

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 54th Annual General Meeting of the members of PTC Industries Limited will be held on Friday, the 29th day of September, 2017 at 03.00 P.M. at the registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow, Uttar Pradesh to transact the following businesses:

ORDINARY BUSINESS

To consider and, if thought fit, to pass, the following resolutions, with or without modification, as Ordinary Resolution:

1. **To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an Ordinary Resolution(s):**

- a) **"Resolved that, the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."**
- b) **"Resolved that, the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."**

2. **To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible offers himself for re-appointment.**

"RESOLVED THAT Mr. Alok Agarwal (DIN: 00129260) who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, be and is hereby re-appointed as director of the Company liable to retire by rotation."

3. **Ratification for appointment of M/s. Walker Chandiook & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of Company**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Walker Chandiook & Associates, Chartered Accountants (Registration No. 001329N), who were appointed as Statutory Auditors of the Company at the 51st Annual General Meeting to hold office up to the conclusion of 56th Annual General Meeting and who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, the consent of the Company be and is hereby accorded for their continuance as Statutory Auditors on such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

4. **Appointment of Mr. Ashok Kumar Shukla as a Whole Time Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:-

"RESOLVED THAT, pursuant to the provisions of Section 160 of the Companies Act, 2013 and the Rules made there under read with the Articles of Association of the Company, Mr. Ashok Kumar Shukla, in respect of whom a notice in writing has been received from a member, signifying his intention to propose him as a candidate for the office of director, be and is hereby appointed as a director on the Board of the Company, whose period of office shall be liable to retire by rotation."



“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the appointment of Mr. Ashok Kumar Shukla as the Whole time Director of the Company for a period of five (5) years with effect from October 01, 2017 till September 30, 2022 on the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follow:

Name	:	Shri Ashok Kumar Shukla
Designation	:	Whole Time Director
Period of Appointment	:	w.e.f. October 1, 2017 to September 30, 2022
Remuneration	:	w.e.f. October 1, 2017 to September 30, 2022
	:	Basic Salary: Rs.1,35,000-22,500-2,25,000 per month

Allowances / Perquisites: (it will be effective from October 1, 2017 to September 30, 2022)

- i. House Rent Allowance equal to three month’s Basic Salary.
- ii. Contribution to Provident Fund @ 12% of Basic Salary, will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act.
- iii. Medical Expenses and Leave Travel Concession incurred by Whole Time Director and his family subject to a ceiling limit of two months salary in a year or six months salary over a period of three years subject to Company’s rules, if any, specified by the company in this regard. Family means spouse, dependent children and dependent parents of the appointee.
- iv. Gratuity shall not exceed half month’s Basic Salary for each completed year of service as per the Rules of the company and will not be included in computation of the ceiling of the remuneration.
- v. House Maintenance/Other Allowances shall be 5% of the Basic Salary or Rs. 7,000 per month, whichever is more.
- vi. Encashment of Leave as per rules of the Company.
- vii. Personal accidental/ Medical Insurance of an amount, the annual premium of which will not exceed Rs. 5,000.
- viii. Club Fees: Subscription or reimbursement of membership fees for clubs in India and/ or abroad, including admission and life membership fees.
- ix. Use of car for Company’s business and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purposes shall be billed by the Company to Shri Ashok Kumar Shukla, Director and use of car for private purposes shall be billed as specified under Rules 3C of the Income Tax Rules.

“Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

“Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party six months’ notice or paying six months’ salary in lieu thereof;
- iii) If at any time the Shri Ashok Kumar Shukla ceases to be a director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director of the Company.
- iv) The office of the Director will be subject to retirement by rotation.”

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Ashok Kumar Shukla in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

5. Re-appointment of Mr. Sachin Agarwal as Chairman & Managing Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:-

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Sachin Agarwal (DIN- 00142885) as the Chairman & Managing Director of the Company for a period of five (5) years with effect from October 01, 2017 till September 30, 2022 on the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Name	:	Shri Sachin Agarwal
Designation	:	Chairman & Managing Director
Period of Appointment	:	w.e.f. October 1, 2017 to September 30, 2022
Remuneration	:	w.e.f. October 1, 2017 to September 30, 2022
	:	Basic Salary: 1,85,000-18,500-2,59,000 per month

Allowances / Perquisites: (it will be effective from October 1, 2017 to September 30, 2022)

- i. Commission @ 3% of the profits of the Company subject to approval of Central Government in this regard.
- ii. House Rent Allowance equal to 50% of the Basic Salary or Leased Accommodation.
- iii. Other Allowances of Rs. 1,90,000/- per month such as House Maintenance Allowance, Gas, Electricity & Water Allowance, Entertainment Allowance, Children Education Allowance, Magazine & Books Allowance and Special Allowance.
- iv. Contribution to Provident Fund @ 12% of Basic Salary, Superannuation fund @ 5% of Basic Salary or Annuity Fund (subject to Superannuation Fund Rules of the Company), will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act.
- v. Medical Expenses and Leave Travel Concession incurred by Whole Time Director and his family subject to a ceiling limit of two months salary in a year or six months salary over a period of three years subject to Company's rules, if any, specified by the company in this regard. Family means spouse, dependent children and dependent parents of the appointee.
- vi. Gratuity shall not exceed half month's Basic Salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- vii. Encashment of Leave as per rules of the Company.
- viii. Personal accidental/ Medical Insurance of an amount, the annual premium of which will not exceed Rs. 5,000.
- ix. Club Fees: Subscription or reimbursement of membership fees for clubs in India and/ or abroad, including admission and life membership fees.
- x. Use of car for Company's business and telephone, mobile and internet facility at residence will not be considered as



perquisites. However, personal long distance calls for private purposes shall be billed by the Company to Shri Sachin Agarwal, Managing Director and use of car for private purposes shall be billed as specified under Rules 3C of the Income Tax Rules.

“Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Chairman & Managing Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Chairman & Managing Director.”

“Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i. Chairman & Managing Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii. The appointment may be terminated by either party giving the other party six months’ notice or paying six months’ salary in lieu thereof;
- iii. If at any time the Chairman & Managing Director ceases to be a director of the Company for any reason whatsoever, he shall cease to be the Chairman & Managing Director of the Company; and
- iv. The office of the Chairman & Managing Director will not be subject to retirement by rotation.”

“Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Chairman & Managing Director in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

6. Re-appointment of Mr. Alok Agarwal as Director (Quality & Technical)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:-

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Alok Agarwal (DIN- 00129260) as the Director (Quality and Technical) of the Company for a period of five (5) years with effect from October 01, 2017 till September 30, 2022 on the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Name	:	Shri Alok Agarwal
Designation	:	Director (Quality and Technical)
Period of Appointment	:	w.e.f. October 1, 2017 to September 30, 2022
Remuneration	:	w.e.f. October 01, 2017 till September 30, 2022
	:	Basic Salary: Rs.1,20,000-12,000-1,68,000 per month

Allowances / Perquisites: (it will be effective from October 01, 2017 till September 30, 2022)

- i. House Rent Allowance equal to 50% of the Basic Salary or Leased Accommodation.
- ii. Contribution to Provident Fund @ 12% of Basic Salary, Superannuation fund @ 5% of Basic Salary or Annuity Fund (subject

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to Superannuation Fund Rules of the Company), will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act.

- iii. Medical Expenses and Leave Travel Concession incurred by Whole Time Director and his family subject to a ceiling limit of two months salary in a year or six months salary over a period of three years subject to Company's rules, if any, specified by the company in this regard. Family means spouse, dependent children and dependent parents of the appointee.
- iv. Gratuity shall not exceed half month's Basic Salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- v. Encashment of Leave as per rules of the Company.
- vi. Personal accidental/ Medical Insurance of an amount, the annual premium of which will not exceed Rs. 5,000.
- vii. Club Fees: Subscription or reimbursement of membership fees for clubs in India and/ or abroad, including admission and life membership fees.
- viii. Use of car for Company's business and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purposes shall be billed by the Company to Shri Alok Agarwal, Director (Quality and Technical) and use of car for private purposes shall be billed as specified under Rules 3C of the Income Tax Rules.

"Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three year period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director."

"Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Director (Quality and Technical) shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party six months' notice or paying six months' salary in lieu thereof;
- iii) If at any time the Director (Quality and Technical) ceases to be a director of the Company for any reason whatsoever, he shall cease to be the Director (Quality and Technical).
- iv) The office of the Director will be subject to retirement by rotation."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Director (Quality and Technical) in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

7. Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:-

"Resolved that, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of the members of the Company, the appointment of Mr. Priya Ranjan Agarwal (DIN- 00129176) as the Director (Marketing) of the Company for a period of five (5) years with effect from October 01, 2017 till September 30, 2022 on the terms and conditions as set



out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Name	:	Shri P.R Agarwal
Designation	:	Director (Marketing)
Period of Appointment	:	w.e.f. October 1, 2017 to September 30, 2022
Remuneration	:	w.e.f. October 1, 2017 to September 30, 2022
	:	Basic Salary: Rs.1,25,000-12,500-1,75,000 per month

Allowances / Perquisites: (it will be effective from October 1, 2017 to September 30, 2022)

- i) House Rent Allowance equal to 50% of the Basic Salary or Leased Accommodation.
- ii) House Maintenance/Other Allowances shall be 22% of the Basic Salary on annual basis.
- iii) Medical Expenses and Leave Travel Concession incurred by Whole Time Director and his family subject to a ceiling limit of two months salary in a year or six months salary over a period of three years subject to Company's rules, if any, specified by the company in this regard. Family means spouse, dependent children and dependent parents of the appointee.
- iv) Encashment of Leave as per rules of the Company.
- v) Personal accidental/ Medical Insurance of an amount, the annual premium of which will not exceed Rs. 5,000.
- vi) Club Fees: Subscription or reimbursement of membership fees for clubs in India and/ or abroad, including admission and life membership fees.
- vii) Use of car for Company's business and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purposes shall be billed by the Company to Shri P.R Agarwal, Director (Marketing) and use of car for private purposes shall be billed as specified under Rules 3C of the Income Tax Rules.

"Resolved further that, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director."

"Resolved further that, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Director (Marketing) shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii) The appointment may be terminated by either party giving the other party six months' notice or paying six months' salary in lieu thereof;
- iii) If at any time the Director (Marketing) ceases to be a director of the Company for any reason whatsoever, he shall cease to be the Director (Marketing).
- iv) The office of the Director will be subject to retirement by rotation."

"Resolved further that, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Director (Marketing) in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution."

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8. Ratification of Cost Auditors' remuneration

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

"RESOLVED THAT pursuant to Section 148 and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 27,500/- plus Service Tax and out of pocket expenses payable to Mr. Arun Kumar Srivastava, who is appointed as Cost Auditor of the Company to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18".

9. Increase in Borrowing Powers

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

"RESOLVED THAT in supersession to the resolution passed by the members of the Company in the 50th Annual General Meeting of the company held on 16th July, 2013 and pursuant to the provisions of 180(1)(c) of the Companies Act, 2013, subject to such other provisions as may be applicable from time to time, the company be and is hereby authorized to borrow money, from time to time at its discretion either from the Company's bankers or from other banks, financial institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) for the business of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and its free reserves i.e., reserves not set apart for any specific purpose provided that the total amount up to which monies may be borrowed by the company shall not exceed Rs. 250 crores (Rupees Two hundred and fifty Crores only)".

"RESOLVED FURTHER THAT the board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution".

10. Creation of Charge for securing borrowings up to limit of Rs. 250 crores.

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

"RESOLVED THAT in supersession to the resolution passed by the members in the 50th Annual General Meeting of the company held on 16th July, 2013 and pursuant to the provisions of 180(1)(a) of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded to create charges and/or mortgage and/or hypothecation in addition to the existing charges and/or mortgage and/or hypothecation created by the Company on all the movable / immovable properties of the Company wherever situated, present or future, whether by first charge / mortgage or subsequent charges / mortgages, as the Board may direct together with power to take over the management / undertaking of the Company in certain events to or in favour of all or any of the financial institutions, bankers to the Company or other bankers, other bodies corporate and other lenders (hereinafter collectively referred to as "the Lending Agencies") and/or trustees for the holders of the debentures / bonds / other instruments to secure borrowings of Company by way of loan / issue of debentures / bonds / other instruments which may be issued on pari passu basis or otherwise not exceeding Rs. 250 crores (Rupees Two hundred and fifty crores only), which have been obtained or may be obtained from or privately placed with the lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company, to the trustee under the trust deeds entered into or to be entered into by the company in respect of the said borrowings".

"RESOLVED FURTHER THAT the mortgage / charge created / to be created and / or all agreement(s) / documents executed / to be executed and all acts done in terms of the above resolution by and all acts done in terms of the above resolution by and with the authority of the Board to be and hereby confirmed and ratified".



“RESOLVED FURTHER THAT the board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution”.

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, HUF, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organisation.**

2. A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The copy of annual report, notice of general meeting, notice of e-voting, etc. are being sent to the members through e-mail who have registered their email ids with their depository participant (DPs) / Company's Registrar and Transfer Agent (RTA).

Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications.

Members whose e-mail id is not registered with the Company will be sent physical copies of Annual Report, notice of e-voting etc. at their registered address through permitted mode.

4. Annual Report will also be available in the Financials section on the website of the Company at www.ptcil.com.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 4 to 10 (both inclusive) of the accompanying notice is annexed hereto.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.

7. **Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers / DP ID & Client ID in all correspondences to facilitate prompt response.**

8. **E-voting:**

In compliance with Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to provide the facility to the members to exercise their votes electronically and vote on all resolutions through e voting service facility arranged by CDSL.

The e-voting period begins on September 26, 2017 at 09:00 IST and ends on September 28, 2017 17:00 IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

1. **The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.

- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Slip indicated in the PAN field.
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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Company- PTC Industries Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. In case of members receiving physical copy:

- i. Please follow the steps from sr. no. (I) to (xvii) above, to cast your vote.
- ii. If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

9. The Board of Directors has appointed Mr. Amit Gupta of M/s. Amit Gupta & Associates, Company Secretaries in practice, Lucknow, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. In terms of provisions of Section 107 of the Companies Act, 2013 since the Company is providing the facility of e-voting to the shareholders, there shall be no voting by show of hands at the 54th Annual General Meeting. The shareholders who will be physically present at the 54th Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
11. The shareholders can opt for only one mode of voting i.e. e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not be considered. The members who have casted their vote electronically may attend the meeting but shall not be entitled to cast the vote again.
- 12. The voting rights of members for e-voting and for physical voting at the meeting shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date, i.e. September 22, 2017.**
13. Members having any question on financial statements or any agenda item proposed in the notice of 54th Annual General Meeting are requested to send their queries at least ten days prior to the date of Annual General Meeting of the Company at its registered office address to enable the Company to collect the relevant information.
14. Members are requested to bring the duly filled in attendance slips sent herewith while attending the Annual General Meeting and notice of Annual General Meeting.

By Order of the Board of Directors,
A.K. Gupta
G.M. (Finance) & Company Secretary

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4, 5, 6 & 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board of Directors, have proposed to induct Mr. Ashok Kumar Shukla as a director on the Board of the Company in respect of whom a notice in writing has been received from a member under the provisions of Section 160 (1) of the Companies Act, 2013 (herein after referred as 'the Act'), signifying his intention to propose him as a candidate for the office of director, whose period of office, if so approved, will be liable to retire by rotation. It is proposed to appoint him as a Whole Time Director, subject to approval of members, for the period of 5 (five) years commencing from October 01, 2017 to September 30, 2022, which shall be subject to review by the Board of Directors of the Company, once he attains the age of 60 years. The Board is of the opinion that the appointment of Mr. A K Shukla as whole time director will be in the best interest of the Company.

Further the appointment of Mr. Sachin Agarwal as Managing Director, Mr. Alok Agarwal as Director (Quality & technical) & Mr. Priya Ranjan Agarwal as Director (Marketing) of the Company w.e.f. July 01, 2013 was approved at 50th Annual General Meeting held on July 16, 2013 for the period of five years. Further the terms and conditions were revised w.e.f. April 01, 2015 with the approval of the shareholders of the Company in their 52nd Annual General Meeting held on August 12, 2015. The Board of Directors of the Company in their meeting held on November 11, 2016 re-designated Mr. Sachin Agarwal as Chairman & Managing Director (CMD) with other terms and conditions remaining unchanged.

Since the tenure of Mr. Sachin Agarwal as CMD, Mr. Alok Agarwal as Director (Quality & technical) & Mr. Priya Ranjan Agarwal as Director (Marketing) of the Company is getting expired on June 30, 2018 and annual general meeting for the year ended at March 31, 2018 is likely to be held around August/September, 2018. Accordingly it is considered appropriate to re-appoint them for the period of five years w.e.f. October 01, 2017.

The appointment/re-appointments shall be as per such terms and conditions at such remuneration as enumerated in the resolution passed by the members in the Annual General Meeting. The Board of Directors of the Company may revise the remuneration as they may deem fit within the permissible limits as prescribed under the provisions of the Act, and rules made there under. Further in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Board shall have power to approve the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being in force. The brief profile, roles and responsibilities of the proposed appointees is provided in Annexure – A.

Presently, Mr. A K Shukla is responsible for the management of day to day operations of the Mehsana Plant of the Company. In this regard, he looks after the implementation of the Company's business plan directives; framing of policy related to the Mehsana Plant; preparation of growth and action plans for this plant; and works on increasing production, asset capacity and flexibility, while minimizing unnecessary costs and maintaining current quality standards. He holds 82,149 equity shares in the share capital of the Company. He is not related to the promoters, directors or key managerial personnel of the Company and shall be designated as a non-promoter executive director.

The Chairman & Managing Director is responsible for implementation of the functions assigned by the Board from time to time, including but not limited to making recommendations to the Board with respect to the investments/disinvestments decisions, senior level appointments, retrenchments and increments, collaborations/joint ventures/ further capital issues, borrowings, appointment of internal auditors/statutory auditors/other intermediaries as may be required under laws as applicable to the Company and to take all extraordinary decisions and undertake activities, which are necessary to run the day to day operations of the Company and to carry out other supervisory and regulatory functions, including delegation/assignment of duties in the manner as may be required from time to time. He is a promoter director holding 12,45,960 equity shares in the share capital of the Company.



Mr. Alok Agarwal, Director (Quality & Technical) is responsible for operations, engineering, quality, R&D and procurement activities of the Company. He is also responsible for undertaking activities as assigned to him by CMD/Board from time to time. He is a promoter director holding 2,15,600 equity shares in the share capital of the Company.

Mr. Priya Ranjan Agarwal, Director (Marketing) is responsible for marketing activities of the Company. He is also responsible for undertaking activities as assigned to him by CMD/Board from time to time. He is a promoter director holding 3,86,000 equity shares in the share capital of the Company.

Hence, the resolution is proposed as a special resolution and the required additional information pursuant to Schedule V Part II Section II of the Companies Act, 2013 and other details regarding, nature of their expertise in specific functional areas and names of companies in which they holds directorships and member/chairmanships of Board Committees, shareholding and relationships between directors is annexed to this Notice as **Annexure-A**. The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice as **Annexure-B**.

The Board, accordingly, recommends the resolution set out under item number 4, 5, 6 & 7 for approval of the members of the Company as a Special Resolution.

None of the Promoters, Directors, Key Managerial personnel or their relatives, except respective appointee director himself, is concerned or interested, financially or otherwise, in passing of the aforesaid Resolution except to the extent of his shareholding as a member of the Company.

Annexure – A

The Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (For items 4, 5, 6 and 7 of the 54th Annual General Meeting Notice)

	Mr. Sachin Agarwal	Mr. Alok Agarwal	Mr. Priya Ranjan Agarwal	Mr. Ashok Kumar Shukla
I. General Information				
Nature of Industry	Engineering with foundry, machining, forging & fabrication as key activities			
Date of commencement of commercial production	PTC Industries Limited has legacy of more than 54 years with its date of incorporation being March 20, 1963.			
Financial performance based on given indicators	The details of financial performance of the Company for the years 2016-17 and 2015-16 are provided separately in the Annual Report.			
Foreign investments or collaborations, if any	<p>The Company had entered into a Joint Venture Agreement with Modrany Power, a.s. a leading Czech producer and supplier of piping systems for the power industry. Modrany Power & PTC Piping Systems Private Limited has been incorporated as a subsidiary of PTC to jointly acquire knowledge and bid & execute projects for high pressure piping systems and allied products.</p> <p>Foreign investors, mainly comprising NRIs and Overseas Body Corporate are investors in the Company on account of past issuances of securities and issue of equity shares in lieu of conversion of Zero Coupon Compulsorily Convertible Debentures (CCD's).</p>			
II. Information about the appointee				
Background details	Mr. Sachin Agarwal is the Chairman & Managing Director of the Company.	Mr. Alok Agarwal is Director - Quality & Technical of the Company	Mr. Priya Ranjan Agarwal is Director - Marketing of the Company	Mr. Ashok Kumar Shukla is an Executive Director - Mehsana Plant

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Past remuneration	Details of past remuneration are as follows:		Details of past remuneration are as follows:		Details of past remuneration are as follows:		Details of past remuneration are as follows:	
	(₹ In lakhs)		(₹ In lakhs)		(₹ In lakhs)		(₹ In lakhs)	
	Year	Remuneration	Year	Remuneration	Year	Remuneration	Year	Remuneration
	2015-16	97.74	2015-16	24.33	2015-16	24.68	2015-16	20.99
	2014-15	63.19	2014-15	22.04	2014-15	22.58	2014-15	18.62
	2013-14	40.71	2013-14	19.80	2013-14	20.05	2013-14	16.87
Recognition or awards	Under the leadership of Mr. Sachin Agarwal, the Company has won many awards and recognitions, including the TIME India Award, National Award for R&D Efforts in the Industry, by the Department of Science and Industrial Research, Government of India; approval from the Department of Scientific & Industrial Research under their Technology Development and Demonstration Programme; being recognized as one of the 16 Hidden Gems by Forbes India, and numerous export and supplier awards by State departments and customers.	Mr. Alok Agarwal has done extensive work in improving the quality standards in the Plant and obtaining various ISO and other quality certifications for the Company. His responsibilities also include Environment, Health and Safety compliances for the Company. Under this able guidance, the Company has been bestowed with many awards including the Exporter Award from the Government of Uttar Pradesh.	Mr. Priya Ranjan Agarwal is primarily responsible for business development in key infrastructure projects and marketing activities and has contributed largely for PTC to become a well known and respected name in the country. Earlier, he handled Heavy Engineering division and is now also responsible for the activities of Lucknow Plant 2. In addition, he continues to shoulder several other corporate responsibilities. He has been instrumental in the execution of several large project orders received by PTC from companies like BHEL and BEML. His hard work and perseverance have led to the recognition of the Company as a vendor in various Public Sector Undertakings.	Mr. Ashok Kumar Shukla has done extensive work in improving the quality standards in the Plant and obtaining various ISO and other quality certifications for the Company. His responsibilities also include Environment, Health and Safety compliances for the Mehsana Plant He has successfully establish the production line from 5 Kg casting to 25 Kg casting.				
Job profile and his suitability	Mr. Sachin Agarwal is an MBA in Operations from University of Tulsa, USA and has pursued M.S. in Finance from Boston College, USA. He has also worked for a year with American Airlines. He has over 19 years of professional experience in the overall managerial areas.	Mr. Alok Agarwal is a B.Tech from IIT, Kanpur. He has been working with PTC Industries for the past 22 years. He is a Whole-time director designated as Director (Quality & Technical). Over the years, he has held various senior positions in the Production, Quality, Technical and Co-ordination areas.	Mr. Priya Ranjan Agarwal joined PTC in 1992 and has been working with company for the last 25 years. He is a Whole-time director on the Board of the Company. Mr. Priya Ranjan Agarwal is a Bachelor of Engineering (Mechanical).	Mr. Ashok Kumar Shukla joined PTC IN 2003 and has been working with the Company for the last 14 years in various capacities. He is an Executive director (Mehsana Plant) of the Company. Mr. Ashok Kumar Shukla is a Bachelor of Technology (Mechanical).				



Taking this into consideration, the Board bestowed the task of managing the overall operations of the Company, international business development, day to day management of the Company and implementation of Board policies and decisions. Under Mr. Sachin Agarwal's leadership, the Company has achieved new heights and remarkable growth. Further, with the establishment of new Plant of the Company, viz. the *Advanced Manufacturing and Technology Centre*, his leadership and guidance is of great significance for the overall operations of the Company.

He spent a number of years at the Ahmedabad Plant, and was deeply involved in the design, project management and commissioning of the unit. Being a person with a strong penchant for analytical work and high technology skills, he was chosen to head Lucknow Plant 1 and the Quality & Technical divisions of the Company. Mr. Alok Agarwal also looks after the Operations, engineering, quality R&D and procurement activities of the Company. He has all the requisite qualifications and rich experience which Company requires. Further, with the establishment of new Plant of the Company, viz. the *Advanced Manufacturing and Technology Centre*, his immense support and continuous association with the Company is of great significance for the overall operations of the Company.

He has made a substantial contribution in creation of a wide base of customers for the Company. He has significant experience in the Casting industry spanning more than 30 years and has been instrumental in making PTC a recognized name in the country. With the establishment of the AMTC Plant of the Company, his immense skill, knowledge and capability in marketing and sales is of great significance for the overall operations of the Company especially at a stage when the Company has increased its capacity four times and shall require new business to efficiently utilize this capacity.

He has made a substantial contribution for the implementation and achieving business plan directives, implementation of policy matters, boundary management, charting growth plans, increasing production, assets capacity and flexibility, while minimizing unnecessary costs and maintaining current quality standards in respect of Company's Mehsana Plant.

Remuneration proposed	Details of proposed remuneration are presented in the Item No. 5 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013..	Details of proposed remuneration are presented in the Item No. 6 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013.	Details of proposed remuneration are presented in the Item No. 7 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013.	Details of proposed remuneration are presented in the Item No. 4 of the ensuing meeting notice and in the explanatory statement under Section 102 of the Companies Act, 2013.
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Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Chief Executive Officer /Managing Director levels of similar sized Engineering (Casting) companies.	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Whole time directors of similar sized Engineering (Casting) companies.	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Whole time directors of similar sized Engineering (Casting) companies.	The remuneration proposed is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Whole time directors of similar sized Engineering (Casting) companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration, Mr. Sachin Agarwal holds 12,45,960 equity shares of the Company. Further, he is the son of Late Mr. Satish Chandra Agarwal, Ex-Chairman of the Company and husband of Mrs. Smita Agarwal, Chief Financial Officer of the Company.	Besides the remuneration receivable, Mr. Alok Agarwal holds 2,15,600 equity shares of the Company and his spouse is appointed to office of profit in the Company pursuant to the provision of Section 188(1) of the Companies Act, 2013. He does not have any other relationship directly or indirectly with the Company or any relationship with managerial personnel.	Besides the remuneration receivable, Mr. Priya Ranjan Agarwal holds 3,86,000 equity shares of the Company and his spouse is appointed to office of profit in the Company pursuant to the provision of Section 188(1) of the Companies Act, 2013 He does not have any other relationship directly or indirectly with the Company or any relationship with managerial personnel.	Besides the remuneration receivable, Mr. Ashok Kumar Shukla holds 82,149 equity shares of the Company and his spouse is appointed to office of profit in the Company pursuant to the provision of Section 188(1) of the Companies Act, 2013 He does not have any other relationship directly or indirectly with the Company or any relationship with managerial personnel.

III. Other Information

Reasons of loss or inadequate profits	The Profit after tax has reduced to Rs. 0.30 crores from Rs. 6.15 crores in the previous year due to the incidence of Deferred Tax arising on the expenditure incurred in completion of the Technology Development and Demonstration Programme of the Department of Scientific and Industrial Research during the year. Decline in international markets and reduction in metal prices and exchange rates has affected the overall sales.
Steps taken or proposed to be taken for improvement	With the improvements in technology and processes that the Company has introduced, it expects a significant reduction in its operational costs. Further, the Company is in the final stages of setting up the AMTC plant which shall substantially increase the capacity of the Company and reduce costs. This unit shall have the capacity to manufacture castings up to 5,000 kgs single piece using the Replicast® and RapidCast™ technologies. It shall house the latest equipment, systems and software and shall be a "clean, green and lean" facility. These measures shall significantly improve the profitability of the Company.
Expected increase in productivity and profits in measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve the Company's performance and profitability in the future by 25-30% in the next 2-3 years.



Annexure – B

Disclosure Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2

	Mr. Sachin Agarwal	Mr. Alok Agarwal	Mr. Priya Ranjan Agarwal
Age	45	55	58
Date of Appointment	18/06/1998	27/07/1994	28/12/1992
Nature of his expertise in specific functional areas	Managing the overall operations of the Company and implementation of Board policies and decisions.	Quality and Technical, Operations.	Marketing, Technical, Operations
Qualification	MBA in Operations, MS in Finance	Bachelor of Technology	Bachelor of Engineering (Mechanical)
Experience	19 years	23 years	25 years
The number of Meetings of the Board attended during the Year	3 out of 4	3 out of 4	3 out of 4
Board Membership of other listed companies as on March 31, 2017			
1. Names of companies in which the person also holds the directorship	N.A.	N.A.	N.A.
2. Names of companies in which the person also holds the Membership /Chairman of Committees of the Board ⁵	N.A.	N.A.	N.A.

Item No. 8

Pursuant to Section 148 of the Companies Act, 2013 (the Act), the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of Mr. Arun Kumar Srivastava as the Cost Auditor of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2017-18, at a remuneration of Rs. 27,500/- plus Service tax and out-of-pocket expenses.

Mr. Arun Kumar Srivastava has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board commends the Resolution placed at Item no. 9 for approval by members.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the said Resolution.

Item No. 9 & 10

The shareholders in their 50th Annual General Meeting held on 16th July, 2013 had authorised the Board of Directors of the Company to borrow money to the extent of Rs.150 crores (Rupees One hundred fifty crores only) excluding working capital credit facility granted by bankers in ordinary course of business u/s 293(1)(d) of the Companies Act, 1956. Further the shareholders in their 51st Annual General Meeting held on 23rd July, 2014, in view of the enactment of new Companies Act, 2013 authorised u/s 180(1)(c) of the Companies Act, 2013 to borrow money from time to time for business of the company notwithstanding that the money to be borrowed together with the monies already borrowed by the company to the extent of Rs.150 crores. It is proposed to get fresh delegation of powers regarding proposed enhancement in borrowing/creation of charges from shareholders in terms of the provisions of section 180 of the Companies Act, 2013. Accordingly the matter is proposed to be placed before the shareholders at ensuing 54th Annual General meeting to approve the increase in limits for borrowing power from Rs. 150 Crores (Rupees One hundred fifty crores only) to Rs. 250 Crores (Rupees Two hundred fifty crores only).

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Further as per terms of sanction, the borrowings made by the Company by taking term loan/working capital/other credit facilities from banks, financial institution etc. are secured by first charge/second charges in favour of the lenders, on the assets of the Company. The shareholders in their 50th Annual General Meeting held on 16th July, 2013 had authorised the Board of Directors of the Company for creation of Charge on assets of the Company to the extent of Rs.150 crores (Rupees One hundred fifty crores only). Further the shareholders in their 51st Annual General Meeting held on 23rd July, 2014, in view of the enactment of the Companies Act, 2013 again authorized Board u/s 180 of the Companies Act, 2013 for making borrowing/creation of Charge on assets of the Company to the extent of Rs.150 crores. Now as it is proposed to increase the limits of borrowing power/creation of charge from Rs. 150 Crores to 250 Crores, it is considered necessary to get authorization from shareholders u/s 180(1)(a) and 180(1)(c) of the Companies Act, 2013 for delegation of powers to the Board for making borrowings/creation of Charge on assets of the Company for securing borrowings upto the extent of Rs. 250 crores (Rupees Two hundred fifty crores only).

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolution set out at Item Nos. 9 & 10 of the Notice for approval by the shareholders.

Place: Lucknow

Date: August 29, 2017

By order of the Board for
PTC INDUSTRIES LIMITED

A.K. Gupta

G.M. (Finance) & Company Secretary



Attendance Slip

54TH Annual General Meeting

[Please complete this attendance slip and hand it over at the entrance of meeting hall]

Venue of the meeting : Company's registered office at Malviya Nagar, Aishbagh,
Lucknow 226 004, Uttar Pradesh, India.

Date and time : September 29, 2017 at 03:00 p.m.

Name of member/Proxy name

Address of member/Proxy address

***DP Id**

***Client Id**

.Folio No

No. of shares held

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 54th Annual General Meeting of the Company held on September 29, 2017 at 3:00 pm at registered office of the Company at Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India.

*Applicable for shareholders holding shares in electronic form

(Signature of shareholder/proxy)

Note:

1. Electronic copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id is not registered or have requested for a hard copy.
3. Only member or Proxy holder can attend the meeting.

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L27109UP1963PLC002931
Name of the company	PTC INDUSTRIES LIMITED
Address	Malviya Nagar, Aishbagh, Lucknow-226004, Uttarpradesh

54th Annual General Meeting – September 29, 2017

(Name of Member(s)
Registered Address
Email Id
Folio. No./ Client ID
DP ID

I/we being member(s) of _____ shares of above named company, hereby appoint

Name
Address
Email Id
Signatures

or failing him/her,

Name
Address
Email Id
Signatures

or failing him/her,

Name
Address
Email Id
Signatures



as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at 54th Annual General Meeting of the Company, to be held on Friday, September 29, 2017 at 03:00 p.m. IST at the registered office of the Company at Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (see note no. 6)		
		For	Against	Abstain
Ordinary Business				
1.	(a) Adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon			
	(b) Adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon			
2.	Appointment of a director in place of Mr. Alok Agarwal, who retires by rotation and is eligible, for re-appointment.			
3.	Ratification for appointment of M/s Walker Chandio & Associates, Statutory Auditors of the Company.			
Special Business				
4.	Appointment of Mr. Ashok Kumar Shukla as Whole Time Director			
5.	Re-appointment of Mr. Sachin Agarwal as Chairman & Managing Director of the Company			
6.	Re-appointment of Mr. Alok Agarwal as Director (Quality & Technical) of the Company			
7.	Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing) of the Company			
8.	Ratification of Cost Auditors' Remuneration			
9.	Increase in Borrowing Powers from Rs. 150 cr to Rs. 250 cr			
10.	Creation of Charge for Securing Borrowings up to limit of Rs. 250 Crores			

Affix one rupee revenue stamp

Signed this _____ day of _____, 2017.

Signature of shareholder

signature of proxy holder(s)

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Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India, not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitles to vote in the manner as he/she deems appropriate.



NOMINATION FORM

Form No. SH-13

[Pursuant to section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014]

To,

Name of the company	PTC Industries Limited (CIN – L27109UP1963PLC002931)
Address of the company	Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

2) PARTICULARS OF NOMINEE/S

- a) Name
- b) Date of birth
- c) Father's/ Mother's/ Spouse's Name
- d) Occupation
- e) Nationality
- f) Address
- g) E-mail id
- h) Relationship with the security holder

3) IN CASE OF NOMINEE IS A MINOR

- a) Date of birth
- b) Date of attaining majority
- c) Name of guardian
- d) Address of guardian

Witness:

Name:
Address:
Signature:

Security Holder(s):

Name:
Address:
Signature:

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PTC INDUSTRIES LIMITED

(Regd. Office: Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India)

CIN: L27109UP1963PLC002931

Phone No.: 91 522 2265300, 2265301; Fax: 91 522 2265302

Email: companysecretary@ptcil.com; Website: www.ptcil.com

Sub: Service of Documents through electronic mode

Pursuant to section 101 of the Companies Act, 2013 read with rule 18(3)(1) of Chapter VII and rule 11 of Chapter IX, the Company is requesting for a positive consent from its members to receive Notice of General Meeting/Postal Ballot, Annual Report and other shareholders communication. This will enable you to receive such Notice(s)/Annual Report(s)/Document(s)/Communication(s), etc. promptly and without loss in postal transit. Once we receive your positive consent, henceforth, the Notice of Meetings, Annual Report, Directors' Report, Auditor's Report and other shareholders communication will be sent to you electronically to your email address as provided by you AND/OR made available to the Company by the Depositories viz. National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).

As and when there are any changes in your email address, you are requested to update the same with your Depository Participant (DP). For shares held in physical form, you can register your email address with the Company's Registrar M/s Link Intime India Pvt. Ltd. at mumbai@linkintime.co.in OR the company at companysecretary@ptcil.com mentioning your name(s) and folio number.

Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you. We look forward to your support.

Thanking You

For PTC Industries Limited

A.K. Gupta

G.M. (Finance) & Company Secretary

Date:



M/s. Link Intime India Pvt. Ltd.

Unit: PTC Industries Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli West,

Mumbai 400 083

Dear Sir,

As per your letter (supra) , I/We submit to you as under:

- 1) I/We hereby give my/our consent to the company to use my/our registered email id in my/our demat account with the Depository Participant for serving members related documents under the Companies Act, 2013.

(Please tick mark (b) appropriately)

DP ID/Client ID: _____

YES NO

2) Kindly use my/our email id: _____ for serving documents.

Physical Folio No.: _____

YES NO

Thanking You

Yours sincerely,

Name of first/sole holder _____

Signature: _____

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ROUTE MAP TO THE VENUE OF AGM

Map not to scale



PTC Industries Limited

Malviya Nagar, Aishbagh

Lucknow 226 004

Uttar Pradesh, India

Notes:

1. There will be no parking facility provided at the venue.
2. Kindly use only AGM entrance.
3. Members are required to produce duly signed attendance slip to attend the meeting.
4. Members who have received notice electronically are requested to print the attendance slip and submit duly filled in attendance slip at the registration counter to attend the AGM.
5. **Electronic voting** - The business, as set out in the notice will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the notice of Annual General Meeting.