



**AMIT GUPTA & ASSOCIATES**  
**Practicing Company Secretaries**

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

**Subject: Proposed Preferential Issue of up to 2,35,415 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 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 to persons belonging to 'Non-Promoter' Category at an issue price of Rs. 6000/- 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, January 03, 2024, 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.

**For Amit Gupta & Associates**  
**Company Secretaries**

**Amit Gupta**  
**Practising Company Secretary**  
Membership No. : F5478  
C.P. No. 4682  
UDIN - F005478E003150015  
Date: January 11, 2024  
Place: Lucknow