years
Vehicles	8 years
Motor cycles and scooters	10 years
Furniture and fixtures	10 years
Office equipments	5 years
Windmill	22 years
Intangible assets	
Software	6 years
Licences	5 years

(II) Leasehold land is depreciated over the period of lease.

1.6 Investments

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments; all other investments are classified as long term investments. Long term investments are carried at cost less provision (if any) for decline in value which is other than temporary in nature. Current investments are carried at lower of cost and fair value.

1.7 Inventories

Inventories are valued at the lower of cost and net realisable value determined on the basis of first in first out method. Cost of inventories comprises of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition:

- Cost of raw materials includes components, packing materials, stores and spares and goods-in-transit - Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- Work in progress- Cost for this purpose includes material, labour and appropriate allocation of overheads.
- Finished products- Cost for this purpose includes material, labour and appropriate allocation of overheads. Excise duty on stock lying with Company is added to the cost of the finished goods inventory.

1.8 Employee benefits

(a) Provident fund

The Company makes contribution to statutory provident fund in accordance with Employees' Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee. The Company makes monthly contributions and has no further obligation under the plan beyond its contributions.

(b) Gratuity

Gratuity is a post-employment benefit and is in the nature of defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses arise.

The Company also has a defined contribution superannuation plan in respect of eligible employees under a scheme of Life Insurance Corporation of India; contributions in respect of such scheme are recognized in the Statement of Profit and Loss.

(c) Compensated absences

Provision for compensated absences when determined to be a long term benefit is made on the basis of actuarial valuation as at the end of the year. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit and Loss in the year in which such gains or losses arise. Provision related to short term compensated absences of workers is provided on actual basis.

(d) Short Term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service.

1.9 Research and development costs

Revenue expenditure is charged to the Statement of Profit and Loss under respective heads of account in the year in which it is incurred. Capital expenditure is included in fixed assets and depreciated as per the depreciation policy of the Company.

1.10 Impairment

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists then the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

1.11 Foreign currency transactions

(a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

(c) Exchange differences

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

The Company generally uses foreign exchange forward contracts to hedge its exposure for movement in foreign exchange rates. The use of these foreign exchange forward contracts reduces the risk or cost to the Company and the Company does not use the foreign exchange forward contracts or options for trading or speculation purpose.

Foreign exchange forward contracts where there is an underlying are accounted in accordance with AS 11-"The Effects of changes in Foreign Exchange Rates" i.e.,

(i) the premium or discount on all such contracts arising at the inception of each contract is amortised as income or expenditure over the life of contract.

(ii) the exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change.

(iii) any profit or loss arising on the cancellation or renewal of such contracts is recognised as income or as expense for the year.

(iv) The Company has elected to account for exchange difference arising on reporting of long-term foreign currency items in accordance with Companies (Accounting Standards) Amendment Rules, 2009 pertaining to (AS-11) notified by Government of India on 31st March, 2009 (as amended on 29th December, 2011). Accordingly, the effect of exchange differences on long term foreign currency loans of the Company is accounted by addition or deduction to the cost of fixed assets so far it relates to depreciable capital assets.

1.12 Taxation

The tax expense comprises of current taxes and deferred taxes. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period as per the provisions of Income Tax Act, 1961. Deferred tax is the effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are reviewed at each Balance Sheet date and recognized/derecognized only to the extent that there is reasonable/virtual certainty, depending on the nature of the timing differences, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement."

The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

1.13 Revenue recognition

(a) Revenue from sale of goods is recognised upon transfer of all significant risks and rewards incident to ownership to the buyer which generally coincides with the dispatch of goods to the customers.

i) Domestic sales are recorded net of sale returns, sales tax and excise duty. Export sales are stated net of returns and include export incentives and;

ii) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

(b) Revenue generated from Windmill located in district Kutch, Gujarat is adjusted against the consumption of power at the manufacturing unit of the Company located in Mehsana, Gujarat. The monetary value of the unit so adjusted, calculated at the prevailing Gujarat Energy Transmission Corporation Limited (GETCO) rate net of wheeling charge is included in the Power and Fuel Account. The value of the unadjusted units as at the balance sheet date has been included under Sundry Debtors.

The Company has been permitted by the Gujarat Energy Development Agency (GEDA) to set up a Wind Farm of 0.75 MW in district Kutch, Gujarat in accordance with the provisions of the Wind Power Generation Policy, 2002. A tripartite Wheeling and Banking agreement has been entered into by the Company with GEDA and Gujarat Energy Transmission Corporation Limited (GETCO).

(c) Income from interest on deposits, loans and interest bearing securities is recognised on the time proportionate method taking into account the amount invested and the underlying rate of interest.

1.14 Export benefits/incentives

Revenue in respect of focus claims /merchandise exports from India scheme (MEIS) and duty drawback scheme is recognized on an accrual basis on export of goods if the entitlement can be estimated with reasonable accuracy.

1.15 Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

1.16 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event, where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made.

A disclosure for a contingent liability is made where there is a :

(i) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;

(ii) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;

(iii) or where reliable estimate of the obligation cannot be made.

Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.17 Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.18 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, in current accounts and deposits accounts with an original maturity of three months or less and exclude restricted cash. Restricted cash represents deposits that have been pledged with banks against performance guarantees issued to customers as security to meet contractual obligations.

1.19 Government grants

Grants in the nature of contribution towards capital cost of setting up projects are treated as capital reserve.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

1.20 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for its intended use are complete.

1.21 Segment reporting

Identification of segments:

The Company's operating businesses are organized and managed separately according to the nature of goods produced, with each segment representing a strategic business unit that serves different markets.

Intersegment transfers:

Inter segment revenues have been accounted for based on the transaction price agreed to between segments which is primarily market led.

Allocation of costs:

Direct revenues and direct expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenues and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis are presented as "Unallocable" in the segment disclosure.

1.22 Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956 (now Schedule III of Companies Act, 2013), the Company has elected to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the statement of profit and loss. In its measurement, the Company does not include depreciation and amortisation expense, finance costs and tax expense.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.1 SHARE CAPITAL

	As at March 31, 2016	As at March 31, 2015
Particulars	**Amount**	**Amount**
Authorised		
89,75,000 (previous year 89,75,000) equity shares of ₹ 10 each	8,97,50,000	8,97,50,000
20,25,000 (previous year 20,25,000) redeemable cumulative preference shares of ₹ 10 each	2,02,50,000	2,02,50,000
	11,00,00,000	11,00,00,000
Issued, subscribed and fully paid up		
52,39,063 (previous year 52,39,063) equity shares of ₹ 10 each	5,23,90,630	5,23,90,630
	5,23,90,630	5,23,90,630

a) Reconciliation of the number of equity shares :

	Equity shares with voting rights			
	As at March 31, 2016		As at March 31, 2015	
Particulars	**Number**	**Amount**	**Number**	**Amount**
Opening balance	52,39,063	5,23,90,630	41,91,250	4,19,12,500
Shares issued on conversion of CCD's	-	-	10,47,813	1,04,78,130
Closing balance	**52,39,063**	**5,23,90,630**	**52,39,063**	**5,23,90,630**

b) Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5 percent of the issued shares capital:

Name of Shareholders	Equity shares with voting rights			
	As at March 31, 2016		As at March 31, 2015	
	No. of shares held	% of holding	No. of shares held	% of holding
Pragati India Fund Limited	10,47,813	20.00%	10,47,813	20.00%
Mapple Commerce Private Limited	6.23,750	11.91%	6,23,750	11.91%
Satish Chandra Agarwal	5,84,480	11.16%	5,84,480	11.16%
Saroj Agarwal	5,29,700	10.11%	5,29,700	10.11%
Nirala Merchants Private Limited	4,60,200	8.78%	4,60,200	8.78%
Priya Ranjan Agarwal	3,86,000	7.37%	3,86,000	7.37%

d) Information regarding issue of shares in the last five years

i) The Company has not issued any shares without payment being received in cash. Although, the Company had allotted in the previous year 10,47,813 equity shares of ₹ 10/- each in lieu of the conversion of 4,00,000 Zero Coupon Compulsory Convertible Debentures of face value ₹ 1,000/- each to Pragati India Fund Limited.

ii) There are no shares issued pursuant to contract without payment being received in cash, allotted as fully paid up by way of bonus issues and bought back during the last 5 years.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.2 RESERVES AND SURPLUS

Particulars	As at March 31, 2016	As at March 31, 2015
Capital reserve (note a)	**4,01,75,200**	**4,01,75,200**
Securities premium account		
Opening balance	41,20,71,870	2,25,50,000
Additions during the year	-	38,95,21,870
	41,20,71,870	**41,20,71,870**
General reserve	**46,24,16,726**	**46,24,16,726**
Statement of profit and loss		
Opening balance	17,02,14,681	12,13,59,933
Adjustment of depreciation (net of deferred tax) [refer note 2.11]	-	(1,57,81,483)
Additions during the year	6,26,76,940	6,44,32,621
Losses of subsidiary	-	2,03,610
Available for appropriations	**23,28,91,621**	**17,02,14,681**
Total	**1,14,75,55,417**	**1,08,48,78,477**

a) i) Capital reserve includes grant received under the Technology Development and Demonstration Programme of Department of Scientific and Industrial Research (DSIR) amounting to ₹ 4,00,00,000

ii) The Company has submitted a project proposal amounting to ₹ 18,00,00,000 to the Department of Scientific and Industrial Research, Ministry of Science and Technology, New Delhi, for development and commercialization of RapidCast™ Technology of single piece Stainless Steel Casting of upto 5,000 kgs. The department has committed partial support as a grant of ₹ 5,00,00,000 out of total cost of ₹ 18,00,00,000 under the Technology Development and Demonstration Programme (TDDP) of Department of Scientific and Industrial Research (DSIR) for a project duration of 24 months vide their letter no.DSIR/TDDP/PTCIL-41/2010-11 dated September 20, 2011. In the current year, the Company received further extention by DSIR up to September 30, 2016. The Company had received grant of ₹ 4,00,00,000 during previous years and incurred the expense of ₹ 1,72,93,442 during the year towards the project.

2.3 LONG TERM BORROWINGS

Particulars	As at March 31, 2016		As at March 31, 2015	
	Non-current	Current	Non-current	Current
Secured				
Term loans from banks	16,66,98,066	4,67,05,270	1,42,25,892	2,60,84,360
Vehicle loans	5,84,863	6,46,212	11,72,956	10,11,136
	16,72,82,929	**4,73,51,482**	**1,53,98,848**	**2,70,95,496**

Notes:

(a) Term loans are secured by way of:

i) Equitable mortgage on pari-passu basis on the land and building of Lucknow Plant 1, Lucknow Plant 2 and AMTC Plant (at village Sarai Shahajadi) and first pari-passu charge on all movable fixed assets of the Company.

ii) Personal guarantee of some directors.

(All amounts in Indian rupees, unless stated otherwise)

(b) Term of repayments

Bank Name	As at March 31, 2016		As at March 31, 2015	
	Loan Amount	Terms of repayments	Loan Amount	Terms of repayments
State Bank of India	-	-	1,32,24,491	4 quarterly installments remaining
State Bank of India	1,33,83,646	4 quarterly installments remaining	2,70,85,761	8 quarterly installments remaining
HDFC Bank	12,90,19,690	12 half yearly installments starting from September 2016	-	-
Yes Bank	7,10,00,000	35 quarterly installments starting from September 2018	-	-

(c) Vehicle loans from Tata Capital Financial Services Limited are secured by way of absolute charge on specific assets purchased under the scheme and repayable within a period of 36 months. Entire loan is repayable up to February, 2018.

(d) Rate of interest

The Company's long term borrowings from banks and others have an effective weighted average rate of 10.15 % p.a. (previous year 4.69% p.a.) calculated using interest rates effective as on March 31, 2016 for the respective borrowings.

2.4 DEFERRED TAX LIABILITIES, NET

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books	3,66,52,195	3,86,52,136
Tax impact on allowance under tax exemptions/deductions	3,58,70,218	2,95,88,889
Deferred tax assets		
Provision for employee benefits	39,14,433	40,16,235
Provision for doubtful debts	7,77,635	8,09,488
Deferred tax liabilities, net	**6,78,30,345**	**6,34,15,302**

2.5 OTHER LONG TERM LIABILITIES

Particulars	As at March 31, 2016	As at March 31, 2015
Security deposit	10,500	10,500
	10,500	**10,500**

2.6 LONG TERM PROVISIONS

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for employees benefits		
- Compensated absences	84,48,618	62,11,786
	84,48,618	**62,11,786**

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.7 SHORT TERM BORROWINGS

Particulars	As at March 31, 2016	As at March 31, 2015
Secured		
Cash credits from banks	28,43,70,343	19,46,30,853
Buyers' credit in foreign currency from banks	9,86,54,567	88,41,840
	38,30,24,910	**20,34,72,693**

Short term borrowings are secured by way of:

i) First charge ranking pari-passu on the whole of the present and future current assets of the Company.

ii) Second charge on equitable mortgage on pari-passu basis on the land and building of Lucknow Plant 1, Lucknow Plant 2 and AMTC Plant (at village Sarai Shahajadi) and first pari-passu charge on all movable fixed assets of the Company.

iii) Personal guarantee of some directors.

2.8 TRADE PAYABLES

Particulars	As at March 31, 2016	As at March 31, 2015
Payables to micro, small and medium enterprises	-	-
Others	9,69,38,471	8,24,62,228
	9,69,38,471	**8,24,62,228**

Based on the information available with the Company, no principal or interest is payable to micro, small and medium enterprises at the balance sheet date. Further, no interest during the year has been paid or was payable in this respect. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

2.9 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2016	As at March 31, 2015
Current maturities of long term borrowings (refer note 2.3)	4,73,51,482	2,70,95,496
Interest accrued and due on borrowings	19,33,354	8,60,559
Advance from customers	36,92,519	19,24,872
Creditors for capital goods	1,65,29,900	2,90,17,165
Statutory dues payable	9,45,382	7,82,657
Employee payables	67,37,871	55,77,874
Other payables	2,15,99,740	1,84,67,923
	9,87,90,248	**8,37,26,546**

2.10 SHORT TERM PROVISIONS

Particulars	As at March 31, 2016	As at March 31, 2015
Provision for wealth tax	-	95,142
Provision for taxation (current year, net of advance tax)	12,25,140	-
Provision for employee benefits		
- Gratuity (refer note 2.31)	-	26,58,089
- Leave encashment	-	10,06,266
	12,25,140	**37,59,497**

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.11 Fixed Assets

DESCRIPTION OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	**As at April 1, 2015**	**Additions**	**Deductions**	**As at March 31, 2016**	**Up to April 1, 2015**	**For the year**	**Deductions**	**Up to March 31, 2016**	**As at March 31, 2016**	**As at March 31, 2015**
TANGIBLE ASSETS										
Freehold land	4,01,33,593	-	-	4,01,33,593	-	-	-	-	4,01,33,593	4,01,33,593
Leasehold land	2,12,49,549	46,69,135	-	2,59,18,684	67,75,309	3,32,063	-	71,07,372	1,88,11,312	1,44,74,240
Factory building	8,70,04,285	91,162	-	8,70,95,447	2,72,12,149	27,12,395	-	2,99,24,544	5,71,70,903	5,97,92,136
Plant and machinery	46,90,77,744	5,96,61,483	-	52,87,39,227	24,54,86,904	3,19,59,995	-	27,74,46,899	25,12,92,328	22,35,90,840
Computer	1,55,44,817	8,41,856	-	1,63,86,673	1,37,96,820	5,50,389	-	1,43,47,209	20,39,464	17,47,997
Mould and dies	10,23,92,152	10,84,879	-	10,34,77,031	5,40,73,972	1,07,55,906	-	6,48,29,878	3,86,47,153	4,83,18,180
Vehicles	2,17,12,093	7,19,330	15,03,603	2,09,27,820	76,08,263	26,66,815	9,37,651	93,37,427	1,15,90,393	1,41,03,830
Furniture and fixtures	1,10,26,199	1,31,293	-	1,11,57,492	61,95,092	7,95,652	-	69,90,744	41,66,748	48,31,107
Office equipments	91,09,235	4,58,663	74,599	94,93,299	67,09,231	7,84,400	64,555	74,29,076	20,64,223	24,00,004
Research and development assets										
Plant and machinery	2,51,15,911	2,11,600	-	2,53,27,511	94,41,258	21,92,417	-	1,16,33,675	1,36,93,836	1,56,74,653
Computer	1,11,804	-	-	1,11,804	1,04,346	-	-	1,04,346	7,458	7,458
Mould and dies	1,11,76,876	-	-	1,11,76,876	91,35,764	8,75,416	-	1,00,11,180	11,65,696	20,41,112
Vehicles	6,34,822	-	-	6,34,822	1,83,879	50,592	-	2,34,471	4,00,351	4,50,943
TOTAL (A)	**81,42,89,080**	**6,78,69,401**	**15,78,202**	**88,05,80,279**	**38,67,22,987**	**5,36,76,040**	**10,02,206**	**43,93,96,821**	**44,11,83,458**	**42,75,66,093**
INTANGIBLE ASSETS										
Software	94,50,408	1,00,297	-	95,50,705	70,99,177	5,93,628	-	76,92,805	18,57,900	23,51,231
Licences	39,70,296	-	-	39,70,296	39,70,296	-	-	39,70,296	-	-
Research and development assets										
Software	4,68,525	3,057	-	4,71,582	3,68,718	72,232	-	4,40,950	30,632	99,807
TOTAL (B)	**1,38,89,229**	**1,03,354**	**-**	**1,39,92,583**	**1,14,38,191**	**6,65,860**	**-**	**1,21,04,051**	**18,88,532**	**24,51,038**
GRAND TOTAL (A+B)	**82,81,78,309**	**6,79,72,755**	**15,78,202**	**89,45,72,862**	**39,81,61,178**	**5,43,41,900**	**10,02,206**	**45,15,00,872**	**44,30,71,990**	**43,00,17,131**

a) Additions to fixed assets include exchange loss of ₹ 18,60,118 (previous year exchange loss of ₹ 20,86,237) capitalized during the year.

b) Additions to capital work in progress include interest of ₹ 53,66,625 (previous year ₹ nil) capitalized during the year.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

DESCRIPTION OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION AND AMORTISATION				NET BLOCK	
Particulars	**As at April 1, 2014**	**Additions**	**Deductions**	**As at March 31, 2015**	**Upto April 1, 2014**	**For the year**	**Deductions**	**Up to March 31, 2015**	**As at March 31, 2015**	**As at March 31, 2014**
TANGIBLE ASSETS										
Freehold land	4,01,33,593	-	-	4,01,33,593	-	-	-	-	4,01,33,593	4,01,33,593
Leasehold land	2,12,49,549	-	-	2,12,49,549	64,43,412	3,31,897	-	67,75,309	1,44,74,240	1,48,06,137
Factory building	8,61,24,125	8,80,160	-	8,70,04,285	2,45,22,885	26,89,264	-	2,72,12,149	5,97,92,136	6,16,01,239
Plant and machinery	47,54,80,360	1,82,21,721	2,46,24,337	46,90,77,744	21,12,83,663	5,72,80,534	2,30,77,293	24,54,86,904	22,35,90,840	26,57,78,929
Computer	1,52,38,030	3,06,787	-	1,55,44,817	1,21,26,558	16,70,262	-	1,37,96,820	17,47,997	31,11,469
Mould and dies	9,67,80,029	1,35,65,645	79,53,522	10,23,92,152	5,03,88,225	1,13,68,344	76,82,597	5,40,73,972	4,83,18,180	4,63,91,804
Vehicles	2,26,32,097	45,96,693	55,16,697	2,17,12,093	83,47,425	40,64,557	48,03,719	76,08,263	1,41,03,830	1,42,84,673
Furniture and fixtures	1,07,90,736	2,35,463	-	1,10,26,199	52,54,854	9,40,238	-	61,95,092	48,31,107	55,35,883
Office equipments	86,17,925	4,91,310	-	91,09,235	39,68,776	27,40,455	-	67,09,231	24,00,004	40,98,286
Research and development assets										
Plant and machinery	2,48,88,807	2,27,104	-	2,51,15,911	67,81,337	26,59,921	-	94,41,258	1,56,74,653	1,70,76,102
Computer	1,11,804	-	-	1,11,804	69,748	34,598	-	1,04,346	7,458	42,056
Mould and dies	1,11,76,876	-	-	1,11,76,876	69,96,387	21,39,377	-	91,35,764	20,41,112	41,80,490
Vehicles	6,34,822	-	-	6,34,822	1,01,343	82,536	-	1,83,879	4,50,943	5,33,479
TOTAL (A)	**81,38,58,753**	**3,85,24,883**	**3,80,94,556**	**81,42,89,080**	**33,62,84,613**	**8,60,01,983**	**3,55,63,609**	**38,67,22,987**	**42,75,66,093**	**47,75,74,140**
INTANGIBLE ASSETS										
Software	92,38,923	2,11,485	-	94,50,408	62,55,815	8,43,362	-	70,99,177	23,51,231	29,83,108
Licences	39,70,296	-	-	39,70,296	39,70,296	-	-	39,70,296	-	-
Research and development assets										
Software	4,63,892	4,633	-	4,68,525	2,80,362	88,356	-	3,68,718	99,807	1,83,530
TOTAL (B)	**1,36,73,111**	**2,16,118**	**-**	**1,38,89,229**	**1,05,06,473**	**9,31,718**	**-**	**1,14,38,191**	**24,51,038**	**31,66,638**
GRAND TOTAL (A+B)	**82,75,31,864**	**3,87,41,001**	**3,80,94,556**	**82,81,78,309**	**34,67,91,086**	**8,69,33,701**	**3,55,63,609**	**39,81,61,178**	**43,00,17,131**	**48,07,40,778**

a) Additions to fixed assets include exchange loss of ₹ 20,86,237 (previous year exchange loss of ₹ 1,07,34,090) capitalized during the year.

b) The Company has reassessed the useful life of fixed assets in accordance with the guidelines under Schedule II of the Companies Act, 2013 with effect from 1st April 2014, resulting into adjustment of ₹ 1,57,81,483 (net of deferred tax) to the opening balance of retained earnings and addition in depreciation expense for the current year by ₹ 1,01,54,753.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.12 Non Current Investments

Particulars	As at March 31, 2016	As at March 31, 2015
Long term investments (Non - Trade) (valued at cost unless otherwise stated)		
Quoted		
Investments in mutual funds		
UTI Equity Fund (Prev. Mastergain1992 of UTI) 5,000 units of Rs. 10 each (previous year - 5,000 units of Rs. 10 each)	50,000	50,000
Investment in equity instruments		
Equity Shares in Valecha Engineering Limited 1,125 shares of Rs. 10 each (previous year - 1,125 shares of Rs. 10 each)	20,100	20,100
	70,100	**70,100**
Aggregate market value of investments in mutual funds	3,92,586	4,32,018
Aggregate market value of investments in equity instruments	32,569	1,00,631

2.13 Long Term Loans And Advances

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured considered good)		
Capital advances	10,45,03,190	4,17,02,990
Security deposits	68,20,972	62,03,513
Loan to employees	60,10,944	69,42,012
Accrued interest	17,01,550	7,33,303
Advance income tax (previous years, net of provision)	18,06,004	13,70,304
Minimum alternate tax credit entitlement	1,82,29,937	1,70,99,971
	13,90,72,597	**7,40,52,093**

2.14 Other Non Current Assets

Particulars	As at March 31, 2016	As at March 31, 2015
Deposits with banks with maturity more than 12 months	17,88,951	14,00,000
	17,88,951	**14,00,000**

2.15 Current Investments

Particulars	As at March 31, 2016	As at March 31, 2015
Quoted (valued at cost or fair value, whichever is lower)		
Investments in mutual funds		
PNB Mutual Fund	17,277	15,45,068
8.760 units (previous year 777.481 units) of Rs. 1,972.26 each		
IDFC Mutual Fund	2,91,241	2,91,241
190.688 units (previous year 190.688 units) of Rs. 1,527.32 each		
	3,08,518	**18,36,309**
Market value of investments in mutual fund as at the end of the year	3,71,495	20,35,532

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.16 Inventories

Particulars	As at March 31, 2016	As at March 31, 2015
(As taken, valued and certified by the management)		
Direct raw materials	9,28,87,320	8,15,41,852
Materials, stores and spares	2,61,39,799	2,24,00,710
Work in progress	22,73,25,869	21,05,43,285
Finished goods	10,98,829	-
Loose tools	72,65,513	72,29,665
	35,47,17,330	**32,17,15,512**

2.17 Trade Receivables

Particulars	As at March 31, 2016	As at March 31, 2015
Trade receivables outstanding for a period exceeding		
six months from the date they are due for payment		
Unsecured, considered good	91,67,533	14,73,896
Unsecured, considered doubtful	23,51,980	24,79,473
Less: Provision for bad debts	(23,51,980)	(24,79,473)
	91,67,533	**14,73,896**
Others		
Unsecured, considered good	30,04,64,084	31,57,10,292
	30,96,31,617	**31,71,84,188**

2.18 Cash And Bank Balances

Particulars	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents		
Cash in hand	9,62,486	9,88,580
Balance with banks in current account		
- in current accounts	38,56,447	51,23,725
	48,18,933	**61,12,305**
Other bank balances		
Deposits with original maturity more than 3 months but less than 12 months*	49,97,440	60,13,855
	98,16,373	**1,21,26,160**

*Includes margin money deposits which are pledged with banks for issuance of bank guarantees and letter of credits.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.19 Short Term Loans And Advances

Particulars	As at March 31, 2016	As at March 31, 2015
(Unsecured, considered good)		
Prepaid expenses	40,13,250	33,95,837
Interest accrued on deposits	3,94,872	4,43,902
Loan to employees	62,79,278	62,84,807
Balances with statutory and government authorities	3,71,37,639	3,23,23,566
Other loans and advances	1,79,61,825	1,26,45,930
	6,57,86,864	**5,50,94,042**

2.20 Other Current Assets

Particulars	As at March 31, 2016	As at March 31, 2015
(Considered good, unless otherwise stated)		
Export incentives receivable	1,84,07,318	1,65,07,196
Claims receivable	2,16,14,042	1,85,61,831
	4,00,21,360	**3,50,69,027**

2.21 Revenue From Operations

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Sale of products (refer note (a) below)	95,37,02,409	1,00,67,54,481
Other operating revenues (refer note (b) below)	2,60,12,372	2,66,05,220
Gross revenue from operations	**97,97,14,781**	**1,03,33,59,701**
Less: excise duty	2,28,70,867	2,56,19,551
Net revenue from operations	**95,68,43,914**	**1,00,77,40,150**
(a) Sale of products comprises		
Castings (stainless steel)	80,85,82,250	74,99,67,746
Castings (alloy and non-alloy steel)	7,84,63,888	6,61,01,687
Structures and forgings	1,52,59,327	6,59,27,998
Assembly items	1,81,01,822	6,92,46,380
Others	3,32,95,122	5,55,10,670
	95,37,02,409	**1,00,67,54,481**
(b) Other operating revenues		
Export incentives	2,00,56,301	2,22,35,064
Income from power generation	59,56,071	43,70,156
	2,60,12,372	**2,66,05,220**
(c) Domestic and export sales		
Domestic sales	21,01,89,624	24,44,63,323
Export sales	74,35,12,785	76,22,91,158
	95,37,02,409	**1,00,67,54,481**

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.22 Other Income

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest received		
- from banks	5,40,775	71,89,700
- from others	18,85,318	10,54,254
Dividend income	14,000	844
Bad debts recovered	24,619	6,208
Provisions made no longer required written back	37,03,019	80,68,373
Miscellaneous income	-	1,15,601
Profit on sale of assets/investment	2,96,142	-
Foreign exchange fluctuation (net)	2,47,24,385	-
	3,11,88,258	**1,64,34,980**

2.23 Cost Of Materials Consumed

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Opening stock	8,15,41,852	8,67,40,929
Add: purchases	27,51,45,972	31,24,93,793
Less: closing stock	9,28,87,320	8,15,41,852
	26,38,00,504	**31,76,92,870**
Less: consumed for research and development (note 2.28)	10,46,839	8,56,196
Cost of materials consumed	**26,27,53,665**	**31,68,36,674**
Note (i) cost of materials consumed :		
Scraps and metals		
Stainless steel scrap	15,96,96,172	16,07,53,354
Iron and steel scrap	1,55,94,382	68,67,636
Ferrous and non-ferrous alloys	6,94,61,750	8,05,95,824
Structures and fabrication	22,26,772	3,16,52,227
Raw castings (including assembly)	1,68,21,428	3,78,23,829
	26,38,00,504	**31,76,92,870**
Less: raw material consumed for research and development (note 2.28)	10,46,839	8,56,196
	26,27,53,665	**31,68,36,674**

2.24 Changes in Inventories of Finished Goods and Work-in-progress

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Inventories as at March 31, 2015		
Work-in-progress	21,05,43,285	16,61,54,019
Finished goods	-	4,35,687
	21,05,43,285	**16,65,89,706**
Inventories as at March 31, 2016		
Work-in-progress	22,73,25,869	21,05,43,285
Finished goods	10,98,829	-
	22,84,24,698	**21,05,43,285**
Change in inventories	**(1,78,81,413)**	**(4,39,53,579)**

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.25 Employee Benefits Expense

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Salaries, wages and bonus	15,76,10,424	15,13,62,864
Contribution to provident and other funds	1,22,84,040	1,22,87,311
Staff welfare expenses	45,53,541	43,67,050
	17,44,48,005	**16,80,17,225**

2.26 Other Expenses

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Manufacturing expenses		
Stores and spares consumed	13,02,90,203	11,41,59,784
Power and fuel	9,85,95,830	8,63,71,913
Repairs and maintenance		
- plant and machinery	2,30,52,149	2,07,48,600
- building	21,57,667	22,95,743
Packing and general consumables	1,78,12,935	1,76,13,697
Processing and work charges	4,06,98,035	5,01,61,494
Freight inward	21,44,394	33,29,283
Testing and inspection charges	1,38,83,128	1,44,19,205
	32,86,34,341	**30,90,99,719**
Administrative and selling expenses		
Rent	11,32,838	23,64,065
Rates and taxes	32,49,971	46,53,620
Insurance expenses	22,94,946	17,60,306
Security expenses	48,54,028	54,75,393
Legal and professional expenses	89,20,565	1,06,92,230
Travelling and conveyance	45,17,955	62,14,380
Vehicle running and maintenance	40,68,057	44,87,192
Communication expenses	29,02,607	30,72,110
Printing and stationery	27,28,577	28,05,343
Conference, training and recruitment	38,40,071	16,43,264
Freight and clearing	96,22,797	1,21,83,287
Sales commission	69,46,230	61,94,128
Late delivery charges	8,54,088	15,06,140
Advertisement and promotion	26,89,835	28,68,742
Payment to auditors (refer note below)	24,83,487	25,62,401
Donation and charity	1,13,171	52,077
Loss on sale of assets, net	3,52,549	12,84,682
Corporate social responsibility expenses	21,12,916	13,88,600
Bad debts written off	4,83,540	20,41,022
Provision for doubtful debts, loans and advances	1,20,354	9,98,863
Miscellaneous expenses	29,19,209	40,19,009
	6,72,07,791	**7,82,66,854**
Statutory auditors:		
Audit fees	12,90,000	11,90,000
Tax audit fees	1,80,000	1,80,000
Limited review	2,10,000	2,10,000
Certification	50,000	50,000
Out of pocket expenses	7,53,487	9,32,401
	24,83,487	**25,62,401**

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.26 (b)Prior period expenses

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Other expenses	17,66,685	1,08,971
	17,66,685	**1,08,971**

2.27 Finance Costs

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest		
- working capital loans	1,94,52,733	1,42,10,282
- term loans	13,89,029	43,61,905
- others	5,22,113	3,98,015
Bank charges	42,68,448	66,61,912
	2,56,32,323	**2,56,32,114**

2.28 Research And Development Expense

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Raw materials consumed	10,46,839	8,56,196
Materials, stores and spares consumed	49,98,973	27,51,189
Conversion cost	5,90,880	-
Salary and wages	18,04,509	16,87,175
Other expenses	-	4,22,575
	84,41,201	**57,17,135**

2.29 The Company has entered into operating leases for its guest houses and employees' residences that are renewable on a periodic basis and are cancellable at Company's option. Total lease payments recognized in the statement of profit and loss with respect to aforementioned premises is ₹ 11,32,838 (previous year ₹ 23,64,065)

2.30 Contingent Liabilities and Commitments

(A) Contingent Liabilities

Particulars	As at March 31, 2016	As at March 31, 2015
(i) In respect of non fund-based working capital facilities from banks:		
Bank guarantees	91,09,905	99,87,085
Letter of credit	-	10,73,07,910
(ii) Disputed demands for excise duty and service tax (refer note a below)	9,86,522	1,36,170
(iii) Disputed demands for sales tax (refer note b below)	15,90,000	15,90,000

Notes:

a) In the case of Lucknow Plant-1, show-cause notices were issued by the Central Excise Department for the year under review and earlier years. The Company has given replies to all the show-cause notice/demands to the department and the appeals are pending with Appellate authorities.

b) An appeal for the financial year 2013-14 is pending at Tribunal, Commercial Tax against demand for Rs. 15,90,000. The Company has deposited Rs.5,96,250 against the demand.

Based on advice of subject matter experts, the management is of the opinion that above matters will be allowed in favour of the Company and hence no provision is required for the above.

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

(B) Commitments

Particulars	As at March 31, 2016	As at March 31, 2015
Estimated amount of contracts remaining to be executed		
on capital account and not provided for (net of advance)	33,55,17,833	25,37,24,039

2.31 Employee Benefit Obligations

Defined contribution plans

Amount of ₹ 1,22,84,040 (previous year - ₹ 1,22,87,311) has been recognized as an expense in respect of contribution for Provident Fund and Employee State Insurance Fund deposited with the government authorities.

Defined benefit plans

The Company makes contribution towards gratuity to a defined contribution retirement benefits plan for qualifying employees. The Company has taken policy with Life Insurance Corporation of India to provide for payment of retirement benefits to vested employees. The present value of obligation is determined based on actuarial valuation.

The following table sets forth the status of the Gratuity Plan of the Company and the amounts recognised in the Balance Sheet and Statement of Profit and Loss.

Particulars	As at March 31, 2016	As at March 31, 2015
Present value of the obligation at the beginning of the period	4,41,73,684	3,76,38,115
Current service cost	29,16,795	29,80,349
Interest cost	35,33,895	30,11,049
Benefits paid	(27,41,476)	(25,15,026)
Actuarial loss/(gain) on obligation	(25,25,942)	30,59,197
Present value of the obligation at the end of the period*	**4,53,56,956**	**4,41,73,684**
Change in plan assets:		
Fair value of plan assets at the beginning of the period	4,15,15,595	3,01,75,545
Adjustment due to LIC fund certificate	-	3,40,008
Expected return on plan assets	35,04,382	31,92,738
Contributions	36,84,155	1,03,22,330
Benefits paid	(27,41,476)	(25,15,026)
Actuarial gain / (loss) on plan aasets	1,31,312	-
Fair value of plan asset at the end of the period	**4,60,93,968**	**4,15,15,595**
Amount of the obligation recognised in the Balance Sheet		
Present value of the obligation at the end of the period	4,53,56,956	4,41,73,684
Fair value of plan assets at end of period	4,60,93,968	4,15,15,595
Net liability recognized in Balance Sheet	**(7,37,012)**	**26,58,089**
Amount of gratuity expenses recognised in the statement of profit and loss		
Current service cost	29,16,795	29,80,349
Interest cost	35,33,895	30,11,049
Expected return on plan asset	(35,04,382)	(31,92,738)
Net actuarial loss/(gain) recognized in the period	(26,57,253)	30,59,197
	2,89,055	**58,57,857**

The expense for gratuity in respect of the current year and previous year have been included under Salaries, wages and bonus.

The present value of the defined benefit obligation, the fair value of the plan assets and the surplus or deficit in the plan arising on the plan liabilities and the plan assets.

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Present value of defined benefit obligation	4,53,56,956	4,41,73,684	3,85,07,052	3,17,23,460	2,92,39,165
Fair value of plan assets	4,60,93,968	4,15,15,595	3,01,75,545	2,86,15,739	2,73,27,643
Surplus or (deficit) in the plan assets	7,37,012	(26,58,089)	(83,31,507)	(31,07,721)	(19,11,522)

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

The actuarial assumptions used to determine the gratuity benefit obligations are as follows :

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Discount rate	8.00%	8.00%
Salary escalation rate	6.50%	6.50%

Salary escalation rate:

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Investment details of plan assets :

The details of investment maintained by Life Insurance Corporation are not available with the Company and have not been disclosed.

2.32 Exceptional items

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Foreign exchange fluctuations*	-	1,59,89,782
	-	**1,59,89,782**

*Due to significant volatility in foreign currency exchange rates, the Company has considered loss/(profit) on foreign exchange fluctuation as an exceptional item.

2.33 Calculation of earning per share and diluted earning per share

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit before taxation	8,26,87,674	8,48,87,474
Current year taxes	2,00,10,734	2,04,54,853
Net profit for the period	6,26,76,940	6,44,32,621
Weighted average number of ordinary shares outstanding	52,39,063	48,02,339
Earning per share on profit after taxation (face value ₹ 10/- per share)	11.96	13.42
Diluted weighted average number of ordinary shares outstanding	52,39,063	52,39,063
Diluted earning per share on profit after taxation (face value ₹ 10/- per share)	11.96	12.30

2.34 Related Party Disclosure :

The disclosure of transactions with the related party as defined in the Accounting Standard are given below:

Key Management Personnel ("KMP") of the Company

1. Mr. Satish Chandra Agarwal
2. Mr. Sachin Agarwal
3. Mr. Priya Ranjan Agarwal
4. Mr. Alok Agarwal
5. Mrs. Smita Agarwal
6. Mr. Arun Kumar Gupta

Entities controlled by KMPs and/or their relatives

1. Mapple Commerce Private Limited
2. e.Soft Technologies Limited
3. Nirala Merchants Private Limited
4. PTC Foundation

Relatives of Key Management Personnel

1. Mrs. Saroj Agarwal
2. Ms. Kanchan Agarwal
3. Mrs. Anshoo Agarwal
4. Mrs. Reena Agarwal

(All amounts in Indian rupees, unless stated otherwise)

The following transactions were carried out with the related parties:

Particulars	Year ended March 31, 2016				Year ended March 31, 2015			
	Enterprises controlled by directors/ relatives	Subsidiary	Key management personnel (KMP)	Relatives of KMPs	Enterprises controlled by directors/ relatives	Subsidiary	Key management personnel (KMP)	Relatives of KMPs
Transactions during the year								
1. Service charges								
a. e.Soft Technologies Limited	10,25,743				9,60,451			
2. Rent paid								
a. Mrs. Saroj Agarwal				7,75,000				6,00,000
3. Corporate social responsibility expenses								
a. PTC Foundation	21,12,916				13,88,600			
Amounts paid during the year to KMP's and relatives of KMP's								
1. Managerial remuneration	-	-	1,94,47,790	-	-	-	1,50,40,548	-
2. Salary and allowances	-	-	40,89,602	30,08,309	-	-	36,46,935	24,91,365
Outstanding balance (Amount payable)	As at March 31, 2016				As at March 31, 2015			
Enterprises controlled by directors/ relatives								
e.Soft Technologies Limited	2,35,125	-	-	-	4,62,931	-	-	-
Key management personnel								
Managerial remuneration	-	-	6,92,947	-	-	-	20,58,794	-
Salary and allowances	-	-	1,56,555	-	-	-	2,01,059	-
Relative of KMP's								
Salary and allowances	-	-	-	1,97,920	-	-	-	2,27,180
Rent	-	-	-	67,500	-	-	-	-

Summary of significant accounting policies and other explanatory information to the consolidated financials for the year ended March 31, 2016

(All amounts in Indian rupees, unless stated otherwise)

2.35 Derivative instruments

The Company uses forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

(a) The forward exchange contracts outstanding at the year end are as under:

Particulars	Currency	March 31, 2016		March 31, 2015	
		Foreign Currency	INR	Foreign Currency	INR
Trade receivables	EUR	2,00,000	1,48,32,000	-	-
Creditors	GBP	1,00,000	96,15,000	-	-

(b) The foreign currency exposures not hedged as at year end are as under:

Particulars	Currency	As at March 31, 2016		As at March 31, 2015	
		Foreign Currency	INR	Foreign Currency	INR
Buyer's credit	EUR	2,86,000	2,16,73,080	-	-
Buyer's credit	USD	11,52,935	7,69,81,487	-	-
Buyer's credit	JPY	-	-	1,68,00,000	88,41,840
Foreign currency term loans	USD	2,01,500	1,34,54,155	6,39,200	4,03,10,252
Creditors	USD	3,90,000	2,60,40,300	11,497	7,25,017
Creditors	EUR	94,833	71,86,443	74,063	50,67,390
Creditors	GBP	40,306	38,75,387	43,095	40,28,985
Creditors	JPY	52,00,892	31,01,812	-	-
Trade receivables	USD	10,66,943	7,03,32,879	12,62,093	7,85,27,426
Trade receivables	EUR	25,48,612	18,90,05,080	24,58,224	16,44,30,617

2.36 Previous year figures have been regrouped/reclassified wherever considered necessary to make them comparable with those of the current year.

For Walker Chandiok & Associates
Chartered Accountants

per **Arun Tandon**
Partner

Place : Delhi
Date : May 28, 2016

For and on behalf of the Board of Directors
PTC Industries Limited

Sachin Agarwal
Managing Director

Alok Agarwal
Director (Quality & Technical)

Smita Agarwal
Chief Financial Officer

A. K. Gupta
Company Secretary

Place : Lucknow
Date : May 28, 2016


Sustainable
Development
CII ITC Centre
for Environment

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 53rd Annual General Meeting of the members of PTC Industries Limited will be held on Wednesday, the 28th day of September, 2016 at 03.00 P.M. 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, with or without modification, as Ordinary Resolution:

1. **To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):**

   a) **"Resolved that, the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."**

   b) **"Resolved that, the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."**

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

   "RESOLVED THAT Mr. Priya Ranjan Agarwal (DIN: 00129176) who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013and being eligible, be and is hereby re-appointed as director of the Company liable to retire by rotation."

3. **Ratification for appointment of M/s. Walker Chandiok & 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 Chandiok & Associates, Chartered Accountants (Registration No. 001329N), who were appointed as Statutory Auditor of the Company at the 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 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 any 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 Mr. Kasiviswanathan Mukundan as Director**

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

   "RESOLVED THAT Mr. Kasiviswanathan Mukundan (DIN: 02756249), who was appointed as an Nominee Director of the Company with effect from February 9, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the Act) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

5. Revision in remuneration of Mr. Satish Chandra Agarwal, Chairman

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 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. Satish Chandra Agarwal, Chairman of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and 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 or change 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."

6. Revision in remuneration of Mr. Alok Agarwal, Director (Quality & Technical)

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. Alok Agarwal, Whole time Director, designated as Director (Quality & Technical) of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and 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 or change 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. Revision in remuneration of Mr. Priya Ranjan Agarwal, Director (Marketing)

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. Priya Ranjan Agarwal, Whole time Director, designated as Director (Marketing) of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and 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 or change 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."

8. Ratification of Cost Auditors' remuneration

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

"RESOLVED THAT pursuant to Section 148 and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 27,500/- plus Service

Tax and out of pocket expenses payable to Mr. Arun Kumar Srivastava, who is appointed as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company for the Financial Year 2016-17".

9. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode, an amount of Rs. 50/- (Rupees Fifty Only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

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. Proxies submitted on behalf of companies, HUF, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organisation.**

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 Report 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 9 (both inclusive) of the accompanying notice is annexed hereto.

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 Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 September 24, 2016 at 09:00 IST and ends on September 27, 2016 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 September 21, 2016 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. The instructions for shareholders voting electronically are as under:

(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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on 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. • 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 (iv).

(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 for the Company- 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 & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) 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 Corporates.
- 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.

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.

II. In case of members receiving physical copy:

i. Please follow the steps from sr. no. (I) to (xvii) 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 53rd Annual General Meeting. The shareholders who will be physically present at the 53rd 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. The members who have casted their vote electronically may attend the meeting but shall not be entitled to cast the vote again.
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 cut-off date, i.e. September 21, 2016.**
13. Members having any question on financial statements or any agenda item proposed in the notice of 53rd 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.

By Order of the Board of Directors,
A.K. Gupta
G.M. (Finance) & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Narayanan Shadagopan, Nominee Director of the Company, nominated by M/s. Pragati India Fund Limited ('Foreign Investor'), submitted his resignation with effect from November 7, 2015. In his place, Mr. Kasiviswanthan Mukundan, was nominated to be appointed as Nominee Director on the Board of the Company by Foreign Investor.

He was appointed on the Board of the Company, with effect from February 9, 2016 under Section 161 of the Companies Act, 2013 (the Act) and Article 150 of the Company's Articles of Association. As per Section 161(1) of the Act, Mr. Kasiviswanthan Mukundan holds office up to the date of ensuing Annual General Meeting of the Company but is eligible for appointment. A notice under Section 160(1) of the Act has been received by the Company from a member signifying its intention to propose appointment of Mr. Kasiviswanthan Mukundan.

Aforementioned Director has confirmed that he is not disqualified in terms of Section 164 and 165 of the Companies Act, 2013.

Mr. Kasiviswanthan Mukundan, aged about 47 years, is B.tech and has Masters in Financial Management. Mr. Mukundan is currently CEO of UTI Capital, the alternate assets platform of the UTI Mutual Fund Group. He has more than 23 years of experience in Financial and banking sector.

Other than Mr. Kasiviswanthan Mukundan, none of the directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in said resolution.

The Board commends the resolution placed at Item No. 4 for approval by members.

Item No.5

Mr. Satish Chandra Agarwal was re-appointed as Chairman 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 (erstwhile Companies Act) .

Mr. Satish Chandra Agarwal founded Precision Tools & Castings (now PTC Industries) in 1963 with a vision to make it one of the leading engineering goods producer of the country. Mr. Satish Chandra Agarwal is a Bachelor of Engineering (Mechanical). Under his able leadership, PTC has become a dynamic, forward-looking company with a diversified product portfolio.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Satish Chandra Agarwal, subject to the approval of the shareholders.

Pursuant to the provision of Section 196(3) of the Companies Act, 2013 no Company shall continue the employment of specified persons if attained the age of seventy years unless it is approved by the members passing an Special Resolution. Mr. Satish Chandra Agarwal has attained the age of seventy years and in keeping view that he has founded the Company and has diversified experience of more than five decades in the business it shall be in the interest of the Company to continue his employment as Whole Time Director of the Company designated as Chairman of the Company.

This explanatory statement should be construed to be the disclosure under requirement of Section 190 of the Companies Act, 2013.

The particulars relating to the revision of remuneration and perquisites of Mr. Satish Chandra Agarwal, Chairman are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 2,80,000-20,000-3,20,000 per month.

Commission: 1% (one percent) of the net profit of the company computed in the manner laid down in section 197 of the Companies Act, 2013 subject to ceiling of 50% (fifty percent) of the annual salary.

II. PERQUISITES

a) **Housing:** House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.

b) **Medical expenses and Leave Travel Concession:** Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.

c) **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.

d) **Encashment of Leave:** According to rules of the Company.

e) **Club Fees:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

f) **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 per the Income Tax Rules.

g) **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.

h) **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.

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. Satish Chandra Agarwal is interested and concerned in the said resolution and Mr. Sachin Agarwal, Managing Director and Mrs. Smita Agarwal, Chief Financial Officer of the Company being relatives of Mr. Satish Chandra 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. Satish Chandra Agarwal, Chairman, as set out above.

The Resolution regarding the terms of remuneration of the Chairman of the Company at Item No. 5 is recommended for approval by the Members.

Item No.6

Mr. Alok Agarwal was re-appointed as Director (Quality & Technical) 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 (erstwhile Companies Act) .

Mr. Alok Agarwal is associated with PTC for more than 22 years and has worked in various positions throughout his career in the Company. He has a Bachelors in Technology from the Indian Institute of Technology (IIT), Kanpur. He has done extensive work in improving quality standards of the Company and capably manages the day to day operations of the Company. He has all the requisite qualifications and experience which is required for the operations of the Company. Further, his association with the Company is of immense importance in view of the Company's setting up of the new Advanced Manufacturing & Technology Center.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Alok Agarwal, subject to the approval of the shareholders.

The particulars relating to the revision of remuneration and perquisites of Mr. Alok Agarwal, Director (Quality & Technical) are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 1,20,000-10,000-1,40,000 per month.

II. PERQUISITES

a) **Housing:** House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.

b) **Medical expenses and Leave Travel Concession:** Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.

c) **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.

d) **Encashment of Leave:** According to the rules of the Company.

e) **Club Fees:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

f) **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 per the Income Tax Rules.

g) **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.

h) **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.

i) **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.

j) **Life Insurance:** Single premium life insurance of the premium amount not exceeding 3 (three) month's salary, once in the block of five years.

k) **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.

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. Alok Agarwal is interested and concerned 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 nominal increase in remuneration of Mr. Alok Agarwal, Director (Quality & Technical), as set out above.

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

Item No.7

Mr. Priya Ranjan Agarwal was re-appointed as Director - Marketing 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 (erstwhile Companies Act) .

Mr. Priya Ranjan Agarwal is associated with PTC for more than 24 years and has made substantial contribution in creation of a wide base of customers in the domestic market. He is a Bachelor of Engineering (Mechanical). Further, his association with the Company is of immense importance in view of the Company's setting up its new Advanced Manufacturing and Technology Centre.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Priya Ranjan Agarwal, subject to the approval of the shareholders.

The particulars relating to the revision of remuneration and perquisites of Mr. Priya Ranjan Agarwal, Director - Marketing are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 1,25,000-10,000-1,45,000 per month.

II. PERQUISITES

a) Housing: House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.

b) Medical expenses and Leave Travel Concession: Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.

c) 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.

d) Encashment of Leave: According to the rules of the Company.

e) Club Fees: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

f) 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 per the Income Tax Rules.

g) 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.

h) 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.

i) 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.

j) 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.

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. Priya Ranjan Agarwal is interested and concerned 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 nominal increase in remuneration of Mr. Priya Ranjan Agarwal, Director (Marketing), as set out above.

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

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (For items 5,6 and 7 of the 53rd Annual General Meeting Notice)

	Satish Chandra Agarwal	Alok Agarwal	Priya Ranjan Agarwal
I. General Information			
Nature of Industry	Engineering with foundry, machining, forging & fabrication as key activities		
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 2015-16 and 2014-15 are provided separately in the Annual Report.		
Foreign investments or collaborations, if any	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. 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).		

II. Information about the appointee

Background details	Mr. Satish Chandra Agarwal is the Chairman of the Company.	Mr. Alok Agarwal is Director - Quality & Technical of the Company	Mr. Priya Ranjan Agarwal is Director - Marketing of the Company
Past remuneration	Details of past remuneration are as follows: (Rs. In lakhs) **Year** – **Remuneration** 2014-15 – 42.60 2013-14 – 42.00 2012-13 – 33.18	Details of past remuneration are as follows: (Rs. In lakhs) **Year** – **Remuneration** 2014-15 – 22.04 2013-14 – 19.80 2012-13 – 19.87	Details of past remuneration are as follows: (Rs. In lakhs) **Year** – **Remuneration** 2014-15 – 22.58 2013-14 – 20.05 2012-13 – 17.43
Recognition or awards	Mr. Satish Chandra Agarwal, using his skills and immense knowledge of the casting industry, was able to successfully develop industrial castings for import substitution in India and then went ahead and made the company's first exports to USA in 1986. Under his guidance, PTC received a number of awards like the 'Best Exporter Shield' from EEPC (Northern Region), 'Certificate of Excellence' along with various quality certifications like ISO 9001-2000 by BVQI, AD-2000 Merkblat by TUVNORD, etc. Mr. Satish Agarwal has also been bestowed with the 'Dhatu Nayak' award by the All India Induction Furnaces Association in 1992-93. He was also recognised as 'Honorary Citizen, City of Tulsa' for his contribution to the industrial development in Tulsa, Okhlahoma, USA.	Mr. Alok Agarwal has done extensive work in improving the quality standards in the Plant and obtaining various ISO and other quality certifications for the Company. His responsibilities also include Environment, Health and Safety compliances for the Company. Under this able guidance, the Company has been bestowed with many awards including the Exporter Award from the Government of Uttar Pradesh.	Mr. Priya Ranjan Agarwal is primarily responsible for business development in key infrastructure projects and marketing activities and has contributed largely for PTC to become a well known and respected name in the country. Earlier, he handled Heavy Engineering division and is now also responsible for the activities of Lucknow Plant 2. In addition, he continues to shoulder several other corporate responsibilities. He has been instrumental in the execution of several large project orders received by PTC from companies like BHEL and BEML. His hard work and perseverance have led to the recognition of the Company as a vendor in various Public Sector Undertakings.
Job profile and his suitability	Mr. Satish Chandra Agarwal is a Bachelor of Engineering (Mechanical). He has over 55 years of professional experience in the overall managerial areas and casting industry. He founded the Precision Tools and Casting (now PTC Industries). He continues to provide his guidance and wisdom to the Company and its members.	Mr. Alok Agarwal is a B.Tech from IIT, Kanpur. He has been working with PTC Industries for the past 22 years. He is a Whole-time director designated as Director (Quality & Technical). Over the years, he has held various senior positions in the Production, Quality, Technical and Co-ordination areas. He spent a number of years at the Ahemdabad Plant, and was deeply involved in the design, project management and commissioning of the unit. Being a person with a strong penchant for analytical work and high technology skills, he was chosen to head Lucknow Plant 1 and the Quality & Technical divisions of the Company. Mr. Alok Agarwal also looks after the Operations, engineering, quality R&D and procurement activities of the Company. He has all the requisite qualifications and rich experience which Company requires. Further, with the establishment of new Plant of the Company, viz. the *Advanced Manufacturing and Technology Centre*, his immense support and continuous association with the Company is of great significance for the overall operations of the Company.	Mr. Priya Ranjan Agarwal joined PTC in 1992 and has been working with company for the last 24 years. He is a Whole-time director on the Board of the Company. Mr. Priya Ranjan Agarwal is a Bachelor of Engineering (Mechanical). He has made a substantial contribution in creation of a wide base of customers for the Company. He has significant experience in the Casting industry spanning more than 30 years and has been instrumental in making PTC a recognized name in the country.
Remuneration proposed	Details of proposed remuneration are presented in the Item No. 5 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013.	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.	Details of proposed remuneration are presented in the Item No. 7 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 Chairman/ Chairman cum Managing Directors of similar sized Engineering (Casting) companies.	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 Whole time directors of similar sized Engineering (Casting) companies.	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration receivable, Mr. Satish Chandra Agarwal holds 6,14,880 equity Shares of the Company. Further, he is the father of Mr. Sachin Agarwal, Managing Director of the Company and father in law of Mrs. Smita Agarwal, Chief Financial Officer of the Company.	Besides the remuneration receivable, Mr. Alok Agarwal holds 2,15,600 equity Shares of the Company and her spouse is appointed to office of profit in the Company pursuant to the provision of Section 188(1) of the Companies Act, 2013. He does not have any other relationship directly or indirectly with the Company or any relationship with managerial personnel.	Besides the remuneration receivable, Mr. Priya Ranjan Agarwal holds 3,86,000 equity Shares of the Company and her spouse is appointed to office of profit in the Company pursuant to the provision of Section 188(1) of the Companies Act, 2013 He does not have any other relationship directly or indirectly with the Company or any relationship with managerial personnel.
III. Other Information			
Reasons of loss or inadequate profits	The Company witnessed a decline in revenue from operations by 5% to Rs. 95.68 crores from Rs. 100.77 crores in the previous year. This is primarily due to the decline in metal prices and the fall in Euro. Further, a slowdown in domestic as well as international markets has also affected the overall sales. Additionally, the Company has been using part of its capacity for trials and research for the new technologies that shall be introduced in its new manufacturing facility, the *Advanced Manufacturing & Technology Centre, thereby utilizing part of its capacity for development of new products for the future.*		
Steps taken or proposed to be taken for improvement	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 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 also be the first indigenous Titanium Casting facility in the country which is expected to bring additional revenues. 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.		
Expected increase in productivity and profits in measurable terms	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 3-4 years.		
IV. Disclosures: As required, the information is provided under Corporate Governance Section of Annual Report 2016.			

Item No. 8

Pursuant to Section 148 of the Companies Act, 2013 (the Act), the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of Mr. Arun Kumar Srivastava as the Cost Auditor of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2016-17, at a remuneration of Rs. 27,500/- plus Service tax and out-of-pocket expenses.

Mr. Arun Kumar Srivastava has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board commends the Resolution placed at Item no. 5 for approval by members.

None of the Directors or KMP of the Company or their respective relatives is concerned or interested in the said Resolution.

Item No. 9

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 9 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the accompanying Notice.

By order of the Board for
PTC INDUSTRIES LIMITED
A.K. Gupta
G.M. (Finance) & Company Secretary

Place: Lucknow

Date: May 28, 2016

Attendance Slip

53rd 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	:	September 28, 2016 at 03:00 p.m.

Name of member/Proxy name	
Address of member/Proxy 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 53rd Annual General Meeting of the Company held on September 28, 2016 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 2016 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/ Depositary 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 2016 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.
3. Only member or Proxy holder can attend the meeting.

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

53rd Annual General Meeting –September 28, 2016

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 53rd Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016 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. (a)	Adopt the audited financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon			
(b)	Adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon			
2.	Appointment of a director in place of Mr. Priya Ranjan Agarwal, who retires by rotation and is eligible, for re-appointment.			
3.	Ratification for appointment of M/s Walker Chandiok & Associates, Statutory Auditors of the Company.			
Special Business				
4.	Appointment of Mr.Kasiviswanathan Mukundan as a Director.			
5.	Revision in remuneration of Mr. Satish Chandra Agarwal, Chairman			
6.	Revision in remuneration of Mr. Alok Agarwal, Director - Quality & Technical			
7.	Revision in remuneration of Mr. Priya Ranjan Agarwal, Director - Marketing			
8.	Ratification of Cost Auditors' Remuneration			
9.	determine the fees for delivery of any document through a particular mode of delivery to a member			

Signed this ________________ day of ____________________, 2016.

______________________ ________________________

Signature of shareholder signature of proxy holder(s)

Affix one rupee revenue stamp

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India, 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	

Witness:
Name:
Address:
Signature:

Security Holder(s):
Name:
Address:
Signature:

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

A.K. Gupta
G.M. (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 226 004
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.

Notes

Notes

Notes

“every possibility begins with the courage to imagine”

www.ptcil.com

PTC Industries Limited

Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India