

POSTAL BALLOT NOTICE

[Pursuant to provision of Section 110 of the Companies Act, 2013]

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (**the 'Act'**) read with Rule 22 of The Companies (Management and Administration) Rules, 2014 (**the 'Rules'**), that the resolutions appended below are proposed to be passed by members through postal ballot/electronic voting (e-voting). The explanatory statement setting out the material facts concerning the said resolution and explaining the reasons for passing of the said resolutions together with the Postal Ballot Form contained in the self-addressed Business Reply envelope is enclosed.

The Company has appointed Mr. Amit Gupta (Membership No. FCS 5478), a Practicing Company Secretary (COP No. 4682), Lucknow, as the Scrutinizer for conducting the postal ballot/e-voting process thereto in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned in this Postal Ballot notice ('Notice') and return the Postal Ballot Form contained in the self-addressed Business Reply envelope duly completed so as to reach the Scrutinizer at the registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India on or before 17:00 hours IST on August 8, 2015, the last date for the receipt of the completed Postal Ballot Forms. Postal Ballot Forms received after this date and time shall be considered as invalid.

For Members opting for e-Voting

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form, e-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The Scrutinizer, after completion of the scrutiny of the Postal Ballot Forms and e-voting data provided by CDSL, will submit his report to the Chairman of the Company. The results of the voting by Postal Ballot will be declared on the date of 52nd Annual General Meeting scheduled to be held on August 12, 2015. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the Company's website www.ptcil.com and will be communicated to the Stock

Exchange, where the equity shares of the Company are listed.

The date of declaration of result of the Postal Ballot shall be the date on which the Special Resolution would be deemed to have been passed by the members, if approved by requisite majority.

RESOLUTIONS

1. APPROVAL FOR SALE/LEASE OR DISPOSAL OF PLANT -1 OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the Board of Directors of the Company (which the term shall include any Board Committee duly authorised by Board) be and is hereby authorised to sell, lease or otherwise dispose off the whole or substantially the whole of the immovable property, plant & machinery of Plant 1 of the Company located at 7A & 8A, Malviya Nagar, Aishbagh, Lucknow-226 004, Uttar Pradesh, India, on such terms and conditions at such time(s) and in such form and manner including slump sale basis/going concern basis, and with such ranking as to priority as the Board (or any committee thereof authorised by Board in this behalf) in its absolute discretion thinks fit on the whole or substantially the whole of the aforesaid assets of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution”

2. APPROVAL FOR SALE/LEASE OR DISPOSAL OF PLANT -2 OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), the Board of Directors of the company (which the term shall include any Board Committee duly authorised by Board) be and is hereby authorised to sell,

lease or otherwise dispose off the whole or substantially the whole of the immovable property, plant & machinery of Plant 2 of the Company located at C-5, Sarojini Nagar, Lucknow-226 008, Uttar Pradesh, India, on such terms and conditions at such time(s) and in such form and manner including slump sale/going concern basis, and with such ranking as to priority as the Board (or any committee thereof authorised by Board in this behalf) in its absolute discretion thinks fit on the whole or substantially the whole of the aforesaid assets of the Company in favour of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, at any point of time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

**By the order of the Board
For PTC INDUSTRIES LIMITED**

Lucknow, dated this 25 day of May, 2015

**(A.K. Gupta)
General Manager (Finance)
& Company Secretary**

Notes:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot notice is being sent to the members whose names appear on the Register of Members / Record of Depositories as on July 3, 2015. The Postal Ballot notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply envelope.
3. The members can opt for only one mode of voting, i.e., either by physical ballot or e voting. In case members cast their votes through both the modes, voting done by e voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

4. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to companysecretary@ptcil.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self addressed Business Reply envelope to the member.
5. A member cannot exercise his vote by proxy on postal ballot.
6. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on August 8, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on August 8, 2015, it will be considered that no reply from the member has been received.
7. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman on the date of scheduled 52nd Annual General Meeting on August 12, 2015 at the registered office of the Company and will also be displayed on the Company's website (www.ptcil.com) and communicated to the Stock Exchange, Depositories, Registrar and Share Transfer Agent on the said date.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till August 8, 2015.
9. Other details can be found on the instructions printed in Postal Ballot Form attached herewith.

10. VOTING THROUGH ELECTRONIC MEANS

In compliance with Clause 35B of the Listing Agreement and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with related rules, the Company is pleased to provide the facility to the members to exercise their votes electronically and vote on all resolutions through the e voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

- (i) The voting period begins on July 10, 2015 at 09:00 IST and ends on August 8, 2015 18:00 IST. During this period shareholders' of the

Company, holding shares either in physical form or in dematerialized form, as on the cut-off date July 3, 2015 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next, enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 Postal Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of PTC Industries Limited.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then they may Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

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 Corporate.

- 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

Explanatory Statement Pursuant to Section 102(1) and 110 of the Companies Act, 2013

For Item No. 1 & 2

Presently Company has its operation facilities at three plants and out of these, two plants are situated in Lucknow, Uttar Pradesh and the other is situated in Mehsana, Gujarat. The Company is setting up the new *Advanced Manufacturing & Technology Centre* (AMTC) Plant, which is in its development stage. It shall be a state of the art facility, encompassing with it all the new technologies and a high degree of automation. Many new technologies, some of which are being used for the first time in India, shall be showcased at this facility.

After commencement of commercial production at the new AMTC plant, all operations presently being carried out at Plant-1 and Plant-2 of the Company situated at Malviya Nagar, Aishbagh, Lucknow and C-5, Sarojni Nagar, Lucknow, respectively, shall be transferred to the new location at NH-25A, Sarai Sahjadi, Lucknow, Uttar Pradesh and the premises of the Company at Plant 1 and Plant 2 shall become vacant.

It is proposed to make appropriate plans in advance in order to make best use of the land and building and other resources available at Plant 1 and Plant 2. Hence, suitable action needs to be initiated at an opportune time to unlock the value of these assets in the interest of the Company and its members. Hence, the Company

envisions the possibility of making sale, entering into lease or disposing off the said premises and assets either in whole or in part.

Pursuant to the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013, the consent of shareholders by way of special resolution through Postal Ballot is required before making such sale/lease/charge/disposal of Company's assets/undertakings. Members are requested to refer to the instructions relating to physical / e-voting contained herein and on the Postal Ballot Form for casting their vote on the proposed Special resolution.

Your Board recommends the Special resolution as set out in this notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution.

**By the order of the Board
For PTC INDUSTRIES LIMITED**

Lucknow, dated this 25 day of May, 2015

**(A.K. Gupta)
General Manager (Finance) &
Company Secretary**

Encl.: Postal Ballot Form

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name(s) of the Shareholder(s) (Including joint holders, if any)	
2.	Postal address of sole/first named shareholder	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate boxes below:

Item No.	Description	No. of Shares	I/We vote in the favour of the Resolution	I/We vote against the Resolution
1	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, under section 180(1)(a) of the Companies Act, 2013 for Approval for Sale/Lease or Disposal of Plant -1 of the Company.			
2	Special Resolution, as given at item no. 2 of the Postal Ballot Notice, under section 180(1)(a) of the Companies Act, 2013 for Approval for Sale/Lease or Disposal of Plant -2 of the Company.			

Electronic Voting Particulars

EVSN (Electronic Voting System Number)	User ID & Password
	(1) If you are already registered with CDSL on e-voting system, please use your existing User Id and Password. (2) If you are the first time user, follow the steps given in note no. 10 to the Postal Ballot Notice dated May 25, 2015

Place:

Date:

(Signature of Member)

Email: _____

Tel. No.: _____

Note: Please read the instructions printed on facing pages before exercising your vote

1. General Instructions

- a) There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of number of joint holders.
- b) Members can opt for only one mode of voting i.e. either through e-voting or by Ballot. In case you are opting to vote by ballot then, please do not cast your vote by e-voting and vice versa. In case member cast their votes by both e-voting and ballot, the votes cast through e-voting shall prevail and vote cast through ballot shall be considered invalid.
- c) Voting rights in ballot/e-voting cannot be exercised by a proxy. However, corporate shareholders shall be entitled to vote through their authorised representative, with proof of such authorisation provided.

2. Process for members opting to vote through ballot

- a) Members desiring to cast their vote by ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr. Amit Gupta, Practicing Company Secretary, at registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow- 226 004, Uttar Pradesh, India, in the enclosed postage prepaid self-addressed Business Reply envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
- c) In respect of shares held by corporate shareholders (companies), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested.
- d) The signature of the member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with RTA, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 17:00 IST on August 8, 2015. Ballot Forms received after this date will be considered invalid.

- f) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars M/s Linkintime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (west), Mumbai – 400 078 or to the e-mail ID companysecretary@ptcil.com. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. at 17:00 IST on August 8, 2015.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for members opting to vote through ballot" point 2(c) supra) along with the Ballot Form in the enclosed self-addressed postage pre-paid Business Reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. Process for members opting to vote through e-voting

(A) Members receiving Ballot Form by e-mail:

- a) Members whose email IDs are registered with the Company/ Depository Participant(s) will receive email from CDSL informing them of their User-ID and Password. Once member receives the email, he or she, will need to open e-mail and open PDF file viz; "PTC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evotingindia.com/>
- c) Click on "Shareholder – Login".
- d) Insert user ID and password as initial password noted in step 3 (A) (a) above. Click "Login".
- e) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f) Select "EVEN" (Electronic Voting Event Number) of PTC Industries Limited.
- g) Now you are ready for e-Voting as "Cast Vote" page opens. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- h) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. Once you have casted your vote on the Resolution, You will not be allowed to modify the vote.
- i) The corporate and institutional shareholders (companies) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at amitguptacs@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com.

(B) Members receiving Ballot Form by Post:

- a) Please follow all steps from Sr. No. 3A (b) to 3A (i) above, to cast your vote.
- b) 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.
- c) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: www.evotingindia.com.
- d) The period for e-voting starts on July 10, 2015 at 09:00 IST and ends on August 8, 2015 at 17:00 IST. E-voting shall be disabled by CDSL after 17:00 IST on August 8, 2015.