PTC INDUSTRIES

Aspire. Innovate. Achieve.

55TH ANNUAL REPORT 2017-18

A new vision, a new mission, a new reality.

The company's dictum of Aspire. Innovate. Achieve. continues to be the mantra that drives it towards the creation of a customer centric, innovation driven, technology oriented, socially responsible organization, and its new vision and mission statements define the new reality that the company is creating as it enters a new era in its evolution.

Our vision is to be the #1 choice in the markets we serve, creating value through innovative solutions.

Our mission
is be a leading global manufacturer of engineered metal components, products and systems through sustainable, disruptive and innovative technologies.

This new vision and mission aptly defines who we are as an organization, what we stand for and what we want to achieve in the coming years. These shall serve as guiding principles, and help us to distinguish between the paths that lie before us in order to stay true to our purpose and to achieve that highest pinnacles of success in a morally, socially and ethically responsible manner.

PTC continues to,

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; and**

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

aspire *verb.* to rise to a greater height

To aspire is to achieve. At PTC, to aspire is to start all things. Aspire sits at the beginning of our motto of *Aspire. Innovate. Achieve.* and now, Aspire also represents the values that motivate us to achieve our best, that drive us to work towards our purpose, and that define the framework within which we operate.

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Our values guide our beliefs and actions, and as a company, they also guide our organisation's response to external stimulus, they unite our employees and most importantly, they determine what we value most. The definition of these values forms the very core of our organisational culture, and it is important that they are incorporated in to all our processes.

When we begun the process of transformation of this company, we realised that there is rarely one thing alone that sets a company on the right path to becoming successful, rather it's a culmination of many factors that come together, in just the right way. We discovered that one of the key factors involved was having the right group of people, all moving in the same direction towards clearly defined goals.

During the early years of PTC's growth, our founders focused on developing innovative products and acquiring customers. Throughout this period of formation, creating an initial value proposition of the company gained prime attention. PTC matured slowly to establish itself as a company with an established benchmark of quality, a good industrial setup and proven processes. These early times formed the basic framework in which the company would operate in times to come. They helped to define the company' saspirations and build the resolve it needed to face the times to come.

As the organisation reaches this point of maturity, emphasis is also required on the development of the company and its culture. Even though PTC evolved as an aspiration driven company, its vision, mission and values still required a clear definition. The ultimate goal was of identifying, expressing, and living our aspirations; and for everyone in and around the organization to embrace and act in a manner consistent with these objectives

As we enter this new era, the definition of our aspirations, and thereby our values, has become an important strategy. Going forward, we are working to implement these, through careful consideration, execution, constant reinforcement, and ongoing support to enable us to reach our goals.

aspire

AGILITY

SUSTAINABILITY

PASSION

INTEGRITY

RESPECT

EMPATHY

agility

Success in today's ever-changing, globally competitive environment demands agility -a capacity for rapid change and flexibility. Organizations face ever-shorter cycles for the introduction of new and improved products, and PTC values this attribute tremendously as a key factor in its success. Major improvements in response times often require new work systems, simplification of work units and processes, or the ability for rapid changeover from one process to another. A cross-trained and empowered workforce is a vital asset in such a demanding environment.

A major success factor in meeting competitive challenges is the design-to-introduction or innovation cycle time. To meet the demands of rapidly changing markets, PTC carries out stage-to-stage integration ofactivities from research or concept to commercialization or implementation.

All aspects of time performance are now more critical, and lead-times have become a key process measure. Other important benefits are also derived from this focus on time; time improvements often drive simultaneous improvements in work systems, organization, quality, cost, supply-chain integration and productivity.

sustainability

Sustainability has multiple meanings and can refer to environmental, social and economical sustainability amongst other things.

At PTC, we recognise that our business, has an important role in developing and protecting our environment and in securing its long-term sustainability for future generations. Environmental sustainability entails minimising our impact on the environment to the benefit of a more sustainable future for coming generations. We achieve this goal by actively considering the environment in the choices we make, aligning businesses, training, economics and technology to reduce our waste and carbon footprint.

We aim to maximise the beneficial effects of our activities on our environment, to promote sustainable solutions through employment of energy efficient equipment, use of green energy sources and reduction and reuse of waste and other materials. We constantly seek to minimise any harmful effects in the communities and locations in which we deliver our engineering services. We work with everyone to foster this value and we show leadership by promoting best environmental practices.

We realise that by being such a company which effectively managesits environment and its social initiatives, we will also become an enterprise that is economically sustainable for the future.

passion

Passion is an internal motivator, a following of one's values, a regard of one's intrinsic, unique desires. It's an energy that comes from within – it is not forced on from without.

It's passion that keeps us up late learning the newest technology. Passion that impels us to evolve to provide product attributes our customers don't even know they need yet. It's passion that holds our standards high.

The value for us isn't just 'passion,' it's 'passion in all we do.' It's not that we don't have tasks or days we don't like, it's that ultimately, if passion fades, we believe that is a bad sign. When an individual can create and do great work that they enjoy, and they receive the natural benefit of that work, passion is inevitable. We believe passion can be sustained within a business, and that it can be the difference between a daily joy, and a daily job.

What drives us can best be summed up by passion. Sometimes that passion is evident – such as working on a new product with no regard for individual needs. But often it is much more subtle, but no less there, as we work to enhance customer value proactively, uphold the highest standards of quality, plan for the future, leverage technology, and work together for the best interest of our customers.

integrity

A business focused on creating value for all must truly rest on a foundation of integrity. For us, it all starts and ends with doing the right thing. No decision we make can ever go against the principle of integrity. If we do not follow this unhesitatingly, unflinchingly, we risk losing everything that matters – both at PTC, and in life.

Our core value of integrity permeates all levels of our company and reflects our commitment to fostering a culture of ethics and transparency. At PTC, we promote our culture of integrity at all levels of the organisation through our Code of Conduct, our adherence to Corporate Governance principles, openness at the workplace and regular interactions with the employees.

We believe that business, when done right, creates value for all. That they succeed based on how much value they create for all stakeholders. That they positively impact their clients, team members, vendors, community, environment, and owners. We believe that as we genuinely seek to create value for those around us, that all prosper as a result.

respect

An organization's success depends increasingly on building relationships based on mutual trust and shared values with all its stakeholders. Successful internal and external relationships help to develop longer-term objectives and create a solid foundation for the future.

One of our foremost values is to treat our customers, partners, suppliers and team members, with mutual respect and sensitivity, recognizing the importance of diversity. Respecting people means committing to their engagement, satisfaction, development, and well-being. Increasingly, this involves more flexible, high-performance work practices tailored to varying workplace and home life needs. It also helps us capitalize on the diverse backgrounds, knowledge, skills, creativity, and motivation of all our partners and employees.

empathy

Empathy is a Company value that promotes high commitment and cooperation in the workplace. It is the ability to understand another person's perspective or circumstance whether you agree with this person or not. It is important to successful conflict resolution because understanding diverse perspectives allows collaborative solutions to rise from chaos. Likewise, the ability to beam yourself into another person's shoes lays the foundation for moral decisions and is a condition for peace.

Empathy also means understanding ourselves. How are we feeling? How do these decisions affect our attitudes and mental state? Understanding ourselves better helps us solve our problems and be open with each other.

Stephen Covey said it best: "Seek First to Understand, Then to Be Understood".

Developing an empathic approach improves teamwork and relationships. When we have empathy for others, they'll also work to understand us, and this goes a long way to building a productive and enjoyable working environment.

We believe that these core values lay the foundation for our success and growth - to succeed in ever changing environments, to solve problems, to lead effectively, and to drive change.

CHAIRMAN & MANAGING DIRECTOR'S LETTER

Let's start with a summary of our performance:

- A marginal decline in revenue from operations by 1% to Rs. 101.1 crores from Rs. 102.3 crores in the year 2016-17.
- Percentage of Earnings before interest, taxes, depreciation and amortization (EBITDA), excluding Other Incomemoved to 15.2 percent from 14.9 percent in the previous year.
- The percentage of Profit after Tax to Operating Revenue increased to 7.4 percent from 5.9 percent in the previous year.
- Earnings Per Share (EPS) this year was Rs. 14.20 compared to Rs. 11.48 last year.

CHAIRMAN
& MANAGING
DIRECTOR'S
LETTER

TAKING POSSIBILITIES FURTHER

The last twelve months have helped to shape our view of what is unique about our response to a changing world. Most importantly, it meant balancing our ambition with the values that endure and using those principles to create a competitive advantage and directing all aspects of our business towards our fundamental goal: **enhancing customer profitability.**

These pages of our annual report give me the opportunity to present to you a clear point of view about our vision, the things that we believe really matter and what we think it all means for our business. Whether it is a customer, a shareholder, an employee or a stakeholder in the broader community, we feel it is important for each one to understand the strategy of the Company, the action plan that will support this strategy and its relevance to the issues we feel matter to them.

In my message last year, I described the incredible transition that the Company is going through and what this shall mean for all of us. PTC has always distinguished itself from others by the paths it has taken and the laurels it has earned by following a path of becoming a technology leader and a disruptor in the market. While this journey is not without its ups and downs, and demands great resilience and determination, it also promises exciting new possibilities and extraordinary prospects for all its stakeholders.

During the year, the global economic outlook has begun to look positive. The global economy is growing at its fastest since 2010 supported by favourable financial conditions, monetary policy normalisation and domestic demand growth.Domestically, several far-reaching structural reforms including the introduction of the Goods and Services Tax will bring imminent progress and help to reduce internal trade barriers, increase efficiency and improve tax compliance. These changes will however take some time to stabilise as a large number of smaller enterprises struggled with significant funds being blocked due to initial implementation issues. The growth projections for the Indian economy are extremely bright as India continues to be one of the fastest growing economies in the world, accounting for nearly 15% global growth.

The Company's financial performance remained stable during this period, even as Lucknow Plant 1 operations faced disruptions due to the shifting of operations to the new Advanced Manufacturing & Technology Centre and a workers' strike. Revenue from operations remained steady while profitability improved as some benefits of our new technologies and processes started coming in.

This consistent performance has been driven by a disciplined growth strategy and guided by a set of clear strategic priorities. But it also reflects something more – a difference in how people across this organization think, act and work together. Corporate culture is difficult to capture in a checklist or a questionnaire, but it is a topic directly related to trust – the most valuable capital a Company maintains. It is revealed in the beliefs that an organisation has committed to uphold and in the actions of the people who work there. And it is mirrored in the aspiration to grow revenue and profit in a way that respects all stakeholders.

We have known for some time that an unprecedented new revolution is coming. We are fortunate to be living in a time in history when advances in technology and innovation are gathering momentum at an extraordinary pace. PTC's commitment to consistent growth and sustainability remains unwavering during these turbulent times as does its ability to align with the paradigm shifts and disruptive developments that are being brought into the manufacturing landscape by phenomena such as Industry 4.0.

PTC's strategy for survival has always been to use these challenges as a force to bring about positive change within the Company. This sets us apart from our peers and embodies our organisation's core values which we term as Aspire.The way forward, therefore, for us can only be guided by a coherent view of our responses to external changes. The past twelve months helped shape our view of what is unique about our response to a changing world. It has helped us define how we can meaningfully serve our customers while also fulfilling our larger responsibilities. So most importantly, it meant balancing our ambition with the values that endure and using those principles to create a competitive advantage. And finally, it was about directing all aspects of our business – our capabilities, technologies and our passion – towards our fundamental goal: enhancing customer profitability.

The primacy of the customer is our focus. Nothing is more vital to us. We are building our business around what we think is most important, because in a world where information is so readily exchanged, who you are and what you stand for is visible to everyone. The customer remains at the centre of the six strategic values that drive our organisation. This year, we focused our efforts to drive productivity, build a culture of inclusiveness and leverage our state-of-the-art infrastructure and pathbreaking technologies to support our customers in key global and domestic markets. We continued to invest in building a strong organisation that can deliver future performance and growth on a long-term, sustainable basis.

CHAIRMAN & MANAGING DIRECTOR'S LETTER

Last year, we formulated a new mission and vision statement for the Company – one that defines our identity as an organization and sums up what we stand for and what we want to achieve in the coming times. This year, we have enumerated the values that form the framework in which we work to realise that vision and mission. Armed with our vision, mission and values, we feel that our collective ability to bring unmatched benefits to the business and the environment, catalysed by our best-in-class technologies and innovation, has never been stronger.

During the year, we have been fortunate to be joined by individuals who share our passion and pride for our goals, and I am happy to welcome Mr. James Collins as the head of our Product and Process Development Department this year. Jim brings with him some incredible technical and operational skills with a vast experience of working on some of the unique technologies that we are in the process of absorbing and implementing at our new plant. His capabilities and talents tie up beautifully with the opportunities offered by one of the most unique and advanced manufacturing facilities that has ever been built. As part of the ongoing process of human resource upgradation and skilling, we have also inducted new talent and expertise in many other areas including finance, human resource, CNC machining, etc.

The impact of all our efforts of the past few years is expected to translate into financial performance with the full operationalisation of the new AMTC Plant. However, in the short to medium term, the financial outlook shall remain modest. We share an essential optimism that characterises the industry today, and a confident belief that our focus on technology and innovation shall be rewarded by not just financial performance, but also the loyalty and respect of our customers. This is a promise that we also intend to uphold to all our stakeholders as we deliver on areas that are important to them. Whether it is by providing an inclusive, nurturing and positive working environment to our employees; or the opportunity to live a life of dignity and betterment to our workforce; or the possibility to partner with us for manufacture of world-class, globally respected products for our suppliers, we intend to be the organisation that you feel proud to be associated with for a long, long time.

It is our promise to continue to be a 'value-leader' by offering better price, superior technology, higher efficiency and to deliver better value to all our stakeholders: customers, shareholders, employees and society, by economising, optimising, re-designing, re-engineering, reclaiming and recycling and offering sustainable manufacturing by imbibing the principles of Zero Defect – Zero Effect. These have been embodied in culture as we continue to deliver the highest quality parts while honouring our responsibility towards the environment and future generations.

I am deeply grateful to each of our customers, suppliers, bankers, national and state government agencies, shareholders and employees for their willingness to embrace change as we transform this Company for unparalleled success. We remain committed to making PTC an innovative, world-class leader that is not just a great company and a wonderful place to work, but a company that empowers people to achieve their highest potential. We think no goal can be more exciting than this for us.

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Sachin Agarwal,
Chairman and Managing Director

MESSAGE FROM THE COO

The past year has been a reflection of the success that can arise when a company continues to challenge itself and strives to be forward thinking and innovative. At PTC, we have devised and embraced cutting edge technologies to become leaders in our field and that's why our Mission is to be a 'leading global manufacturer of engineered metal components, products and systems through sustainable, disruptive and innovative solutions'.

Over the last twelve months we have had many guests who have been intrigued to visit our unique facilities, and the majority have been from our global client base. These highly informed customers have all endorsed that PTC is a first-class company with many unique features within a purpose-built, sustainable facility where they can develop and create cutting-edge technologies for cast products and other metallic-based components. Increasing demand from our targeted market sectors has showed that the technology-based capacity expansion of our Ahmedabad plant, and in particular the Advanced Manufacturing and Technology Centre (AMTC) were timely developments in PTC's history.

The science of casting dates back thousands of years, and todays producers and consumers know that without change there can be no progression because otherwise the end results, or indeed the process will never improve. We have continued to be successful in a competitive marketplace due to constant progression and continuous improvement. This philosophy has been assimilated in the definition of our Mission, and as we move forward, we will continue to challenge ourselves to be 'better and faster'. This will be a key driver for us over the next few years. Consequently, we have strategized in this area and will have specific projects designed to focus on reduced leadtime with right first time quality.

During the first half of the year we focused on consolidating our organisational structure and manufacturing.This entailed a full review of employee roles and responsibilities with the introduction of a new middle management team for relevant areas and appointment of new leadership. Additionally, we strengthened our senior management team by employing James Collins, previously from Casting Technology International, UK. Jim is one of the industry's leading technical experts in the field of Investment Casting, Vacuum Melting, Single Crystal and Directional casting, and Powder Metallurgy.These transformationsare part of the process of relocation from our Plant 1 facility to our new headquarters and primary manufacturing site,the AMTC. The objective has been to position ourselves for the future path we wish to take, exploiting our new capabilities in ultra large Investment Casting, Vacuum Melting and Metal Powder manufacture.

Underpinning this, we have invested heavily in training as we are fully aware that the capability to improve skills for manufacturing technologies and administrative services are central to our strategy. Furthermore, within the year all the facilities were fully approved to TuV ISO 9001:2008, PED/97/23 – TuV, Marine Classification – BV, Lloyds, DNV and ABS, and shortly the AMTC will be fully NORSOK approved for Duplex Stainless Steel 4A, 5A and 6A Grades. Our success in the field of vacuum melting means that we are engaging in aerospace projects, consequently within the next twelve months we will implement complementary approvals such as AS9100. This demonstrates PTC's wide vision with both an alignment to the customer's requirements, and a strong commitment to upskilling the workforce.

In the second half of the year, a key milestone in our progress was reached as we doubled the production tonnage of previous years, which we recognise as the first stage of our development to 4,000 MT annual output. To supplement this, we rolled out a specific productivity improvement programs progressively through each department. Not only did we extend the role and functionality of our existing ERP software, we also implemented cloud-based compliance management software to facilitate improved QMS planning, implementation and maintenance.

Today, we now have the appropriate structure and systems combined with our unique manufacturing technologies; we are now in a position to offer Rapid Manufacturing via 3D Printed patterns as well as CNC Machining of Patterns. In Rapidcast™, we can make investment cast quality parts up to 6,000 kgs in weight; few suppliers around the world have the capability to produce zero defect large parts, with consistent dimensional accuracy and exceptional surface finish. To facilitate this our casting manufacturing capabilities are characterised by Robotics and Automation, we employ 7-Axis Robotic Machining, Automated Investment Shell production lines, and Robotic Handling for parts up to 6,000kg.

Furthermore, PTC is only one of a handful of companies that have the capability to produce reactive alloy castings such as such as Titanium and Zirconium, which are essential components in applications like petrochemicals and aerospace. Recent developments in this field also mean that we can now offer Inconel and Superalloys via the Vacuum Arc Re-melting process. To complement this, we also have the largest and only commercial Hot Isostatic Pressing (HIP) facility in India. By employing HIP, we also have the capability to produce consolidated parts in high purity and exotic metals through Powder Metallurgy, and by the end of 2018 we will also have the in-house capability to produce our own metal powders, strengthening our hand in the field of additive manufacturing.

Using these technologies PTC has already helped many companies in the Oil, Gas, Pulp Paper, Power and Marine industries to develop new, innovative products and put them into production. We therefore have a proven track record showing that our processes can be used to produce a range of products which offer a competitive edge through manufacturing process and differentiation.

It is clear to me that the intrinsic knowledge from all these developments will flow down into all our businesses and have a lasting impact on our future capability, and the future of India in this sector. We are therefore well positioned to capitalising on the potential of our installed base to accelerate our growth. It is only a matter of time before all the capabilities that we have brought together start working in sync with each other to create something unique and disruptive and bring a lasting change to the future of the cast metal components industry.

Anthony Rowett
Chief Operating Officer

BOARD OF **DIRECTORS**

SACHIN AGARWAL
Chairman &
Managing Director, 45 Years
MBA, M.Sc (Finance)
Joined June 18, 1998

PRIYA RANJAN AGARWAL
Director, Marketing, 58 Years
B.E. (Mechanical)
Joined December 22, 1992

SHASHI VAISH
Independent Director, 67 Years
M.Sc.(Physics), FCS
Joined August 9, 2014

KRISHNA DAS GUPTA
Independent Director, 75 Years
M.Com, LLB, M.Phil, Masters
Diploma in Public Administration.
Joined July 31, 2008

ASHOK KUMAR SHUKLA
Executive Director, 49 Years
B.Tech (Mechanical)
Joined October 1, 2017

KASIVISWANATHAN MUKUNDAN
Nominee Director, 48 Years
B.Tech, Masters in Financial Mgmt
Joined February 9, 2016

ALOK AGARWAL
Director, Quality &Technical, 55 Years
B.Tech, IIT Kanpur
Joined 27 July,1994

BRIJ LAL GUPTA
Independent Director, 66 Years
B.Sc., CAIB
Joined December 6, 2014

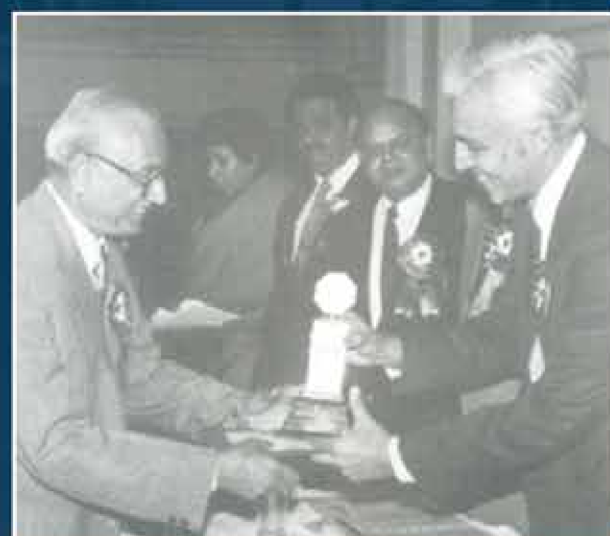
RAKESH C KATIYAR
Independent Director, 61 Years
M.Com, PhD, FICWA, D Lit.
Joined April 19, 2007

AJAY KASHYAP
Independent Director, 68 Years
B.Tech (Chem), M.Sc. (Chem)
Joined April 19,2007

COMPANY PROFILE

PTC Industries Limited is one of the world's leading suppliers of high precision metal components for critical and super critical operations. The name PTC Industries has come to signify quality, innovation and advanced technologies. Over the years, it has successfully set many examples in terms of advancement and expansion in the industry at a global level. With more than 80% of its products being supplied outside India, it has set new benchmarks in Indian component manufacturing. Starting operations on a modest scale in 1963 by a few family members, with a passion for manufacturing high quality castings which could be exported from India, it has emerged today as a supplier of choice for the finest engineering companies across the world.

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.

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.

Over the last few years, PTC Industries has been working on a facility that would house the most advanced technologies, equipment and processes across the world. This led to the conception of the Advanced Manufacturing & Technology Centre (AMTC) – the most advanced metal component manufacturing facility in the world which houses under a single roof, more than 20 unique technologies, the most sophisticated equipment in the world, supported by robotics, automation and best practices in every process. With the establishment of this plant, PTC has become unparalleled in its capabilities to manufacture engineered metal components and products for the most critical applications where precision and quality are the most crucial criteria.

PTC has also focused on disinvesting from its non-core businesses and focusing on streamlining its existing portfolio to concentrate on products which required a very high level of precision, quality and are complex and difficult to manufacture while at the same time are extremely critical to the systems or parts where they are to be used. The key industries where PTC has chosen to build its strength are Oil & Gas, Marine, Power, Flow-control and Infrastructure. It has been recognised for its ability to re-engineer critical parts for its customers in order to make them more efficient, cost-effective and reliable. It seeks to emerge as a leader in the industry bygiving 'Innovation' a new definition, a new dimension and a delineation that no one has ever envisioned before.

ACCOLADES AND ACHIEVEMENTS

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.

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.

PTC's entrepreneurial spirit and penchant for innovation was recognized once again in January 2017 when it became the only foundry inIndia to be bestowed with the Special Jury Award in the MSME Innovator of the Year category at the 2017 Time India Awards by TIME India magazine for exhibiting overall competitiveness and pursuing innovation, and standing out for its remarkable export orientation, pioneering adoption of Industry 4.0 and focus on sustainable manufacturing. PTC has always believed in working in close collaboration with the government to develop new technologies, systems and processes to bring best-in-class manufacturing capabilities to India. It has entered joint projects along with the Department of Science & Technology, Ministry of Science & Technology for development and commercialization of the RapidCast™ technology and the Department of Heavy Industries, Ministry of Heavy Industries & Public Enterprises for acquisition of technology and development of Titanium Castings with Ceramic Shelling. These projects shall contribute immensely to the creation of an indigenous facility for manufacture of critical components and support India's quest for 'Self Reliance' in the core manufacturing sectors.

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:

Quality Management System:

- ISO 9001:2015
- Pressure Equipment Directive (PED)
- AD 2000 Merkblatt W0

Marine Classification Approvals:

- ABS
- Det Norske VERITAS (DNV)
- Lloyd's Register (LR)
- Bureau VERITAS (BV)
- Korean Register of Shipping (KR)
- China Classification Society (CCS)

Other Approvals:

- Department of Scientific and Industrial Research (DSIR) Approval of our In-House R&D Unit

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.It is a firm belief that the growth of the company is directly propotional to the satisfaction level of the employees. Conduction of regular interaction sessions with the employees assist in outlining a framework of their expectatations from the organization, and allows them to express their views freely, all of which helps to augment their performance level to a great extent.

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 culture imbibes values that aim to enhance the quality of life of the employees. PTC's team of highly motivated and dedicated employees is its primary asset, who are also considered to be the seeds for its holistic growth and prosperity.

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 employees are given full freedom to explore not only the external environment, but also their own capabilities, which encourages them to experiment, transform and achieve.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. The constant growth of the organization is an apparent reflection of employee satisfaction and the Company's positive corporate culture.

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 and a DSIR approved Research & Development lab.

PTC's foundries are fully equipped with facilities for computerizedmethoding through solid modeling and casting simulation. PTC has invested in setting up a Design Unit, complete with high end designing software 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 has built a new state-of-the-art Advanced Manufacturing & Technology Centre, (AMTC) in Lucknow, India with the most advanced technologies and equipment in the world.

The technologies and facilities available in this plant create an indigenous capability for manufacture of high precision components with unparalleled quality, consistency and reliability for super-critical applications. For the first time ever, Titanium Casting technology and manufacturing capability is being brought to the India within this facility. The unit provides import substitution for key components that are crucial to the realization of our nation's dream of 'Self Reliance' and 'Make in India' and shall pave the way for a new era of best-in-class-manufacturing in the country.

This facility exhibits PTC's trademarked indigenously developed technologies like RapidCast™, PrintCast™, forgeCast™, Powderforge™ and TiCast™, and house the most advanced equipment, robots, CNC machines, automation and best-in-class technologies installed with the technology partners, machine manufacturers and vendors across the world from countries like the United Kingdom, USA, Germany, Japan etc.

PTC's CNC machining capability has also been expanded and includes the latest 5-Axis CNC machines also. This facility has the added capability to produce single piece castings of up to 6,000 kgs. As planned, in the first phase, the built-up area for the plant is 150,000 square feet. All our manufacturing technologies have not just improved 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 that have been introduced by PTC are one of the most environmentally neutral technologies available today.

Besides bringing world-class technologies to India, this plant has the best practices for sustainable manufacturing. 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 is able to recycle and re-use a significant amount of materials while generating a minimum amount of waste. Further, it has chosen toconstruct of one of the very few green buildings in the country with a rooftop solar plant, rainwater harvesting, and effluent and waste treatment plants and investment in fume extraction and exhaust systems because of which we are able to deliver the highest quality parts while honouring our responsibility towards the environment and future generations.

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, Marine Propulsion 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, Titanium, Superalloy and Zirconium, etc.

Our foundries produce stainless steel and alloy castings which range from few grams up to more than 5,000 kilograms per piece. Our machine shops have facilities to proof/pre-machine and finish machining, using a variety of 3 to 5 axis intelligent multi-purpose CNC machine tools, complimented by advanced CMM measuring systems.

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 5,000 kilograms per piece.

Machining

Our machine shops have facilities to fully machine valves, pumps, impellers, diffusers, high precision propulsion systems, multi stage pumps, stuffing box, railway items, parts of earth moving machinery etc. These plants are also geared to produce molds, dies, jigs and fixtures.Our Non-destructive testing and laboratory services offer on site capability for Radiographic Examination, Liquid Penetrant Testing, Magnetic Particle Inspection, Ultrasonic Testing, Chemical Analysis and Mechanical Testing etc.

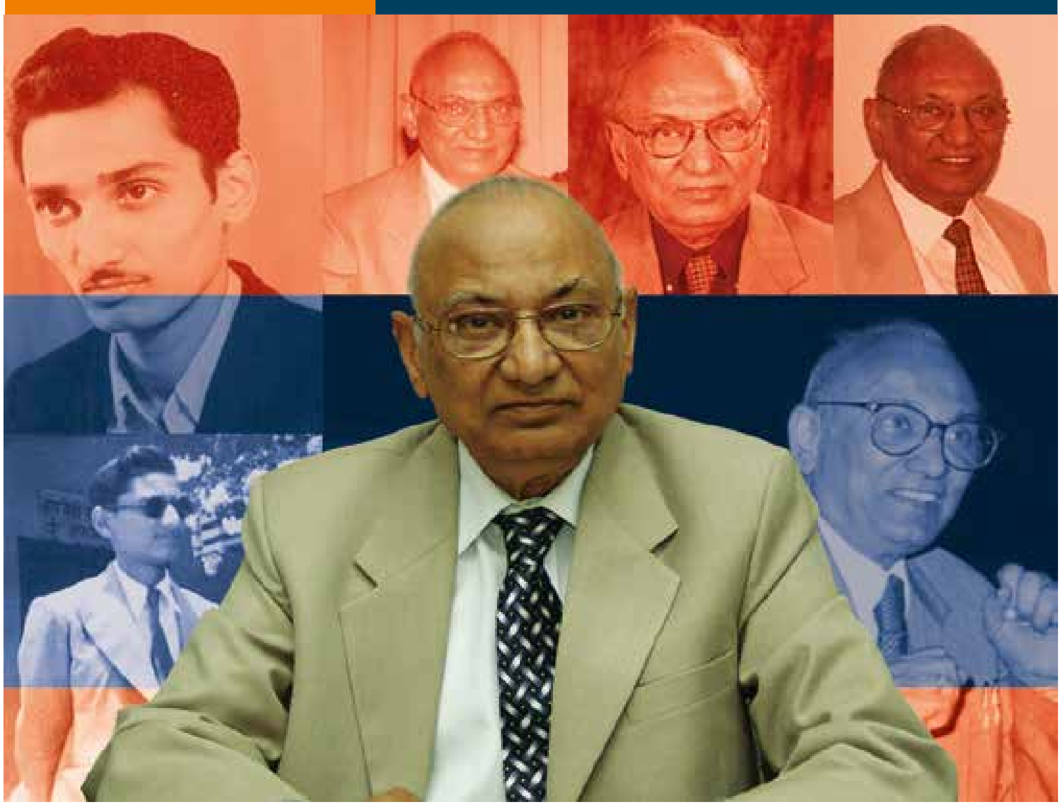
PTC has been exporting over three fourths of its products for more than 30 years to countries all over Europe, North America as well as other countries in Asia and South America. It has been contributing towards foreign exchange for the nation for the past 3 decades by generating nearly 80 percent of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

इहैव तैर्जितः सर्गो येषां साम्ये स्थितं मनः |
निर्दोषं हि समं ब्रह्म तस्माद् ब्रह्मणि ते स्थिताः || 5-19||

*Those whose minds are established in sameness and equanimity
have already conquered the cycle of birth and death in this very life.
They possess the flawless qualities of the Brahman, and are therefore
are already seated in the Absolute Truth.
- Shrimad Bhagwat Gita, Chapter 5, Verse 19*

Satish Agarwal was a man with a vision.

He was an extraordinary leader, who blessed many with his wisdom, guidance and unconditional support. He inspired many, and always had a kind word for the vast number of people whose lives he touched. The relationships that he built over the decades were founded on respect and friendship and spanned many cultures and countries. He left an indelible mark on every soul he met.



This pioneer of many firsts in the industry left us on October 7, 2016, leaving behind a legacy which was founded on his values of passion and innovation.

His passing marks the end of an era of technological excellence, manufacturing brilliance and qualitative distinction in the foundry industry.

He was our inspiration and the voice of reason, always leading us from the front to the pinnacles of success. His work, his teachings and his ideals shall always continue to light our path. He is the soul of this company and his spirit shall forever endure in the identity of PTC Industries.

Company Information

Website: www.ptcil.com
CIN: L27109UP1963PLC002931

1

CHIEF FINANCIAL OFFICER
Smita Agarwal
COMPANY SECRETARY
Anuj Nigam
CHIEF OPERATING OFFICER
Anthony Milne Rowett

2

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

3

AUDITORS
Walker Chandiok & Associates
L-41 Connaught Circus
New Delhi 11000
India

4

REGISTERED OFFICE
Advanced Manufacturing &
Technology Centre,
NH25A, Sarai Shahjadi,
Lucknow 227101
Uttar Pradesh, India
Tel: +91 522 711 1017
Fax: +91 522 711 1020

5

SHARE TRANSFER AGENT
Link Intime India Private limited
C-101, 247 Park, L. B. S. Marg
Vikhroli (West)
Mumbai 400 078
Maharashtra, India

6

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

7

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

8

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

9

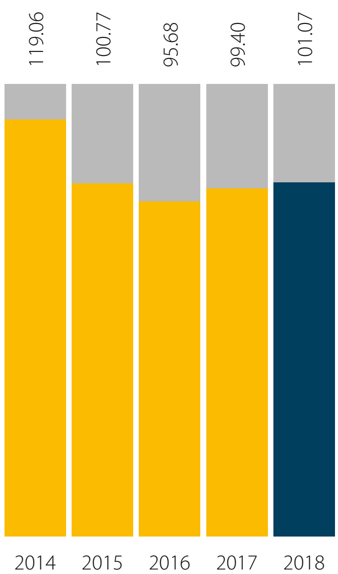
AMTC PLANT
NH 25A Sarai Shahjadi
Lucknow 227101
Uttar Pradesh, India

10

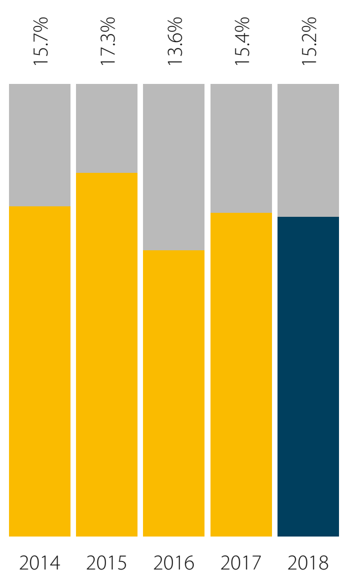
WINDMILL POWER DIVISION
Surajbari Region
Shikarpur Village
Kutch District
Gujarat, India

Financial Highlights

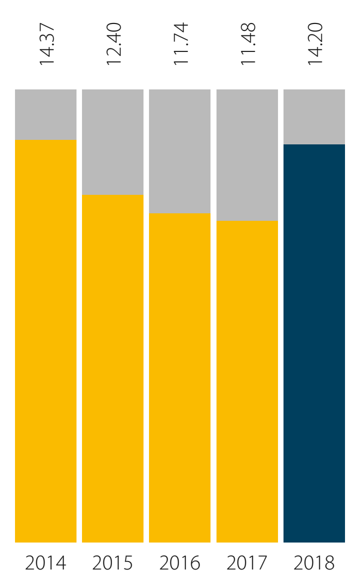
Revenue (Net of Excise duty)



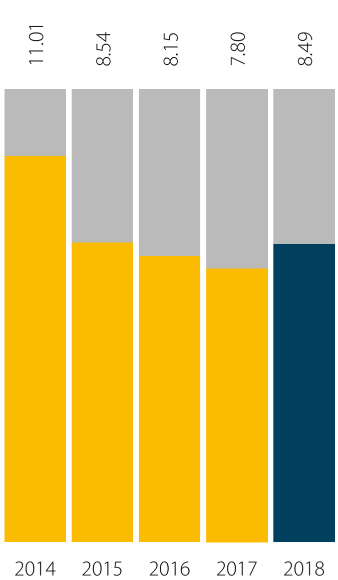
EBITDA



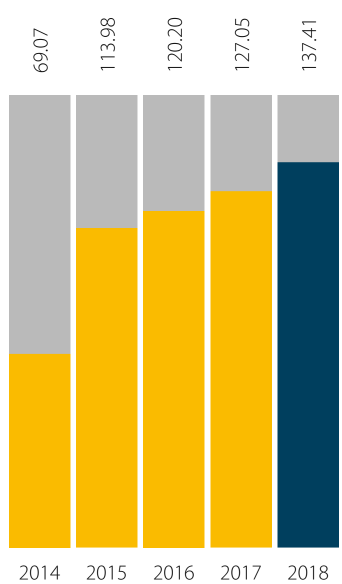
EPS



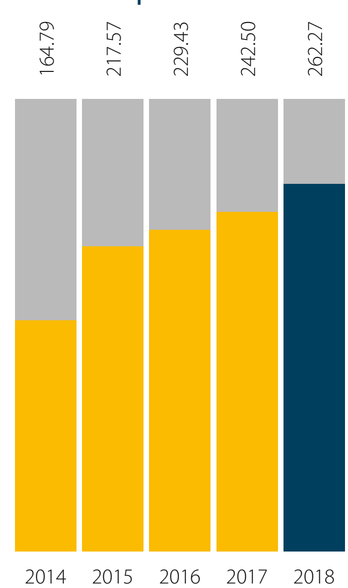
Profit Before Tax



Net Worth

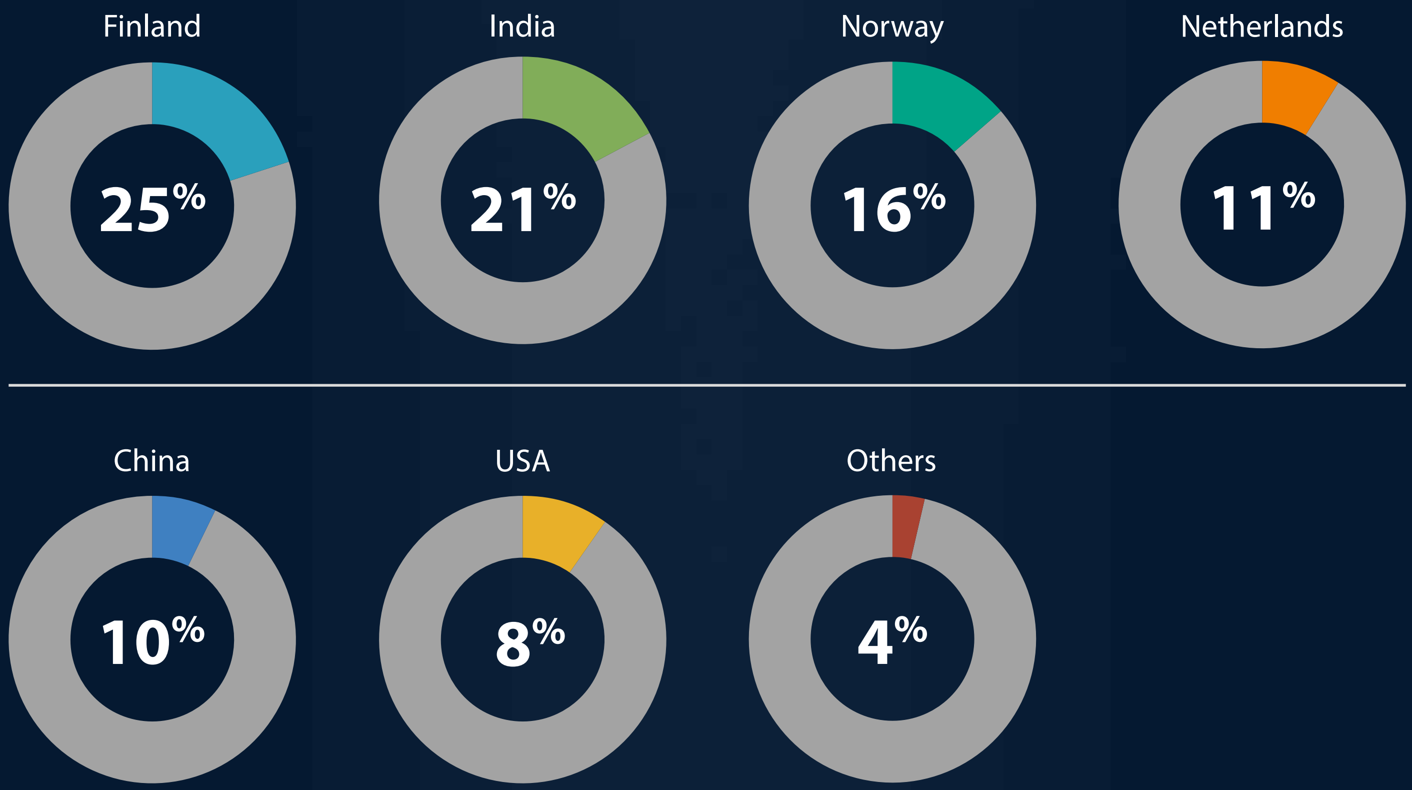


Book Value of Shares (Rs. per share)



GEOGRAPHICAL SALES

% of Total Revenue



HIGHLIGHTS OF THE YEAR

PTC Industries' AMTC Project has become one of the first projects to be a part of the Ground Breaking Ceremony organized by the Government of Uttar Pradesh after the UP Investors Summit held on 21st and 22nd of February, 2018.

Shri Sachin Agarwal, Chairman and Managing Director was felicitated by the Honourable Governor of Uttar Pradesh for his contribution to the industry in the state at the launch of the PHD Chamber UP Chapter.

14

स्मिता अग्रवाल

तकनीक से उद्योग को दिया विस्तार

पीटीसी इंडस्ट्री को कई मायने में खास बनाने में स्मिता अग्रवाल का बड़ा योगदान है। शहर की जानी-मानी उद्यमियों में शुमार स्मिता की कंपनी में बने मेटेलिक प्रोडक्ट एयरोस्पेस इंडस्ट्री समेत कई बड़े उद्योगों को सप्लाई होते हैं। हाल ही में उद्योग को विस्तार देते हुए एक नया प्लांट कानपुर रोड पर लगाया गया है। इनकी कंपनी की खासियत यह है कि यहां विश्व का सबसे बड़ा रोबोट होने के साथ-साथ नासा की अत्याधुनिक तकनीक का इस्तेमाल हो रहा है। स्मिता अपनी कंपनी में चीफ फाइनेंस ऑफिसर के साथ-साथ एक अहम निर्णायक की भूमिका में हैं।

Smt Smita Agarwal, Chief Financial Officer, PTC Industries was featured in AmarUjala News as a woman the city is proud of. She was recognized for her remarkable contribution towards the growth and recognition of PTC Industries at a global level.

Mr. Sachin Agarwal, Chairman & Managing Director, PTC Industries addressed the audiencein the Plenary Session at the UP Investors Summit 2018 held in Lucknow on February 21 and 22.

Mr. Sachin Agarwal, Chairman & Managing Director, PTC Industries addressed the audiencein the Plenary Session at the UP Investors Summit 2018 held in Lucknow on February 21 and 22.

Mr. Sachin Agarwal, Chairman and Managing Director, PTC Industries emphasized on Investment Opportunities in Uttar Pradesh along with Shri Anup Chandra Pandey, IIDC, UP in the UP Investors Summit 2018.

It was a privilege for PTC Industries to host Shri Amitabh Kant ji at the AMTC Plant in Lucknow, showcasing its 20 unique best-in-class Technologies under a single roof. His appreciation and understanding of PTC's commitment to innovation, advanced manufacturing and best-in-class technologies was immensely heartening.

HIGHLIGHTS OF THE YEAR

Smt Smita Agarwal, CFO, PTC Industries conducted the Mauritius Partner Country Session at the UP Investors Summit 2018 with Suresh Rana, Honourable Minister for Industrial Development and Rt Honourable Sir AneroodJugnauth, Past Prime Minister and President of Mauritius.

PTC Industries was privileged to be a "Premium Partner" for GITA at their 6th Foundation Day where we got an opportunity to showcase our best-in-class technologies including Titanium component manufacturing in India.

The conception of a new era was manifested by the First ever Melting and Pouring of Nickel Alloy in vaccum. This embarks the uprootment of many more possibilities in the near future that would consequent in the growth of PTC Industries at a much faster pace than anyone would have ever imagined.

PTC produces the first ever finish machined 2 meter dia impeller casting weighing over 3 tonnes in Duplex Stainless Steel using it's in-house developed RapidCast™ technology.

Some glimpses of the various events organised during the year.

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors are pleased to present the 55th Annual Report of the Company along with financial statements for the year ended 31st March 2018.

1. RESULTS OF OUR OPERATIONS

FINANCIAL HIGHLIGHTS

Table 1 gives the financial performance of the Company for the financial year 2017-18 as compared to the previous financial year.

TABLE 1 FINANCIAL HIGHLIGHTS		Rs. In lakhs
	2017-2018	**2016-2017**
Revenue from Operations		
Revenue from Operations	10,133.38	10,232.24
Other Income	288.66	151.62
Total Income	**10,422.04**	**10,383.86**
Profit before Finance Cost, depreciation, exceptional items and tax	**1,827.24**	**1,678.75**
Less: Finance Cost	401.53	345.15
Less: Depreciation	576.67	554.02
Profit before Tax	**849.04**	**779.59**
Tax Expenses		
Provision for taxation	296.52	154.99
Deferred tax	(191.48)	23.20
Total Tax Expense	105.04	178.19
Profit after Tax	**744.00**	**601.40**

OPERATING RESULTS

The Company witnessed a marginal decline in revenue from operations by 1% to Rs. 101.33 crores from Rs. 102.32 crores in the previous year. This is despite disturbances in the operations at Lucknow due to shifting from Plant 1 to the new AMTC Plant and the workers' strike during the year. The Company continues to use a part of its capacity for trials and research for the new technologies that are being 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 percentage took a significant jump to 18% this year from 16.4% last year. The Profit after tax also increased to Rs. 7.44 crores from Rs. 6.01 crores in the previous year due to tax impacts and improvement in operations.

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 has already commercialized the first phase of manufacturing at the Advanced Manufacturing & Technology Centre (AMTC) in Lucknow, Uttar Pradesh. At this stage, a substantial investment has already been made in new technologies and capabilities for this new facility, effects of which are expected to show in the Company's financial performance in the coming years. The Company's investment in this plant for commercialization of the next phase is still underway for which further outlay of funds is envisioned. Hence, the directors do not consider it prudent to recommend any dividend for the year ended on March 31, 2018 The Company has also not transferred any amount to General Reserve during the year. The amount of Rs. 7.44 crores is proposed to be retained in the profit and Loss Account for the year ended on March 31, 2018.

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 Boardand 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

Subsequent to the year end, the Company has commenced commercial operations at the AMTC Plant for expansion of capabilities and capacity related to existing technologies of the Company. No other 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

The company had envisioned a state-of-the-art project called the Advanced Manufacturing & Technology Centre, (AMTC) in Lucknow, India to house the most advanced component manufacturing technologies and infrastructure in the world. This facility has been set up in Lucknow, Uttar Pradesh and shall manufacture products for super-critical applications like Aerospace, Power Plants, Oil & Gas, Chemical Processing and Medical Implants.

The technologies and facilities available in this plant has created an indigenous capability for manufacture of high precision components with unparalleled quality, consistency and reliability for super-critical applications. For the first time ever, Titanium Casting technology and manufacturing capability is being brought to India within this facility. The unit shall provide import substitution for key components and pave the way for a new era of best-in-class-manufacturing in the country.

This facility houses 20 unique advanced technologies in metal component manufacturing under a single roof making it the most advanced manufacturing facility in the world in this segment. Apart from exhibiting PTC's trademarked indigenously developed technologies like RapidCast™,

PrintCast™, forgeCast™, Powderforge™ and TiCast™, the new unit has also created direct employment opportunities for over 500 people and indirect employment for even a greater number. This facility shall also help in the training and development of skills of the employees on advanced equipment, robots, CNC machines, automation and best-in-class technologies with the help of technology partners, machine manufacturers and vendors across the world from countries like the United Kingdom, USA, Germany, Japan etc.

In the previous year, the Company had submitted a proposal amounting to Rs. 51 Crores to the Department of Heavy Industries, Ministry of Heavy Industries and Public Enterprises, Government of India for acquisition and customisation of Technology for Development & Commercialisation of Titanium Castings with Ceramic Shelling under the Technology Acquisition Fund Programme (TAFP). The department has committed partial support as a grant of Rs. 10 Crores out of a total cost of Rs. 51 crores for a project duration of four years from the date of signing of MoU with Global Innovation and Technology Alliance (GITA). Further, the Department of Science & Technology, Government of India has also funded PTC's RapidCast™ Commercialization Project Under The Technology Development & Demonstration Programme for an amount of Rs. 5 Crores.

With the new technology and capabilities that have been added to this project including TAFP Project, the total capital expenditure planned for this project is being met by borrowing from bank and financial institutions, internal accruals, government grants and raising fresh funds through issue of equity/convertible securities.

The plant is set to become a hallmark of excellence in core manufacturing in the state of Uttar Pradesh. Besides bringing world class technology to the country, this plant shall also have the best practices for sustainable manufacturing. This goal has being accomplished by construction of a green building with a rooftop solar plant, rainwater harvesting, and effluent and waste treatment plants and investment in fume extraction and exhaust systems.

SUBSIDIARY

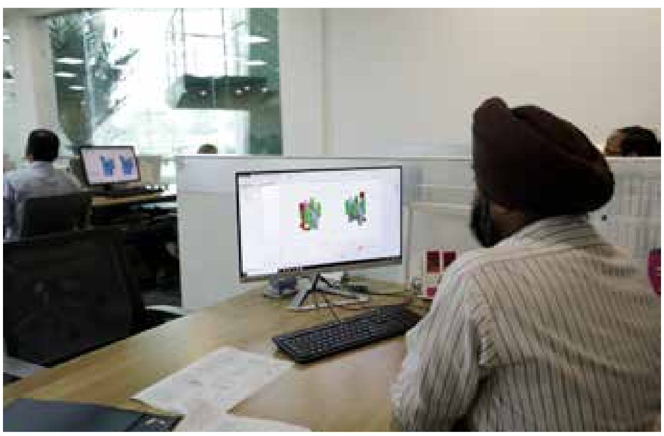
The Company had only one subsidiary, viz. Modrany Power & PTC Piping Systems Private Limited. As informed in the previous report, the board had proposed closure of the subsidiary company in view of no reasonable business prospects arising for the joint venture in the near future, we can now confirm that the said subsidiary Company has been closed. The subsidiary Company was formed by entering into a Joint Venture with Modrany Power, as., a Czech producer and supplier of piping systems for the power industry. The subsidiary was formed to jointly acquire knowledge and bid & execute projects for high pressure piping systems and allied equipment.

The Company has wound up its only non-material subsidiary, M/s Modrany & PTC Piping Systems Private Limited, during the year ended 31 March 2018 and as at 31 March 2018 does not have any other component to be consolidated. Since the impact of the erstwhile subsidiary (up to the date of its disposal) is immaterial to the Company's financial statement from the perspective of all periods presented in these financial statements, the consolidated financial statements of the Company have not been prepared.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company and separate audited accounts in respect of subsidiary (up to the date of its disposal), 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.

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.

In the previous year, the Company had successfully completed its 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 the project has been reviewed and approved by the Project Review Committee appointed by DSIR.

Further, the Company had submitted a proposal amounting to Rs. 51 Crores to the Department of Heavy Industries, Ministry of Heavy Industries and Public Enterprises, Government of India for acquisition and customisation of Technology for Development & Commercialisation of Titanium Castings with Ceramic Shelling under the Technology Acquisition Fund Programme (TAFP) during the year. The department approved this project and committed partial support as a grant of Rs. 10 Crores out of a total cost of Rs. 51 Crores for a project duration of four years from the date of signing of MoU with Global Innovation and Technology Alliance (GITA). The Company is in the process of implementation of this project and has made significant progress on this during the year.

QUALITY AND SAFETY

The Company has always held quality, safety, training, development, health and environment at the highest level of importance. It continues to deliver value to its customers through its commitment to quality. It holds international quality standard certifications such as ISO 9001:2015, PED (Pressure Equipment directive), AD 2000 Merkblatt and various Marine Classification Approvals along with a DSIR approved Research and Development laboratory.

The Company strengthened its commitment to health and safety with continuing investment in building safe and reliable production facilities. The usage of Personal Protective Equipment (PPE) and safety awareness of every employee is vital to an injury, hazard and accident free workplace. The new Advanced Manufacturing & Technology Centre has been designed keeping in mind the key principles of the company for environmental preservation and protection. It focuses 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. During the year, the company has carried out comprehensive reviews of its health and safety principles and put in place improvement measures to ensure compliance with international standards. With the induction of qualified personnels and the management of operations by a capable Chief Operating Officer, the Company's foundations

of a quality-centric work culture have also been strengthened for an enabling and positive work environment. The company has invested in equipment to extract dust, smoke and smell in order to make the working environment clean and healthy. Every employee is tasked with ensuring safety for themselves and those around them, as well as have the right to intervene in a situation where work may be performed in an unsafe manner.

The Company works to efficiently manage its operations to minimize the impact on the environment to preserve it for the present and future generations. It also regularly initiates activities to contribute positively to the communities around or near its operations for the wellbeing of all.

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

AWARDS & RECOGNITIONS

PTC was selected for the Rolls Royce Marine Total Cost Leadership Award among all its global vendors during Rolls Royce's Supplier of the Year awards. This was a singular recognition of PTC's abilities by one of the leading engineering companies in the world.

During the year, Shri Sachin Agarwal, Chairman and Managing Director of the Company was felicitated by the Honourable Governor of Uttar Pradesh for his contribution to the industry in the state.

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 our workers has always been a key priority for the Company as it is moving towards larger capacities and greater capabilities. PTC already began to focus even on business process optimization, efficiency improvement and cost reduction since the last few years. This year this initiative has been given even more focus and administrative and organizational changes are being implemented with the initiation of operations in the new plant.

The Company continued to undertake 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 encouraged 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. The Company has actively been developing in-house training resources and infrastructure which will help to inculcate a strong culture of learning and constant process improvement in the organisation.

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. We continued to communicate responsively and candidly with employees and have begun demanding the same of our next tier of leadership. We interact with employees frequently, and collectively at least once a month to collaborate on strategy, risks, and execution. Innovation is also 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 of professionally 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, one of whom is Chairman & Managing Director, three are Whole-time directors, five are Independent directors and one is a Nominee director. 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. The Company affirms that there has been no change in this policy and that the remuneration paid to directors is as per the terms laid out in this policy.

INDUCTION

During the year Mr. Ashok Kumar Shukla was appointed as a Whole Time Director of the company with effect from October

1, 2017. He is responsible for the management of day to day operations of the Mehsana Plant.

Mr. A K Shukla brings with him years of expertise and knowledge relating to the metal cast industry and possesses both national and international experience in this field. His induction to the board adds greatly to the combined experience and capability of the Board.

Mr. Priya Ranjan Agarwal retires by rotation and being eligible is proposed for reappointment at ensuing annual general meeting of the Company.

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 evaluated the performance of the Board, as a whole.

KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013 the Key Managerial Personnel of the Company are Mr. Sachin Agarwal, Chairman & Managing Director, Mrs. Smita Agarwal, Chief Financial Officer and Mr. Arun Kumar Gupta, Company Secretary. There has been no change in the Key Managerial Personnel during the year under report, however with effect from May 23, 2018 Mr. Anuj Nigam has joined as a Company Secretary and Compliance Officer of the Company in place of Mr. Arun Kumar Gupta.

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	• All recommendations made by the committee during the year were accepted by the Board. • The Company has adopted the adopted the Higher Education Loan Policy for directors and employees to encourage employees to support higher education for their family members. • The Company also reviewed and enforced the Related Party Transaction Policy during the year.
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.
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. Sachin Agarwal, Chairperson Mr. Krishna Das Gupta, Member Mr. Alok Agarwal, 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. Anuj Nigam, Company Secretary	• To oversee and monitor all tasks in relation to the listing of equity shares of the Company at stock exchanges.

*with effect from May 23, 2018

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, 2018, 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, 2018 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.

ADOPTION OF IND AS

In accordance with the Companies (Indian Accounting Standards) Rules, 2015 the Company has adopted Ind AS for preparation of financial statements with effect from April 01, 2017.

LISTING

The Company has its equity shares listed on BSE Limited. The Company has paid listing fees for the year 2018-19. 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 for the remaining term. 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 2017-18 as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The secretarial audit report for FY 2017-18 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 2018-19.

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, 2019, at a remuneration of Rs. 27,500 plus out of pocket expenses and GST.

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, 2017.

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 complaint 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. Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems. 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.

CREDIT RATING

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by rating agencies as given below:

Instrument	Rating Agency	Rating	Outlook	Remarks
Term loan	India Ratings	IND BBB+	Negative	Rating affirmed
Fund Based Debt	India Ratings	IND BBB+ / IND A2	Negative	Rating affirmed
Non Fund Based Debt	India Ratings	IND A2		Rating affirmed

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.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

PTC Foundation

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, 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. 16.17 Lakhs for its CSR activities during the financial 2017-18. Details of initiatives taken by PTC Foundation during the year are covered in the Corporate Social Responsibility Report attached as Annexure IV 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. Ensuring 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 55 years, no instance of sexual harassment has ever been reported by any employee. During the year 2017-18 also, the Company has not received any complaints of sexual harassment.

8. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme including Employees' Stock Options Plan.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.

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: August 13, 2018	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, 2018)

[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**	NH 25A Sarai Shahjadi, Lucknow – 227 101, Uttar Pradesh, India. Phone : +91-522-7111017 Fax : +91-522-7111020 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-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Phone : 022 49186270 Fax : 022 49186060 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 below:

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	74.31%

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
	Modrany Power & PTC Piping Systems Private Limited, Malviya Nagar, Aishbagh, Lucknow - 226 004, Uttar Pradesh, India.	U27100UP2013PTC061229	Subsidiary	51	Sec 2(87) of Companies Act, 2013

Note: The subsidiary company filed an application for removal of its name from the Register of Companies on January 29, 2018, in Form STK-2. Subsequently, the company has been struck off and stands dissolved w.e.f. July 9, 2018, vide letter of even date issued by the office of the Registrar of Companies, Ministry of Corporate Affairs.

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - April 1, 2017				Shareholding at the end of the year - March 31, 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Shareholding of Promoter and Promoter Group**									
1	**Indian**									
(a)	Individuals / Hindu Undivided Family	2035160	0	2035160	38.85	2035160	0	2035160	38.85	-
(b)	Central Government / State Government(s)	0	0	0	-	0	0	0	-	-
(c)	Financial Institutions / Banks	0	0	0	-	0	0	0	-	-
(d)	Any Other (Specify)									
	Bodies Corporate	**1253260**	**0**	**1253260**	**23.92**	**1253260**	**0**	**1253260**	**23.92**	**-**
	Sub Total (A)(1)	**3288420**	**0**	**3288420**	**62.77**	**3288420**	**0**	**3288420**	**62.77**	**-**
2	**Foreign**									
(a)	Individuals (NRI/Foreign Individuals)	0	0	0	-	0	0	0	-	-
(b)	Government	0	0	0	-	0	0	0	-	-
(c)	Institutions	0	0	0	-	0	0	0	-	-
(d)	Foreign Portfolio Investor	0	0	0	-	0	0	0	-	-
(e)	Any Other (Specify)									
	Sub Total (A)(2)	**0**	**0**	**0**	**-**	**0**	**0**	**0**	**-**	**-**
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	**3288420**	**0**	**3288420**	**62.77**	**3288420**	**0**	**3288420**	**62.77**	**-**
(B)	**Public Shareholding**									
1	**Institutions**									
(a)	Mutual Funds / UTI	0	0	0	-	0	0	0	-	-
(b)	Venture Capital Funds	0	0	0	-	0	0	0	-	-
(c)	Alternate Investment Funds	0	0	0	-	0	0	0	-	-
(d)	Foreign Venture Capital Investors	0	0	0	-	0	0	0	-	-
(e)	Foreign Portfolio Investor	0	0	0	-	0	0	0	-	-
(f)	Financial Institutions / Banks	0	0	0	-	0	0	0	-	-
(g)	Insurance Companies	0	0	0	-	0	0	0	-	-
(h)	Provident Funds/ Pension Funds	0	0	0	-	0	0	0	-	-

(i)	Any Other (Specify)								
	Sub Total (B)(1)	**0**	**0**	**0**	**-**	**0**	**0**	**0**	**-**	**-**
2	**Central Government/ State Government(s)/ President of India**									
	Sub Total (B)(2)	**0**	**0**	**0**	**-**	**0**	**0**	**0**	**-**	**-**
3	**Non-Institutions**									
(a)	**Individuals**									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	86329	116710	203039	3.88	156285	108610	264895	5.06	1.181
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	311564	66400	377964	7.21	270869	51400	322269	6.15	(1.063)
(b)	NBFCs registered with RBI	0	0	0	-	0	0	0	-	-
(c)	Employee Trusts	0	0	0	-	0	0	0	-	-
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	-	0	0	0	-	-
(e)	Any Other (Specify)									
	Hindu Undivided Family	32414	0	32414	0.62	34167	0	34167	0.65	0.034
	Foreign Companies	1047813	0	1047813	20.00	1047813	0	1047813	20.00	-
	Non Resident Indians (Non Repat)	5	0	5	0.00	1150	0	1150	0.02	0.022
	Non Resident Indians (Repat)	827	19300	20127	0.38	2345	19300	21645	0.41	0.029
	Clearing Member	45811	0	45811	0.87	2513	0	2513	0.05	(0.826)
	Market Maker	0	7100	7100	0.14	0	7100	7100	0.14	-
	Bodies Corporate	129570	86800	216370	4.13	162291	86800	249091	4.75	0.625
	Sub Total (B)(3)	**1654333**	**296310**	**1950643**	**37.23**	**1677433**	**273210**	**1950643**	**37.23**	**-**
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	**1654333**	**296310**	**1950643**	**37.23**	**1677433**	**273210**	**1950643**	**37.23**	**-**
	Total (A)+(B)	**4942753**	**296310**	**5239063**	**100**	**4965853**	**273210**	**5239063**	**100**	**-**
(C)	**Non Promoter - Non Public**									
1	Custodian/DR Holder	0	0	0	-	0	0	0	-	-
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	-	0	0	0	-	-
	Total (A)+(B)+(C)	**4942753**	**296310**	**5239063**	**100**	**4965853**	**273210**	**5239063**	**100**	**-**

II. Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 1 April 2017			Shareholding at the end of the year - 31 March 2018			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares Held	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Sachin Agarwal	1245960	23.78	-	1245960	23.78	0	-
2	Mapple Commerce Private Limited	623750	11.91	-	623750	11.91	0	-
3	Nirala Merchants Private Limited	460200	8.78	-	460200	8.78	0	-
4	Priya Ranjan Agarwal	386000	7.37	-	386000	7.37	0	-
5	Alok Agarwal	215600	4.12	-	215600	4.12	0	-
6	Viven Advisory Services Private Limited	169310	3.23	-	169310	3.23	0	-
7	Anshoo Agarwal	62300	1.19	-	62300	1.19	0	-
8	Satish Chandra Agarwal	30400	0.58	-	30400	0.58	0	-
9	Pratima Agarwal	28500	0.54	-	0	-	0	(0.54)
10	Kanchan Agarwal	21200	0.40	-	21200	0.40	0	-
11	Kiran Arun Prasad	19200	0.37	-	19200	0.37	0	-
12	Manu Agarwal	10000	0.19	-	10000	0.19	0	-
13	Ritika Agarwal	10000	0.19	-	10000	0.19	0	-
14	Reena Agarwal	4000	0.08	-	4000	0.08	0	-
15	Arun Jwala Prasad	2000	0.04	-	2000	0.04	0	-
16	Bina Agarwal	0	-	-	28500	0.54	0	0.54
	Total	3288420	62.77	-	3288420	62.77	0	-

iii. Change in Promoters' Shareholding

Sr No.		Shareholding at the beginning of the year - 1 April 2017		Transactions during the year	Cumulative Shareholding at the end of the year - 31 March 2018	
	Name & Type of Transaction	Number of Shares held	% of Total Shares of the Company	Number of Shares	Number of Shares held	% of Total Shares of the Company
1	Bina Agarwal	-	-	28,500.00	28500	0.54
2	Pratima Agarwal	28500	0.54	(28,500.00)	-	-

Note: There has been no change in any promoters' shareholding, other than above.

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

Sr No.	Name of Shareholders	Shareholding at the beginning of the year – 1 April 2017		Transactions during the year	Cumulative Shareholding at the end of the year – 31 March 2018	
		Number of Shares held	% of Total Shares of the Company	Number of Shares	Number of Shares held	% of Total Shares of the Company
1	Pragati India Fund Limited	10,47,813	20.00	-	10,47,813	20.00
2	Jolen Marketing Private Limited	1,06,810	2.04	45,192	1,52,002	2.90
3	Shashi Bala Agarwal	50,550	0.96	(3850)	46,700	0.89
4	Raheja Leasing and Invest Pvt Ltd	43,200	0.82	-	43,200	0.82
5	Ajay Kumar Kayan	32,875	0.63	-	32,875	0.63
6	Dhruva Ji Agrawal (HUF)	26,500	0.51	-	26,500	0.51
7	Avinash Jain	23,300	0.44	2,686	25,986	0.50
8	Manali Trading and Holdings Private Limited	21,300	0.41	-	21,300	0.41
9	Ravindra Kumar Agarwal	20,200	0.39	-	20,200	0.39
10	Purnendu Kumar Jain	60,400	1.15	(46,092)	14,308	0.27

V. 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 April 1, 2017				
i) Principal Amount	8,173.01	-	-	8,173.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	41.24	-	-	41.24
Total (i+ii+iii)	**8,214.25**	**-**	**-**	**8,214.25**
Change in Indebtedness during the financial year				
- Addition	322.58			322.58
- Reduction	-	-	-	-
Net Change	**322.58**			**322.58**
Indebtedness at the end of the financial year March 31, 2018				
i Principal Amount	**8,474.28**	-	-	**8,474.28**
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	62.56	-	-	62.56
Total (i+ii+iii)	**8,536.84**	**-**	**-**	**8,536.84**

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
		Sachin Agarwal, Managing Director	Alok Agarwal, Director (Quality & Technical)	Priya Ranjan Agarwal, Director (Marketing)	Ashok Kumar Shukla Executive Director*	
	Gross salary (a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961 (b)Value of perquisites u/s 17(2) Income-tax Act, 1961 (c)Profits in-lieu of salary under section17(3) Income-tax Act, 1961	88,23,839 3,55,000 -	24,46,269 3,14,833 -	22,87,667 2,35,000 -	14,35,169 1,44,500 -	1,49,92,944 10,49,333 -
	Stock Option	-	-	-	-	-
	Sweat Equity	-	-	-	-	-
	Commission - as % of profit - others	3 -	- -	- -	- -	3 -
	Others	-	-	-	-	-
Total(A)		**91,78,839**	**27,61,102**	**25,22,667**	**15,79,669**	**1,60,42,277**
	Ceiling as per the Act					Refer note**

Note:

* Mr. Ashok Kumar Shukla was appointed as Executive Director w.e.f from October 01, 2017.

** 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	
Independent Directors – Fee for attending board committee meetings – Commission – Others	43,500 - -	46,500 - -	20,500 - -	13,000 - -	38,000 - -	- - -	161,500 - -
Total(1)	43,500	46,500	20,500	13,000	38,000	-	161,500
Other Non-Executive Directors – Fee for attending board committee meetings - Commission – Others	- - -	- - -	- - -	- - -	- - -	32,500 - -	32,500 - -
Total(2)	-	-	-	-	-	32,500	32,500
Total(B)=(1+2)	43,500	46,500	20,500	13,000	38,000	32,500	194,000
Total Managerial Remuneration	**43,500**	**46,500**	**20,500**	**13,000**	**38,000**	**32,500**	**194,000**
Overall Ceiling as per the Act	Refer Note **						

** 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
	Gross salary a) Salary as per provisions contained in section17(1)of the Income-tax Act,1961 b) Value of perquisites u/s 17(2)Income-tax Act,1961 c) Profits in-lieu of salary under section 17(3) Income-tax Act,1961	19,28,562 1,46,500	23,07,439 1,95,000	42,36,001 3,41,500
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission - as% of profit - others	- -	- -	- -
	Others, please specify	-	-	-
	Total	**20,75,062**	**25,02,439**	**45,77,501**

VII. 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, 2018.

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

(Amount In Rupees)

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	-
Total assets	-
Total Liabilities	-
Investments	-
Turnover	-
Profit before taxation	-
Provision for taxation	
Proposed Dividend	-
% of shareholding	51

Note: The Company filed an application with prescribed authority for removal of its name from the register of companies on January 29, 2018, in Form STK-2. Subsequently the company has been struck off and stands dissolved w.e.f. July 9, 2018, vide letter of even date issued by the office of the Registrar of Companies, Ministry of Corporate Affairs. There are no financial statements prepared by the subsidiary company for the year ended March 31, 2018 and since the subsidiary has already been struck off, no financial information is being provided hereinabove.

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 - Modrany Power & PTC Piping Systems Private Limited, a subsidiary of the Company, has been struck off and dissolved w.e.f. July 9, 2018, as referred above.

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: August 13, 2018

(Sachin Agarwal)
Chairman & Managing Director

(Alok Agarwal)
Director, Quality & Technical

(Smita Agarwal)
Chief Financial Officer

(Anuj Nigam)
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	Chairman & Managing Director	Director, Quality & Technical
Date: August 13, 2018	(DIN: 00142885)	(DIN: 00129260)

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 2017-18 (In Rs.)	Remuneration in year 2016-17 (In Rs.)	% increase in remuneration	Ratio of remuneration to median remuneration of employees	Ratio of the remuneration to Net Profit (2017-18)
Sachin Agarwal	Chairman & Managing Director	91.79	92.95	(1.26)	53.37	0.12
Alok Agarwal	Director (Quality & Technical)	27.61	26.85	2.75	16.05	0.04
Priya Ranjan Agarwal	Director (Marketing)	25.23	25.85	(2.46)	14.67	0.03
Ashok Kumar Shukla	Director	15.80	NA	NA	9.19	0.02

(Amount in lakhs)

Name(s) of Independent Directors *	Remuneration in year 2017-18 (In Rs.)	Remuneration in year 2016-17 (In Rs.)	% increase in remuneration
Dr. R.C. Katiyar	0.43	0.27	61.11
Ajay Kayshap	0.13	0.12	8.33
Krishna Das Gupta	0.46	0.40	16.25
Brij Lal Gupta	0.38	0.42	(9.52)
Shashi Vaish	0.20	0.17	20.59

*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 2017-18 (In Rs.)	Remuneration in year 2016-17 (In Rs.)	% increase in remuneration
Kasiviswanathan Mukundan#	0.32	0.34	(4.41)

(Amount in lakhs)

Name of KMP	Remuneration in year 2017-18	Remuneration in year 2016-17	% increase in remuneration	Ratio of the remuneration to Net Profit (2017-18)
Smita Agarwal	25.02	22.75	10.02	0.03
Arun Kumar Gupta	20.75	19.80	4.79	0.03

i. The median remuneration of employees for the year is Rs. 1,71,664 (previous year Rs. 1,65,554). Increase in the median remuneration is 3.69% over the previous year.

ii. The Company has 622 permanent employees on the rolls, as at the year ended on March 31, 2018.

iii. The Company's net profit stood at Rs. 7.44 crores at the year ended on March 31, 2018 as compared to Rs. 6.01 crores for the year ended on March 31, 2017. The percentage of increase in the net profit of the Company is 23.71%. The Decrease in the remuneration of all KMPs was 15.05% in year 2018 as compared to year 2017. Variation in remuneration has been based on the recommendation of Nomination and Remuneration Committee of the Company, the remunerations are at par with comparable industry average.

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

SI. No.	Particulars	Value
1.	**Market Cap variation**	
	MCap on March 31, 2017 (in Lacs)	15,036
	MCap on March 31, 2018 (in Lacs)	29,705
	Variation (in Lacs)	14,669
2.	**Price Earnings ratio**	
	PE as on March 31, 2017	25.67
	PE as on March 31, 2018	39.93
	Variation	14.93
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, 2018 (in Rs.)	567
	Increase from last IPO (%)	931%

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

Particular of remuneration	Key Managerial Personnel					
	Mr. Sachin Agarwal, Chairman & Managing Director	Mr. Alok Agarwal, Whole time Director	Mr. Priya Ranjan Agarwal, Whole time Director	Mr. Ashok Kumar Shukla, Executive Director	Mrs. Smita Agarwal, Chief Financial Officer	Mr. Arun Kumar Gupta, Company Secretary
Remuneration during the year (in lakhs)	91.79	27.61	25.23	15.80	25.02	20.75
Revenue (lakhs)	**10,133.38**					
Remuneration as % of Revenue	0.91%	0.27%	0.25%	0.16%	0.25%	0.21%
Profit before tax (in lakhs)	**849.04**					
Remuneration as % of Profit before tax	10.81%	3.25%	2.97%	1.86%	2.95%	2.44%

vi. During the year under report there is one employee who receiving remuneration in excess of highest paid director.

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.	Mr. Anthony Milne Rowett	1,33,21,136	Chief Operating Officer	Material Science & Engineering, B. Eng (Hons)	March 15, 2017	26	47	General Manager, Bradken Europe	-	-

vii. 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	91,78,839	Chairman & Managing Director	MBA, M.Sc (Finance) USA	April 18, 1998	20	46	-	12,45,960	23.78

Notes:

- Employment in company is contractual.
- Remuneration includes salary, commission, allowances and value of perquisites.

Place: Lucknow
Date: August 13, 2018

Sachin Agarwal
Chairman & Managing Director

Alok Agarwal
Director - Quality & Technical

PTC Foundation

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 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.

For PTCIL, the Corporate Social Responsibility(CSR) is a planned set of activities taking into consideration the Company's capabilities, expectations of the communities living in and around the areas of its operation as well as where it has its presence, targeted to have a significant positive impact in long run.

PTCIL's CSR activities are designed to promote sustainable and equitable development so as to improve the quality of life of people in the communities in and around the geographies we operate in. The focus has been on improving the quality of life amongst socially and economically backward communities, promoting education and making available safe drinking water. PTC also aims to minimize 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 inter-alia is Planning To Undertake Following Activities in the coming year:

- Investment In Infrastructure and Training Programs To Enable Skill Development
- Working Closely With ITI's
- On-The-Job Training
- Vocational Education
- Assessment And Counselling
- Fostering Entrepreneurship
- Up-Skilling The Existing Workforce
- Skilling Persons With Disability
- Supporting Scaling Innovation

2. Composition

The composition of CSR committee is as follows:

SI. 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

(Rupees in lakhs)

Financial year	Net Profit
2014-2015	853.97
2015-2016	85.41
2016-2017	756.29

TOTAL	**2,425.67**
Average of three year net profits	808.56
Prescribed CSR expenditure (2% of the average net profit of three years)	**16.17**

4. Details of CSR expenditure

Total amount to be spent for the financial year	16.17 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	Education	Rural areas, near Lucknow, Uttar Pradesh	Rs. 60 Lakhs (approx)	16.17 Lakhs*	Rs. 37.17 Lakhs*	Through Foundation (CSR Trust)
2	Skill Development project	Skill Development	Rural areas, near Lucknow, Uttar Pradesh	Rs. 80 Lakhs (approx)		Rs. 39.47 Lakhs*	Through Foundation (CSR Trust)
TOTAL (in Lakhs)				**140.00**	**16.17**	**75.64**	

*The calculated amount of Rs. 16.17 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 has been expanded in view of the new capabilities acquired by the Company to develop industrial and mechanical skills and capabilities in the population to offer better employment opportunities. The Company has transferred the current year amount in a Corpus which now gross at Rs. 75.64 Lakhs.

Even before Corporate Social Responsibility (CSR) was introduced under statute, it was already textured into our Company's value systems. Our Ex-Chairman, Late Mr. Satish 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. One of the major initiatives envisioned by PTC Foundation is the establishment of a school for underprivileged children in a rural area of Uttar Pradesh. The Project cost around Rs. 60 Lakhs (Approx.) and PTC Foundation has so far created a corpus of Rs. 37.17 Lakhs towards this project from the funds received from PTCIL.

In view of the new capabilities being acquired by the Company, and its understanding of the need for skilling and up-scaling the existing labour force of the state, it has adopted a Skill Development Project to impart key industrial and mechanical skilling techniques and capabilities to the rural population. This is an extremely important initiative, being an area of national focus as India readies itself to become the most populated country of the world and one with the youngest workforce ever. Skilling of this young population shall help strengthen the foundation of the New India that has to be built, and PTC Foundation believes that it has a small, but important, role to play in this direction.

PTC Foundation had 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'. Multiple activities are now being initiated nationwide under the banner of Project Masoom by CII Young Indians. Our CFO, Mrs. Smita Agarwal is currently the National Chairman of Project Masoom in a honorary capacity and is

working constantly to spread awareness against CSA in the country.

Yi's Project Masoom has been doing measurable and extremely impactful work in this area in order to sensitise children against this evil. With rapid growth year on year, the Project has successfully reached a direct impact number of over 4 Lakh individuals.

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**

PTC takes its responsibility towards the society very seriously and is committed to contributing to the society in every manner that it can and making a positive impact on the community, the environment and all its stakeholders.

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

FORM NO. MR.3

ANNEXURE VI

SECRETARIAL AUDIT REPORT

(For the financial year ended on March 31, 2018)

[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,

NH 25A, Sarai Shahjadi, Lucknow 227 101

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, 2018 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, 2018 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.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta
Proprietor
Membership No. : F5478
C.P. No. 4682

Date: 29th May, 2018
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: 29th May, 2018

Place: Lucknow

ANNEXURE VII

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

A. CONSERVATION OF ENERGY	
(a) **Energy Conservation measures taken**	- Pool system in force for transportation to reduce fuel consumption and air pollution. - Convenient forklifts have been used, which are battery operated and energy saving with fumes free system installed. - Welding machines efficiency like inverter has been replaced by old transformer / rectifier type. - Very efficient CNC machine with 8 axes has been installed to reduced maximum energy, time and main power. - 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. - 700 kW Rooftop Solar Plant has been commissioned in the AMTC plant for generation of energy by sunlight as a renewable source of energy. - Battery operated forklift and hydraulic pallet have been procured to reduce diesel consumption. - Energy efficient 200 KVA UPS has been installed to control maximum load. - Energy saving LED Lights have been been installed in shop floors and offices for new requirements / replacement.

(b) **Additional investments and proposal, if any being implemented for reduction of energy consumption.**	- Waste heat recovery systems are being installed in the new AMTC plant to utilize residual heat from the casting process. - Power active filters to be integrated in over all plant to save energy and will control maximum load. - 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 are being implemented for reuse of direct and indirect materials to reduce solid waste generation and make production more environments 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. - Additional active filter device has been installed with sophisticated machines. - High frequency grinder to be planned to replace old one to increase production and energy conservation.
(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 cost

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 5,000 kgs single piece casting by RapidCast™ 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. - Capabilities have been developed to manufacture large size castings up to 6,000 kilograms a piece by the RapidCast™ Process. - A high level of automation and process control is employed through the Company's path-breaking technologies. - The Company is in an advanced stage of establishing a Titanium Casting manufacturing capability using Ceramic Shelling of the first time in India. - A major VAR furnace required of skull melting has been installed.
(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 of the new Advanced Manufacturing and Technology Centre shall begin to introduce state-of-the-art manufacturing processes and systems to the country. - 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	**2017-18 (Rupees in lakhs)**	**2016-17 (Rupees in lakhs)**
i. Capital	**-**	-
ii. Revenue	85.80	80.04
iii. Total	85.80	80.04
iv. % of total turnover	0.85	0.81

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 was the maximum size which could be produced. In order to break this limit, the Company undertook a Research and Development Project to develop the Rapidcast™ process to make large size castings without manufacturing any tooling.
- This project has been completed and approved by the Department of Scientific and Industrial Research of the Government of India.
- The Company has already successfully produced up to 6,000 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. - Working towards development of processes to enhance the mechanical and metallurgical properties of castings to be at par or better than forged parts through use of the forgeCAST™ technology using India's first commercial Hot Iso-static Pressurization equipment. - Intensive research and extensive trials on imported equipment led to the creation of a process where various techniques were combined, and equipment was modified to create a process leading to densification of the part and creating a smaller grain or microstructure equivalent to that of forgings. - This radical technology shall enable the Company to manufacture any size, near-net-shape, complex parts in exotic and higher metallurgies with mechanical properties, strength, reliability and quality equivalent to that of forgings.
(b) In case of imported technology, (imported during the last five years), reckoned from the beginning of the financial year.	- 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. - PTC has brought in unique technologies like Vacuum Melt, HIP, etc from different countries in order to bring in best-in-class manufacturing to the cast metal component manufacturing industry in the country.
(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 commissioning 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	**2017-18 (Rupees in lakhs)**	**2016-17 (Rupees in lakhs)**
Expenditure	56,07.42	39,48.02
Earnings	76,57.64	71,63.93
Net foreign exchange earning	20,50.22	32,15.91
Net foreign exchange earning %	26.77	44.89

Place: Lucknow
Date: August 13, 2018

Sachin Agarwal
Chairman & Managing Director

Alok Agarwal
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

Global growth for 2018 and 2019 is projected at 3.9 percent, assuming gradually tightening but still favorable financial conditions, with localized pressures based on differences in fundamentals. Monetary policy normalization in advanced economies is assumed to proceed in a well-communicated, steady manner. Domestic demand growth (notably investment, which has been an important part of the global recovery) is expected to continue at a strong pace, even as overall output growth slows in some cases where it has been above trend for several quarters.

The balance of risks has shifted further to the downside, including in the short term. The recently announced and anticipated tariff increases by the United States and retaliatory measures by trading partners have increased the likelihood of escalating and sustained trade actions. These could derail the recovery and depress medium-term growth prospects, both through their direct impact on resource allocation and productivity and by raising uncertainty and taking a toll on investment.

Avoiding protectionist measures and finding a cooperative solution that promotes continued growth in goods and services trade remain essential to preserve the global expansion. Policies and reforms should aim at sustaining activity, raising medium-term growth, and enhancing its inclusiveness. But

with reduced slack and downside risks mounting, many countries need to rebuild fiscal buffers to create policy space for the next downturn and strengthen financial resilience to an environment of possibly higher market volatility.

Emerging market and developing economies have experienced powerful crosswinds in recent months: rising oil prices, higher yields in the United States, dollar appreciation, trade tensions, and geopolitical conflict. The outlook for regions and individual economies thus varies depending on how these global forces interact with domestic idiosyncratic factors. Financial conditions remain generally supportive of growth, though there has been differentiation across countries based on economic fundamentals and political uncertainty.

Growth in China is projected to moderate from 6.9 percent in 2017 to 6.6 percent in 2018 and 6.4 percent in 2019, as regulatory tightening of the financial sector takes hold and external demand softens. India's growth rate is expected to rise from 6.7 percent in 2017 to 7.3 percent in 2018 and 7.5 percent in 2019, as drags from the currency exchange initiative and the introduction of the goods and services tax fade. The projection is 0.1 and 0.3 percentage point lower for 2018 and 2019, respectively reflecting negative effects of higher oil prices on domestic demand and faster-than-anticipated monetary policy tightening due to higher expected inflation.

According to the International Monetary Fund, India has made progress on structural reforms in the recent past, including through the implementation of the GST, which will help reduce internal barriers to trade, increase efficiency, and improve tax compliance. Hence, while the medium-term growth outlook for India remains strong, an important challenge ahead shall be to enhance inclusiveness. India's high public debt and recent failure to achieve the budget's deficit target call for continued fiscal consolidation into the medium term to further strengthen fiscal policy credibility. The main priorities for lifting constraints on job creation and ensuring that the demographic dividend is not wasted are to ease labour market rigidities, reduce infrastructure bottlenecks, and improve educational outcomes.

The growth in China and India last year was supported by resurgent net exports and strong private consumption, respectively, while investment growth slowed. The projected growth rate for India in 2018 and 2019, which is higher than that of the previous year of 2017, is due to the strong private consumption as well as fading transitory effects of the currency exchange initiative and implementation of the GST. Over the medium term, growth is expected to gradually rise with continued implementation of structural reforms that raise productivity and incentivise private investment.

The growth rate in China is projected to soften down during this period, with its economy projected to continue re-balancing away from investment toward private consumption and from industry to services. However, nonfinancial debt is expected to continue rising as a share of GDP, and the accumulation of vulnerabilities cloud the medium-term outlook for China.

India's economy is picking up and growth prospects look bright—partly thanks to the implementation of recent policies, such as the nationwide goods and services tax. As one of the world's fastest-growing economies—accounting for about 15 percent of global growth—India's economy has helped to lift millions out of poverty. To sustain and build on these policies and to harness the demographic dividend associated with a growing working-age population (which constitutes about two-thirds of the total population), India needs to reinvigorate reform efforts to keep the growth and jobs engine running.

The recent data on overall industrial production (IIP) showed signs of recovery reflecting a possible strengthening of domestic demand and a further build-up in global trade activity. Manufacturing sector rose 9.3% on a 3-month moving average basis in January 2018 compared to 7% rise as of December 2017. The turnaround in production levels is possibly a reflection of turning consumption demand as also suggested by an upswing in vehicle sales, cement and diesel production. Significant gains in capital goods production is an encouraging sign while positive prints on consumer durables is likely to boost economic growth.

Manufacturing has emerged as one of the high growth sectors in India. The Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020, and the government has set an ambitious target of increasing the contribution of manufacturing output to 25% of gross domestic product (GDP) by 2025—this would be a 9% increase from the current level of 16%.

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country including the new industrial policy which envisions development of a globally competitive Indian industry. The Government has also reduced the income tax rate to 25 per cent for all companies having a turnover of up to Rs 250 crore (US$ 38.75 million) and under the Mid-Term Review of Foreign Trade Policy (2015-20), it also increased export incentives available to labour intensive MSME sectors by 2 per cent.

India is an attractive hub for foreign investments in the manufacturing sector. The manufacturing sector of the country has the potential to reach US$ 1 trillion by 2025 and India is expected to rank amongst the top three growth economies and manufacturing destination of the world by the year 2020. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

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 other 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. It seems fair to assume at this moment in time that metal-casting is a permanent fixture in the manufacturing

supply chain: other processes may displace some functions or applications of metal-casting, but as a forming technology it provides advantages in terms of material science or industrial technology that cannot be displaced. And yet, matching those advantages to a particular requirement, at a specific time, is the unending challenge for metal-casting professionals.

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.

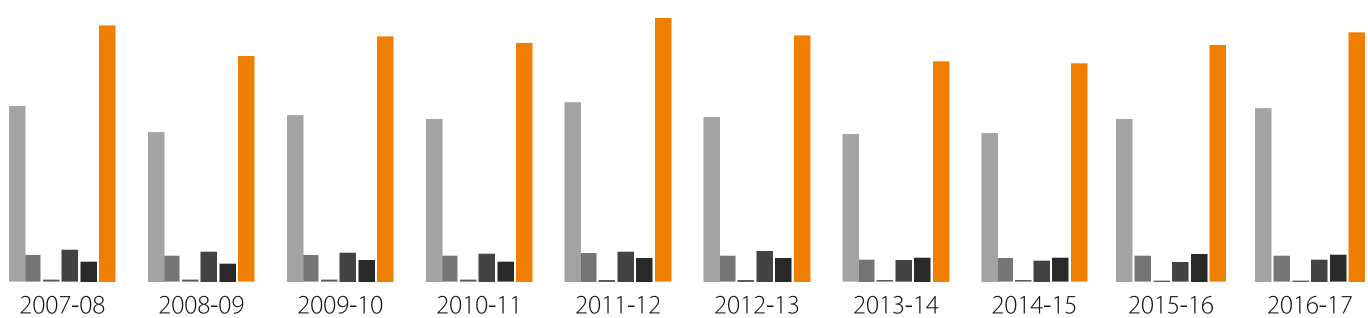
Global Trends in the Casting Industry

Metal-casting is one of the most important sectors in the manufacturing economy. It is a $33 billion industry that directly provides nearly 200,000 jobs in the U.S. alone, with many more in Canada and Mexico. Metal-casting also indirectly supports many thousands of jobs at businesses that supply equipment, services, and materials to the industry, as well as at companies that use castings. About 90 percent of durable goods include castings. Countless industries depend on castings, including defense contracting, automotive, trucking, aerospace, oil and gas, farm equipment, infrastructure, construction, and many others.

In 2016, worldwide casting production was 104.4 million metric tons, a near match to 2015's reported 104.1 million metric tons from Census of World Casting Production. Casting growth from 2014 to 2015 was 0.4%, and from 2015-2016, it was 0.2%. The world's top 10 casting producing nations produced 91.6 million metric tons of the total 104.4 million metric tons.

China reported a 5.4% increase since 2015, putting its total production at 47.2 million metric tons—45% of total world casting production. India reported a 5.4% increase in production, to 11.35 million metric tons, gaining space ahead of the U.S., which has seen lower tonnage shipped in 2015 and

Production of Castings in Million M.T. (2016-17)-INDIA



Grey C.I.	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
	5.332	4.532	5.05	6.18	6.798	6.254	6.7	6.83	7.41	7.89
S Giron	0.802	0.785	0.8	0.984	1.09	0.981	1.000	1.07	1.18	1.18
Malleable	0.0651	0.0605	0.0602	0.0692	0.066	0.0604	0.060	0.06	0.05	0.05
Steel	0.964	0.916	0.88	1.07	1.14	1.158	1.100	0.968	0.88	1.01
Non Ferrous	0.608	0.547	0.653	0.75	0.9	0.891	0.95	1.093	1.25	1.22
Total	7.7711	6.8405	7.4432	9.0532	9.994	9.8444	9.810	10.021	10.77	11.35

2016 compared to 2014 due to flagging production for iron-heavy industries such as agriculture, oil and mining. The U.S. is expecting growth of 2.8% in tonnage and 4.7% in casting sales in 2018.

Worldwide, the production of ferrous castings, including gray iron, ductile iron, malleable iron, and steel, was down by 1%. Considering ferrous casting makes up nearly 80% of total tonnage, the impact of was felt by many nations. However, nonferrous production grew by 5.7%, highlighting the continued trend of using lighter metals in what had been typically ferrous applications.

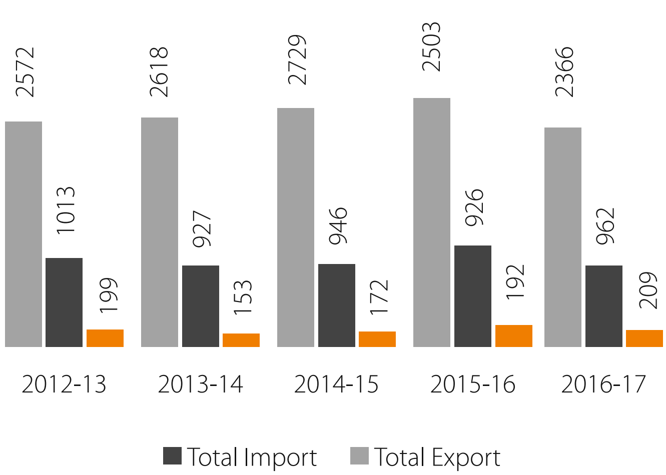
The number of metal-casting facilities in the world declined, following a trend of the last decade of fewer metal-casting facilities making an increasing tonnage of castings. Casting businesses worldwide are consolidating and becoming more efficient. Germany continues to be the highest casting producer per plant, with an average of 8,895 metric tons annually.

Indian Casting Industry

India has become the second largest castings manufacturer in the world only after China gaining a spot ahead of the United States of America. The Indian foundry industry manufacturers metal cast components for applications in Auto, Railways, Defence, Aerospace, Earth-Moving machinery, Textiles, Cement, Power machinery, Pumps, Valves, etc.

Export/ Import Data of Major Castings

(Value in Million USD)



There are nearly 5,000 foundry units in the country out of which 90% can be classified as MSMEs in 17 foundry clusters. The total manpower employed in the foundry sector is about 500,000 directly and a further 150,00,00 people employed indirectly. Currently, the foundry sector is highly labour intensive and is responsible for generation of employment for over 2 million people. It has the potential to generate additional employment of a further 2 million in the next 10 years.

The foundry industry currently produces over 11 million tonnes of cast components in ferrous and nonferrous category as per various international standards. The sector's annual turnover is nearly $19 billion at current production rates of which $2.7 billion comes from exports. It is estimated that the demand will grow threefold in the next 10 years, which will throw open new opportunities and challenges too.

The new manufacturing policy envisages the increase in the share of manufacturing in the GDP to 25% from the current 15% and to create 2 million additional jobs in next 10 years. Since all engineering and other sectors use metal castings in their manufacturing, the role of foundry industry in supporting manufacturing is very vital. It is not possible to achieve this goal without the sustainable corresponding growth of the foundry sector.

While still dominating in terms of global casting output, China is now learning how to cope with the demands often associated with rapid growth rates - a more demanding workforce, skills development and increasing legislative pressures. With 2.6 million foundries, the country has excess manufacturing capacity and at least 10 per cent of Chinese foundries are

not able to meet the advanced technical and environmental demands now required to increase the country's stronghold on the market. Inevitably labour costs have increased and the need for high-end research and development into technically advanced innovative solutions is putting the industry under pressure in terms of developing equipment to cope with the advanced requirements, consequently foundries are reliant on importing equipment from trusted global suppliers.

At this time, the Indian foundry industry is also faced with a downturn in growth rate as demand slackens. Growth in the sector has been stagnant for the past three to four years but optimism is in the air thanks to new national projects in infrastructure and defence. It is true that real growth of India is not possible without manufacturing and exports and the foundry industry is backbone of engineering. Although the Indian foundry industry is reasonably strong, there lies a huge potential for global market share. The target could be three-fold growth in next 10 years with improvement in utilization of installed capacity and collaboration and synergy among cluster members.

The country's 'Made in India' campaign - which predicts India to become the fastest growing economy - will require the foundry industry to grow significantly in the next few years to cater for other sectors. The major challenges to achieve this are: lack of skilled manpower, good power supply at competitive rates, sand availability due to mining and environmental issues, and the short-term slowdown in demand which could hinder medium and longer term investment.

India is expected to have an edge on the castings export front with close to 40-45 per cent of total exports to the US. There is expectation of good growth at least for the next decade as India's manufacturing competitiveness has changed dramatically and with the government's thrust on 'Make in India', a greater momentum is foreseen. Since all engineering and other sectors use metal castings in manufacture, the role of the foundry industry is expected to be vital. If such growth momentum continues, the industry is expected to achieve 7-10 per cent growth in 2018.

The industry is focusing on value addition rather than tonnage, investing huge sums on automation and efficient production processes. Hence, capacity utilisation has been hovering at 60-70 per cent.

Emerging opportunities are evident due to investment in infrastructure, in oil and gas within the country, mining sector, railways and defence. These sectors will drive the future of the industry. The Indian casting industry caters to only 4% of the global market. The opportunity exists to scale up the exports further and grow the sector. If India can capture even 6 to 7% of global demand, it will almost double the capacity. Hence, the potential for exports of castings is huge.

PTC has positioned itself ideally in this scenario and is equipped with the latest technologies and advanced manufacturing techniques, to take advantage of the paradigm shift happening worldwide in the industry. Its commitment to sustainable manufacturing practices with little or no impact on 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 being established and implemented, 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 has always followed a growth strategy of creating a differentiation for itself in terms of capabilities and quality and becoming 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 its new avatar, PTC Industries has focused on the establishing a new world class manufacturing facility, the Advanced Manufacturing & Technology Centre housing the latest technologies, most advanced equipment and comprehensive manufacturing facilities which are both sustainable and environmentally positive. Even in these challenging times, the Company's leadership and committed workforce has held on to its ideals and continued to sustain its position in the market. Financial performance has been also been maintained at a stable level as the company prepares for the great possibilities opening up in the future. The Company's new vision and missions statement reflect its long-term strategic plans 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 its efforts towards exploring and building new markets both geographically and in different industry sectors. The Company's has considerably expanded its existing product portfolio with the introduction of new technologies like RapidCast™, forgeCAST™, TiCast™, etc., and significant work carried out 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:

- Phase I production has commenced at the Advanced Manufacturing and Technology Centre (AMTC) a new state-of-the art facility in Lucknow. This unit is 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's unit and investment in Uttar Pradesh received tremendous support and recognition from the state government during the UP Investors' Summit and the company signed an MOU with the government for investment in UP and establishment of world class manufacturing facilities in the state.
- PTC's AMTC Plant was selected as one of the first units for the ground-breaking ceremony by Prime Minister, Shri Narendra Modi in a scintillating ceremony organised by the government in Lucknow.
- Our Chairman and Managing Director, Shri Sachin Agarwal was felicitated by the Honourable Governor of Uttar Pradesh, Shri Ram Naik for his contribution to industry in the state.
- During the year, the Company's new manufacturing facility, the AMTC Plant received a number of high profile visits including Shri Amitabh Kant, CEO, NITI Aayog; Shri D K Hota, CMD, Bharat Earth Movers Limited; and many more.
- The Company has maintained a stable financial performance despite a break in production activities in its Lucknow facilities due to shifting of activities from the old Plant 1 to the new AMTC facility and a workers' strike during this period.
- PTC was proudly inducted its staff to its new, improved manufacturing facilities at AMTC with a traditional welcome with Mr. Sachin Agarwal welcoming each employee in a "tilak ceremony".

PTC's capabilities have been significantly augmented through additions in technology and latest equipment. PTC continues to reinforce its position globally among the worldwide crisis and has maintained its stable performance with strong customer relationships and advanced manufacturing abilities. Its relentless focus on technology and innovation has unlocked a completely new era of opportunities and possibilities which promise to transform the company into a globally recognized casting brand.

OUTLOOK

India has emerged as the fastest growing major economy in the world and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Within a few months of demonetisation, the Government of India introduced a much-needed regulatory bill for the real estate sector. It further notified a legislation for facilitating insolvency and bankruptcy for those who are either unable or unwilling to repay their debt obligations. Then, in July 2017, it introduced the goods and services tax (GST), replacing indirect taxes both in states and in the union government with a single GST. Hence, it has been a year of profound and lasting changes for the Indian economy. These reforms collectively had a deep impact on the outlook for the Indian economy.

Global growth had slowed in 2015 and it bottomed out only by mid-2016. Consequently, net exports were a drag on India's economic growth. The base effect of the crash in oil price had disappeared. More importantly, India was hobbled by the twin balance sheet problem. India's corporations were saddled with huge amounts of debt accumulated in the boom years preceding and following 2008, the year of the global financial crisis. With export demand absent and with private sector investment spending held back by debt concerns, it was no surprise, therefore, that economic growth had decelerated for six quarters up to June 2017.

In the quarter ending September 2017, economic growth measured in constant 2011-12 prices has improved to around 6.3 per cent (year to year). The biggest contributor to the improvement in GDP growth came from a rebound in manufacturing. Manufacturing growth rebounded to 7 per cent from 1.2 per cent in the second quarter.

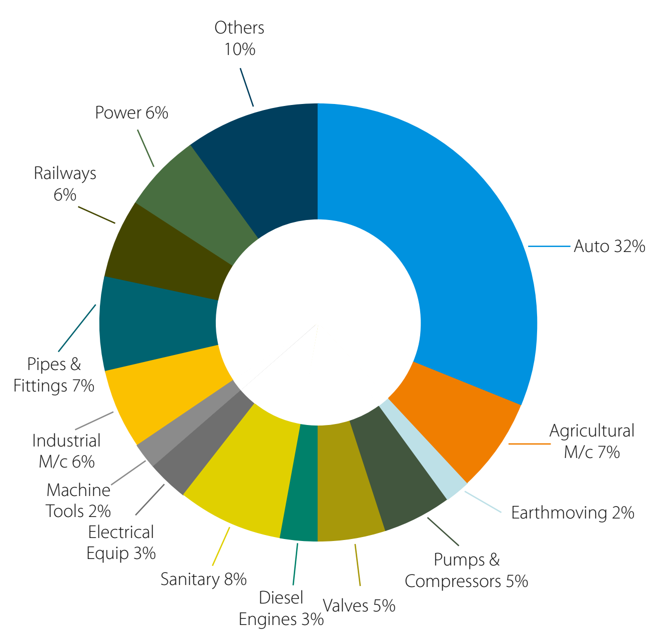
The Indian foundry industry is experiencing a healthy revival in this year. We are seeing an improvement in the economic growth along with consumer sentiment. Factors like lower borrowing costs, pent-up demand after demonetisation and a mild budgetary support to incomes is expected to drive consumption growth in 2017-18.

At the same time, abnormal increase of raw material costs and pending GST refunds have become serious issues. Cost of raw materials including chemicals, iron, other essential goods has gone up by 40 per cent to 100 per cent in the recent past. These are likely to increase further in the coming period. Similarly, inverted duty structure has led to pending of refunds for majority of industries causing a further strain on the foundry industry as well.

With the government now focusing on infrastructure development with over Rs 100,000 crore of proposed investment over the next few years, the demand of metal castings is expected to surge in the years to come. Business confidence in last few months has started to look upbeat after several years of economic slowdown. There are clear indications in the policies of government focusing on increasing GDP, which will require scaling up of manufacturing and skill development -- the backbone of economic activity. The slogan 'Make in India' is true reflection of government policy to promote manufacturing in India. There is need to promote investments in productive and environment-friendly technologies and equipment.

As noted earlier, 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 casting industry produces over 11.35 million tonne of cast components worth about $19 billion, which is nearly 10.9% 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 is exporting castings worth $2.7 billion a year. This also has the potential to go up to $8-10 billion with greater productivity, value addition and market expansion.

Sectorwise Major Consumers of Castings



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 are opening up for the industry, such as application of light weight and specially alloyed metal castings for reduced energy consumption. The advancements in downstream industry are 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.

As manufacturing activity climbs, demand for ferrous foundry products shall also grow. In addition, previously delayed construction projects are expected to pick up again and input cost for iron and steel have declined since 2013. While this benefits industry margins, lower iron and steel prices lead to reduced raw material surcharges and therefore lower product prices. Until now, weaker demand from the machinery manufacturing sector had placed downward pressure on industry performance. In the next five years to 2022, rising industrial production and construction activity are projected to drive revenue growth.

With the optimism in sales expectations, a large number of foundries have indicated that they would be investing in upgrades to improve processes and testing equipment. However, employment growth may not be driven proportionally as nearly one-quarter of the companies believe that robotics technology is high on their list of improvements. The challenge for today's foundries is to develop new and more efficient processes and material designs that will meet the technology of tomorrow. New technologies such as 3D scanning, 3D measurement instruments along with 3D printing and the introduction of robotics and automation in the manufacturing cycle are dramatically changing the way products are designed, constructed, and perfected. These new breakthroughs in technology enable faster, more accurate, and more reliable production of products and prototypes. Not only does this advent of technology and automation make the process of metal casting more efficient and cost-effective, it also provides innovative breakthroughs that were not possible even five years ago. As foundry operations evolve into the modern world of automated technology, the manufacturers need to work on providing the most innovative and advanced techniques for process level automation in order to maintain their market positions.

PTC has positioned itself ideally to take advantage of this promising growth in the foundry sector. It has successfully developed and indigenized world class technologies and processes and brought them under a single roof to create unprecedented synergies. 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 be able to 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 like marine 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.

As mentioned in earlier years, 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 reviving and the short-term growth outlook is positive but expected to be slow. The Company has commenced the first phase of commercial production of its new 'Advanced Manufacturing & Technology Centre' in June 2018 in Lucknow, Uttar Pradesh and shall be geared to take advantage of the upturn in industry in the coming period. Significant investments have been 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's investment in all these areas is targeted to seize the considerable opportunity that is evident both at the domestic and international level in the future.

OPPORTUNITIES AND THREATS

India is poised to become the new China. It is now the fastest growing economy in the world. The growth is due to internal demand coupled with international companies shifting production from China to India. Production costs in India from the global viewpoint are now lower than China although transportation is slightly higher, but the net result is that landed cost is lower. India has nearly 5,000 foundries that are mainly clustered in 17 areas. They produce over 11.35 million metric tons per year with 500,000 direct employees. India has seen major increases in internal demand competing for capacity that have moderated in the last year. The country has an automobile building mandate designed to produce vehicles not only for India but also for export. It is estimated that India needs to double its casting capacity in the next five years to meet projected demand.

There exists a great opportunity for the Indian foundry industry where it 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, the Indian foundries are hampered by cumbersome regulations and comparatively high energy costs. Also, with lower availability of raw materials than other major countries, there are extra costs incurred in acquiring raw materials. 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'. Most Indian foundries are facing 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.

Nevertheless, India poses a threat to global foundries. In total weight, India has bypassed the United States to become the second largest producer of castings. It is evident though, that there is no merit in adding total tonnage as a measure of size. The current tonnage in India is dominated by gray iron, the lowest cost metal. In dollar value, India has a long way to go to catch up to the other top two producers of castings. Therefore, India needs to develop the requisite capabilities for manufacture of high-quality and high-value foundry products. Currently, 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 had been slowing down. This year, another area of significant growth that the foundries can bank on for both, ferrous and non-ferrous castings, could be in aerospace and defence.

This time can signal immense growth opportunities globally 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 comparatively low labour costs in the country is a major factor that can support India's drive for higher volumes in the global market. To take advantage of these trends, the foundry industry must focus on internal factors like technological up-gradation and operational excellence. Lean manufacturing practices and automation are amongst the most popular tools available to all companies, to help attain operational excellence.

In this scenario, PTC continues to enjoy 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 steady growth with it's new facility being partially 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 untapped markets for the Company. It must also be understood that, the gestation period in this industry is considerably longer than other types of manufacturing. While the Company has begun exploring new markets and new products aggressively, translating them in to viable commercial production would require time. The sluggish domestic and global scenario are further dampening the rate at which new opportunities are realized.

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

Technology Upgradation and Modernisation

While the government is striving to make policies, facilitate new investments and joint ventures with global players to improve infrastructure and ease of doing business, the industry also needs to look at bringing about transformation in various areas. With the increased use of modern design and best-in-class manufacturing, including increased use of IT and demand for goods with competitive costs and improved response time, the industry must focus on automation, technology, and also add value by producing ready to use finished castings and sub-assemblies to meet the demands for the ever changing requirements of the industry.

PTC has managed to establish one of the most modern manufacturing facilities in the world with the latest technologies and solutions and the capability to supply finished components and sub-assemblies. Hence, it is ready to take on the challenges of new manufacturing practices and Industry 4.0.

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 specially 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 position 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.

Sustainable Energy

Since foundry is a power intensive industry, the availability of good quality power consistently at competitive tariff is paramount for competitive operations and global competitiveness of the sector and for supporting manufacturing. There is a need of substantial attractive differential in power tariff during peak and non-peak hours so that the units are motivated to shift power intensive operations towards non-peak hours. Further, switching to renewable energy resources for sustainability and reduced impact on the environment is a key focus area for similar industries.

PTC has had the foresight to invest in a 700 kW solar rooftop plant to augment and support its energy needs and reduce dependence on external power. This shall bring in considerable cost savings in addition to the Company's contribution towards the environment.

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

maintain its performance by expanding its product and geographical portfolio. 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 has constructed 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. Several 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, cordial 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, increase in debt and exposure to movements in interest rates and foreign exchange rates. With the ongoing investment in the AMTC plant, the long-term debt of the Company has increased. Further, 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. In the past few years, the Company invested in a large amount of imported machinery and equipment for its AMTC Plant which exposed it to volatility in the exchange rates leading sometimes to an adverse effect. The Company has mitigated risks on its foreign currency borrowings and realisations by hedging them partially. However, at any point of time, PTC's exports remain 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. The approval of a grant of Rupees ten crores by the Department of Heavy Industries under its Capital Goods Scheme, the Technology Acquisition and Fund Programme (TAFP) to partially fund the Company's Titanium Castings project has also been a step towards decreasing the Company's debt burden.

- **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 41(ii) 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 18	FY 17	% Change
Revenue from sale of products	97.37	99.50	(-2.1)
Other Operating Income	3.97	2.82	40.8
Less: Excise duty	0.27	2.92	(-90.8)
	101.07	**99.40**	1.7
Other Income	2.89	1.52	90.1
Total Income	**103.96**	**100.92**	3.0

The Company witnessed an increase in total income by 3% to Rs. 103.96 crores from Rs. 100.92 crores in the previous year. This has been achieved in spite of disruptions in production during the year due to shifting activities from the old Plant 1 to the new AMTC Plant and a workers' strike. With the commencement of commercial production in the AMTC Plant from June 2018, the turnover from the Lucknow operations is expected to rise during the next year.

Gross Sale of products

₹In Crores

Particulars	FY 18	FY 17	% Change
Stainless steel castings	75.30	83.40	-9.7
Alloy and non-alloy steel castings	12.96	9.81	32.1
Structures and forgings	-	1.81	-100.0
Assembly items	-	0.25	-100.0
Others	**9.11**	**4.24**	114.9
Revenue from Sale of product	**97.37**	**99.51**	-2.2

Gross sales of products declined during the financial year 2017-18 by 2% 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.

Employee benefits expense

₹In Crores

Particulars	FY 18	FY 17	% Change
Payments to & provisions for employees	16.5	17.5	5.7

Payments and provisions for employees saw a marginal decrease of 5% due to operational efficiencies and some reorganisation of manpower.

Other expenses

₹In Crores

Particulars	FY 18	FY 17	% Change
Manufacturing expenses	33.08	35.69	-7.3
Administrative and selling expenses	7.77	7.01	10.8
Total	**40.85**	**42.70**	

Manufacturing expenses declined by 7% while Administrative and Selling expenses increased by nearly 11%. This was due to some operational efficiencies related to indirect material consumption whilst administrative expenses like vehicle running, certification and outward freight increased.

Finance costs

₹In Crores

Particulars	FY 18	FY 17	% Change
Finance costs	**4.02**	**3.45**	16.5

Finance costs rose by 16.5% during previous year. This is due to the increase in borrowings as the capital expenditure on the AMTC plant reached its final stages.

Fixed Assets

₹In Crores

Particulars	FY 18	FY 17	% Change
Tangible & intangible assets	61.03	48.68	25.4
Capital work in progress	152.73	134.88	13.2
Total	**213.76**	**183.56**	16.5

The increase in capital work in progress is primarily related to investment in the new AMTC plant of which the first phase was commissioned in early 2018-19.

Inventories

₹In Crores

Particulars	FY 18	FY 17	% Change
Raw material	11.52	9.88	16.5
Work-in-progress	22.09	23.59	(-6.3)
Finished goods	0.12	0.87	(-86.3)
Stores and spares	3.46	2.89	19.7
Loose tools	**1.02**	**1.05**	(-2.6)
TOTAL	**38.21**	**38.29**	(-0.2)

Inventory has overall remained at the same levels with an increase in raw material levels offset somewhat by decrease in WIP and stores and spares.

Sundry Debtors

₹In Crores

Particulars	FY 18	FY 17	% Change
Gross Debtors	33.66	27.28	23.4
Less: provisions	0.04	-	-
Total	**33.62**	**27.28**	23.2

An increase of 23% has been observed in Sundry debtors due to increasing sales of products in the latter part of the year.

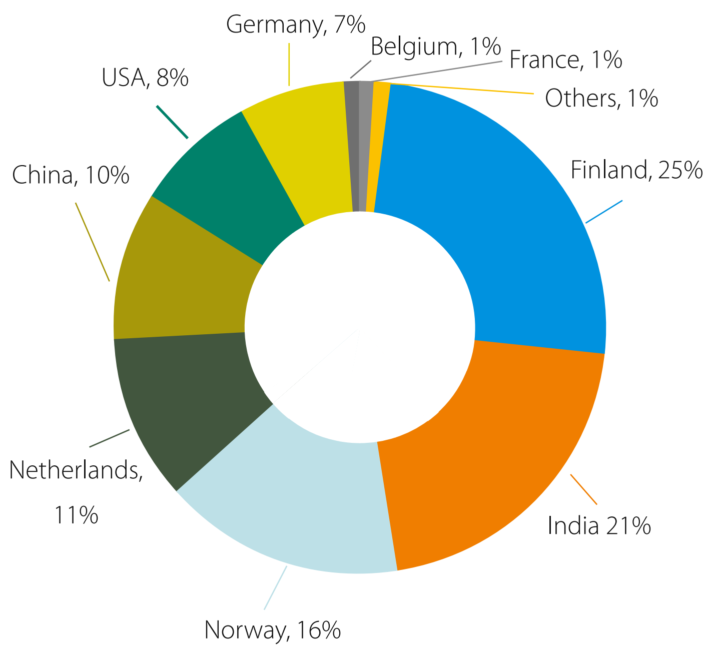
Loans and Advances

₹In Crores

Particulars	FY 18	FY 17	% Change
Loans and Advances	**26.82**	**33.94**	-20.9

The decrease in loans and advances is primarily due to recovery of some loans held with others.

Sales (Geographic mix)



GEOGRAPHICAL SALES

COUNTRY	Net Sales (in ₹.) 2017-18	Net Sales (in ₹.) 2016-17
Finland	23,93,70,216	23,56,68,092
India	20,79,18,680	25,47,78,915
Norway	15,26,07,446	16,65,02,075
Netherlands	10,35,82,923	8,85,96,971
China	9,27,14,355	5,49,40,066
USA	7,63,53,475	9,28,81,574
Germany	6,38,03,007	4,50,59,128
Belgium	1,43,05,234	39,34,219
France	1,08,13,152	8,32,154
Sweden	52,30,743	1,80,53,510
Malaysia	41,67,637	31,74,407
UK	17,29,885	7,45,930
Brazil	8,64,764	15,76,660
Japan	2,52,782	23,73,654
Denmark	-	11,80,747
Canada	-	8,74,053
Sub Total	**97,37,14,299**	**97,11,72,155**
Export Incentives	3,43,56,992	2,28,18,763
Total	**1,00,80,71,291**	**99,39,90,918**

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 had also sought to augment its human resources by appointing a Chief Operations Officer in the previous year with technical knowledge and capability in the latest manufacturing practices in the foundry industry. After heading the entire European division of a large engineering company, he comes with vast experience in managing large organizations and brings with him the finest HR practices in the world.

This year, the Company has significantly augmented its senior and middle management levels by the employment of several professionals accomplished in their fields and with considerable experience and expertise in their areas. This includes the employment of a Product and Process Development Manager from the UK to oversee PTC's research and development efforts and introduce new technologies and processes in to the manufacturing process.

The Company has always believed in placing equal emphasis on working towards the well-being of our own workers as well as those of our suppliers. This year, the HR department was considerably strengthened while HR policy improvements continued to be implemented for 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 continue to be 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 is yielding 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. The Company has also adopted Technical Skilling as one of its CSR projects and is building a vast repository of online skilling courses with the help of its technology partners for training workforce and developing best manufacturing practices under this umbrella. The Company has employed devoted professionals to build this repository of training material and conduct periodical trainings to strengthen the capabilities of its existing workforce.

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 is being 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.

The Company experienced a workers' strike during the year which disrupted production activities at its Lucknow Plant 1. However, industrial relations continued to be cordial and the Company expects to build better relations with its workforce 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.

CEO & CFO CERTIFICATION

CEO & CFO Certification in terms of the SEBI Listing Regulations, 2015

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 of 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, 2018 (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	**Smita Agarwal**	**Sachin Agarwal**
Date: May 29, 2018	Chief Financial Officer	Chairman & Managing Director (CEO)

REPORT ON CORPORATE GOVERNANCE

Corporate governance has assumed a crucial role in today's progressive and aggressive business environment. Today, as trust in businesses is on decline, it is important that companies strive to build and maintain trust through ethical practice and to act with integrity in everything they do. Companies need to abide by the principles of corporate governance and instil the vision, strategy, processes and structure that help them to make decision that insure long term sustainability. Good corporate governance also helps to shape a company's culture, which in turn shapes the way the leaders of the organisation lead, the way its worker work and how customer perceive the businesses with which they chose to work.

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 fulfil 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, 2018

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				
Sachin Agarwal	46	7	3	1
Priya Ranjan Agarwal	59	2	-	1
Alok Agarwal	56	-	-	4
Ashok Kumar Shukla*	50	-	-	-
Non-Executive Director, Nominee of Pragati India Fund Limited (Foreign Equity Investor)				
Kasiviswanathan Mukundan	49	2	-	1

Non-Executive Directors, Independent				
Dr. Rakesh Chandra Katiyar	62	1	3	2
Ajay Kashyap	69	4	-	2
Krishna Das Gupta	75	4	4	6
Shashi Vaish	67	1	-	2
Brij Lal Gupta	66	-	-	4

*Mr. Ashok Kumar Shukla was appointed as Whole Time Director of the Company with effect from October 1, 2017

Note:

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

Note:

1) Non-Executive Directors of the Company do not hold any securities of the Company.
2) There is no relationship inter-se between any of the 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:

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 Co-Chairman of the CII Northern Region Defence and Aerospace Committee and also the 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 25 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.

Ashok Kumar Shukla

Mr. Ashok Kumar Shukla joined the Company in 2003 (and was appointed as director with effect from October 1, 2017) and has been working with the Company for the last 14 years in various capacities. He is an Executive Director of the Company. Mr. Ashok Kumar Shukla is a Bachelor of Technology (Mechanical). He has over 28 years of experience in the foundry industry with a specialization in investment castings and Replicast®. In the past, other than PTC Industries, he has worked with a number of metal casting companies including Indian Smelting and Refining Company Limited (a part of the Birla group) and Alloy Steel Castings, Kenya.

He has made a substantial contribution for the implementation and achieving business plan directives, implementation of policy matters, boundary management, charting growth plans, increasing production, assets capacity and flexibility, while minimizing unnecessary costs and maintaining current quality standards in respect of the Mehsana Plant.

Kasiviswanathan Mukundan

Mr. Kasiviswanathan Mukundan is a Nominee Director of our Company nominated by the Pragati India Fund Limited. He has been appointed on the Board of our Company with effect from February 9, 2016.

Mr. Kasiviswanathan Mukundan is B.Tech from Jawaharlal Nehru Technological University and has Masters in Financial Management from Jamnalal Bajaj Institute of Management Studies. Mr. Mukundan is currently CEO of UTI Capital, the alternate assets platform of the UTI Mutual Fund Group. Prior to joining UTI he has worked with SIDBI for 14 years, managing Infrastructure Debt Portfolio of mid sized banks. He has more than 24 years of experience in Financial and banking sector. He is a director on the Board of various other companies. He has brought 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 Meetings during the year		Attendance at Last AGM held on 29th September 2017
		Held	Attended	
Sachin Agarwal	00142885	5	5	Present
Priya Ranjan Agarwal	00129176	5	3	Present
Alok Agarwal	00129260	5	5	Present
Ashok Kumar Shukla	08053171	2	1	Not Applicable*1
Kasiviswanathan Mukundan	02756249	5	4	Absent
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. Ashok Kumar Shukla was appointed as Whole Time Director of the Company w.e.f. October 01, 2017.

The board met five times during the financial year ended 31st March, 2018 and the attendance of each director in board meeting is as under:

Name of Directors	Dates of Board Meetings in 2017-2018				
	24th May, 2017	29th August, 2017	9th September, 2017	9th December, 2017	8th February, 2018
Sachin Agarwal	✓	✓	✓	✓	✓
Priya Ranjan Agarwal	-	✓	✓	✓	-
Alok Agarwal	✓	✓	✓	✓	✓
Ashok Kumar Shukla*1	-	-	-	✓	-
Ajay Kashyap	-	-	-	-	✓
Dr. Rakesh Chandra Katiyar	✓	✓	✓	✓	✓
Krishna Das Gupta	✓	✓	✓	✓	✓
Kasiviswanathan Mukundan	✓	✓	-	✓	✓
Shashi Vaish	-	✓	-	-	✓
Brij Lal Gupta	✓	✓	✓	✓	✓

*1 Mr. Ashok Kumar Shukla was appointed as Whole Time Director of the Company w.e.f. October 01, 2017

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 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 2017-18	
			Held	Attended
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director	5	5
2.	Brij Lal Gupta	Member, Independent Director	5	5
3.	Krishna Das Gupta	Member, Independent Director	5	5
4.	Smita Agarwal	Member, Chief Financial Officer	5	5
5.	Kasiviswanathan Mukundan	Member, Nominee Director	5	4
6.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	5	5

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 comprises of four directors (all are Independent, Non-Executive directors). The Composition and attendance of the Nomination and Remuneration Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2017-18	
			Held	Attended
1.	Krishna Das Gupta	Chairman, Independent Director	2	2
2.	Shashi Vaish	Member, Independent director	2	1
3.	Brij Lal Gupta	Member, Independent Director	2	2
4.	Dr. Rakesh Chandra Katiyar	Member, Independent Director	2	2
5.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	2	2

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.

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 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 familiarization 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 2017-2018

(₹ in Lacs)

Name	Salary	Contribution to funds	Sitting fees	Perquisite/ Commission	Total
Sachin Agarwal	57,89,051	2,66,400	-	31,23,388	**91,78,839**
Priya Ranjan Agarwal	22,87,667		-	2,35,000	**25,22,667**
Alok Agarwal	22,01,469	2,44,800	-	3,14,833	**27,61,102**
Ashok Kumar Shukla	13,34,909	1,00,260	-	1,44,500	**15,79,669**
Krishna Das Gupta	-	-	46,500	-	**46,500**
Ajay Kashyap	-	-	13,000	-	**13,000**
Dr. Rakesh Chandra Katiyar	-	-	43,500	-	**43,500**
Shashi Vaish	-	-	20,500	-	**20,500**
Brij Lal Gupta	-	-	38,000	-	**38,000**
Kasiviswanathan Mukundan	-	-	32,500	-	**32,500**
TOTAL					**1,62,36,277**

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 comprises of four directors (3 Independent, 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 2017-18	
			Held	Attended
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director	1	1
2.	Sachin Agarwal	Member, Executive Director	1	1
3.	Krishna Das Gupta	Member, Independent Director	1	1
4.	Ajay Kashyap	Member, Independent Director	-	-
5.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	1	1

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, 2018** 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, 2017 to March 31, 2018)

No. of shares transferred / transmitted	0/8000
No. of shares pending for transfer	Nil
Pending due to Exchange of Counter Receipts (CR) to share certificates	NA

There are 83,480 equity shares against which shareholders have not claimed share certificates in lieu of the Counter Receipts (CR) aggregating to 1.56% of the total paid-up equity share capital of the Company.

Project Monitoring and Environment Committee

Composition

The Project Monitoring and Environment Committee comprises of five directors (2 Independent - Non Executive and 2 Executive Directors). Composition and attendance of Project Monitoring and Environment Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2017-18	
			Held	Attended
1.	Sachin Agarwal	Member, Executive Director	1	1
2.	Alok Agarwal	Member, Executive Director	1	1
3.	Ajay Kashyap	Member, Independent Director	-	-
4.	Krishna Das Gupta	Member, Independent Director	1	1
5.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	1	1

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 projects for its smooth implementation.

Corporate Social Responsibility Committee

Composition

The Corporate Social Responsibility Committee comprises of four directors (3 Independent - Non Executive and an Executive director). The composition and attendance of the Corporate Social Responsibility Committee is as under:

Sl. No.	Name	Category	Number of meetings during 2017-18	
			Held	Attended
1.	Krishna Das Gupta	Chairman, Independent Director	2	2
2.	Alok Agarwal	Member, Executive Director	2	2
3.	Dr. Rakesh Chandra Katiyar	Member, Independent Director	2	2
4.	Shashi Vaish	Member, Independent Director	2	1
5.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	2	2

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 comprises of three directors (One 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 2017-18	
			Held	Attended
1.	Sachin Agarwal	Chairman, Managing Director	3	3
2.	Alok Agarwal	Member, Executive Director	3	3
3.	Brij Lal Gupta	Member, Independent Director	3	3
4.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee	3	3

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:

Approval of sanction letters and/or borrowings at a time or by cumulative sum as specified by the Board subject to fact that the Chairman of the Committee will place such approval at the subsequent meeting of the Board.

a) 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.

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

c) To approve investment of surplus fund for an amount as per the policy approved by Board.

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

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

f) 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 comprises of three directors (2 Independent - Non Executive directors and an Executive director). During the year no meeting was held of the Risk Management Committee. The composition of the Risk Management Committee is as under:

Sl. No.	Name	Category
1.	Dr. Rakesh Chandra Katiyar	Chairman, Independent Director
2.	Priya Ranjan Agarwal	Member, Executive Director
3.	Brij Lal Gupta	Member, Independent Director
4.	Arun Kumar Gupta, General Manager (Finance) & Company Secretary	Secretary to the Committee

Terms of Reference

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:

Sl. No.	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 behaviour, 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 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
54th	September 29, 2017	03:00 P.M.	Hotel Golden Tulip, Lucknow	Yes*
53rd	September 28, 2016	03:00 P.M.	Registered Office	Yes
52nd	August 12, 2015	03.00 P.M.	Registered Office	Yes

*In the 54th Annual General Meeting of the company Six resolutions were passed with requisite majority as special resolutions.

Postal Ballot- During the year under report no resolution were passed by shareholder through Postal Ballot. 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 behaviour. 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 Obligation and Disclosure Requirements)
5. Policy on Materiality and Policy on Related party Transactions can be accessed at http://www.ptcil.com/PoliciesandReports.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'.

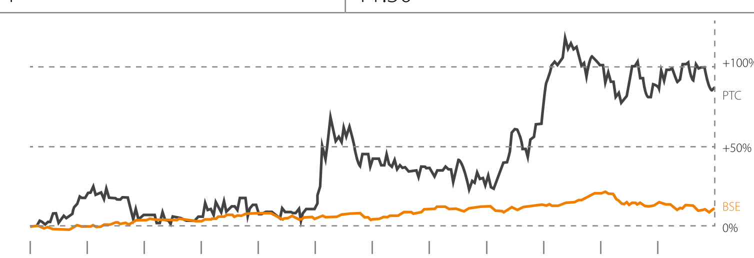
4. The Company's website www.ptcil.com not only gives description of its products and activities, but also highlights the achievements of the Company and official news releases. There are no Institutional Investors nor are any presentations made to analysts.

General Shareholders' Information

Annual General Meeting	Date: September 15, 2018 Time: 03:00 P.M. Venue: Registered Office at Advanced Manufacturing & Technology Centre, NH 25A, Sarai Shahjadi, Lucknow 227 101, Uttar Pradesh, India
Financial calendar (Tentative)	1st April 2017 to 31st March 2018
Dividend Payment date	The Company has already made a substantial investment in new technologies and capabilities for its new AMTC facility, effects of which are expected to show in the Company's financial performance in the coming years. The Company's investment in this plant for commercialization of the next phase is still underway for which further outlay of funds is envisioned. Hence, the directors do not consider it prudent to recommend any dividend for the year ended on March 31, 2018
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 2017-18. 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, 2018 are as under:

Month	High (₹)	Low (₹)	No. of shares traded
April-2017	351.50	287.50	12,071
May-2017	360.05	270.00	8,709
June-2017	340.00	295.00	3,690
July-2017	348.00	293.00	9,800
August-2017	384.50	261.05	32,010
September-2017	501.00	375.00	32,581
October-2017	419.90	372.00	8,825
November-2017	429.50	340.50	1,599
December-2017	576.30	354.50	47,428
January-2018	654.70	530.00	42,958
February-2018	598.00	499.00	10,235
March-2018	605.00	531.00	11,362

Performance of the share price of the Company in comparison to the BSE Sensex: (During 2017-18)	% change in Company Share price	% change in SENSEX
	66.74	11.30



Registrar and Transfer Agent	M/s Link Intime India Private Limited C-101, 247 Park, LBS Marg Vikhroli, West Mumbai 400 083 Phone: 91-22 – 49186000 Fax: 91-22 – 49186060 e-mail: rnt.helpdesk@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	**AMTC Plant** NH 25A, Sarai Shahjadi, Lucknow 227101, Uttar Pradesh, India. **Lucknow Plant 1** Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India. **Windmill Power Division** Surajbari Region, Shikarpur Village, Kutch District, Gujarat, India. **Lucknow Plant 2** C-5 Sarojini Nagar, Industrial Estate, Lucknow 226 008, Uttar Pradesh, India. **Mehsana Plant** Rajpur, Taluka Kadi, District Mehsana 382 740, Gujarat, India.
Address for correspondence	The Company Secretary Advanced Manufacturing and Technology Centre PTC Industries Limited NH-25A Sarai Shahjadi, Lucknow-227101, 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, 2018 is as under:

Description of Shares	Number of Shares	Percentage
No. of shares in physical mode	273,210	5.21
No. of shares in electronic mode	49,65,853	94.79
Total	**52,39,063**	**100.00**

Distribution of shareholding (As on March 31, 2018)

Number of shares From - To	Number of shareholders	Number of shares	Percentage to total number of shares
1 - 500	1,070	1,44,147	2.75
501 - 1000	80	64,413	1.23
1001 - 2000	21	31,723	0.61
2001 - 3000	7	18,800	0.36

3001 - 4000	1	4,000	0.08
4001 - 5000	4	19,400	0.37
5001 - 10000	11	81,076	1.55
10001 and above	32	48,75,504	93.06
Total	**1226**	**52,39,063**	**100.00**

Shareholding Pattern	No. Of Shares	% of Capital
Promoters and directors (including relatives)	33,69,789	64.32
Foreign companies	10,47,813	20.00
Corporate bodies (other than promoters' companies)	2,49,091	4.75
Indian public	5,05,795	9.65
NRIs	22,795	0.44
Market makers	7,100	0.14
HUF	34,167	0.65
Clearing Members	2,513	0.05
Total	**52,39,063**	**100.00**

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

Name	Mr. Priya Ranjan Agarwal
Date of Birth	August 15, 1958
Date of Joining	December 28, 1992
No. of shares held	386,000
Qualification	Bachelor of Engineering (Mechanical)
Experience	26 years
Expertise	Quality, Technical, Operations Marketing
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 Number.

CERTIFICATE ON CORPORATE GOVERNANCE

UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS

To

The Members of PTC Industries Limited

Lucknow

We have examined the compliance of conditions of Corporate Governance by PTC Industries Limited ("the Company"), for the year ended on March 31, 2018, as stipulated in 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 year ended on March 31, 2018

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 Regulation 17 to 27 and Clause (b) to (i) of Regulation 46 (2) 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, 2018.
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: May 29, 2018

(C.P Shukla)
Certificate of Practice Number: 5138
Membership Number: F3819

Independent Auditor's Report

To the Members of PTC Industries Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of PTC Industries Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for 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 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 these 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 these financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2018, its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter(s)

9. The Company had prepared separate sets of statutory financial statements for the year ended 31 March 2017 and 31 March 2016 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued auditor's reports to the shareholders of the Company dated 24

May 2017 and 28 May 2016 respectively. These financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. 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 I, a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. Further to our comments in Annexure I, 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 financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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 on 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 29 May 2018 as per Annexure II 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. the Company, as detailed in Note 41 to the financial statements, has disclosed the impact of pending litigations on its financial position;

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

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

        iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandiok & Associates

Chartered Accountants

Firm Registration No: 001329N

per **Arun Tandon**

Partner

Membership No. 517273

Place: New Delhi

Date: 29 May 2018

Annexure I

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, and to the best of our knowledge and belief, 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. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and 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 granted interest free unsecured loans to a party covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest.

(b) the schedule of repayment of principal has been stipulated and the repayment of the principal amount are regular; and

(c) there is no overdue amount in respect of loans granted to such companies, firms, LLPs or other parties.

(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) In our opinion, 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) 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, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. 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 became 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:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lakh)	Amount paid under protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	1.12	-	Financial year 2013-14	Superintendent, Central Excise
Central Excise Act, 1944	Excise duty	1.71	-	October 2015 to December 2016	Commissioner (Appeal), Central Excise
Finance Act, 1994	Service tax	12.87	-	Financial year 2014-15 and financial year 2015-16	Assistant Commissioner, Central Excise, Audit Circle

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution. The Company has no loans or borrowings payable to government or 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) Managerial remuneration has been paid and provided by the Company 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, provisions of clause 3(xii) of the Order are 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 Ind AS.

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

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(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: 29 May 2018

Annexure II

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 financial statements of PTC Industries Limited ('the Company') as at and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at 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 (the 'Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI"). 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 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.

Auditor's 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 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 includes 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 include 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 Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2018, 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 issued by the ICAI.

For **Walker Chandiok & Associates**

Chartered Accountants

Firm's Registration No.: 001329N

per **Arun Tandon**

Partner

Membership No.: 517273

Place: New Delhi

Date: 29 May 2018

Balance sheet as at 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Particulars	Note no.	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	4	6,102.68	4,868.28	4,411.84
Capital work-in-progress	5	15,272.66	13,488.27	6,520.70
Intangible assets	6	66.66	12.68	18.89
Financial assets				
(i) Investments	7(a)	0.21	2.32	2.44
(ii) Loans	8(a)	188.07	163.39	132.27
(iii) Other financial assets	9(a)	3.81	17.81	17.89
Non-current tax assets (net)	10	38.53	29.43	18.06
Other non-current assets	11	222.21	646.96	1,045.03
Total non-current assets		**21,894.83**	**19,229.14**	**12,167.12**
Current assets				
Inventories	12	3,821.01	3,828.50	3,547.17
Financial assets				
(i) Investments	7(b)	10.68	8.64	8.55
(ii) Trade receivables	13	3,362.21	2,728.48	3,096.32
(iii) Cash and cash equivalents	14	109.39	65.75	48.09
(iv) Balances other than (iii) above	15	62.40	305.80	53.53
(v) Loans	8(b)	80.15	176.03	187.69
(vi) Other financial assets	9(b)	236.61	130.69	184.07
Other current assets	16	1,358.58	1,058.09	707.27
Total current assets		**9,041.03**	**8,301.98**	**7,832.69**
TOTAL ASSETS		**30,935.86**	**27,531.12**	**19,999.81**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	17	523.91	523.91	523.91
Other equity	18	12,427.97	11,680.69	11,096.31
Total equity		**12,951.88**	**12,204.60**	**11,620.22**
Deferred income- government grant	19	788.89	500.00	400.00
Liabilities				
Non-current liabilities				
Financial liabilities				
(i) Borrowings	20(a)	7,708.24	7,804.98	2,543.35
Provisions	21	68.89	65.38	84.49
Deferred tax liabilities (net)	22	469.25	511.54	496.68
Total non-current liabilities		**8,246.38**	**8,381.90**	**3,124.52**

Balance sheet as at 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Current liabilities				
Financial liabilities				
(i) Borrowings	20(b)	5,483.80	3,945.53	2,896.02
(ii) Trade payables	23	1,747.70	863.55	969.39
(iii) Other financial liabilities [other than those specified in item (c)]	24	1,590.44	1,479.68	912.94
Other current liabilities	25	102.32	146.76	64.47
Provisions	21	8.70	9.10	-
Current tax liabilities (net)	26	15.75	-	12.25
Total current liabilities		**8,948.71**	**6,444.62**	**4,855.07**
TOTAL EQUITY AND LIABILITIES		**30,935.86**	**27,531.12**	**19,999.81**

Notes 1 to 48 form an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date

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

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

Arun Tandon
Partner
Membership No. 517273

Sachin Agarwal
Chairman and Managing Director
DIN No. : 00142885

Alok Agarwal
Director (Quality & Technical)
DIN No. : 00129260

Smita Agarwal
Chief Financial Officer
PAN: AAXPV9755C

Anuj Nigam
Company Secretary
Mem. No.: FCS9515

Place: New Delhi
Date: 29 May 2018

Place: Lucknow
Date: 29 May 2018

Statement of profit and loss account for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Particulars	Note no	For the year ended 31 March 2018	For the year ended 31 March 2017
Income			
Revenue from operations	27	10,133.38	10,232.24
Other income	28	288.66	151.62
Total income		**10,422.04**	**10,383.86**
Expenses			
Cost of materials consumed	29	2,521.92	2,499.81
Changes in inventories of finished goods and work-in-progress	30	225.16	(161.85)
Excise duty on sale of goods		26.61	292.33
Employee benefits expense	31	1,649.95	1,725.19
Research and development expense	34	85.80	80.04
Other expenses	35	4,085.34	4,269.57
Total expenses		**8,594.78**	**8,705.09**
Profit before finance cost, depreciation and amortisation and tax		**1,827.26**	**1,678.77**
Finance costs	32	401.53	345.15
Depreciation and amortisation expense	33	576.68	554.02
Profit before tax		849.05	779.60
Tax expense:	36		
- Current tax		296.52	154.99
- Deferred tax		(191.48)	23.20
Total tax expense		**105.04**	**178.19**
Profit for the year		744.01	601.41
Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement of defined benefit plan		4.86	(25.25)
(b) Changes in fair value of equity investment through other comprehensive income		0.01	(0.13)
(ii) Income-tax relating to items that will not be reclassified to profit or loss	36	(1.60)	8.35

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Statement of profit and loss account for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income-tax relating to items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year (net of tax)		**3.27**	**(17.03)**
Total comprehensive income for the year		**747.28**	**584.38**
Earnings per equity share (of ₹ 10 each)	37		
- Basic (₹)		14.20	11.48
- Diluted (₹)		14.20	11.48

Notes 1 to 48 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
Firm Registration No: 001329N

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

Arun Tandon
Partner
Membership No. 517273

Sachin Agarwal
Chairman and Managing Director
DIN No. : 00142885

Alok Agarwal
Director (Quality & Technical)
DIN No. : 00129260

Smita Agarwal
Chief Financial Officer
PAN: AAXPV9755C

Anuj Nigam
Company Secretary
Mem. No.: FCS9515

Place: New Delhi
Date: 29 May 2018

Place: Lucknow
Date: 29 May 2018

Statement of cash flows for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

	Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
A	**Cash flow from operating activities**		
	Net profit before tax	849.05	779.60
	Adjustment for :		
	Depreciation and amortisation expense	576.68	554.02
	Unrealised foreign exchange fluctuation loss/(gain)	59.06	58.69
	Loss on sale of property, plant and equipment (net)	7.95	0.63
	Provision for doubtful debts, loans and advances	4.27	-
	Bad debts written off	2.55	35.53
	Loans and advances written off	1.68	-
	Investment in subsidiary written off	2.12	-
	Liabilities no longer required written back	(48.73)	(10.05)
	Amortisation of deferred income- government grant	(11.11)	-
	Finance costs	348.88	300.64
	Remeasurement of defined benefit plan	4.86	(25.25)
	Gain on investment at fair value through profit or loss (net)	(2.04)	(0.09)
	Interest from assets valued at amortised cost	(8.09)	(44.11)
	Operating profit before working capital changes	**1,787.13**	**1,649.61**
	Adjustments for changes in working capital :		
	(Increase)/decrease in trade receivables	(658.98)	261.74
	Decrease/(increase) in inventories	7.50	(281.34)
	(Increase)/decrease in financial assets	(35.43)	44.62
	Increase in other assets	(300.49)	(350.83)
	Increase/(decrease) in financial liabilities	869.55	(5.94)
	(Decrease)/ increase in other liabilities	**(41.32)**	**72.29**
	Cash generated from operations	1,627.96	1,390.15
	Income-tax paid (net)	**(142.28)**	**(169.47)**
	Net cash from operating activities (A)	**1,485.68**	**1,220.68**
B	**Cash flows from investing activities**		
	Purchase of property, plant and equipment including capital advances	(2,927.99)	(6,760.63)
	Sale of property, plant and equipment	6.09	150.86
	Interest received	15.45	22.25
	Proceeds from fixed deposits	**249.05**	**0.08**
	Placement of fixed deposits	**-**	**(240.97)**
	Net cash used in investing activities (B)	**(2,657.40)**	**(6,828.41)**
C	**Cash flows from financing activities**		
	Proceeds from long-term borrowings	634.60	5,458.71
	Repayment of long-term borrowings	(333.34)	(300.50)
	Proceeds from TDDP - DSIR grant	300.00	100.00
	Proceeds from short-term borrowings (net)	1,538.26	1,049.51

Statement of cash flows for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

	Interest expense	(924.16)	(682.34)
	Net cash from financing activities (C)	**1,215.36**	**5,625.38**
	Net increase in cash and cash equivalents (A)+(B)+(C)	**43.64**	**17.66**
	Cash and cash equivalents at beginning of year	**65.75**	**48.09**
	Cash and cash equivalents at end of year	**109.39**	**65.75**
	Components of cash and cash equivalents (refer note 14):		
	Balances with banks	40.05	45.80
	Cash on hand	3.86	7.51
	Balances in deposit account with original maturity upto 3 months	65.48	12.44
		109.39	**65.75**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:

Particulars	Non-current borrowings	Current borrowings	Interest accrued
Opening balance as on 1 April 2017	**8,173.02**	**3,945.53**	**41.24**
Add: Non cash changes due to-			
- Interest expense debited to statement of profit and loss	-	-	348.88
- Interest expense capitalised to capital work-in-progress			596.60
Add: Cash inflows during the year			
- Proceeds from non-current borrowings	634.60	-	-
- Proceeds from current borrowings	-	1,538.26	-
Less: Cash outflow during the year			
- Repayment of non-current borrowings	(333.34)	-	-
- Interest paid	-	-	(924.16)
Closing balance as on 31 March 2018	**8,474.28**	**5,483.79**	**62.56**

Notes 1 to 48 form an integral part of financial statements

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

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

Arun Tandon
Partner
Membership No. 517273

Place: New Delhi
Date: 29 May 2018

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

Sachin Agarwal
Chairman and Managing Director
DIN No. : 00142885

Alok Agarwal
Director (Quality & Technical)
DIN No. : 00129260

Smita Agarwal
Chief Financial Officer
PAN: AAXPV9755C

Anuj Nigam
Company Secretary
Mem. No.: FCS9515

Place: Lucknow
Date: 29 May 2018

Statement of changes in equity as at 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

A. Equity share capital

	No. of shares	Amount
Balance as at 1 April 2016	**52,39,063**	**523.91**
Changes in equity share capital during the year	-	-
Balance as at 31 March 2017	**52,39,063**	**523.91**
Changes in equity share capital during the year	-	-
Balance as at 31 March 2018	**52,39,063**	**523.91**

B. Other equity

	Reserves and surplus				Other reserve	
	Capital reserve	Securities premium reserve	General reserve	Retained earnings	Equity instruments through other comprehensive income	Total
Balance as at 1 April 2016	**1.75**	**4,120.72**	**4,624.17**	**2,349.54**	**0.13**	**11,096.31**
Profit for the period	-	-	-	601.41	-	601.41
Remeasurement of defined benefit plan (net of tax)	-	-	-	(16.90)	-	(16.90)
Other comprehensive income	-	-	-	-	(0.13)	(0.13)
Balance as at 31 March 2017	**1.75**	**4,120.72**	**4,624.17**	**2,934.05**	**-**	**11,680.69**
Profit for the period	-	-	-	744.01	-	744.01
Remeasurement of defined benefit plan (net of tax)	-	-	-	3.26	-	3.26
Other comprehensive income	-	-	-	-	0.01	0.01
Balance as at 31 March 2018	**1.75**	**4,120.72**	**4,624.17**	**3,681.32**	**0.01**	**12,427.97**

Notes 1 to 48 form an integral part of financial statements

This is the Statement of Changes in Equity referred to in our report of even date

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

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

Arun Tandon
Partner
Membership No. 517273

Sachin Agarwal
Chairman and Managing Director
DIN No. : 00142885

Alok Agarwal
Director (Quality & Technical)
DIN No. : 00129260

Smita Agarwal
Chief Financial Officer
PAN: AAXPV9755C

Anuj Nigam
Company Secretary
Mem. No.: FCS9515

Place: New Delhi
Date: 29 May 2018

Place: Lucknow
Date: 29 May 2018

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

1 Corporate information

PTC Industries Limited (the 'Company') is a public limited company incorporated in India. The registered office and corporate office of the Company is situated in Lucknow, Uttar Pradesh, India. The Company is a leading manufacturer of metal components for critical and super critical applications. The Company's shares are listed on the Bombay Stock Exchange (BSE) in India.

2 Application of new and revised Indian Accounting Standards ("Ind AS")

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised have been considered in preparing these financial statements.

3 Standards issued but not yet effective

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying amendments to Ind AS 12, 'Income taxes' and also introduced new revenue recognition standard Ind AS 115 'Revenue from contracts with customers'. These amendments rules are applicable to the Company from 1 April 2018.

Ind AS 115, "Revenue from Contracts with Customers"

Ministry of Corporate Affairs ('MCA') has notified new standard for revenue recognition which overhauls the existing revenue recognition standards including Ind AS 18 – Revenue and Ind AS 11 – Construction contracts. The new standard provides a control-based revenue recognition model and provides a five step application principle to be followed for revenue recognition:

- Identification of the contracts with the customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of transaction price to the performance obligations in the contract (as identified in step ii)
- Recognition of revenue when performance obligation is satisfied.

The Company is evaluating the requirements of the amendment and its impact on the financial statements

Amendment to Ind AS 12, "Income taxes"

The amendment to Ind AS 12 requires the entities to consider restriction in tax laws in sources of taxable profit against which entity may make deductions on reversal of deductible temporary difference (may or may not have arisen from same source) and also consider probable future taxable profit. The Company is evaluating the requirements of the amendment and its impact on the financial statements.

Amendment to Ind AS 21, "The Effects of Changes in Foreign Exchange Rates"

The amendment to Ind AS 21 requires establishing the date of transaction to be earlier of the date of intitial recognition of the non-monetary pre-payment asset or deferred income liability and the date on which the related item is recognised in the financial statements. The Company is evaluating the requirements of the amendment and its impact on the financial statements.

4 Significant accounting policies and other explanatory information

4.1. Statement of compliance with Indian Accounting Standards (Ind AS)

The financial statements of the Company have been prepared in accordance with Ind AS notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accordingly, the financial statements for the year ended 31 March 2018 are the Company's first Ind AS financial statements. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). Refer note 44 for the explanation of transition from previous GAAP to Ind AS. The financial statements of PTC Industries Limited as at and for the year ended 31 March 2018 (including comparatives) were approved and authorised for issue by the Board of Directors on 29 May 2018.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

4.2. Overall considerations and first time adoption of Ind AS

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

These accounting policies have been used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

In accordance with Ind AS 101, the Company presents three balance sheets, two statement of profit and loss, two statements of cash flows and two statements of changes in equity and related notes, including comparative information for all statements presented, in its first Ind AS financial statements.

4.3. Historical cost convention

These financial statements have been prepared on a historical cost convention except where certain financial assets and liabilities have been measured at fair value.

4.4. Revenue recognition

Revenue arises from sale of goods. It is measured at the fair value of the consideration received or receivable excluding sales tax and reduced by any rebates and trade discount allowed.

(a) Sale of goods:

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(b) Income from power generation:

The Company has been permitted by the Gujarat Energy Development Authority (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).

Income from power generation from windmill located in district Kutch, Gujarat is adjusted against the consumption of power at the manufacturing unit of the Company located at Mehsana, Gujarat. The monetary value of the units 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 unadjusted units as at the Balance sheet date has been included under sundry debtors.

(c) Interest and dividends:

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividends are recognised at the time the right to receive payment is established.

4.5. Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the statement of profit and loss on straight-line basis unless the payments are structured to increase in line with expected general inflation to compensate for lessor's expected inflationary cost increases.

4.6. Foreign currency transactions and translations

Initial recognition

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of exchange difference

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

4.7. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale.

All other borrowing costs are expensed in the period in which they are incurred and reported in finance cost.

4.8. Government grants

Under Ind AS 20 - Accounting for government grants and disclosure of government assistance, government grants related to assets, including non-monetary grants at fair value, is presented in the balance sheet by setting up the grant as deferred income.

4.9. Employee benefits

Employee benefits include provident fund, gratuity and compensated absences.

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plan and is charged as an expense as they fall due based on the amount of contribution required to be made and when services are rendered by the employees. The Company has no legal or constructive obligation to pay contribution in addition to its fixed contribution.

Defined benefit plans

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using 'the Projected Unit Credit method', with actuarial valuations being carried out at each Balance Sheet date. Remeasurements, comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur

Long-term employee benefits

Compensated absences which are allowed to carried forward over a period in excess of 12 months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date out of which the obligations are expected to be settled.

4.10. Taxation

Tax expense recognised in the statement of profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current tax

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises 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 recognises 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. The MAT Credit Entitlement is disclosed under the head 'Deferred tax liabilities (net)'.

Deferred tax

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future opening results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax liabilities are generally recognised in full, although Ind AS 12, Income Taxes, specifies limited exemptions. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

4.11. Operating cycle

Based on the nature of products/activities of the Company and the normal time between purchase of raw material and their realisation in cash or cash equivalents, the Company has determined its operation cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

4.12. Operating expenses

Operating expenses are recognised in statement of profit or loss upon utilisation of the service or as incurred.

4.13. 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.

(All amounts in lakh of Indian Rupees, unless otherwise stated)

4.14. 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.

4.15. (a) Property, plant and equipment

Freehold land is carried at historical cost. All other items of Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

Property, plant and equipment are stated at their original cost including freight, duties, taxes and other incidental expenses relating to acquisition and installation.

The carrying amount of assets, including those assets that are not yet available for use, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, recoverable amount of asset is determined. An impairment loss is recognised in the statement of profit and loss whenever the carrying amount of an asset exceeds its recoverable amount. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognised.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company recognises the new part and is depreciated accordingly. Further, when major overhauling/ repair are performed, the cost associated with this is capitalised, if the recognition criteria are satisfied, and is then and depreciated over remaining useful life of asset or over the period of next overhauling due whichever is earlier. All other repair and maintenance costs are recognised in the statement of profit and loss as and when incurred.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(b) Intangible assets

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

(c) Capital work-in-progress

Expenditure incurred during the period of construction, including all direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment.

(d) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment as at 1 April 2016 measured as per the previous GAAP and use that carrying value.

4.16. Depreciation and amortisation

(a) Depreciation is charged on a pro-rata basis on the straight line method on the basis of useful life prescribed in Schedule II to the Companies Act, 2013 and is charged to the statement of profit and loss. Freehold land is not depreciated.

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

4.17. Impairment of assets

Intangible assets are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable and impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If at the balance sheet date, there is an

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

4.18. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition. Cash and cash equivalent are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

4.19. Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

4.20. Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories comprises of all costs of purchase, costs 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.

Costs of inventories are determined on first in first out basis. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

4.21. Provisions and contingencies

A provision is recognised in the financial statements where there exists a present obligation as a result of a past event, the amount of which can be reliably estimated, and it is probable that an outflow of resources would be necessitated in order to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are not recognised but are disclosed in the notes unless the outflow of resources is considered to be remote. Contingent assets are neither recognised nor disclosed in the financial statements.

4.22. Equity and reserves

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Retained earnings include current and prior period retained profits. All transactions with owners of the Company are recorded separately within equity.

4.23. Earnings per share

Basic earnings or loss per share are 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 such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings or loss per share, the net profit or loss for the period attributable to equity shareholders and the weighted average

(All amounts in lakh of Indian Rupees, unless otherwise stated)

number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

4.24. Fair value measurement

The Company measures financial instruments such as investments in mutual funds, investment in certain equity shares etc. at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

4.25. Financial instruments

(I) Financial assets

(a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset, which are not at fair value through profit and loss, are added to fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

(b) Subsequent measurement

(i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through statement of profit and loss.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses (ECL) associated with its assets measured at amortised cost and assets measured at fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 36 details how the Company

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

determines whether there has been a significant increase in credit risk.

(d) Derecognition of financial assets

A financial asset is derecognised when:

- The Company has transferred the right to receive cash flows from the financial assets or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity transfers the financial asset, it evaluates the extent to which it retains the risk and rewards of the ownership of the financial assets. If the entity transfers substantially all the risks and rewards of ownership of the financial asset, the entity shall derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer. If the entity retains substantially all the risks and rewards of ownership of the financial asset, the entity shall continue to recognise the financial asset.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of the ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial assets. Where the Company retains control of the financial assets, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(II) Financial liabilities

Initial recognition and subsequent measurement

All financial liabilities are recognized initially at fair value and in case of borrowings and payables, net of directly attributable cost.

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Changes in the amortised value of liability are recorded as finance cost.

(III) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may vary from actual realization on future date.

(IV) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.26. Derivative financial instruments

The Company enters into derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship and the nature of the hedged item.

4.27. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Estimation of defined benefit obligation

The cost of the defined benefit plan and other post employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(ii) Estimation of current tax and deferred tax

Management judgment is required for the calculation of provision for income-taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to adjustment to the amounts reported in the financial statements.

(iii) Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technological obsolescence that may change the utility of certain property, plant and equipment.

(iv) Impairment of trade receivables

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (refer note 38).

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

4. Property, plant and equipment

Particulars	Freehold land	Leasehold land	Factory building	Plant and machinery	Computer	Mould and dies	Vehicles	Furniture and fixtures	Office equipment	Research and development assets				
										Plant and machinery	Computer	Mould and dies	Vehicles	Total
Gross block														
As at 1 April 2016*	**401.34**	**259.19**	**870.95**	**5,287.39**	**163.87**	**1,034.77**	**209.27**	**111.57**	**94.93**	**253.28**	**1.12**	**111.77**	**6.35**	**8,805.80**
Additions	300.47	-	3.73	649.52	6.74	177.45	12.94	0.46	4.27	-	-	-	-	1,155.58
Disposals/assets written off	-	208.96	-	26.01	0.36	-	-	-	-	-	-	-	-	235.33
Balance as at 31 March 2017	**701.81**	**50.23**	**874.68**	**5,910.90**	**170.25**	**1,212.22**	**222.21**	**112.03**	**99.20**	**253.28**	**1.12**	**111.77**	**6.35**	**9,726.05**
Additions	-	-	0.89	1,772.06	4.79	13.67	21.37	2.72	2.77	-	0.06	-	-	1,818.33
Disposals/assets written off	-	-	-	44.36	-	12.52	-	-	-	-	-	-	-	56.88
Balance as at 31 March 2018	**701.81**	**50.23**	**875.57**	**7,638.60**	**175.04**	**1,213.37**	**243.58**	**114.75**	**101.97**	**253.28**	**1.18**	**111.77**	**6.35**	**11,487.50**
Accumulated depreciation														
As at 1 April 2016*	**-**	**71.07**	**299.25**	**2,774.47**	**143.47**	**648.30**	**93.37**	**69.91**	**74.29**	**116.34**	**1.04**	**100.11**	**2.34**	**4,393.96**
Charge for the year	-	3.32	27.37	348.39	9.30	103.86	23.15	7.33	4.78	18.38	-	1.26	0.51	547.65
Adjustments for disposals/ write off	-	60.67	-	22.83	0.34	-	-	-	-	-	-	-	-	83.84
Balance as at 31 March 2017	**-**	**13.72**	**326.62**	**3,100.03**	**152.43**	**752.16**	**116.52**	**77.24**	**79.07**	**134.72**	**1.04**	**101.37**	**2.85**	**4,857.77**
Charge for the year	-	0.60	27.48	372.43	9.21	104.47	25.37	6.93	3.92	17.72	-	1.26	0.51	569.90
Adjustments for disposals/ write off	-	-	-	39.90	-	2.95	-	-	-	-	-	-	-	42.85
Balance as at 31 March 2018	**-**	**14.32**	**354.10**	**3,432.56**	**161.64**	**853.68**	**141.89**	**84.17**	**82.99**	**152.44**	**1.04**	**102.63**	**3.36**	**5,384.82**
Net block as at 1 April 2016*	**401.34**	**188.12**	**571.70**	**2,512.92**	**20.40**	**386.47**	**115.90**	**41.66**	**20.64**	**136.94**	**0.08**	**11.66**	**4.01**	**4,411.84**
Net block as at 31 March 2017	**701.81**	**36.51**	**548.06**	**2,810.87**	**17.82**	**460.06**	**105.69**	**34.79**	**20.13**	**118.56**	**0.08**	**10.40**	**3.50**	**4,868.28**
Net block as at 31 March 2018	**701.81**	**35.91**	**521.47**	**4,206.04**	**13.40**	**359.69**	**101.69**	**30.58**	**18.98**	**100.84**	**0.14**	**9.14**	**2.99**	**6,102.68**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes:

a) Additions to property, plant and equipment include exchange loss of ₹ Nil (31 March 2017- exchange loss of ₹ Nil; 1 April 2016- exchange loss of ₹ 18.60 lakh) capitalised during the year.

b) Refer note 20(a) "Non-current borrowings" and note 45 "Assets pledged as security" for details regarding property, plant and equipment which are pledged as security for obtaining long-term borrowings.

c) Refer note 41(i) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

d) Plant and machinery includes assets amounting to ₹ 500.00 lakh acquired under the Technology Development and Demonstration Programme (TDDP) project which have restricted use under the project.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

5 Capital work-in-progress

Particulars	Amount
At 1 April 2016	**6,520.70**
Additions	7,095.88
Capitalised during the year	128.31
Balance as at 31 March 2017	**13,488.27**
Additions	3,609.45
Capitalised during the year	1,825.06
Balance as at 31 March 2018	**15,272.66**

Notes:

(a) Additions to capital work in progress include interest of ₹ 596.60 lakh (31 March 2017- ₹ 405.66 lakh; 1 April 2016- ₹ 53.67 lakh) capitalised during the year.

6 Intangible assets

Particulars	Software	Licences	R&D - Software	Total
Gross block				
At 1 April 2016*	95.51	39.70	4.72	139.93
Additions	0.16	-	-	0.16
Balance as at 31 March 2017	**95.67**	**39.70**	**4.72**	**140.09**
Additions	60.76	-	-	60.76
Balance as at 31 March 2018	**156.43**	**39.70**	**4.72**	**200.85**
Accumulated amortisation				
At 1 April 2016*	**76.93**	**39.70**	**4.41**	**121.04**
Charge for the year	6.37	-	-	6.37
Balance as at 31 March 2017	**83.30**	**39.70**	**4.41**	**127.41**
Charge for the year	6.78	-	-	6.78
Balance as at 31 March 2018	**90.08**	**39.70**	**4.41**	**134.19**
Net block as at 1 April 2016*	**18.58**	**-**	**0.31**	**18.89**
Net block as at 31 March 2017	**12.37**	**-**	**0.31**	**12.68**
Net block as at 31 March 2018	**66.35**	**-**	**0.31**	**66.66**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

7(a) Non-current investments

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Quoted investments			
Investment in equity instruments (at fair value through OCI)			
1,125 equity shares (31 March 2017- 1,125 shares; 1 April 2016 - 1,125 shares) of ₹ 10 each of Valecha Engineering Limited	0.21	0.20	0.32
Unquoted investments			
Investment in equity instrument in subsidiary (valued at cost)			
Nil equity shares (31 March 2017- 21,192 equity shares; 1 April 2016 - 21,192 equity shares) of ₹ 10 each of Modrany & PTC Piping Systems Private Limited	-	2.12	2.12
	0.21	**2.32**	**2.44**
Aggregate amount of quoted investments and market value thereof	0.21	0.20	0.32
Aggregate amount of unquoted investments	**-**	**2.12**	**2.12**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**

7(b) Current investments

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Quoted investments			
Investment in mutual fund (at fair value through profit or loss)			
8.76 units (31 March 2017- 8.76 unit; 1 April 2016 - 8.76 units) of ₹ 1,972.26 each of PNB Mutual Fund	0.24	0.22	0.21
190.688 units (31 March 2017- 190.688 unit; 1 April 2016 - 190.688 units) of ₹ 1,527.32 each of IDFC Mutual Fund	4.01	3.76	3.51
5,000 units (31 March 2017- 5,000 units; 1 April 2016 - 5,000 units) of ₹ 10 each of UTI Equity Fund (Prev. Mastergain1992 of UTI)	6.43	4.66	4.83
	10.68	**8.64**	**8.55**
Aggregate amount of quoted investments and market value thereof	10.68	8.64	8.55
Aggregate amount of unquoted investments	**-**	**-**	**-**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

8(a) Non-current financial assets - loans

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Unsecured considered good			
Security deposits	110.69	106.21	68.21
Loan to employees*	70.53	54.31	60.11
Accrued interest	3.85	2.87	3.95
Balances with statutory and government authorities	3.00	-	-
	188.07	**163.39**	**132.27**

* This includes loan given to director amounting to ₹ 10.00 lakh (31 March 2017: Nil, 1 April 2016: Nil)

8(b) Current financial assets - loans

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Unsecured considered good			
Loan to employees*	55.04	50.92	62.79
Receivable from subsidiary	-	-	11.44
Other loans and advances	-	100.00	100.00
Interest accrued on loan	25.11	25.11	13.46
	80.15	**176.03**	**187.69**

* This includes loan given to director amounting to ₹ 9.00 lakh (31 March 2017: Nil, 1 April 2016: Nil)

9(a) Non-current financial assets - others

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deposits with banks with maturity more than 12 months	3.81	17.81	17.89
	3.81	**17.81**	**17.89**

9(b) Current financial assets - others

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Export incentives receivable	236.61	130.69	184.07
	236.61	**130.69**	**184.07**

10 Non-current tax assets (net)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Advance income-tax (net)	38.53	29.43	18.06
	38.53	**29.43**	**18.06**

11 Other non-current assets

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Capital advances	222.21	646.96	1,045.03
	222.21	**646.96**	**1,045.03**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

12 Inventories

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(Valued at lower of cost and net realisable value)			
Raw material	1,151.76	988.40	928.87
Work-in-progress	2,208.98	2,358.61	261.40
Finished goods	11.96	87.49	2,273.26
Stores and spares	346.49	289.46	10.98
Loose tools	101.82	104.54	72.66
	3,821.01	**3,828.50**	**3,547.17**

13 Trade receivables

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Unsecured, considered good	3,362.21	2,728.48	3,096.32
Unsecured, considered doubtful	4.27	-	23.52
	3,366.48	2,728.48	3,119.84
Less: Provision for expected credit loss	(4.27)	-	(23.52)
	3,362.21	**2,728.48**	**3,096.32**

Movement in the provision for expected credit loss

Particulars	As at 31 March 2018	As at 31 March 2017
Balance at the beginning of the year	-	23.52
Add: Allowance provided during the year	4.27	-
Less: Amounts written back/ adjusted during the year	-	23.52
Balance at the end of the year	4.27	-

14 Cash and cash equivalents

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Balances with banks	40.05	45.80	9.62
Cash on hand	3.86	7.51	38.47
Balances in deposit account with original maturity upto 3 months	65.48	12.44	-
	109.39	**65.75**	**48.09**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

15 Other bank balances

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deposits with original maturity more than 3 months but less than 12 months*	55.90	290.95	49.98
Interest accrued on deposits	6.50	14.85	3.55
	62.40	**305.80**	**53.53**

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

16 Other current assets

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Prepaid expenses	23.60	37.40	40.13
Balances with statutory and government authorities	1,254.23	694.78	371.38
Claims receivable	0.32	147.17	216.14
Other loans and advances	80.43	178.74	79.62
	1,358.58	**1,058.09**	**707.27**

17 Equity share capital

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number	Amount	Number	Amount	Number	Amount
Authorised:						
Equity shares of ₹ 10 each	89,75,000	897.50	89,75,000	897.50	89,75,000	897.50
Redeemable cumulative preference shares of ₹ 10 each	20,25,000	202.50	20,25,000	202.50	20,25,000	202.50
	1,10,00,000	**1,100.00**	**1,10,00,000**	**1,100.00**	**1,10,00,000**	**1,100.00**
Issued, subscribed and fully paid up:						
Equity shares of ₹ 10 each	52,39,063	523.91	52,39,063	523.91	52,39,063	523.91
	52,39,063	**523.91**	**52,39,063**	**523.91**	**52,39,063**	**523.91**

a) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year:

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number	Amount	Number	Amount	Number	Amount
Outstanding at the beginning of the year	**52,39,063**	**523.91**	**52,39,063**	**523.91**	**52,39,063**	**523.91**
Add: Shares issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	**52,39,063**	**523.91**	**52,39,063**	**523.91**	**52,39,063**	**523.91**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

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.

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% of the equity share capital:

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number	% of holding	Number	% of holding	Number	% of holding
Sachin Agarwal	12,45,960	23.78%	12,45,960	23.78%	-	-
Pragati India Fund Limited	10,47,813	20.00%	10,47,813	20.00%	10,47,813	20.00%
Mapple Commerce Private Limited	6,23,750	11.91%	6,23,750	11.91%	6,23,750	11.91%
Late Satish Chandra Agarwal	-	-	-	-	5,84,480	11.16%
Late Saroj Agarwal	-	-	-	-	5,29,700	10.11%
Nirala Merchants Private Limited	4,60,200	8.78%	4,60,200	8.78%	4,60,200	8.78%
Priya Ranjan Agarwal	3,86,000	7.37%	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 years ended 31 March 2016, 1,047,813 equity shares of ₹ 10/- each in lieu of the conversion of 400,000 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.

18 Other equity

Particulars	Reserves and surplus				Other reserve	
	Capital reserve	Securities premium reserve	General reserve	Retained earnings	Equity instruments through other comprehensive income	Total
Balance as at 1 April 2016	**1.75**	**4,120.72**	**4,624.17**	**2,349.54**	**0.13**	**11,096.31**
Profit for the period	-	-	-	601.41	-	601.41
Remeasurement of defined benefit plan (net of tax)				(16.90)	-	(16.90)
Other comprehensive income	-	-	-	-	(0.13)	(0.13)
Balance as at 31 March 2017	**1.75**	**4,120.72**	**4,624.17**	**2,934.05**	**(0.00)**	**11,680.69**
Profit for the period	-	-	-	744.00	-	744.00
Remeasurement of defined benefit plan (net of tax)	-	-	-	3.26	-	3.26
Other comprehensive income	-	-	-	-	0.01	0.01
Balance as at 31 March 2018	**1.75**	**4,120.72**	**4,624.17**	**3,681.32**	**0.01**	**12,427.97**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Nature and purpose of other reserves:

(a) Capital reserve was created in respect of proceeds of forfeited shares.

(b) Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

(c) Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn.

(d) Equity instruments through other comprehensive income:

The Company has elected to recognise changes in the fair value of certain investments in equity instruments in other comprehensive income. These changes are accumulated within this reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

19 Deferred income- government grant

	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Government grant			
Opening balance as at the beginning of the year	500.00	400.00	400.00
Add: Grant received during the year	300.00	100.00	-
Less: Released to the statement of profit and loss	(11.11)	-	-
Closing balance as at the beginning of the year	**788.89**	**500.00**	**400.00**

(i) The Company had submitted a project proposal amounting to ₹ 1,800.00 lakh 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 had committed partial support as a grant of ₹ 500.00 lakh out of total cost of ₹ 1,800.00 lakh 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 20 September 2011. In the previous years, the project has been completed on 30 September 2016. The Company had received grant of ₹ 500.00 during previous years.

(ii) The Company had submitted a project proposal amounting to ₹ 5,101.87 lakh to the Global Innovation and Technology Alliance (GITA) and the Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises, for development and commercialisation of Titanium Casting with Ceramic Shelling Technology. The department has committed partial support as a grant of ₹ 1,000.00 lakh out of the total cost of ₹ 5,101.87 lakh under the Technology Acquisition and Fund Programme (TAFP) of Department of Heavy Industry (DHI) for a project duration of 4 years vide their letter no. DHI/GITA/TAFP/RFP Cycle 1/2016 TP0301020 dated 10 February 2017. The Company has received grant of ₹ 300.00 lakh during the year. The Company has made an outlay of ₹ 3,965.47 lakh during the year towards the project.

(iii) The grants received are related to assets and have been presented by setting up the grant as deferred income. The grant set up as deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

(iv) There are no unfulfilled conditions or contingencies attached to these grant.

(iv) Refer note 47 for classification of the government grant.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

20(a) Non-current borrowings

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Term loans from banks	8,453.65	8,157.17	3,004.56
Vehicle loans from others	20.63	15.85	12.30
	8,474.28	**8,173.02**	**3,016.86**
Less: Current maturities of long term borrowings (refer note 24)	(766.04)	(368.04)	(473.51)
	7,708.24	**7,804.98**	**2,543.35**

Terms and conditions of the outstanding borrowings are as follows:

Particulars	Terms of repayment	Maturity	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Term loan from banks	32 quarterly instalments	December 2025	1,965.77	1,413.75	133.84
Term loan from banks	36 quarterly instalments	March 2027	2,000.00	1,422.76	-
Term loan from banks	12 half yearly instalments	April 2022	1,500.00	1,833.33	1,290.20
Term loan from banks	35 quarterly instalments	March 2027	1,595.63	808.57	710.00
Buyers' credit from banks	On maturity	March 2018	-	201.22	216.73
Buyers' credit from banks	On maturity	December 2018	114.34	108.04	-
Buyers' credit from banks	On maturity	January 2018	-	704.92	717.50
Buyers' credit from banks	On maturity	September 2018	322.89	305.07	-
Buyers' credit from banks	On maturity	May 2018	503.87	502.33	-
Buyers' credit from banks	On maturity	July 2018	499.42	497.91	-
Buyers' credit from banks	On maturity	December 2017	-	415.25	-
Vehicle loans from others	11 monthly instalments	February 2018	-	5.85	12.31
Vehicle loans from others	36 monthly instalments	December 2019	6.80	10.00	-
Vehicle loans from others	36 monthly instalments	April 2020	13.83	-	-

Notes:

1. Term loans from banks carrying interest rate ranging from 9.75% to 11.75% p.a. are repayable on demand. Buyers' credit facility from banks carries interest rates ranging from 0.75% to 2.24% p.a.

   Term loans including buyer's credit from banks are secured by way of 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 property, plant and equipment of the Company.

2. Further the term loans including buyer's credit from banks are secured by way of personal guarantee of some of the Directors of the Company.

3. Vehicle loans carry interest rates ranging from 9.75% to 10.70% p.a and are secured by way of absolute charge on respective assets thus purchased.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

20(b) Current borrowings

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Loans repayable on demand- from banks	5,432.19	3,840.60	2,843.70
Buyers' credit - from banks	51.61	104.93	52.32
	5,483.80	**3,945.53**	**2,896.02**

Notes:

1. Working capital facilities from banks carry interest rates ranging from 8.45% to 11.45% p.a. and are repayable on demand. Buyers' credit facility from banks carries interest 2.39% p.a.

   These facilities are secured by way of first charge ranking pari-passu on the whole of the present and future current assets of the Company and further secured by 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 property, plant and equipment of the Company.

2. Further the cash credit facilities and buyer's credit facility are secured by way of personal guarantee of some of the Directors of the Company.

21 Provisions

Particulars	Non-current			Current		
	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
- Provision for compensated absences	68.89	65.38	84.49	8.70	9.10	-
	68.89	**65.38**	**84.49**	**8.70**	**9.10**	**-**

22 Deferred tax liabilities (net)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deferred tax liability arising on account of:			
Difference between book balance and tax balance of property, plant and equipment	679.48	407.02	366.52
Tax impact on allowance under tax exemptions/deductions	21.56	463.97	358.70
Fair valuation of transaction cost of borrowings	-	-	0.68
	701.04	**870.99**	**725.90**
Deferred tax asset arising on account of:			
Provision for employee benefits	40.92	22.17	39.14
Provision for doubtful debts	1.17	-	7.78
	42.09	**22.17**	**46.92**
Minimum alternate tax credit entitlement	189.70	337.28	182.30
Net deferred tax liability	**469.25**	**511.54**	**496.68**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Movement in deferred tax liabilities:

Particulars	As at 01 April 2017	Recognised in statement of profit and loss	Recognised in other comprehensive income	Recognised in balance sheet	As at 31 March 2018
Deferred tax liability arising on account of:					
Difference between book balance and tax balance of property, plant and equipment	407.02	272.46	-	-	679.48
Tax impact on allowance under tax exemptions/deductions	463.97	(442.41)	-	-	21.56
	870.99	**(169.95)**	**-**	**-**	**701.04**
Deferred tax asset arising on account of:					
Provision for employee benefits	22.17	20.35	(1.60)	-	40.92
Provision for doubtful debts	-	1.18	-	-	1.18
	22.17	**21.53**	**(1.60)**	**-**	**42.10**
Minimum alternate tax credit entitlement	337.29	-	-	(147.59)	189.70
Net deferred tax liability	**511.53**	**(191.48)**	**1.60**	**147.59**	**469.24**

Movement in deferred tax liabilities:

Particulars	As at 01 April 2016	Recognised in statement of profit and loss	Recognised in other comprehensive income	Recognised in balance sheet	As at 31 March 2017
Deferred tax liability arising on account of:					
Difference between book balance and tax balance of property, plant and equipment	366.52	40.50	-	-	407.02
Tax impact on allowance under tax exemptions/deductions	358.70	105.27	-	-	463.97
Fair valuation of transaction cost of borrowings	0.68	(0.68)	-	-	-
	725.90	**145.09**	**-**	**-**	**870.99**
Deferred tax asset arising on account of:					
Provision for employee benefits	39.14	(25.32)	8.35	-	(22.17)
Provision for doubtful debts	7.78	(7.78)	-	-	-
	46.92	**(33.10)**	**8.35**	**-**	**(22.17)**
Minimum alternate tax credit entitlement	182.30	154.99	-	-	337.29
Net deferred tax liability	**496.68**	**23.20**	**(8.35)**	**-**	**511.54**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

23. Trade payables

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Trade payables*	1,747.70	863.55	969.39
	1,747.70	**863.55**	**969.39**

*Dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act (MSMED), to the extent identified and information available with the Company pursuant to section 22 of the Micro, Small and Medium Enterprises Development Act (MSMED), 2006, details are mentioned below:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting year	Nil	Nil	Nil
The amount of interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	Nil	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	Nil	Nil	Nil

24 Current financial liabilities- others

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Current maturities of long term borrowings [refer note 20(a)]	758.33	360.33	463.75
Interest accrued but not due on borrowings	62.56	41.24	19.33
Security deposit	0.11	0.11	0.11
Others			
- towards creditors for capital goods	438.38	724.24	165.30
- towards employee related payables	96.55	68.70	67.38
- other payables	234.51	285.06	197.07
	1,590.44	**1,479.68**	**912.94**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

25 Other current liabilities

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Advance received from customers	16.96	37.54	36.93
Statutory dues payable	25.51	58.90	27.07
Other payables	59.85	50.32	0.47
	102.32	**146.76**	**64.47**

26 Current tax liabilities (net)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Provision for taxation (net)	15.75	-	12.25
	15.75	**-**	**12.25**

27 Revenue from operations

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Sale of goods (including excise duty)	9,736.83	9,950.00
Other operating revenue (refer note (a) below)	396.55	282.24
	10,133.38	**10,232.24**
(a) Other operating revenues		
Export incentives	343.57	228.19
Income from power generation	52.98	54.05
	396.55	**282.24**

28 Other income

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest from assets valued at amortised cost		
- from banks	8.09	22.18
- from others	-	21.93
Bad debts recovered	19.82	1.60
Liabilities no longer required written back	48.73	10.05
Insurance claims received	-	3.58
Gain on foreign exchange fluctuation (net)	198.10	91.46
Gain on investment at fair value through profit or loss (net)	2.04	0.09
Amortisation of deferred income- government grant	11.11	-
Miscellaneous income	0.77	0.73
	288.66	**151.62**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

29 Cost of materials consumed

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Raw materials at the beginning of the year	988.40	928.87
Add: Purchases	2,685.28	2,575.77
Less: Raw materials at the end of the year	1,151.76	988.40
	2,521.92	**2,516.24**
Less: Raw material consumed for research and development	-	16.43
Cost of materials consumed	**2,521.92**	**2,499.81**

30 Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Inventories at the beginning of the year		
- Work-in-progress	2,358.61	2,273.26
- Finished goods	87.49	10.99
	2,446.10	**2,284.25**
Inventories at the end of the year		
- Work-in-progress	2,208.98	2,358.61
- Finished goods	11.96	87.49
	2,220.94	**2,446.10**
Changes in inventories of finished goods and work-in-progress	**225.16**	**(161.85)**

31 Employee benefits expense

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Salaries, wages and bonus	1,455.94	1,512.65
Contribution to provident and other funds	131.07	137.74
Gratuity expense	29.05	31.57
Staff welfare expenses	33.89	43.23
	1,649.95	**1,725.19**

32 Finance costs

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest expense on borrowings, measured at amortised cost		
- on working capital loans	329.11	266.99
- on term loans	3.59	25.33
Interest on others	16.18	8.32
Other borrowing cost	52.65	44.51
	401.53	**345.15**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

33 Depreciation and amortisation expense

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Depreciation on property, plant and equipment	569.90	547.65
Amortisation on intangible assets	6.78	6.37
	576.68	**554.02**

34 Research and development expense

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Raw materials consumed	-	16.43
Materials, stores and spares consumed	40.78	44.48
Salaries and wages	9.05	19.13
Other expenses	35.97	-
	85.80	**80.04**

35 Other expenses

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Stores and spares consumed	1,280.62	1,433.23
Power and fuel	917.29	980.01
Repairs and maintenance	-	
- plant and machinery	194.74	213.00
- building	12.63	20.41
Packing and general consumables	206.52	190.87
Processing and work charges	458.70	531.84
Freight inward	43.30	20.08
Outsourced services	31.33	-
Testing and inspection charges	163.41	179.29
Rent	15.06	11.96
Rates and taxes	17.08	36.83
Insurance expenses	30.19	29.32
Security expenses	70.62	50.90
Legal and professional expenses (refer note 35 (a) below)	131.49	89.94
Travelling and conveyance	59.38	53.89
Vehicle running and maintenance	73.68	43.13
Freight and clearing	148.67	109.56
Sales commission	39.50	63.60
Late delivery charges	26.84	22.73
Advertisement and promotion	28.03	29.89
Donation and charity	0.45	1.28
Loss on sale of property, plant and equipment (net)	7.95	0.63

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Corporate social responsibility expenses (refer note 35 (b) below)	16.17	18.47
Bad debts written off	2.55	35.53
Provision for doubtful debts, loans and advances	4.27	-
Loans and advances written off	1.68	-
Office upkeep and maintenance	30.09	12.10
Investment in subsidiary written off	2.12	-
Miscellaneous expenses	70.98	91.08
	4,085.34	**4,269.57**

35(a) Payment to auditors

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
As auditor:		
- Statutory audit	12.90	12.90
- Tax audit	1.80	1.80
- Limited review	2.10	2.10
In other capacity:		
- Certification	0.85	0.70
- Others	2.00	-
- Out of pocket expenses	3.15	4.00
	22.80	**21.50**

35(b) Corporate social responsibility expenses

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Gross amount required to be spent under section 135 of the Act	16.17	18.47

Amount spent during the year ended 31 March 2018:	In cash	Unspent amount	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	16.17	-	16.17
	16.17	**-**	**16.17**

Amount spent during the year ended 31 March 2017:	In cash	Unspent amount	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	18.47	-	18.47
	18.47	**-**	**18.47**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

36 Tax expense

(a) Income tax expenses recognised in profit and loss

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Current tax:		
Current income-tax	296.52	154.99
	296.52	**154.99**
Deferred tax:		
In respect of current year origination and reversal of temporary differences	(191.48)	178.19
Less: Minimum alternate tax credit entitlement	-	(154.99)
	(191.48)	**23.20**
Total tax expense recognised in profit and loss	**105.04**	**178.19**

(b) Income tax expenses recognised in other comprehensive income

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Deferred tax:		
Re-measurement of defined benefit obligations	1.60	(8.35)
Total tax expense recognised in other comprehensive income	**1.60**	**(8.35)**

c) Numerical reconciliation between average effective tax rate and applicable tax rate :

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 33.06% (31 March 2017: 33.06%) and the reported tax expense in the statement of profit and loss are as follows:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Accounting profit before income-tax	**849.05**	**779.60**
At India's statutory income-tax rate of 33.06% (31 March 2017: 33.06%)	280.70	257.73
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Tax incentive and concession	(41.96)	(14.67)
Non deductible expenses	5.49	6.53
Impact of taxation under Minimum alternate tax	-	(75.39)
Change in future tax rate	(141.47)	-
Others	2.29	3.99
	105.05	**178.19**
Basis of computing Company's statutory income-tax rate:		
Base rate	30.00%	30.00%
Add: Surcharge @ 7%	2.10%	2.10%
	32.10%	**32.10%**
Add: Education cess @ 3%	0.96%	0.96%
	33.06%	**33.06%**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(d) There is no change in statutory enacted income-tax rate during the financial year. However on account of amendment in the income-tax laws, the future tax rate for Companies having turnover of ₹ 250 crore or less, has been reduced to 25%. Accordingly, the deferred tax has been created on the revised tax rate.

(e) There is no temporary differences associated with investment in subsidiaries.

37 Earnings per equity share

Earnings per Share ('EPS') is determined based on the net profit attributable to the shareholders'. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Profit for the year attributable to equity shareholders	744.00	601.41
Weighted average number of equity shares (nos. in lakh)	52.39	52.39
Nominal value per share (₹)	10.00	10.00
Earnings per share - basic and diluted (₹)	14.20	11.48

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earnings per share of the Company remain the same.

38 Financial instrument and risk review

(A) Financial instruments

(i) Capital management

The Company manages its capital to be able to continue as a going concern while maximising the returns to shareholders through optimisation of the debt and equity balance. The capital structure consists of debt which includes the borrowings as disclosed in note 20(a) and 20(b); cash and cash equivalents and current investments and equity attributable to equity holders of the Company, comprising issued share capital, reserves and retained earnings as disclosed in the Statement of Changes in Equity. For the purpose of calculating gearing ratio, debt is defined as non-current and current borrowings (excluding derivatives). Equity includes all capital and reserves of the Company attributable to equity holders of the Company. The Company is not subject to externally imposed capital requirements. The Board reviews the capital structure and cost of capital on an annual basis but has not set specific targets for gearing ratios. The risks associated with each class of capital are also considered as part of the risk reviews presented to the Audit Committee and the Board of Directors.

The following table summarises the capital of the Company:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Equity	**12,951.88**	**12,204.60**	**11,620.22**
Liquid assets (cash and cash equivalent and current investments) (a)	**120.07**	**74.39**	**56.64**
Current borrowings (note 20(b))	5,483.80	3,945.53	2,896.02
Non- current borrowings (note 20(a))	7,708.24	7,804.98	2,543.35
Current maturities of non current borrowings (refer note 24)	758.33	360.33	463.75
Interest accrued but not due on borrowings (refer note 24)	62.56	41.24	19.33
Total debt (b)	**14,012.93**	**12,152.08**	**5,922.45**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Net debt (c=(b) - (a))	**13,892.86**	**12,077.69**	**5,865.81**
Total capital (equity + net debt)	**26,844.74**	**24,282,29**	**17,486.03**
Gearing ratio			
Debt to equity ratio	1.08	1.00	0.51
Net debt to equity ratio	1.07	0.99	0.50

(ii) Category of financial instruments

Particulars	Note no.	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
		Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI
Financial assets										
Investments	7(a),7(b)	-	10.68	0.21	-	8.64	0.20	-	8.55	0.32
Loans	8(a),8(b)	268.22	-	-	339.42	-	-	319.96	-	-
Trade receivables	13	3,362.21	-	-	2,728.48	-	-	3,096.32	-	-
Cash and cash equivalents	14	109.39	-	-	65.75	-	-	48.09	-	-
Other bank balances	15	62.40	-	-	305.80	-	-	53.53	-	-
Other financial assets	9(a),9(b)	240.42	-	-	148.50	-	-	201.96	-	-
Total financial assets		**4,042.64**	**10.68**	**0.21**	**3,587.95**	**8.64**	**0.20**	**3,719.86**	**8.55**	**0.32**
Financial liabilities										
Borrowings	20(a),20(b)	13,192.04	-	-	11,750.51	-	-	5,439.37	-	-
Trade payables	23	1,747.70	-	-	863.55	-	-	969.39	-	-
Other financial liabilities	24	1,590.44	-	-	1,479.68	-	-	912.94	-	-
Total financial liabilities		**16,530.18**	**-**	**-**	**14,093.74**	**-**	**-**	**7,321.70**	**-**	**-**

(iii) Fair value hierarchy:

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Particulars	As at 31 March 2018			As at 31 March 2017			As at 31 March 2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets- measured at fair value									
Financial investment at FVTPL									
- Quoted mutual fund	10.68	-	-	8.64	-	-	8.55	-	-
Financial investment at FVOCI									
- Quoted equity shares	0.21	-	-	0.20	-	-	0.32	-	-
	10.89	-	-	8.84	-	-	8.87		

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: This hierarchy includes financial instruments for which inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) have been used.

Level 3: This hierarchy includes financial instruments for which inputs used are not based on observable market data (unobservable inputs).

There have been no transfers in either direction for the years ended 31 March 2018, 31 March 2017 and 1 April 2016.

Valuation techniques and significant unobservable inputs:

Financial instruments measured at fair value

Type	Valuation technique
Equity instruments	Quoted market price as at the reporting period
Mutual funds	Quoted closing NAV as at the reporting period

Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of short-term trade and other receivables, trade payables, cash and cash equivalents, other bank balances, other financial liabilities and other financial assets are considered to be the same as their fair values, due to their short-term nature.

In respect of other long-term financial assets/liabilities stated above as measured at amortised cost, their carrying values are not considered to be materially different from their fair values.

(B) Financial risk management

In the course of its business, the Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk. The Company is not engaged in speculative treasury activities but seeks to manage risk and optimise interest and commodity pricing through proven financial instruments. The use of any derivative is approved by the management, which provide guidelines on the acceptable levels of interest rate risk, credit risk, foreign exchange risk and liquidity risk and the range of hedging requirement against these risks.

(i) Credit risk:

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The Company is exposed to credit risk from trade receivables, cash and cash equivalents, short term investments, loans and advances and derivative financial instruments.

Trade receivables

The Company primarily sells cast metal components to selected customers comprising mainly in engineering industry in India and outside India. The Company extends credits to customer in normal course of the business. The Company considers the factors such as credit track record in the market of each customer and past dealings for extension of credit to the customer. The Company monitors the payment track record of each customer and outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located at several jurisdiction and industries and operate in large independent markets.

Allowances against doubtful debts are recognised against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position. The Company has a policy of accepting only credit worthy counter parties and defines credit limits for the customer which are reviewed periodically. The Company does not hold any collateral or other credit enhancements

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

over any of its trade receivables nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.

Cash and cash equivalents and deposits with bank

The Company considers factors such as track record, size of institution, market reputation and service standard to select the banks with which deposits are maintained. Generally the balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant deposit balances other than those required for its day to day operations. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Loans and advances

The Company provides loans to its employees and furnishes security deposits to various parties for electricity, communication, etc. The Company considers that its loans have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations or its own employees from whom the risk of default is low.

Investments

The Company has invested in unquoted equity instruments of its subsidiary and also in quoted equity instrument and mutual funds. The management actively monitors the performance of the funds which affect investments. The Company does not expect the counterparty to fail to meet its obligations, and has not experienced any significant impairment losses in respect of any of the investments.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date are:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)			
Non-current loans	188.07	163.39	132.27
Other non-current financial assets	3.81	17.81	17.89
Cash and cash equivalents	109.39	65.75	48.09
Other bank balances	62.40	305.80	53.53
Current loans	80.15	176.03	187.69
Other current financial assets	236.61	130.69	184.07
	680.43	**859.47**	**623.54**
Financial assets for which loss allowance is measured using life time Expected Credit Losses (ECL)			
Trade receivables	3,362.21	2,728.48	3,096.32
	3,362.21	**2,728.48**	**3,096.32**

Provision for expected credit losses

(a) Financial assets for which loss allowance is measured using 12 month expected credit losses

The Company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence, no impairment loss has been recognised during the reporting periods in respect of these assets.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(b) Financial assets for which loss allowance is measured using life time expected credit losses

The Company has customers with strong capacity to meet the obligations and therefore the risk of default is negligible in respect of outstanding from customers. Further, management believes that the unimpaired amounts that are past due by more than 90 days are still collectible in full. However, the Company has recognised allowance for expected credit loss on the basis of its assessment of the credit loss from the past trend available with the Company.

(b) Ageing analysis of trade receivables

The ageing analysis of the trade receivables is as below:

Ageing	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Not due	2,648.50	1,925.34	2,219.76
Less than 30 days	210.38	301.11	566.90
30-90 days	165.35	197.46	165.74
90-180 days	228.86	205.77	52.29
180-365 days	75.59	79.91	21.19
More than 365 days	33.53	18.89	70.44
	3,362.21	**2,728.48**	**3,096.32**

(ii) Liquidity risk

Liquidity risk reflects the risk that the Company will have insufficient resources to meet its financial liabilities as they fall due. The Company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies on a mix of borrowings, cash and cash equivalents and the cash flow that is generated from operations to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities so that it does not breach borrowing limits.

As at 31 March 2018, the Company had a working capital of ₹ 92.29 lakh including cash and cash equivalents of ₹ 109.39 lakh. As at 31 March 2017, the Company had a working capital of ₹ 1,857.35 lakh including cash and cash equivalents of ₹ 65.75 lakh. As at 1 April 2016, the Company had a working capital of ₹ 2,977.62 lakh including cash and cash equivalents of ₹ 48.09 lakh.

(a) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non- derivative financial liabilities			
Floating rate borrowings			
- Expiring within one year (bank overdraft and other facilities)	270.04	859.40	456.30
- Expiring beyond one year (term loan)	87.20	515.24	2,282.30
	357.24	**1,374.64**	**2,738.60**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(b) Maturities of financial liabilities

The following are the contractual maturities of non-derivative financial liabilities, based on contractual undiscounted cash flows:

31 March 2018

Particulars	Contractual cash flows			
	Less than 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities				
Non current borrowings	1,510.82	7,502.78	3,359.83	12,373.43
Current borrowings				
- Working capital loans	5,432.19	-	-	5,432.19
- Buyers credit	51.61	-	-	51.61
Trade payables	1,747.70	-	-	1,747.70
Interest accrued but not due	62.56	-	-	62.56
Security deposit	0.11	-	-	0.11
Creditors for capital goods	438.38	-	-	438.38
Employee related payable	96.55	-	-	96.55
Other payables	234.51	-	-	234.51
	9,574.43	**7,502.78**	**3,359.83**	**20,437.04**

31 March 2017

Particulars	Contractual cash flows			
	Less than 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities				
Non current borrowings	1,337.53	7,793.60	4,566.00	13,697.13
Current borrowings				
- Working capital loans	3,840.60	-	-	3,840.60
- Buyers credit	104.93	-	-	104.93
Trade payables	863.55	-	-	863.55
Interest accrued but not due	41.24	-	-	41.24
Security deposit	0.11	-	-	0.11
Creditors for capital goods	724.24	-	-	724.24
Employee related payable	68.70	-	-	68.70
Other payables	285.06	-	-	285.06
	7,265.96	**7,793.60**	**4,566.00**	**19,625.56**

(All amounts in lakh of Indian Rupees, unless otherwise stated)

01 April 2016

Particulars	Contractual cash flows			
	Less than 1 year	1 to 5 years	More than 5 years	Total
Non-derivative financial liabilities				
Non current borrowings	904.81	7,764.47	5,922.66	14,591.94
Current borrowings				
- Working capital loans	2,843.70	-	-	2,843.70
- Buyers credit	52.32	-	-	52.32
Trade payables	969.39	-	-	969.39
Interest accrued but not due	19.33	-	-	19.33
Security deposit	0.11	-	-	0.11
Creditors for capital goods	165.30	-	-	165.30
Employee related payable	67.38	-	-	67.38
Other payables	197.07	-	-	197.07
	5,219.41	**7,764.47**	**5,922.66**	**18,906.54**

(ii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Board of Directors is responsible for setting up of policies and procedures to manage market risks of the Company. The Company exports finished goods which are denominated in the currency other than the functional currency of the Company which exposes it to foreign currency risk. In order to minimise the risk, the Company executes forwards contract w.r.t sale made in currency other than functional currency.

(a) Currency risk

The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency other than entity's functional currency, hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. Exchange rate exposures are managed within approved policy parameters utilising foreign exchange forward contracts.

Particulars	Currency	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Financial assets				
Trade receivables	USD	14.18	8.21	10.67
	EURO	22.34	21.20	25.49
	GBP	0.18	0.09	-
Financial liabilities				
Buyer's credit	EURO	-	(2.86)	(2.86)
	USD	(16.03)	(33.92)	(11.53)
	JPY	(703.05)	(703.05)	-
Borrowings	USD	-	-	(2.02)

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Trade payables	USD	(1.01)	(4.35)	(3.90)
	EURO	0.01	(0.37)	(0.95)
	GBP	(0.53)	(1.05)	(0.40)
	JPY	(0.95)	(3.55)	(52.01)

Sensitivity analysis

The following table demonstrates the sensitivity of profit and equity in USD, Euro, JPY and GBP to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the fair value of monetary assets and liabilities is given below:

Particulars	Change in currency exchange rate	Effect on profit before tax		
		As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
USD	5%	(0.14)	(1.50)	(0.34)
	-5%	0.14	1.50	0.34
EURO	5%	1.12	0.90	1.08
	-5%	(1.12)	(0.90)	(1.08)
JPY	5%	(35.20)	(35.33)	(2.60)
	-5%	35.20	35.33	2.60
GBP	5%	(0.02)	(0.05)	(0.02)
	-5%	0.02	0.05	0.02

(b) Interest rate risk

The Company is exposed to interest rate risk arising mainly from non-current and current borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates.

At the reporting date the interest rate profile of the Company's interest-bearing financial liabilities is as follows:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Variable rate instruments			
Term loan from banks	8,453.65	8,157.17	3,004.56
Vehicle loan	20.63	15.85	12.30
Working capital loan	5,432.19	3,840.60	2,843.70
Buyer's credit	51.61	104.93	52.32
	13,958.08	**12,118.55**	**5,912.88**

Sensitivity analysis

The following table demonstrates the sensitivity in the interest rate with all other variables held constant. The impact on the Company's profit before tax and other comprehensive income due to changes in the interest rates is given below :

Particulars	Change in interest rate	Effect on profit before tax		
		As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Borrowings	50 bp	(69.79)	(60.59)	(29.56)
	-50 bp	**69.79**	**60.59**	29.56

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(c) Price risk

Company's exposure to price risk arises from investment made in quoted equity instruments and mutual funds and classified in the balance sheet either as fair value through OCI or at fair value through profit and loss.

To manage the price risk from quoted investments, Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

Sensitivity analysis

Company's major quoted investment consists of investment in mutual funds which are measured at fair value through profit and loss in the balance sheet. Investment made by the mutual fund includes investment in diversified instruments of Companies included in the market index. Also Company has made investment in quoted equity instruments which are measured at fair value through OCI.

The table below summarises the impact of sensitivity in the market index on the Company's profit for the year with all other variables held constant and the investment moved in line with the index.

Particulars	Change in market index	Effect on profit before tax		
		As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Investment in mutual fund	5%	0.53	0.43	0.43
	-5%	(0.53)	(0.43)	(0.43)

Particulars	Change in market index	Effect on other components of equity		
		As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Investment in equity instruments	5%	0.01	0.01	0.02
	-5%	(0.01)	(0.01)	(0.02)

Profit for the period would increase/decrease as a result of gain/loss on investment classified as at fair value through profit and loss. Other components of equity would increase/decrease as a result of gain/loss on investment classified as at fair value through other comprehensive income.

39 Employee benefits

(i) Defined benefits plan

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. In case of death while in service, the gratuity is payable irrespective of vesting. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to recognised funds in India i.e. Life Insurance Corporation of India, Group Gratuity scheme.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Risk exposure:

(a) Discount rate: A decrease in discount rate in subsequent valuations can increase the plan's liability.

(b) Mortality rate: Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

(c) Investment risk: In case of funded plans, actual investment return on planned assets lower than the discount rate assumed at the last valuation date can impact the liability.

(d) Attrition: Actual withdrawals proving higher or lower than assumed withdrawals at subsequent valuations can impact plan's liability.

Details of the Company's defined benefit plans are as follows:

A. Changes in the present value of obligations

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Present value of the obligation at the beginning of the year	438.20	453.57	441.73
Recognised in profit and loss			
- Interest cost	33.97	34.01	35.34
- Current service cost	32.82	32.13	29.17
Recognised in other comprehensive income			
Remeasurement gains / (losses)			
- Actuarial (gain)/loss from changes in financial adjustments and experience adjustments	(6.88)	27.55	(25.26)
Benefits paid	(34.71)	(109.06)	(27.41)
Present value of the obligation at the end of the year	**463.40**	**438.20**	**453.57**

B. Changes in the fair value of planned assets:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Fair value of plan assets at the beginning of the year	486.91	460.94	415.16
Expected return on plan assets	37.74	34.57	35.04
Contributions	-	49.14	36.84
Benefits paid	(34.72)	(60.04)	(27.41)
Actuarial gain/(loss) on plan assets	(2.02)	2.30	1.31
Fair value of plan asset at the end of the year	**487.91**	**486.91**	**460.94**

C. Net asset/(liability) recognised in the balance sheet

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Present value of the obligation at the end of the year	463.40	438.20	453.57
Fair value of plan assets at end of year	487.91	486.91	460.94
Net liability/(asset) recognised in Balance Sheet	**(24.51)**	**(48.71)**	**(7.37)**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

D. Expenses recognised in profit and loss

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 01 April 2016
Interest cost	33.97	34.01	35.34
Current service cost	32.82	32.13	29.17
Expected return on plan asset	(37.74)	(34.57)	(35.04)
Amount recognised in profit and loss	**29.05**	**31.57**	**29.47**

E. Expenses recognised in other comprehensive income

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017	For the year ended 01 April 2016
Actuarial (gain)/loss on obligation	(6.88)	27.55	(25.26)
Actuarial (gain)/loss on plan assets	2.02	(2.30)	(1.31)
	(4.86)	**25.25**	**(26.57)**

F. Major category of plan asset as a % of total plan assets

Category of asset (% allocation)	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	(%)	Amount	(%)	Amount	(%)	Amount
Insurance policies	100	487.91	100	486.91	100	460.94

G. Actuarial assumptions

	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Discount rate	7.75%	7.50%	8.00%
Expected rate of return	7.75%	7.50%	8.00%
Salary growth rate	6.50%	6.50%	6.50%
Withdrawal rate (per annum)			
18 - 30 years	5.00%	2.00%	2.00%
31 - 44 years	3.00%	-	-
45 - 58 years	2.00%	-	-
Normal retirement age (years)	58	58	58
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

G. Sensitivity analysis

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Change in assumption	Effect on obligation	Change in assumption	Effect on obligation	Change in assumption	Effect on obligation
Discount rate	1.00%	35.28	1.00%	35.19	1.00%	32.05
	-1.00%	**(40.49)**	**-1.00%**	**(40.66)**	**-1.00%**	**(36.65)**
Salary growth rate	1.00%	(40.59)	1.00%	(40.66)	1.00%	(36.84)
	-1.00%	**35.99**	**-1.00%**	**35.82**	**-1.00%**	**32.76**
Withdrawal rate	1.00%	(2.94)	1.00%	(2.32)	1.00%	(3.04)
	-1.00%	**3.32**	**-1.00%**	**2.62**	**-1.00%**	**3.45**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. The above sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the balance sheet.

H. Expected maturity profile of defined benefit obligation (undiscounted cash flows)

Period	31 March 2018	31 March 2017	01 April 2016
Less than 1 year	24.53	35.71	51.21
Between 1-2 years	42.23	19.27	31.89
Between 2-5 years	127.36	116.98	98.59
Over 5 years	321.87	307.59	342.19

The average duration of the defined benefit plan obligation at the end of the reporting period is 11 years (as at 31 March 2017 is 11 years; as at 1 April 2016 is 10 years).

Expected contribution to defined benefit plans in the next year is ₹ 38.39 lakh (31 March 2017: ₹ 36.61 lakh; 1 April 2016: ₹ 34.19 lakh).

(ii) Other long-term benefits

Compensated absences- unfunded

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Amounts recognised in balance sheet			
Current (refer note 21)	8.70	9.10	-
Non-current (refer note 21)	68.89	65.38	84.49
	77.59	**74.48**	**84.49**
Amounts recognised in statement of profit and loss			
Interest cost	5.77	6.34	5.08
Current service cost	9.94	10.73	10.87
Actuarial loss	7.52	1.81	19.26
	23.23	**18.88**	**35.21**
Changes in benefit obligations			
Present value of the obligation at the beginning of the year	74.48	84.49	63.49
Interest cost	5.77	6.34	5.08
Current service cost	9.94	10.73	10.87
Benefits paid	(20.12)	(28.89)	(14.21)
Actuarial loss	7.52	1.81	19.26
Present value of the obligation at the end of the year	**77.59**	**74.48**	**84.49**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(iii) Defined contribution plan

The Company makes fixed contribution towards provident fund and ESI to a defined contribution retirement benefit plan for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner and the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits. Similarly, the contribution is made in ESI at a specified percentage of payroll cost. The Company recognised ₹ 129.54 lakh (31 March 2017: ₹ 136.23 lakh) in respect of provident fund contributions and ESI contribution in the Statement of Profit and Loss and included in Employee benefits expense in note 31. The contribution payable to these plans by the Company is at rates specified in the rules of the schemes.

40 Leases

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 recognised in the statement of profit and loss with respect to aforementioned premises is ₹ 15.06 lakh (31 March 2017- ₹ 11.96 lakh)

41 Contingent liabilities and commitments

(i) Capital commitment:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	214.69	245.49	3,355.18

(ii) Contingent liabilities

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Guarantees excluding financial guarantees:			
(a) In respect of non fund-based working capital facilities from banks:			
- Bank guarantees	280.09	169.64	91.10
- Letter of credit	61.69	10.79	-
Other money for which the company is contingently liable:			
(a) Disputed demands for excise duty and service tax (refer note 1 below)	15.70	33.79	9.87
(b) Disputed demands for sales-tax	-	-	15.90

1) 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.

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.

42 Segment information

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM') as they monitors the results for the purpose of making decisions about resource allocation and performance assessment and responsible for all major decision w.r.t. preparation of budget, planning, expansion, alliance, joint venture, merger and acquisitions, and expansion of new facility.

Accordingly, there is only one reportable segment for the Company which is "Engineering and allied activities", hence no specific disclosures have been made.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Entity wide disclosures:

(a) Information about products and services

The Company is engaged in the business of manufacturing and selling of high precision metal castings. Company operates in one product line, therefore product wise revenue disclosure is not applicable.

(b) Information about geographical area

The Company's sales to its customers includes sales to customers which are domiciled in India and outside India. Below is the details of Company's revenue from customers domiciled in India and outside India:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Revenue from external customers		
- domiciled in India	2,079.19	2,786.07
- domiciled outside India	7,657.64	7,163.93
	9,736.83	**9,950.00**

(c) Information about major customers

Revenues of ₹ 3,108.49 lakh and ₹ 1,519.31 lakh (31 March 2017: ₹ 2,855.40 lakh and ₹ 1,667.33 lakh) are derived from a two external customers.

43 Related party disclosures

In accordance with the requirement of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures", name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during the reported period are as follows:

(i) Name of the related parties and description of relationship:

Relationship	Name of related party
Subsidiary company	Modrany Power and PTC Piping Systems Private Limited
Entities controlled by KMPs and/or their relatives	e.Soft Technologies Limited
	PTC Foundation
Key Management Personnel ("KMP")	Mr. Satish Chandra Agarwal, Chairman (till 7 October 2016)
	Mr. Sachin Agarwal, Chairman and Managing Director
	Mr. Priya Ranjan Agarwal , Director
	Mr. Alok Agarwal, Director
	Mr. Ashok Kumar Shukla, Director
	Mrs. Smita Agarwal, Chief Financial Officer
	Mr. Arun Kumar Gupta, Company Secretary
	Mr. Brij Lal Gupta, Inpendent Director
	Mr. Ajay Kashyap, Inpendent Director
	Mr. Rakesh Chandra Katiyar, Inpendent Director
	Mr. Krishna Das Gupta, Inpendent Director
	Mr. Kashiviswnathan Mukundan, Inpendent Director
	Mrs. Shashi Vaish, Inpendent Director

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Relatives of Key Management Personnel	Ms. Kanchan Agarwal
	Mrs. Anshoo Agarwal
	Mrs. Reena Agarwal
	Mrs. Sangita Shukla
	Mrs. Veena Gupta

(ii) Disclosure of related paties transactions:

Particulars	For the year ended 31 March 2018				For the year ended 31 March 2017			
	Subsidiary company	Enterprises controlled by KMP/ relatives	Key management personnel (KMP)	Relatives of KMPs	Subsidiary company	Enterprises controlled by KMP/ relatives	Key management personnel (KMP)	Relatives of KMPs
Transactions during the year								
1. Service charges								
a. e.Soft Technologies Limited	-	-	-	-	-	2.58	-	-
2. Rent paid								
a. Ms. Kanchan Agarwal	-	-	-	9.00	-	-	-	9.00
3. Corporate social responsibility expenses								
a. PTC Foundation	-	16.17	-	-	-	18.47	-	-
Amounts paid during the year to KMP's and relatives of KMP's								
1. Managerial remuneration*	-	-	176.22	-	-	-	200.22	-
2. Salary and allowances	-	-	45.78	40.56	-	-	42.55	32.01
3. Sitting fees to independent directors	-	-	1.94	-	-	-	1.72	-
4. Consultancy fee								
a. Mrs. Veena Gupta	-	-	-	2.88	-	-	-	-
5. Loan to Director								
a. Mr. Alok Agarwal	-	-	25.00	-	-	-	-	-

* exclusive of provision for future liability in respect of gratuity and leave encashment which is based on actuarial valuation done on Company as a whole.

(iii) Balance outstanding at the year end:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Outstanding balance (Amount payable)			
Enterprises controlled by KMP/relatives			
e.Soft Technologies Limited	-	2.36	2.35
Key management personnel			
Managerial remuneration	13.92	15.97	6.93
Salary and allowances	3.65	1.80	1.57
Relative of KMP's			
Salary and allowances	2.72	2.20	1.98
Rent	0.68	0.68	0.68
Consultancy fee	0.22	-	-

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Outstanding balance (Amount receivable)			
Subsidiary company			
Modrany Power and PTC Piping Systems Private Limited	-	-	11.44
Key management personnel			
Loan to Director	19.00	-	-

(iv) Compensation to Key Managerial Personnel (KMP)

The details of compensation to the members of key managerial personnel during the year was as follows:

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Short-term employee benefits (refer note a)	212.94	234.51
Post-employment benefits		
- Defined contribution plan (refer note b)	11.00	9.98
- Defined benefit plan (refer note c)	*refer note (c)	*refer note (c)
- Other long-term benefits (refer note c)	*refer note (c)	*refer note (c)
	223.94	**244.49**

(a) includes salary, commission, sitting fees and any other perquisites on accrual basis.

(b including contribution to provident fund and any other benefit

(c) As the liability for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.

44 First time adoption of Ind AS

These standalone financial statements, for the year ended 31 March 2018, are the first financial statements prepared by the Company in accordance with Ind-AS. For periods up to and including the year ended 31 March 2017, the Company prepared its standalone financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP' or 'previous GAAP').

Accordingly, the Company has prepared financial statements which comply with Ind-AS applicable for periods ended 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind-AS. This note explains the principal adjustments made by the Company in restating its previous GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

The Company has applied Ind AS 101 in preparing these first financial statements. The effect of transition to Ind AS on equity, total comprehensive income and reported cash flows are presented in this section and are further explained in the notes that accompany the tables.

Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Ind AS optional exemptions:

(a) Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(b) The Company has availed the optional exemption under Ind AS 101 for the continuance of accounting of capitalisation of foreign currency exchange differences as part of eligible assets arising from the translation of the long-term foreign currency monetary items existing on or before 31 March 2017.

(c) Appendix C to Ind AS 17, Leases, requires an entity to assess whether a contract or arrangement contains a lease. As per Ind AS 17, this assessment should be carried out at inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements based on conditions in place as at the date of transition.

(d) The Company has availed the optional exemption under Ind AS 101 for the continuance of the carrying value of Investments in subsidiaries same as under the previous GAAP.

Ind AS mandatory exceptions:

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

(b) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the derecognition provisions of Ind AS 109 prospectively, for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively, from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

Explanation of transition to Ind AS:

(a) Impact of transition on reported balance sheet:

Particulars	31 March 2017			01 April 2016		
	Previous GAAP*	Effect of transition to Ind AS	Ind AS	Previous GAAP*	Effect of transition to Ind AS	Ind AS
ASSETS						
Non-current assets						
(a) Property, plant and equipment	4,868.28	-	4,868.28	4,411.84	-	4,411.84
(b) Capital work-in-progress	13,551.97	(63.70)	13,488.27	6,592.12	(71.42)	6,520.70
(c) Intangible assets	12.68	-	12.68	18.89	-	18.89

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(d) Financial assets						
(i) Investments	(1.84)	4.16	2.32	(2.02)	4.46	2.44
(ii) Loans	163.39	-	163.39	132.27	-	132.27
(iii) Other financial assets	17.81	-	17.81	17.89	-	17.89
(e) Non-current tax assets (net)	29.43	-	29.43	18.06	-	18.06
(f) Other non-current assets	646.96	-	646.96	1,045.03	-	1,045.03
Total non-current assets	**19,288.68**	**(59.54)**	**19,229.14**	**12,234.08**	**(66.96)**	**12,167.12**
Current assets						
(a) Inventories	3,828.50	-	3,828.50	3,547.17	-	3,547.17
(b) Financial assets						
(i) Investments	7.74	0.90	8.64	7.92	0.63	8.55
(ii) Trade receivables	2,728.48	-	2,728.48	3,096.32	-	3,096.32
(iii) Cash and cash equivalents	65.75	-	65.75	48.09	-	48.09
(iv) Balances other than (iii) above	305.80	-	305.80	53.53	-	53.53
(v) Loans	176.03	-	176.03	187.69	-	187.69
(vi) Other financial assets	130.69	-	130.69	184.07	-	184.07
(c) Other current assets	1,058.09	-	1,058.09	707.27	-	707.27
Total current assets	**8,301.08**	**0.90**	**8,301.98**	**7,832.06**	**0.63**	**7,832.69**
TOTAL ASSETS	**27,589.76**	**(58.64)**	**27,531.12**	**20,066.14**	**(66.33)**	**19,999.81**
EQUITY AND LIABILITIES						
Equity						
(a) Equity share capital	523.91	-	523.91	523.91	-	523.91
(b) Other equity	12,175.62	(494.94)	11,680.68	11,489.85	(393.54)	11,096.31
Total equity	**12,699.53**	**(494.94)**	**12,204.59**	**12,013.76**	**(393.54)**	**11,620.22**
Deferred income- government grant	-	500.00	500.00	-	400.00	400.00
Liabilities						
Non-current liabilities						
(a) Financial liabilities						
(i) Borrowings	7,860.97	(55.99)	7,804.98	2,607.05	(63.70)	2,543.35
(b) Provisions	65.38	-	65.38	84.49	-	84.49
(c) Deferred tax liabilities (net)	511.54	-	511.54	496.00	0.68	496.68
Total non-current liabilities	8,437.89	(55.99)	8,381.90	3,187.54	(63.02)	3,124.52
Current liabilities						
(a) Financial liabilities						
(i) Borrowings	3,945.53	-	3,945.53	2,896.02	-	2,896.02
(ii) Trade payables	863.56	-	863.56	969.39	-	969.39
(iii) Other financial liabilities [other than those specified in item (c)]	1,487.40	(7.72)	1,479.68	922.71	(9.77)	912.94
(b) Other current liabilities	146.76	-	146.76	64.47	-	64.47
(c) Provisions	9.10	-	9.10	-	-	-
(d) Current tax liabilities (net)	-	-	-	12.25	-	12.25
Total current liabilities	**6,452.35**	**(7.72)**	**6,444.63**	**4,864.84**	**(9.77)**	**4,855.07**
TOTAL EQUITY AND LIABILITIES	**27,589.77**	**(58.65)**	**27,531.12**	**20,066.14**	**(66.32)**	**19,999.81**

*The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purposes of this note.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(b) Impact of transition on reported financial performance for the year ended 31 March 2017:

Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
Income			
Revenue from operations	9,939.91	292.33	10,232.24
Other income	151.53	0.09	151.62
Total income	**10,091.44**	**292.42**	**10,383.86**
Expenses			
Cost of materials consumed	2,499.81	-	2,499.81
Changes in inventories of finished goods and work-in-progress	(161.85)	-	(161.85)
Excise duty on sale of goods	-	292.33	292.33
Employee benefits expense	1,750.45	(25.26)	1,725.19
Finance costs	343.10	2.05	345.15
Depreciation and amortisation expense	554.02	-	554.02
Research and development expense	80.04	-	80.04
Other expenses	4,269.58	-	4,269.58
Total expenses	**9,335.15**	**269.12**	**9,604.27**
Profit before tax	756.29	23.30	779.59
Tax expense:			
Current tax	154.99	-	154.99
Deferred tax	15.53	7.67	23.20
Total tax expense	**170.52**	**7.67**	**178.19**
Profit for the year	585.77	15.63	601.40
Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement of defined benefit plan	-	(25.26)	(25.26)
(b) Changes in fair value of equity investment through other comprehensive income	-	(0.13)	(0.13)
(ii) Income-tax relating to items that will not be reclassified to profit or loss	-	8.35	8.35
B (i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income-tax relating to items that will be reclassified to profit or loss	-	-	-
Other comprehensive income for the year (net of tax)	-	(17.04)	(17.04)
Total comprehensive income for the year	**585.77**	**(1.41)**	**584.36**

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Reconciliation between previous GAAP and Ind AS

(a) Reconciliation of total equity as at 31 March 2017 and 1 April 2016:

Particulars	Notes	31 March 2017	01 April 2016
Total equity (shareholder's funds) as per previous Indian GAAP		12,699.53	12,013.76
Adjustments:			
Impact of financial liabilities measured at amortised cost	(i)	(2.05)	2.05
Impact of fair valuation of investment in through FVTPL	(ii)	0.09	4.96
Impact of fair valuation of equity investment in through FVOCI	(ii)	(0.13)	0.12
Government grant reclassified as deferred income	(iii)	(100.00)	(400.00)
Impact of deferred tax (net) on account of the above adjustments		0.69	(0.68)
Total adjustments		**(101.40)**	**(393.54)**
Net impact brought forward from opening balance sheet		(393.54)	-
Total equity as per Ind AS		**12,204.59**	**11,620.22**

(b) Reconciliation of total comprehensive income for the year ended 31 March 2017:

Particulars	Notes	Amount
Net profit after tax as per previous Indian GAAP		**585.77**
Adjustments:		
Impact of financial liabilities measured at amortised cost	(i)	(2.05)
Impact of fair valuation of investment in through FVTPL	(ii)	0.09
Impact on actuarial loss on defined benefit plans	(iv)	25.26
Impact of deferred tax on account of the above adjustments		(7.67)
Net profit after tax as per Ind AS		**601.40**
Other comprehensive income		(17.03)
Total comprehensive income as per Ind AS		**584.37**

(c) The transition from Indian GAAP to Ind AS does not have a material impact on the statement of cash flows.

Notes:

(i) Under previous Indian GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to the statement of profit and loss for the period. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to the statement of profit and loss using the effective interest method. The above adjustment resulted into increase in retained earning by ₹ 2.05 lakh with corresponding decline in borrowing by ₹2.05 lakh as at 1 April 2016. During the year ended 31 March 2017, interest expenses of ₹ 2.05 lakh has been charged off into the statement of profit and loss with a corresponding increase in borrowing by same amount.

(ii) Under previous Indian GAAP, non-current investments were measured at cost less any diminution in value of investments other than temporary and current investments were measured at cost or market value, whichever is lower. However, under Ind AS, these financial assets have been measured at fair value through profit or loss or through other comprehensive income. Company has classified its investment in mutual fund as fair value through profit and loss and investment in equity instruments as fair value through other comprehensive income. The above adjustment has resulted in the increase in retained earning by ₹ 5.09 lakh with a corresponding increase in the value of investment. During the year ended 31 March 2017, fair value gain through profit or loss amounting to ₹ 0.09 lakh and fair value loss amounting to ₹ 0.13 lakh has been credit/charged to the statement of profit and loss with a corresponding credit/debit to the value of investment.

(iii) Under previous Indian GAAP, government grant received by the Company has been credited to the capital reserve in the nature of promoter contribution. Under Ind AS, Government grants related to assets, including non-monetary grants at fair value, shall be presented in the balance sheet by setting up the grant as deferred income. Company has reclassified the government grant from its equity and presented the same as deferred income.

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

(iv) Under the previous Indian GAAP, the remeasurement gains/losses arising on defined benefit plans were being charged to the statement of profit and loss. However, under Ind AS the same is recognised in other comprehensive income.

45 Assets pledged as security:

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non-current borrowings:			
Equitable mortgage			
Land	662.14	662.74	513.87
Building	309.13	326.23	343.34
First charge			
Other movable property, plant and equipment	3,461.42	2,091.06	2,283.93
	4,432.69	**3,080.03**	**3,141.14**
Current borrowings:			
First charge			
Current assets	9,041.03	8,301.98	7,832.69
Second charge			
Land	662.14	662.74	513.87
Building	309.13	326.23	343.34
Other movable property, plant and equipment	3,461.42	2,091.06	2,283.93
	13,473.72	**11,382.01**	**10,973.83**
	17,906.41	**14,462.04**	**14,114.97**

46 The Company has wound up its only non-material subsidiary, M/s Modrany & PTC Piping Systems Private Limited, during the year ended 31 March 2018 and as at 31 March 2018 does not have any other component to be consolidated. Since the impact of the erstwhile subsidiary (upto the date of its disposal) is immaterial to the Company's financial results from the perspective of all periods presented in these financial statements, the consolidated financial statements of the Company are not being furnished.

47 The Company has written to Ind AS Transition Facilitation Group (ITFG) and Expert Advisory Committee (EAC) of the Institute of Chartered Accountants of India in respect clarification on classification of government grant received by the Company. The Company is awaiting response from the above has classified the government grant as a mezzanine item between equity and liabilities in the Balance Sheet.

48 Revenue from operations for the year ended 31 March 2018 is net of Goods and Service Tax (GST) which is applicable from 1 July 2017, however, revenue for the periods upto 30 June 2017 is net of value added tax but gross of excise duty. Accordingly, revenue for the year ended 31 March 2018 is not comparable with the previous periods presented in these financial statements.

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

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

Arun Tandon
Partner
Membership No. 517273

Sachin Agarwal
Chairman and Managing Director
DIN No. : 00142885

Alok Agarwal
Director (Quality & Technical)
DIN No. : 00129260

Smita Agarwal
Chief Financial Officer
PAN: AAXPV9755C

Anuj Nigam
Company Secretary
Mem. No.: FCS9515

Place: New Delhi
Date: 29 May 2018

Place: Lucknow
Date: 29 May 2018

Notes to the financial statements for the year ended 31 March 2018

(All amounts in lakh of Indian Rupees, unless otherwise stated)

Five years at a glance

Particulars	2017-18	2016-2017	2015-2016	2014-2015	2013-2014
Revenue from operations(net)	10,106.77	9,939.91	9,568.44	10,077.40	11,905.93
Earnings before interest, depreciation, exceptional items & taxes	**1,827.26**	**1,678.77**	**1,615.15**	**1,905.90**	**2,126.57**
Finance costs	401.53	345.15	256.32	256.30	530.05
Depreciation	576.68	554.02	543.42	635.73	437.30
Exceptional items	-	-	-	159.90	57.95
Profit before tax	**849.05**	**779.60**	**815.41**	**853.97**	**1,101.27**
Taxes, net of mat credit entitlement	105.04	178.19	200.11	204.55	498.87
Net profit	**849.05**	**601.41**	**615.30**	**649.42**	**602.40**
Share capital	523.91	523.91	523.91	523.91	419.13
Reserve & surplus	13,216.84	12,180.69	11,496.31	10,874.54	6,487.71
Net worth	**13,740.77**	**12,704.60**	**12,020.21**	**11,398.45**	**6,906.84**
Earnings per share	**14.20**	**11.48**	**11.74**	**12.40**	**14.37**
Book value (₹)	**262.27**	**242.50**	**229.43**	**217.57**	**164.79**
Total outside liabilities/ tangible net worth	1.25	1.17	0.69	0.40	1.38
Current assets/current liabilities	1.01	1.29	1.61	1.20	2.20
Operating profit margin	18.1%	16.9%	16.9%	18.9%	17.9%
Net profit margin	7.4%	6.1%	6.4%	6.4%	5.1%

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 55th Annual General Meeting of the members of PTC Industries Limited will be held on Saturday, the 15th day of September 2018 at 03.00 P.M. at the registered office of the Company situated at the Advanced Manufacturing & Technology Centre, NH-25A Sarai Shahjadi, Lucknow – 227101, Uttar Pradesh 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 statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors' and Auditors' thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors' thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution:**

   "Resolved that, the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors' and 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: 0129176), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company and is 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 Auditors 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 for remaining term on such remuneration plus GST, 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. **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 provisions, 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 GST 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 2018-19".

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 No. 4 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 12, 2018 at 09:00 IST and ends on September 14, 2018 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 08, 2018 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. 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 55th Annual General Meeting. The shareholders who will be physically present at the 55th

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 08, 2018.

13. Members having any question on financial statements or any agenda item proposed in the notice of 55th 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,

Anuj Nigam
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

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 2018-19, at a remuneration of Rs. 27,500/- plus GST 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. 4 for approval by members.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the said Resolution.

By order of the Board for
PTC INDUSTRIES LIMITED

Place: Lucknow
Date: August 13, 2018

Anuj Nigam
Company Secretary

ATTENDANCE SLIP

Attendance Slip

55TH Annual General Meeting

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

Venue of the meeting	**:**	Registered office of the Company situated at: NH-25A Sarai Shahjadi, Lucknow – 227101, Uttar Pradesh, India.
Date and time	**:**	September 15, 2018 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 55th Annual General Meeting of the Company held on September 15, 2018 at 3:00 pm at registered office of the Company at NH-25A Sarai Shahjadi, Lucknow – 227101, Uttar Pradesh, India.

*Applicable for shareholders holding shares in electronic form

(Signature of shareholder/proxy)

Note:

1. Electronic copy of the Annual Report for 2018 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 2018 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	NH-25A Sarai Shahjadi, Lucknow – 227101, Uttar Pradesh

55th Annual General Meeting – September 15, 2018

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 55th Annual General Meeting of the Company, to be held on Saturday, September 15, 2018 at 03:00 p.m. at the registered office of the Company at NH-25A Sarai Shahjadi, Lucknow – 227101, 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	Adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors' and 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	Ratification of Cost Auditors' Remuneration			

Affix one rupee revenue stamp

Signed this ______________ day of __________________, 2018.

______________________ ______________________

Signature of shareholder Signature of proxy holder(s)

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company situated at NH-25A, Sarai Sahjadi, Lucknow - 227101, 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 entitled 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	NH-25A Sarai Shahjadi, Lucknow – 227101, 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 WHERE NOMINEE IS A MINOR

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

Witness:	**Security Holder(s):**
Name:	**Name:**
Address:	**Address:**
Signature:	**Signature:**

PTC INDUSTRIES LIMITED

(Regd. Office: NH-25A Sarai Shahjadi, Lucknow – 227101, Uttar Pradesh, India)

CIN: L27109UP1963PLC002931

Phone No.: 91 522 7111017,; Fax: 91 522 7111020

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**

Anuj Nigam
Company Secretary

Date: August 13, 2018

M/s. Link Intime India Pvt. Ltd.

Unit: PTC Industries Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli West,

Mumbai 400 083

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 (þ) 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

Advanced Manufacturing & Technology Centre

NH-25A Sarai Shahjadi, Lucknow – 227101

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.

PTC INDUSTRIES

Aspire. Innovate. Achieve.

PTC Industries Limited

NH 25A, Sarai Shahjadi,
Lucknow 227 101,
Uttar Pradesh, India
www.ptcil.com