



AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

Date: June 14, 2023

To,
The Board of Directors
PTC Industries Limited
NH-25A, Sarai Sahjadi, Lucknow,
Uttar Pradesh-227101, India

Subject: Proposed Preferential Issue of up to 1,80,000 Equity Shares by PTC Industries Limited ('the Company') in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

Dear Sir / Madam,

In connection with the proposed issuance of 1,80,000 (One Lakh Eighty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to persons belonging to 'Non-Promoter' Category at an issue price of Rs. 2500/- determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') as approved by the Board of Directors of the Company in their meeting held on Thursday, June 08, 2023 subject to approval of shareholders of the Company and stock exchanges where the shares of the Company are listed and any other regulatory authority, and in terms of requirements of sub-para 2 of para 163 of Part III of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, we hereby certify that the proposed preferential issue is being made in accordance with the provisions of ICDR Regulations, as applicable to the preferential issue.

This certificate is being issued to PTC Industries Limited for placing the same on the website of the Company and placing before the shareholders at General Meeting scheduled to be held for seeking approval of the shareholders of the Company, in terms of the provisions of the Regulation 163(2) of the ICDR Regulations.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta
Practising Company Secretary

Membership No. : F5478

C.P. No. 4682

UDIN - F005478E000487223

Date: June 14, 2023

Place: Lucknow