

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of PTC Industries Limited will be held on Saturday, November 19, 2022 at 03:30 P.M. (IST) through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the businesses as mentioned below.

The proceedings of the Extraordinary General Meeting ("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

ITEM NO. 1

ISSUANCE OF 6,30,170 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO 'NON PROMOTER' CATEGORY

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 by the Company with the stock exchanges where the shares of the Company are listed {**“Stock Exchange(s)”**}, 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, 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 Exchange(s) 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), consent of the members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, **up-to 6,30,170 (Six Lakh Thirty Thousand One Hundred Seventy) Fully Convertible Warrants (“Warrants”) to persons belonging to Non-Promoter category, for cash, at an issue price of Rs. 2,349/- (Rupees Two Thousand Three Hundred Forty-Nine Only) per warrant** which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 13 (thirteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, for an aggregate amount of up

to Rs. **148,02,69,330/-** (Rupees **One Hundred Forty-Eight Crore Two Lakh Sixty-Nine Thousand Three Hundred Thirty Only**) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (“**Proposed Allottee**”):

S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	AG Dynamic Funds Limited	Non-Promoter	3,00,000
2.	Anuradha Khan	Non-Promoter	21,300
3.	Chhatisgarh Investments Limited	Non-Promoter	7,000
4.	Girish Sareen	Non-Promoter	12,800
5.	Hypotenuse Investments	Non-Promoter	7,000
6.	Jasbir Singh Chouhan	Non-Promoter	21,300
7.	Jignesh Patel	Non-Promoter	10,750
8.	JVS Comatsco Industries Pvt Ltd	Non-Promoter	26,200
9.	Lalit Agrawal	Non-Promoter	23,405
10.	Mala Sareen	Non-Promoter	12,800
11.	Megha Dhamija	Non-Promoter	17,000
12.	Mukul Saxena	Non-Promoter	13,640
13.	Pankaj Prasoon	Non-Promoter	23,000
14.	QRG Investments and Holdings Limited	Non-Promoter	15,000
15.	Ramesh Kumar Sharma	Non-Promoter	4,300
16.	Riti Foundation	Non-Promoter	2,575
17.	R R Foundation	Non-Promoter	2,575
18.	Sanjeevani Holdings Private Limited	Non-Promoter	21,300
19.	Satyen Vallabhbai Patel	Non-Promoter	10,750
20.	Sawtanter Kumar	Non-Promoter	8,600
21.	S R Foundation	Non-Promoter	2,575
22.	Suruchi Foundation	Non-Promoter	2,575
23.	Swati Foundation	Non-Promoter	2,575
24.	Taori Amol Babulalji HUF	Non-Promoter	4,300
25.	Ten Eighty Investments	Non-Promoter	11,000
26.	Vallabh Lalji Patel	Non-Promoter	28,100
27.	Vipul Vallabh Patel	Non-Promoter	10,750
28.	Wow Investments	Non-Promoter	7,000
Total			6,30,170

“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Thursday, October 20, 2022, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Saturday, November 19, 2022.”

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

- a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 13 (thirteen) months from the date of allotment (the **“Warrant Exercise Period”**).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted 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.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants 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 for the purpose of giving effect to this resolution Mr. Sachin Agarwal Chairman & Managing Director, Mr. Alok Agarwal Director (Technical & Quality), Ms. Smita Agarwal, Director and CFO and Mrs. Pragati Gupta Agrawal Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity, Warrants, application to Stock Exchange for obtaining of

in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

ITEM NO. 2

ISSUANCE OF 2,89,600 EQUITY SHARES ON PREFERENTIAL BASIS TO PERSONS BELONGING TO NON-PROMOTER CATEGORY

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 by the Company with the relevant stock exchange(s) where the shares of the Company are listed {**“Stock Exchange(s)”**}, 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, 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 Exchange(s) 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), 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 2,89,600 (Two Lakh Eighty-Nine Thousand Six Hundred) Equity Shares of face value of Rs. 10/- each fully paid up, to persons belonging to Non-Promoter category, for cash, at an issue price of Rs. 2,349/- per Equity Share**, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, for an aggregate amount of up to Rs. **68,02,70,400/- (Rupees Sixty-Eight Crore Two Lakh Seventy Thousand Four Hundred Only)**, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (**“Proposed Allottee”**):

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1.	Ajinkya Mercantile Private Limited	Non-Promoter	4,300

2.	Aniruddha Shyam Lakhani	Non-Promoter	4,300
3.	Anup Gupta	Non-Promoter	4,300
4.	Chetan Navinchandra Shah	Non-Promoter	6,400
5.	Chhatisgarh Investments Limited	Non-Promoter	3,000
6.	Deepak K Mehta	Non-Promoter	4,300
7.	Dhruv Narayan Purohit	Non-Promoter	4,300
8.	Harsh Sarwankumar Saraf	Non-Promoter	10,700
9.	Hemlatha Raghava Suvarna	Non-Promoter	8,600
10.	Hiten Popatlal Shah	Non-Promoter	8,600
11.	Kailash Dinodia	Non-Promoter	8,600
12.	Krishna Kumar Daga	Non-Promoter	4,300
13.	Megha Dhamija	Non-Promoter	4,300
14.	Prakash Sarda	Non-Promoter	8,600
15.	Pranav Krishnakumar Lilani	Non-Promoter	4,300
16.	QRG Investments and Holdings Limited	Non-Promoter	28,000
17.	Rajkumar Ramaswamy	Non-Promoter	4,300
18.	Rekha Daga	Non-Promoter	11,100
19.	Renu Krishnakumar Daga	Non-Promoter	4,300
20.	Riti Foundation	Non-Promoter	6,000
21.	R R Foundation	Non-Promoter	6,000
22.	Sanika Shilotri	Non-Promoter	4,300
23.	Sawtanter Kumar	Non-Promoter	12,800
24.	Shashi Bhushan Prasad	Non-Promoter	6,400
25.	Shivam Shyam Dhawan	Non-Promoter	4,300
26.	Snehal Shah	Non-Promoter	4,300
27.	S R Foundation	Non-Promoter	6,000
28.	Sumitra Kukreja	Non-Promoter	21,300
29.	Sunil Srinivasan Chari	Non-Promoter	4,300
30.	Sunil Kumar Kothari (HUF)	Non-Promoter	4,300
31.	Sunita Shravan Kumar Saraf	Non-Promoter	10,700
32.	Suruchi Foundation	Non-Promoter	6,000
33.	Swati Foundation	Non-Promoter	6,000
34.	Tamanna Sarda	Non-Promoter	8,600
35.	Taori Amol Babulalji HUF	Non-Promoter	8,600
36.	Tarun Kumar Khatri HUF	Non-Promoter	4,300
37.	Tuljaram Maheshwari	Non-Promoter	8,600
38.	Vasusri Jhaver	Non-Promoter	4,300
39.	White Pine Investment Management Private Limited	Non-Promoter	4,300
40.	Wow Investments	Non-Promoter	3,000
41.	Sharad Goel	Non-Promoter	8,600

Total	2,89,600
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“**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Thursday, October 20, 2022, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Saturday, November 19, 2022.”

“**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 accounts.
- 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 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.”

“**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/- 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** for the purpose of giving effect to this resolution, Mr. Sachin Agarwal Chairman & Managing Director, Mr. Alok Agarwal Director (Technical & Quality), Ms. Smita Agarwal, Director and CFO and Mrs. Pragati Gupta Agrawal, Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or

approval of the shareholders.”

Date: October 20, 2022
Place: Lucknow

**By Order of the Board
For PTC Industries Ltd.**

**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, 2022, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No.21/2021 dated December 14, 2021 and No.02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as '**MCA Circulars**'). 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 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) for facilitating voting through electronic means, as the authorized e-Voting's 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 proxy to attend and cast vote 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 at www.bseindia.com. 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 Circulars.

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

- (i) **The voting period begins on November 16 2022 at 09:00 AM and ends on November 18 2022 at 05:00 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 12, 2022 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.

- (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
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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

	<p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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.: 1800 1020 990 and 1800 22 44 30

- (i) 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
 - vi. Alternatively Non Individual shareholders are required 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 atleast **7 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 **5 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 shall 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 on toll free no. 1800 22 55 33.

By order of the Board for
PTC INDUSTRIES LIMITED

Pragati Gupta Agrawal
Company Secretary and Compliance Officer

Place: Lucknow

Date: October 20, 2022

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

The following Statement sets out all material facts relating to the Special Resolutions mentioned in the accompanying Notice:

Item No.: 1 & 2

The Special Resolution contained in Item No. 1 & 2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot up-to 6,30,170 (Six Lakh Thirty Thousand One Hundred Seventy) Fully Convertible Warrants to the persons belonging to Non-Promoter category and up-to 2,89,600 (Two Lakh Eighty-Nine Thousand Six Hundred) Equity Shares to persons belonging to Non-Promoter Category, at an issue price of Rs. 2,349/- (Rupees Two Thousand Three Hundred Forty-Nine Only) per Warrant/ Equity Share, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, to raise an aggregate amount of Rs. 216,05,39,730/- (Rupees Two Hundred Sixteen Crore Five Lakh Thirty-Nine Thousand Seven Hundred Thirty Only).

The said proposal has been considered and approved by the Board in their meeting held on Thursday, October 20, 2022.

The approval of the members 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 Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company including but not limited to: 1) Investment in subsidiary(ies), 2) Payment of debt, 3) Long-term working capital and, 4) Other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of up to 6,30,170 Fully Convertible Warrants to the persons belonging to Non-Promoter Category and upto 2,89,600 Equity Shares of face value of Rs. 10/- each to persons belonging to Non-Promoter Category, at an issue price of Rs. 2,349/- per Warrant/ Equity Share, in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, to raise an aggregate amount of Rs. 216,05,39,730/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

None of the promoters, directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants or equity shares proposed to be issued under the Preferential Issue.

IV. 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		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
		No. of Shares	%age		No. of Shares	%age		No. of Shares	%age
A	PROMOTERS GROUP SHAREHOLDING								
1	Indian								
(a)	Individuals / Hindu Undivided Family	58,79,452	44.89		58,79,452	43.92		58,79,452	41.94
(b)	Central Government / State Government(s)	-	0.00		-	0.00		-	0.00
(c)	Financial Institutions / Banks	-	0.00		-	0.00		-	0.00
(d)	Any Other (Specify)	32,11,128	24.52		32,11,128	23.99		32,11,128	22.91
	Sub Total (A)(1)	90,90,580	69.41		90,90,580	67.90		90,90,580	64.85
2	Foreign	-	0.00		-	0.00		-	0.00
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	90,90,580	69.41		90,90,580	67.90		90,90,580	64.85
B	Public Shareholding		0.00		-	0.00		-	0.00
1	Institutions (Domestic)	-	0.00		-	0.00		-	0.00
	Sub Total (B)(1)	-	0.00		-	0.00		-	0.00
2	Institutions (Foreign)	-	0.00		-	0.00		-	0.00
	Sub Total (B)(2)	-	0.00		-	0.00		-	0.00
3	Central Government/	-	0.00		-	0.00		-	0.00

	State Government(s)								
4	Non-Institutions					0.00			0.00
(a)	Associate companies / Subsidiaries	-	0.00		-	0.00		-	0.00
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	2,08,253	1.59		2,08,253	1.56		2,08,253	1.49
(c)	Key Managerial Personnel	-	0.00		-	0.00		-	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	-	0.00		-	0.00		-	0.00
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	-	0.00		-	0.00		-	0.00
(f)	Investor Education and Protection Fund (IEPF)	-	0.00		-	0.00		-	0.00
(g)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	10,84,453	8.28	199800	12,84,253	9.59	218495	15,02,748	10.72
(h)	ii. Resident individual holding nominal share capital in	21,38,058	16.32		21,38,058	15.97		21,38,058	15.25

	excess of Rs. 2 lakhs.								
(i)	Non-Resident Indians (NRIs)	29,092	0.22	39600	29,092	0.22	369500	29,092	0.21
(j)	Foreign Nationals	-	0.00		-	0.00		-	0.00
(k)	Foreign Companies	-	0.00		-	0.00		-	0.00
(l)	Bodies Corporate	2,25,740	1.72	39600	2,65,340	1.98	369500	6,34,840	4.53
(m)	Any Other (Specify)	3,21,481	2.45	50200	3,71,681	2.78	42175	4,13,856	2.95
	Sub Total (B)(4)	40,07,077	30.59		42,96,677	32.10		49,26,847	35.15
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	40,07,077	30.59		42,96,677	32.10		49,26,847	35.15
C	Non-Promoter- Non-Public Shareholding				-	0.00		-	0.00
1	Custodian/DR Holder	-	0.00		-	0.00		-	0.00
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021	-	0.00		-	0.00		-	0.00
	Total Non-Promoter- Non-Public Shareholding (C)= (C)(1) + (C)(2)	-	0.00		-	0.00		-	0.00
	Total Shareholding A+B+C	1,30,97,657	100.00	289600	1,33,87,257	100.00	630170	1,40,17,427	100.00

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

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants and Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1 & 2. 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.

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

S. No.	Name of the proposed allottee	Names of ultimate beneficial owners of proposed allottee(s)
1.	AG Dynamic Funds Limited	Mr. Paul Boskma
2.	Ajinkya Mercantile Private Limited	Mr. Rahul Rajale
3.	Aniruddha Shyam Lakhani	Not applicable as the allottee is a natural person.
4.	Anup Gupta	Not applicable as the allottee is a natural person.
5.	Anuradha Khan	Not applicable as the allottee is a natural person.
6.	Chetan Navinchandra Shah	Not applicable as the allottee is a natural person.
7.	Chhatisgarh Investments Limited	Mr. Kamal Kishore Sarda
8.	Deepak K Mehta	Not applicable as the allottee is a natural person.
9.	Dhruv Narayan Purohit	Not applicable as the allottee is a natural person.
10.	Girish Sareen	Not applicable as the allottee is a natural person.
11.	Harsh Sarwankumar Saraf	Not applicable as the allottee is a natural person.
12.	Hemlatha Raghava Suvarna	Not applicable as the allottee is a natural person.
13.	Hiten Popatlal Shah	Not applicable as the allottee is a natural person.
14.	Hypotenuse Investments	Mr. Brijesh Thakkar, Mr. Sumant Nathani, Mr. Rohit Parakh
15.	Jasbir Singh Chouhan	Not applicable as the allottee is a natural person.
16.	Jignesh Patel	Not applicable as the allottee is a natural person.
17.	JVS Comatsco Industries Pvt Ltd	Mr. Vallabh Lalji Patel, Mr. Satyen Vallabh Patel, Mr. Jignesh Vallabh Patel, Mr. Vipul Vallabh Patel
18.	Kailash Dinodia	Not applicable as the allottee is a natural person.
19.	Krishna Kumar Daga	Not applicable as the allottee is a natural person.
20.	Lalit Agrawal	Not applicable as the allottee is a natural person.
21.	Mala Sareen	Not applicable as the allottee is a natural person.
22.	Megha Dhamija	Not applicable as the allottee is a natural person.
23.	Mukul Saxena	Not applicable as the allottee is a natural person.
24.	Pankaj Prasoon	Not applicable as the allottee is a natural person.
25.	Prakash Sarda	Not applicable as the allottee is a natural person.
26.	Pranav Krishnakumar Lilani	Not applicable as the allottee is a natural person.

27.	QRG Investments and Holdings Limited	Mrs. Vinod Gupta, Mr. Anil Rai Gupta
28.	Rajkumar Ramaswamy	Not applicable as the allottee is a natural person.
29.	Ramesh Kumar Sharma	Not applicable as the allottee is a natural person.
30.	Rekha Daga	Not applicable as the allottee is a natural person.
31.	Renu Krishnakumar Daga	Not applicable as the allottee is a natural person.
32.	Riti Foundation	Mr. Atul Jain
33.	R R Foundation	Mr. Atul Jain
34.	Sanika Shilotri	Not applicable as the allottee is a natural person.
35.	Sanjeevani Holdings Private Limited	Mr. Vikram Chirimar, Mr. Aditya Chirimar, Mr. Satyabhama Chirimar, Mr. Anant Chirimar, Mr. Krishnam Chirimar
36.	Satyen Vallabhbhai Patel	Not applicable as the allottee is a natural person.
37.	Sawtanter Kumar	Not applicable as the allottee is a natural person.
38.	Shashi Bhushan Prasad	Not applicable as the allottee is a natural person.
39.	Shivam Shyam Dhawan	Not applicable as the allottee is a natural person.
40.	Snehal Shah	Not applicable as the allottee is a natural person.
41.	S R Foundation	Mr. Rajiv Kumar
42.	Sumitra Kukreja	Not applicable as the allottee is a natural person.
43.	Sunil Srinivasan Chari	Not applicable as the allottee is a natural person.
44.	Sunil Kumar Kothari (HUF)	Sunil Kumar Kothari
45.	Sunita Shravan Kumar Saraf	Not applicable as the allottee is a natural person.
46.	Suruchi Foundation	Mr. Atul Jain
47.	Swati Foundation	Mr. Atul Jain
48.	Tamanna Sarada	Not applicable as the allottee is a natural person.
49.	Taori Amol Babulalji HUF	Mr. Taori Amol Babulalji
50.	Tarun Kumar Khatri HUF	Mr. Tarunkumar Dhanraj Khatri
51.	Ten Eighty Investments	Ms. Nidhi Thakkar, Mr. Aatish Sharma
52.	Tuljaram Maheshwari	Not applicable as the allottee is a natural person.
53.	Vallabh Lalji Patel	Not applicable as the allottee is a natural person.
54.	Vasusri Jhaver	Not applicable as the allottee is a natural person.
55.	Vipul Vallabh Patel	Not applicable as the allottee is a natural person.
56.	White Pine Investment Management Private Limited	Mr. Niraj Mansignka, Mr. Manish Karwa
57.	Wow Investments	Mr. Amit Goyal, Mr. Ashish Agrawal, Mr. Amit Goyal
58.	Sharad Goel	Not applicable as the allottee is a natural person.

VII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Name	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
AG Dynamic Funds Limited	0	0.00	0	0	0.00	3,00,000	3,00,000	2.14
Ajinkya Mercantile Private Limited	0	0.00	4,300	4300	0.03	0	4,300	0.03
Aniruddha Shyam Lakhani	0	0.00	4,300	4300	0.03	0	4,300	0.03
Anup Gupta	0	0.00	4,300	4300	0.03	0	4,300	0.03
Anuradha Khan	0	0.00	0	0	0.00	21,300	21,300	0.15
Chetan Navinchandra Shah	0	0.00	6,400	6400	0.05	0	6,400	0.05
Chhatisgarh Investments Limited	0	0.00	3,000	3000	0.02	7,000	10,000	0.07
Deepak K Mehta	0	0.00	4,300	4300	0.03	0	4,300	0.03
Dhruv Narayan Purohit	0	0.00	4,300	4300	0.03	0	4,300	0.03
Girish Sareen	26,658	0.20	0	26,658	0.20	12,800	39,458	0.28
Harsh Sarwankumar Saraf	0	0.00	10,700	10700	0.08	0	10,700	0.08
Hemlatha Raghava Suvarna	0	0.00	8,600	8600	0.06	0	8,600	0.06
Hiten Popatlal Shah	1,971	0.02	8,600	10571	0.08	0	10,571	0.08
Hypotenuse Investments	0	0.00	0	0	0.00	7,000	7,000	0.05
Jasbir Singh Chouhan	2,717	0.02	0	2717	0.02	21,300	24,017	0.17
Jignesh Patel	3,470	0.03	0	3470	0.03	10,750	14,220	0.10
JVS Comatsco Industries Pvt Ltd	0	0.00	0	0	0.00	26,200	26,200	0.19
Kailash Dinodia	5,149	0.04	8,600	13749	0.10	0	13,749	0.10

Krishna Kumar Daga	0	0.00	4,300	4300	0.03	0	4,300	0.03
Lalit Agrawal	4,095	0.03	0	4095	0.03	23,405	27,500	0.20
Mala Sareen	0	0.00	0	0	0.00	12,800	12,800	0.09
Megha Dhamija	0	0.00	4,300	4,300	0.03	17,000	21,300	0.15
Mukul Saxena	0	0.00	0	0	0.00	13,640	13,640	0.10
Pankaj Prasoon	1,05,497	0.81	0	1,05,497	0.79	23,000	1,28,497	0.92
Prakash Sarada	0	0.00	8,600	8600	0.06	0	8,600	0.06
Pranav Krishnakumar Lilani	0	0.00	4,300	4,300	0.03	0	4,300	0.03
QRG Investments and Holdings Limited	0	0.00	28,000	28000	0.21	15,000	43,000	0.31
Rajkumar Ramaswamy	0	0.00	4,300	4300	0.03	0	4,300	0.03
Ramesh Kumar Sharma	0	0.00	0	0	0.00	4,300	4,300	0.03
Rekha Daga	6,215	0.05	11,100	17,315	0.13	0	17,315	0.12
Renu Krishnakumar Daga	0	0.00	4,300	4,300	0.03	0	4,300	0.03
Riti Foundation	0	0.00	6,000	6,000	0.04	2,575	8,575	0.06
R R Foundation	0	0.00	6,000	6,000	0.04	2,575	8,575	0.06
Sanika Shilotri	0	0.00	4,300	4,300	0.03	0	4,300	0.03
Sanjeevani Holdings Private Limited	0	0.00	0	0	0.00	21,300	21,300	0.15
Satyen Vallabhbai Patel	33,548	0.26	0	33,548	0.25	10,750	44,298	0.32
Sawtanter Kumar	0	0.00	12,800	12,800	0.10	8,600	21,400	0.15
Shashi Bhushan Prasad	0	0.00	6,400	6400	0.05	0	6,400	0.05
Shivam Shyam Dhawan	0	0.00	4,300	4300	0.03	0	4,300	0.03
Snehal Shah	35,831	0.27	4,300	40131	0.30	0	40,131	0.29
S R Foundation	0	0.00	6,000	6000	0.04	2,575	8,575	0.06
Sumitra Kukreja	0	0.00	21,300	21300	0.16	0	21,300	0.15
Sunil Srinivasan Chari	0	0.00	4,300	4300	0.03	0	4,300	0.03
Sunil Kumar Kothari (HUF)	0	0.00	4,300	4300	0.03	0	4,300	0.03
Sunita Shravan Kumar Saraf	0	0.00	10,700	10700	0.08	0	10,700	0.08

Suruchi Foundation	0	0.00	6,000	6000	0.04	2,575	8,575	0.06
Swati Foundation	0	0.00	6,000	6000	0.04	2,575	8,575	0.06
Tamanna Sarda	0	0.00	8,600	8600	0.06	0	8,600	0.06
Taori Amol Babulalji HUF	7,678	0.06	8,600	16,278	0.12	4,300	20,578	0.15
Tarun Kumar Khatri HUF	0	0.00	4,300	4300	0.03	0	4,300	0.03
Ten Eighty Investments	0	0.00	0	0	0.00	11,000	11,000	0.08
Tuljaram Maheshwari	0	0.00	8,600	8600	0.06	0	8,600	0.06
Vallabh Lalji Patel	3,644	0.03	0	3644	0.03	28,100	31,744	0.23
Vasusri Jhaver	0	0.00	4,300	4300	0.03	0	4,300	0.03
Vipul Vallabh Patel	0	0.00	0	0	0.00	10,750	10,750	0.08
White Pine Investment Management Private Limited	0	0.00	4,300	4300	0.03	0	4,300	0.03
Wow Investments	0	0.00	3,000	3000	0.02	7,000	10,000	0.07
Sharad Goel	0	0.00	8,600	8600	0.06	0	8,600	0.06

Assuming full conversion of Warrants.

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

VIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. 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 Exchanges 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.

IX. The current and proposed status of the proposed allottees post the preferential issue namely:

S. No.	Name of the proposed allottee	Current status	Post status
1.	AG Dynamic Funds Limited	NA	Non-Promoter
2.	Ajinkya Mercantile Private Limited	NA	Non-Promoter
3.	Aniruddha Shyam Lakhani	NA	Non-Promoter
4.	Anup Gupta	NA	Non-Promoter
5.	Anuradha Khan	NA	Non-Promoter
6.	Chetan Navinchandra Shah	NA	Non-Promoter
7.	Chhatisgarh Investments Limited	NA	Non-Promoter
8.	Deepak K Mehta	NA	Non-Promoter
9.	Dhruv Narayan Purohit	NA	Non-Promoter
10.	Girish Sareen	Non-Promoter	Non-Promoter
11.	Harsh Sarwankumar Saraf	NA	Non-Promoter
12.	Hemlatha Raghava Suvarna	NA	Non-Promoter
13.	Hiten Popatlal Shah	Non-Promoter	Non-Promoter
14.	Hypotenuse Investments	NA	Non-Promoter
15.	Jasbir Singh Chouhan	Non-Promoter	Non-Promoter
16.	Jignesh Patel	Non-Promoter	Non-Promoter
17.	JVS Comatsco Industries Pvt Ltd	NA	Non-Promoter
18.	Kailash Dinodia	Non-Promoter	Non-Promoter
19.	Krishna Kumar Daga	NA	Non-Promoter
20.	Lalit Agrawal	Non-Promoter	Non-Promoter
21.	Mala Sareen	NA	Non-Promoter
22.	Megha Dhamija	NA	Non-Promoter
23.	Mukul Saxena	NA	Non-Promoter
24.	Pankaj Prasoon	Non-Promoter	Non-Promoter
25.	Prakash Sarda	NA	Non-Promoter
26.	Pranav Krishnakumar Lilani	NA	Non-Promoter
27.	QRG Investments and Holdings Limited	NA	Non-Promoter
28.	Rajkumar Ramaswamy	NA	Non-Promoter
29.	Ramesh Kumar Sharma	NA	Non-Promoter
30.	Rekha Daga	Non-Promoter	Non-Promoter
31.	Renu Krishnakumar Daga	NA	Non-Promoter
32.	Riti Foundation	NA	Non-Promoter
33.	R R Foundation	NA	Non-Promoter
34.	Sanika Shilotri	NA	Non-Promoter
35.	Sanjeevani Holdings Private Limited	NA	Non-Promoter
36.	Satyen Vallabhbbhai Patel	Non-Promoter	Non-Promoter
37.	Sawtanter Kumar	NA	Non-Promoter

38.	Shashi Bhushan Prasad	NA	Non-Promoter
39.	Shivam Shyam Dhawan	NA	Non-Promoter
40.	Snehal Shah	Non-Promoter	Non-Promoter
41.	S R Foundation	NA	Non-Promoter
42.	Sumitra Kukreja	NA	Non-Promoter
43.	Sunil Srinivasan Chari	NA	Non-Promoter
44.	Sunil Kumar Kothari (HUF)	NA	Non-Promoter
45.	Sunita Shravan Kumar Saraf	NA	Non-Promoter
46.	Suruchi Foundation	NA	Non-Promoter
47.	Swati Foundation	NA	Non-Promoter
48.	Tamanna Sarda	NA	Non-Promoter
49.	Taori Amol Babulalji HUF	Non-Promoter	Non-Promoter
50.	Tarun Kumar Khatri HUF	NA	Non-Promoter
51.	Ten Eighty Investments	NA	Non-Promoter
52.	Tuljaram Maheshwari	NA	Non-Promoter
53.	Vallabh Lalji Patel	Non-Promoter	Non-Promoter
54.	Vasusri Jhaver	NA	Non-Promoter
55.	Vipul Vallabh Patel	NA	Non-Promoter
56.	White Pine Investment Management Private Limited	NA	Non-Promoter
57.	Wow Investments	NA	Non-Promoter
58.	Sharad Goel	NA	Non-Promoter

X. Practicing Company Secretary Certificate:

The certificate from Amit Gupta & Associates (FCS No. 5478, C.P. No.: 4682, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company, till the date of the EGM, at www.ptcil.com.

XI. Lock-in Period:

- i. The Warrants and Equity Shares to be allotted, and Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, 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, the Relevant Date has been reckoned as Thursday, October 20, 2022. Since, the Equity Shares of the Company are listed on BSE Limited ('BSE') and are in-frequently traded.

Accordingly, the issue price has been determined in accordance with the Valuation report by Corporate Professionals Valuation Services Private Limited, an Independent Registered Valuer (Registration No.: IBBI/RV-E/02/2019/106) as prescribed under the Articles of Association of the Company and in terms with provisions stipulated under the SEBI ICDR Regulations.

The pricing of the Warrants and Equity Shares to be allotted on preferential basis is Rs. 2,349/- each to the proposed allottees.

The Valuation Report obtained from the independent registered valuer is available for inspection at the registered office of the company.

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

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 1 & 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in item no. 1 & 2 of this notice for the issue of Warrants and Equity Shares, on a preferential basis, to the persons belonging to the non-promoter category by way of Special Resolution.

By order of the Board for
PTC INDUSTRIES LIMITED

Pragati Gupta Agrawal
Company Secretary and Compliance Officer

Place: Lucknow

Date: October 20, 2022