

**September 28, 2019**

**To,  
BSE Limited  
PJ Towers, Dalal Street,  
Mumbai-400 001**

**Sub.: Proceedings of 56<sup>th</sup> Annual General Meeting of the Company**

**Dear Sir/Madam,**

In reference to our notice dated September 06, 2019, the 56<sup>th</sup> Annual General Meeting of the Company was held on September 28, 2019 and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter proceedings of 56<sup>th</sup> Annual General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and scrutinizer report are attached herewith.

Kindly take the aforesaid documents on your records.

Thanking you,  
**For PTC Industries Limited**

  
**Sachin Agarwal**  
**Chairman & Managing Director**



**Encl.: as above**



**PROCEEDINGS OF THE 56<sup>TH</sup> ANNUAL GENERAL MEETING OF PTC INDUSTRIES LIMITED HELD ON SATURDAY, THE 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NH-25A, SARAI SHAHJADI, LUCKNOW-227101, UTTAR PRADESH, INDIA.**

The 56<sup>th</sup> Annual General Meeting (AGM) of the members of M/s PTC Industries Limited (the Company) was held on Saturday, September 28, 2018 at 3:00 PM (IST) at the registered office of the Company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India.

Mr. Sachin Agarwal, Chairman and Managing Director took the Chair in accordance with the provisions of the Companies Act, 2013 and welcomed all the persons attending 56<sup>th</sup> Annual general meeting.

On confirmation that the requisite quorum for the meeting is present, the Chairman called the meeting to order.

With the consent of the members present, the notice dated September 06, 2019 convening the 56<sup>th</sup> Annual general meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2019, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s Walker Chandiook & Associates, Chartered Accountants, New Delhi, was read by Mr. Anuj Nigam, Company Secretary and kept on the table throughout the meeting.

The statutory registers of the Company were placed before the meeting in accordance with the requirement of the Companies Act, 2013, and remained open and accessible during the continuance of the meeting to all persons attending the meeting.

The Chairman further informed the members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014, the company had extended the e-voting facility to the members of the company in respect of businesses to be transacted at the 56<sup>th</sup> Annual General Meeting. Company had offered facility of e-voting from September 25, 2019 at 9:00 hours which ended on September 27, 2019 at 17:00 hours. Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretaries was appointed as scrutinizer by the Board for scrutinizing the e-voting process.

The report was submitted by him after conclusion of the meeting and the result was declared by the Chairman, based on his report.

The business of the meeting as per agenda circulated with notice was thereafter taken up item wise.





**1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITORS' THEREON - ORDINARY RESOLUTION**

Proposed by: Mr. Alok Agarwal, DP ID-IN30133021345315

Seconded by: Mr. Pankaj Prasoon DP ID- 1203080000010322

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders were taken up for consideration:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered and adopted.”

The Chairman enquired from the members present if there were any clarifications required on the aforementioned report and accounts of the Company. Few questions were raised and were replied to the satisfaction of the members.

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 1 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4480419	9630	4490049	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Ordinary Resolution</b>			

**2. TO APPOINT A DIRECTOR IN PLACE OF MR. ALOK AGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Proposed by: Mr. Pankaj Prasoon DP ID- 1203080000010322

Seconded by: Mr. Vipin Kumar Agarwal, DP ID- IN30133021414183

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders were taken up for consideration:





**“RESOLVED THAT** Mr. Alok Agarwal (DIN: 00129260), 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.”

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 2 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Ordinary Resolution</b>			

**3. APPOINTMENT OF M/S. WALKER CHANDIOK & CO. LLP, CHARTERED ACCOUNTANTS, NEW DELHI, AS THE STATUTORY AUDITORS OF COMPANY.- ORDINARY RESOLUTION**

Proposed by: M/s. Viven Advisory Services Private Limited, DP ID-IN30133021160965

Seconded by: Mr. Alok Agarwal, DP ID-IN30133021345315

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) shareholders were taken up for consideration:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) rules, 2014 (the Rules), M/s. Walker Chandiook & Co LLP, Chartered Accountants (Reg. No.001076N/N500013), be and is hereby appointed as a statutory auditors of the Company for the period of four years to hold office from the conclusion of 56th Annual General Meeting up to 60<sup>th</sup> Annual General Meeting of the Company on such remuneration plus Goods and Service Tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

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





The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 3 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4480419	9630	4490049	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Ordinary Resolution</b>			

**4. APPOINTMENT OF MS. SMITA AGARWAL, AS A WHOLE TIME DIRECTOR (WOMAN DIRECTOR) OF THE COMPANY - SPECIAL RESOLUTION**

Proposed by: Ms. Anshoo Agarwal, DP ID-IN30133021160949

Seconded by: Ms. Reena Agarwal, DP ID IN30133021345323

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** pursuant to the provision of Section 149(1) and 152 of the Companies Act, 2013 and rules made there under and regulation 17 (1) of the SEBI (LODR) Regulations 2015, Ms. Smita Agarwal, be and is hereby appointed as Director (Woman Director), liable to retire by rotation, on the board of the company.”

**“RESOLVED FURTHER THAT,** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the company be and is hereby accorded to the appointment of Ms. Smita Agarwal (DIN: 00276903) as a Whole time Director of the Company for a period of five (5) years with effect from June 01, 2019 till May 31, 2024 or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, at the terms & conditions as mentioned in explanatory statement, with power to the Board of Directors (“The Board ”) to alter and vary the terms and conditions of the





appointment and remuneration in such a manner as may be permitted by in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and her from time to time.”

“**RESOLVED FURTHER THAT**, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

“**RESOLVED FURTHER THAT**, the remuneration is subject to variation only as approved by the Chairman and Managing Director of the company, on recommendation of Nomination and Remuneration Committee, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law. Any variation in remuneration, as approved by the Chairman and Managing Director, on recommendation of Nomination and Remuneration Committee, will be placed before the Board in subsequent meeting. The Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

“**RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, and Anuj Nigam, Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, parchments, letters and do all such acts necessary for the execution of this resolution”.The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 4 was declared as passed by way of a ordinary resolution.”

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			





**5. RE-APPOINTMENT OF MR. KRISHNA DAS GUPTA (DIN: 00374379) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS- SPECIAL RESOLUTION**

Proposed by: Mr. Vipin Kumar Agarwal, DP ID IN30133021414183

Seconded by: Mr. Rohit Agarwal, DP ID-IN30302862075830

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration and the provision of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishna Das Gupta(DIN: 00374379), aged 76 years, be and is hereby re-appointed as independent director on the board of the company for the second consecutive term of five years, effective from ensuing annual general meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose term of office shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the provisions of sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the shareholders of the Company, be and is hereby also accorded for continuance of Mr. K D Gupta aged about 76 years as an Independent Director of the Company from April 01, 2019 to the date of ensuing 56th annual general meeting of the Company or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines”.

**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Director and Chief Financial Officer and Mr. Anuj Nigam Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, letters and do all such acts necessary for the execution of this resolution”.





Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			

**6. RE-APPOINTMENT OF DR. RAKESH CHANDRA KATIYAR (DIN: 00556214) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS- SPECIAL RESOLUTION**

Proposed by: Mr. Alok Agarwal, DP ID-IN30133021345315

Seconded by: Rohit Agarwal, DP ID-IN30302862075830

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration and the provision of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Rakesh Chandra Katiyar (DIN: 00556214), aged 63 years be and is hereby reappointed as independent director on the board of the company for second consecutive term of five years, effective from ensuing annual general meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose term of office shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Chief Financial Officer and Mr. Anuj Nigam Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, letters and do all such acts necessary for the execution of this resolution”.





Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			

**7. RE-APPOINTMENT OF MR. AJAY KASHYAP (DIN: 00661344) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS- SPECIAL RESOLUTION**

Proposed by: Mr. Rohit Agarwal, DP ID-IN30302862075830

Seconded by: Mr. Vipin Kumar Agarwal, DP ID-IN30133021414183

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration and the provision of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay Kashyap (DIN: 00661344), aged 70 years be and is hereby reappointed as independent director on the board of the company for the second consecutive term of five years, effective from ensuing annual general meeting or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose term of office shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Chief Financial Officer and Mr. Anuj Nigam Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, letters and do all such acts necessary for the execution of this resolution”.





Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			

**8. APPOINTMENT OF MR. VISHAL MEHROTRA (DIN: 08535647) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Proposed by: Ms. Anshoo Agarwal, DP ID-IN30133021160949

Seconded by: Mr. Rohit Balakrishnan, DP ID-1208160021324042

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration and the provision of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vishal Mehrotra (DIN-08535647), aged 47years, be and is hereby appointed as independent director on the board of the company for the period of five years effective from August 10, 2019or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelinesand whose term of office shall not be subject to retirement by rotation and whose term of office shall not be subject to retirement by rotation.

**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Chief Financial Officer and Anuj Nigam Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, letters and do all such acts necessary for the execution of this resolution”.





Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			

#### 9. PROPOSAL FOR ISSUE OF ESOP- SPECIAL RESOLUTION

Proposed by: Mr. Pankaj Prason DP ID- 1203080000010322

Seconded by: Mr. Rohit Balakrishnan, DP ID-1208160021324042

The following resolutions having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

**“RESOLVED THAT** pursuant to the provisions of section 62(1)(b), 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the rules thereunder, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as ‘SEBI Regulations’), including any statutory modification(s) or re-enactment(s) of the Act, the rules or the SEBI Regulations, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (hereinafter referred to as the ‘Board’, which expression shall also include any committee including Nomination & Remuneration Committee constituted by the Board for this purpose), consent of the Shareholders of the Company and is hereby accorded to create, issue, offer, grant and allot to or for the benefit of such person(s), who are the permanent Employees or Directors of the Company as may be permissible under the SEBI Regulations (hereinafter referred to as ‘Employees’) and as maybe decided by the Board under the scheme titled ‘PTC Employee Stock Option Scheme 2019’ (hereinafter referred to as ‘PTC-ESOS 2019’), not exceeding 157,170 stock options convertible into 157,170 equity shares of the face value of Rs. 10 each fully paid-up, in such manner, during such period, in one or more tranches and on such terms and conditions including the price as the Board may decide in accordance with the SEBI Regulations or other provisions of the law as maybe prevailing at the relevant time.





**“RESOLVED FURTHER THAT** the equity shares to be issued on exercise of stock options may be allotted to the Employees through any appropriate mechanism, including a trust, which may be set up in any permissible manner for implementation of the PTC-ESOS 2019 and that the PTC-ESOS 2019 may include provisions for providing loan/financial assistance by the Company, its holding (if any, in future), and/or subsidiary company(ies), if any, to the trust/the Employees from time to time, on such terms as it may think fit, to enable the trust/the Employees to subscribe to or purchase the equity shares of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot fully paid-up equity shares to be issued on exercise of stock options from time to time in accordance with the PTC-ESOS 2019 and the said equity shares shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, change in capital structure and others, if any, additional stock options of the Company are issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling of 157,170 options convertible into 157,170 equity shares be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

**“RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, the number of equity shares arising out of and/or the price of acquisition payable by the Employees under the PTC-ESOS 2019 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs.10 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees.

**“RESOLVED FURTHER THAT** the Managing Director be and is hereby authorised on behalf of the Company to further evolve, decide upon and bring into effect the PTC-ESOS 2019 and make any modifications, changes, variations, alterations or revisions in the PTC-ESOS 2019 from time to time or to suspend, withdraw or revive the PTC-ESOS 2019 from time to time as may be specified by any statutory authority and/or to give effect to any laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of stock options and/or equity shares arising there from without requiring the Board to secure any further consent or approval of the members of the Company in this respect.”

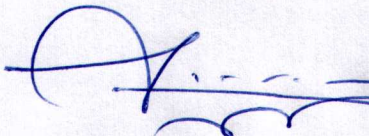





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	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4479677	9630	4489307	99.98%
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Invalid	Nil	Nil	Nil	Nil
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Outcome</b>	<b>Passed as an Special Resolution</b>			

#### VOTE OF THANKS

There being no other business, Mr. Anuj Nigam, Company Secretary proposed a vote of thanks to the Chair and also to all the participants of 56<sup>th</sup> annual general meeting. The chairman declared the meeting as closed at 4.30 PM.

**Sachin Agarwal**  
Chairman

Date: September 28, 2019  
Place: Lucknow





## AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108, 79057 98954

E-mail: amitguptacs@gmail.com

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### REPORT OF SCRUTINIZER

To,

The Chairman 56<sup>th</sup> Annual General Meeting of Equity Shareholders of  
M/s PTC INDUSTRIES LIMITED

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

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 56<sup>th</sup> Annual General Meeting of your Company held on Saturday, September 28<sup>th</sup> 2019 at 3:00 P.M. at the registered address of the company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,

Yours faithfully,



CPNO.4682

**Amit Gupta**

**Proprietor**

**Amit Gupta & Associates**

**Company Secretaries**

**FCS – 5478, C.P. - 4682**

**Date: 28<sup>th</sup> September, 2019**





### SCRUTINIZER'S REPORT

Name of the Company	<b>PTC INDUSTRIES LIMITED</b>
Meeting	56 <sup>th</sup> Annual General Meeting
Date and Time	Saturday, September, 28 <sup>th</sup> 2019 at 3:00 P.M.
Venue	AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

#### 1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 56<sup>th</sup> Annual General Meeting of **PTC INDUSTRIES LIMITED** (hereinafter referred as "**the Company**") held on Saturday, September, 28<sup>th</sup> 2019 at 3:00 P.M. at the registered address of the company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

#### 2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date September 22, 2019) made available to the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 56<sup>th</sup> annual Report in the following manner:

By email	To 597 members who have registered their e-mail ids with Depository/the RTA on September 06, 2019
By permitted mode	To 659 members in physical form on September 04, 2019

#### 3. Cut Off Date

The Voting rights were reckoned as on the September 22, 2019, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

#### 4. Remote E-Voting





#### 4.1. Agency

The Company had appointed Central Depositories Services Limited (CDSL) as the agency for providing e voting platform.

#### 4.2. Remote E voting

Remote e voting was open from September 25, 2019 at 09:00 a.m. to September 27, 2019 at 05.00 p.m and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by CDSL.

### 5. Voting at AGM

5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.

5.2. Accordingly CDSL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.

5.3. The Company has authorized M/s Link Intime India Pvt. Ltd. (RTA), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

### 6. Counting Process

6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.

6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.

6.3. I unblocked the remote e voting results on the CDSL E-voting platform before Ms. Manpriya Kaur and Mr. Mohd. Faizan and downloaded the e voting details.

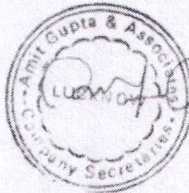
### 7. Result

7.1. I observed that

7.1.1.1. 01 Members had cast their votes through poll facility provided through physical ballots at meeting.



- 7.1.1.2. 25 Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 56<sup>th</sup> AGM dated September 04, 2019 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, & 3 of the notice dated September 04, 2019, have been passed with the **requisite majority**.
- 7.4. Based on the aforesaid result, all the **Special resolutions** as contained in item no. 4, 5, 6, 7, 8 & 9 of the notice dated September 04, 2019, have been passed with the **requisite majority**.
- 7.5. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company, after the announcement of the result by the Company.
- 7.6. The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.



Amit Gupta  
Proprietor  
Amit Gupta & Associates  
Company Secretaries  
FCS – 5478, C.P. - 4682  
Date: September, 28<sup>th</sup> 2019



**Annexure-1**

**Results of remote E-Voting conducted at the 56<sup>th</sup> Annual General Meeting of  
PTC INDUSTRIES LIMITED**

1. The result of remote e-voting is as under:

a) **Resolution 1 - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors' and Auditors' thereon; (Ordinary Resolution)**

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	4480419	100%

ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

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

i. **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution





23	4479677	99.98%
----	---------	--------

ii Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

iii Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

c) Resolution 3 - Appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
25	4480419	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0





**d) Resolution 4 - Appointment of Ms. Smita Agarwal, as a Whole Time Director (Woman Director) of the Company (Special Resolution)**

**(i) Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
23	4479677	99.98%

**(ii) Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

**e) Resolution 5 - Re-appointment of Mr. Krishna Das Gupta (DIN: 00374379) as an Independent Director for a second term of five consecutive years- (Special Resolution)**

**(i) Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
23	4479677	99.98%

**(ii) Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%





(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

f) **Resolution 6 - Re-appointment of Dr. Rakesh Chandra Katiyar (DIN: 00556214) as an Independent Director for a second term of five consecutive years. (Special Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
23	4479677	99.98%

(ii) **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

g) **Resolution 7 - Re-appointment of Mr. Ajay Kashyap (DIN: 00661344) as an Independent Director for a second term of five consecutive years (Special Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through remote	Number of votes casted in favour	% of total number of valid votes casted on the
--	----------------------------------	--



- electronic voting system	of the resolution	resolution
23	4479677	99.98%

(ii) **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

**h) Resolution 8 - Appointment of Mr. Vishal Mehrotra (DIN: 08535647) as an Independent Director of the Company(Special Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
23	4479677	99.98%

(ii) **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



i) Resolution 9 - Proposal for Issue of ESOP (Special Resolution)

(i) Voted in favour of the resolution:

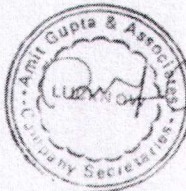
Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
23	4479677	99.98%

(ii) Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	742	0.02%

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



*Amit Gupta*  
CPNO.4682



**Annexure-2**

**Results of Voting through physical ballot conducted at the 56<sup>th</sup> Annual General Meeting of  
PTC INDUSTRIES LIMITED**

The result of the poll conducted through ballot at meeting is as under:

- a) **Resolution 1 - To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors' and Auditors' thereon; (Ordinary Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) **Voted against the resolution:**

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

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



(i) Voted in favour of the resolution:

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) Voted against the resolution:

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	0

(iii) iii Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

c) Resolution 3 - Appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) Voted against the resolution:

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) Invalid votes :



Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

**d) Resolution 4 - Appointment of Ms. Smita Agarwal, as a Whole Time Director (Woman Director) of the Company (Special Resolution)**

**(i) Voted in favour of the resolution:**

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

**(ii) Voted against the resolution:**

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

**e) Resolution 5 - Re-appointment of Mr. Krishna Das Gupta (DIN: 00374379) as an Independent Director for a second term of five consecutive years- (Special Resolution)**

**(i) Voted in favour of the resolution:**

Number of members who voted in favour ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

**(ii) Voted against the resolution:**



Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

f) **Resolution 6 - Re-appointment of Dr. Rakesh Chandra Katiyar (DIN: 00556214) as an Independent Director for a second term of five consecutive years. (Special Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) **Voted against the resolution:**

Number of members who voted against ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

g) **Resolution 7 - Re-appointment of Mr. Ajay Kashyap (DIN: 00661344) as an Independent Director for a second term of five consecutive years (Special Resolution)**

(i) **Voted in favour of the resolution:**



Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) **Voted against the resolution:**

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

**h) Resolution 8 - Appointment of Mr. Vishal Mehrotra (DIN: 08535647) as an Independent Director of the Company(Special Resolution)**

(i) **Voted in favour of the resolution:**

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) **Voted against the resolution:**

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



i) Resolution 9 - Proposal for Issue of ESOP (Special Resolution)

(i) Voted in favour of the resolution:

Number of members who voted in favour through ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	9630	100%

(ii) Voted against the resolution:

Number of members who voted against through ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
0	0	N/A

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



*Amit Gupta*  
CPNO.4682





Annexure -3

**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the  
56<sup>th</sup> Annual General Meeting of PTC INDUSTRIES LIMITED**

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
<b>Item No. 1:</b>				
<b>To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors' and Auditors' thereon. (Ordinary Resolution)</b>				
Assent	4480419	9630	4490049	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<b>Item No. 2:</b>				
<b>To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)</b>				



Assent	4479677	9630	4489307	99.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>

**Item No. 3:**

**Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)**

Assent	4480419	9630	4490049	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>

**Item No. 4:**

**Appointment of Ms. Smita Agarwal, Chief Financial Officer (CFO) as Woman Director of the Company (Special Resolution)**

Assent	4479677	9630	4489307	99.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
<b>Total</b>	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>

**Item No. 5:**

**Re-appointment of Mr. Krishna Das Gupta (DIN: 00374379) as an Independent Director for a second term of five consecutive years (Special Resolution)**

Assent	4479677	9630	4489307	99.98%
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Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<p><b>Item No. 6:</b> <b>Re-appointment of Dr. Rakesh Chandra Katiyar (DIN: 00556214) as an Independent Director for a second term of five consecutive years (Special Resolution)</b></p>				
Assent	4479677	9630	4489307	99.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<p><b>Item No. 7:</b> <b>Re-appointment of Mr. Ajay Kashyap (DIN: 00661344) as an Independent Director for a second term of five consecutive years (Special Resolution)</b></p>				
Assent	4479677	9630	4489307	99.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	<b>4480419</b>	<b>9630</b>	<b>4490049</b>	<b>100%</b>
<p><b>Item No. 8:</b> <b>Appointment of Mr. Vishal Mehrotra (DIN: 08535647 as an Independent Director of the Company. (Special Resolution)</b></p>				
Assent	4479677	9630	4489307	99.98%



Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	4480419	9630	4490049	100%
<b>Item No. 9: Proposal for issue of ESOP. (Special Resolution)</b>				
Assent	4479677	9630	4489307	99.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	4480419	9630	4490049	100%



*Amit Gupta*  
CPNO.4682

**Amit Gupta**  
Proprietor  
Amit Gupta & Associates  
Company Secretaries  
FCS – 5478, C.P. - 4682  
Date: September 28, 2019