

Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of **PTC Industries Limited** ("Company") will be held on **Saturday, February 03, 2024, at 03:00 PM** through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at NH-25A, Sarai Sahjadi, Lucknow, Uttar Pradesh – 227101, India, which shall be the deemed venue of the EGM.

Special Business:

Item No. 1 : Issuance of Equity Shares to the person belonging to 'Non-Promoter Category' on preferential basis.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), *the consent of the members of the Company be and is hereby accorded* to the Board to create, issue, offer and allot, on a preferential basis, **up to 2,35,415 (Two Lakh Thirty-Five Thousand Four Hundred Fifteen)** Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, to be issued at a price of **Rs. 6,000/- (Rupees Six Thousand Only) per Equity Share**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of **up to Rs. 141,24,90,000 (Rupees One Hundred Forty-One Crore Twenty-Four Lakh and Ninety Thousand Only)**, on such further terms and conditions as may be finalized by the Board of Directors to the person belonging to Non-Promoter category, for cash, to the below mentioned person ("**Proposed Allottee**"):

#	Name of Proposed Allottees	Category	No. of Equity Shares
1	Mr. Ashish Rameshchandra Kacholia	Non-Promoter	1,00,000
2	M/s Himalaya Finance & Investment Co.	Non-Promoter	1,00,000
3	Mr. Naresh Saraaf	Non-Promoter	16,666
4	M/s Blue Square Corporate Services Private Limited	Non-Promoter	8,333
5	M/s Fair and Faith Consultants Private Limited	Non-Promoter	5,000
6	Mr. Dharendra Nath Tiwari	Non-Promoter	4,166
7	Mr. Vinay Khattar	Non-Promoter	1,250
Total			2,35,415

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price shall be **Thursday, January 04, 2024**, i.e., being the date, which is 30 days prior to the date of the Extra-Ordinary General Meeting of the Shareholders of the Company scheduled to be held on Saturday, February 03, 2024.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.
- (f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (g) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Ms. Pragati Gupta Agrawal, Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps

which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

Item No. 2 : *To approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jawala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from ‘Promoter and Promoter Group’ Category to ‘Public’ Category.*

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals from BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (hereinafter collectively referred to as “**Stock Exchanges**”) and such other Statutory Authorities, as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to reclassify the following person(s) (hereinafter referred to as the “**Outgoing Promoters**”) from ‘Promoter and Promoter Group’ Category to ‘Public’ Category:

S. No.	Name of Promoter & Promoter Group to be reclassified	Number and % of shares held	Details of Direct/ Indirect control or special rights	Designation In the company as a KMP or in any other capacity
1.	Ms. Anshoo Agarwal	1,59,448 (1.12%)	NIL	None
2.	Ms. Bina Agarwal	71,483 (0.50%)	NIL	None
3.	Ms. Kiran Arun Prasad	49,139 (0.35%)	NIL	None
4.	Mr. Arun Jawala Prasad	5,119 (0.04%)	NIL	None
5.	Mr. Manu Agarwal	25,593 (0.18%)	NIL	None
6.	Ms. Ritika Agarwal	25,593 (0.18%)	NIL	None
7.	Ms. Reena Agarwal	10,237 (0.07%)	NIL	None

RESOLVED FURTHER THAT post the above Reclassification, the Promoter & Promoter Group of the Company shall be as under:

Particulars	Outgoing Promoters	Proposed Promoter & Promoter Group
Promoter & Promoter Group	Ms. Anshoo Agarwal	Mr. Sachin Agarwal (Promoter)
	Ms. Bina Agarwal	Satish Chandra Agarwal HUF (Karta Sachin Agarwal) (Promoter)
	Ms. Kiran Arun Prasad	Mr. Priya Ranjan Agarwal (Promoter Group)
	Mr. Arun Jawala Prasad	Sachin Agarwal HUF (Karta Sachin Agarwal) (Promoter Group)
	Mr. Manu Agarwal	Mr. Alok Agarwal (Promoter Group)
	Ms. Ritika Agarwal	Ms. Smita Agarwal (Promoter Group)
	Ms. Reena Agarwal	Mr. Satvik Agarwal (Promoter Group)
		Mr. Soham Agarwal (Promoter Group)
		Ms. Kanchan Agarwal (Promoter Group)
		Mapple Commerce Private Limited (Promoter Group)
		Nirala Merchants Private Limited (Promoter Group)
		Viven Advisory Services Private Limited (Promoter Group)
		Homelike Motels and Resorts Private Limited (Promoter Group)
		Precision Overseas Private Limited (Promoter Group)

RESOLVED FURTHER THAT pursuant to Regulation 31A(3)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed that, the outgoing promoters:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Shall not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Shall not act as a key managerial person in the Company;
- vi. Are not 'willful defaulter' as per the Reserve Bank of India guidelines; and
- vii. Are not fugitive economic offender.

RESOLVED FURTHER THAT on receipt of requisite approvals as may be necessary in this regard, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ensure compliance with other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchanges, seeking approvals from the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

By order of the Board of Directors
For PTC Industries Limited

Place: Lucknow
Date: January 12, 2024

Pragati Gupta Agrawal
Company Secretary and Compliance Officer

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No. No.21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (collectively referred to as ('MCA Circulars') and Circular of SEBI dated 12th May, 2020 ("SEBI Circular") and other applicable circulars issued by the SEBI and MCA in this regard. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to facilitate voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast votes for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.ptcil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1	:	Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2	:	Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, January 31, 2024 at 09:00 am and ends on Friday, February 2, 2024 at 05:00. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, January 27, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1	: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
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- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded

Type of shareholders	Login Method
	in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@ptcil.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@ptcil.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@ptcil.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -,Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following Explanatory Statements sets out all material facts relating to the business mentioned under Item nos. 1 & 2 of the accompanying Notice.

Item No. 1 : Issuance of Equity Shares to the person belonging to ‘Non-Promoter Category’ on preferential basis.

The *Special Resolution* contained in Item No. 1 of this Notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot up to 2,35,415 Equity Shares of the face value of Rs.10/- each, at an issue price of Rs.6,000/- (Rupees Six Thousand Only) each determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as amended, aggregating up to Rs.141,24,90,000/- (Rupees One Hundred Forty-One Crore Twenty-Four Lakh Ninety Thousand Only).

This Preferential Issue is proposed to be issued to the person belonging to the Non-Promoter Category. The preferential issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Wednesday, January 03, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR, Regulations. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue (“Issue Proceeds”) towards the following objects:

1. Acquisition, Expansion of Manufacturing Facilities, and Investment in Subsidiaries.
2. Reduction of Debt.
3. General Corporate Purpose.

Utilization of Proceeds

The Broad Range of intended use of the Gross Proceeds of the Issue is as under:

S. N.	Particulars	Total estimated amount to be utilized (Rs. In Lakh)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Acquisition, Expansion of Manufacturing Facilities, and Investment in Subsidiaries.	8,093.68	Latest by March 2025
2	Reduction of Debt	2,500.00	Latest by March 2025
3	General Corporate Purpose	3,531.23	Latest by March 2025
Total		14,124.90	

Note:

- All decimals have been rounded off to two decimal points.

- *In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.*

Schedule of Implementation and Deployment of Funds

This preferential issue is for Equity Shares and the issue proceeds for Equity shares shall be received by the Company within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the relevant stock exchanges, where the shares of the Company are listed, in terms of Chapter V of the SEBI ICDR Regulations, whichever is later, and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements, as provided in detail in above table.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs.100 Crore (Rupees One Hundred Crore Only), in term of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

III. Particulars of the offer including the date of passing of the Board resolution, the kind of Securities offered, the maximum number of Securities to be issued and the Issue Price.

Preferential Issue of up-to 2,35,415 (Two Lakh Thirty-five Thousand Four Hundred and Fifteen) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 6,000/- (Rupees Six Thousand Only) each determined by the Board in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, aggregating up to Rs. 141,24,90,000/- (Rupees One Hundred Forty-One Crore Twenty-Four Lakh Ninety Thousand Only) as approved in the meeting of the Board of Directors of the Company held on Wednesday, January 03, 2024.

IV. The intent of the promoters, directors, key management personnel or senior management of the Company to subscribe to the offer.

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

V. The Shareholding Pattern of the issuer before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure (1)		Equity Shares to be allotted	Post Issue Shareholding Structure (2) (3)	
	No. of Shares	%		No. of Shares	%
(1) Indian					
(a) Individuals & HUF	58,79,452	41.39%	-	58,79,452	40.71%
(b) Bodies Corporate	32,11,128	22.60%	-	32,11,128	22.24%
Sub Total (A)(1)	90,90,580	63.99%	-	90,90,580	62.95%
(2) Foreign promoters	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	90,90,580	63.99%	-	90,90,580	62.95%
B1) Institutions (Domestic)	65,255	0.46%	-	65,255	0.45%
B2) Institutions (Foreign)	5,40,362	3.80%	-	5,40,362	3.74%
B3) Central Government/ State Government(s)	-	-	-	-	-
B4) Non-Institutional Investors					
Individuals	37,41,279	26.34%	1,22,082	38,63,361	26.75%
Foreign Companies	-	-	-	-	-
Body Corporate	3,53,089	2.49%	13,333	3,66,422	2.54%
Others (Including HUF, LLP, Trust, Firm, Market Maker, Foreign Nationals & NRI)	4,14,893	2.92%	1,00,000	5,14,893	3.57%
Total Public Shareholding B=B1+B2+B3	51,14,878	36.01%	2,35,415	53,50,293	37.05%
C) Non-Promoter – Non-Public	-	-	-	-	-
Grand Total (A+B+C)	1,42,05,458	100.00%	2,35,415	1,44,40,873	100.00%

Notes:

1. The pre-issue shareholding pattern is as on Friday, January 05, 2024.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. We have not taken effect of the proposed reclassification of Promoters into the Public Category, as described in the Item No. 2 of this Notice of EGM.

VI. Proposed time limit within which the allotment shall be complete:

In terms of SEBI (ICDR) Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Except as mentioned below the Company has not made preferential issue of any security during the year:

S. No.	Date of Allotment	Type of Securities	Number	Issue Price
1	July 19, 2023	Equity Shares	1,80,000	Rs. 2,500/-

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allottee	Category	Name of the Beneficial Owners
1	Mr. Ashish Rameshchandra Kacholia	Non- Promoter	Not Applicable as Allottees is a Natural Person
2	M/s Himalaya Finance & Investment Co.	Non- Promoter	Mr. Shyam Sunder Agarwal Mr. Suresh Kumar Agarwal Mr. Sudershan Agarwal Mr. Om Prakash Agarwal Mr. Bishwanath Agarwal Ms. Madhulika Agarwal
3	Mr. Naresh Saraaf	Non- Promoter	Not Applicable as Allottees is a Natural Person
4	M/s Blue Square Corporate Services Private Limited	Non- Promoter	Mr. Sharad Rathi Ms. Charu Rathi
5	M/s Fair and Faith Consultants Private Limited	Non- Promoter	Mr. Anand Kumar Tiwari
6	Mr. Dharendra Nath Tiwari	Non- Promoter	Not Applicable as Allottees is a Natural Person
7	Mr. Vinay Khattar	Non- Promoter	Not Applicable as Allottees is a Natural Person

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name	Pre issue Shareholding Structure		No. of Equity Shares to be allotted.	Post Issue Shareholding Structure (Refer Note)	
		No. of Shares	%		No. of Shares	%
1.	Mr. Ashish Rameshchandra Kacholia	NIL	NIL	1,00,000	1,00,000	0.69
2.	M/s Himalaya Finance & Investment Co.	NIL	NIL	1,00,000	1,00,000	0.69
3.	Mr. Naresh Saraaf	150	0.0011	16,666	16,816	0.12
4.	M/s Blue Square Corporate Services Private Limited	NIL	NIL	8,333	8,333	0.06
5.	M/s Fair and Faith Consultants Private Limited	NIL	NIL	5,000	5,000	0.03
6.	Mr. Dharendra Nath Tiwari	NIL	NIL	4,166	4,166	0.03
7.	Mr. Vinay Khattar	NIL	NIL	1,250	1,250	0.01

Note :

Post issue shareholding is calculated assuming allotment of maximum 2,35,415 of Equity shares of the Company, proposed to be issued under present Preferential Issue.

We have not taken effect of the proposed reclassification of Promoters into the Public Category, as described in the Item No. 2 of this Notice of EGM.

X. Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

- (a) Equity Shares shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee (if any), shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Thursday, January 04, 2024, for the purpose of computation of the issue price of Equity Shares. The Equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

In accordance with the provisions of Regulation 164(5) of the SEBI ICDR Regulations for computation of the trading frequency and minimum issue price, NSE is the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the relevant date. The shares of the Company are infrequently traded as per the provisions of SEBI ICDR Regulations.

In terms of the provisions of Regulation 165 of the SEBI ICDR Regulations, the price has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106). The said report is available on the website of the Company at www.ptcil.com.

The Board has approved the exercise price for the Preferential Issue of Equity Shares at Rs. 6,000/- (Rupees Six Thousand Only).

XIII. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of The Proposed Allottees	Current Status	Post Status
1	Mr. Ashish Rameshchandra Kacholia	Non-Promoter	Non-Promoter
2	M/s Himalaya Finance & Investment Co.	Non-Promoter	Non-Promoter
3	Mr. Naresh Saraaf	Non-Promoter	Non-Promoter
4	M/s Blue Square Corporate Services Private Limited	Non-Promoter	Non-Promoter
5	M/s Fair and Faith Consultants Private Limited	Non-Promoter	Non-Promoter
6	Mr. Dharendra Nath Tiwari	Non-Promoter	Non-Promoter
7	Mr. Vinay Khattar	Non-Promoter	Non-Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s Amit Gupta & Associates (FCS No. 5478, C.P. No.: 4682), Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.ptcil.com.

XVII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board of Directors recommends the resolution as set out in Item No. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the person belonging to the Non-Promoter Category by way of **Special Resolution**.

Item No. 2 : To approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jawala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from 'Promoter and Promoter Group' Category to 'Public' Category.

a) Request from Outgoing Promoters

The Company has received request letters from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jawala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal, persons presently appearing as member of Promoter & Promoter Group in the Company, seeking re-classification of their status from person belonging to the 'Promoter & Promoter Group' Category to 'Public' Category under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The following are the details regarding their respective shareholding in the Company:

S. No.	Name of Promoter & Promoter Group to be reclassified	Number and % of shares held*	Details of Direct/ Indirect control or special rights	Designation In the company as a KMP or in any other capacity
1.	Ms. Anshoo Agarwal	1,59,448 (1.12%)	NIL	None
2.	Ms. Bina Agarwal	71,483 (0.50%)	NIL	None

S. No.	Name of Promoter & Promoter Group to be reclassified	Number and % of shares held*	Details of Direct/ Indirect control or special rights	Designation In the company as a KMP or in any other capacity
3.	Ms. Kiran Arun Prasad	49,139 (0.35%)	NIL	None
4.	Mr. Arun Jawala Prasad	5,119 (0.04%)	NIL	None
5.	Mr. Manu Agarwal	25,593 (0.18%)	NIL	None
6.	Ms. Ritika Agarwal	25,593 (0.18%)	NIL	None
7.	Ms. Reena Agarwal	10,237 (0.07%)	NIL	None

*The pre-issue shareholding pattern is as on Friday, January 05, 2024.

b) Family Settlement

Further, as per the request letter, Ms. Kiran Arun Prasad and Mr. Arun Jawala Prasad (being sister and brother in law of the Promoter) have entered into a Family Settlement Agreement (“**Agreement**”) with Mr. Sachin Agarwal (the existing & continuing Promoter of the Company), whereby inter alia it has been agreed that Mr. Sachin Agarwal alongwith Satish Chandra Agarwal HUF (Karta Sachin Agarwal) will continue as the promoter of the Company, and the Outgoing Promoters viz. Ms. Kiran Arun Prasad and Mr. Arun Jawala Prasad do not have any control over the affairs of the Company and / or no role in the day to day decision making of the Company.

c) Confirmation by the Outgoing Promoters

On the basis of request letters received by the company and pursuant to Regulation 31A(3)(b) of the Listing Regulations, the aforesaid promoters seeking reclassification have confirmed that:-

- They together do not hold more than ten percent of the total voting rights in the Company;
- They do not exercise any control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the Board of Directors (including not having a nominee director) of the Company;
- They do not act as a key managerial person in the Company;
- They are not a ‘willful defaulter’ as per the Reserve Bank of India guidelines; and
- They are not fugitive economic offenders.

Further, the aforesaid outgoing promoters have also confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the Listing Regulations.

The said requests for reclassification were considered, analyzed and approved by the Board of Directors at their meeting held on Wednesday, January 03, 2024, which require members’ approval by way of an **Ordinary Resolution**, and stock exchanges’ approval subsequently.

d) Confirmation by the Company

As of the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for re-classification of the status of the said Outgoing Promoters to ‘Public’ Category.

- The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;

- ii. The trading in equity shares of the Company have not been suspended by the Stock Exchanges where equity shares of the Company are listed;
- iii. The Company does not have outstanding dues to the SEBI, Stock Exchanges or Depositories.

Further, Outgoing Promoters seeking reclassification and persons related to such promoters seeking reclassification shall not vote to approve such reclassification request in terms of the provisions of Regulation 31A(1)(b) of the Listing Regulations.

The Directors are interested in the said resolution only to the extent of shares held by them or the constituents of Promoter group including their relatives.

Accordingly, the Board recommends the Ordinary Resolution as set out in item number 2 of this notice for approval of the members of the Company.

By order of the Board of Directors
For PTC Industries Limited

Place: Lucknow
Date: January 12, 2024

Pragati Gupta Agarwal
Company Secretary and Compliance Officer