



To,  
**The Board of Directors**  
**PTC Industries Limited**

**Sub: Proposed Preferential Issue of up to 2,89,600 Equity Shares and 6,30,170 Fully Convertible Warrants 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**

In connection with the proposed issuance of 2,89,600 Equity Shares of face value of Rs. 10/- each and 6,30,170 Fully Convertible Warrants, 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 October 20, 2022 and in terms of sub-para 2 of para 163 of Part III of chapter V of the Security and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the “ICDR Regulations”), we hereby certify that the proposed preferential issue is being made in accordance with 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 - F005478D001373218  
Date: October 27, 2022  
Place: Lucknow