

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 53rd Annual General Meeting of the members of PTC Industries Limited will be held on Wednesday, the 28th day of September, 2016 at 03.00 P.M. at the registered office of the Company situated at Malviya Nagar, Aishbagh, Lucknow 226 004, Uttar Pradesh, India, 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 statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 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 statement of the Company for the financial year ended March 31, 2016 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 statement of the Company for the financial year ended March 31, 2016 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. Priya Ranjan Agarwal, who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT Mr. Priya Ranjan Agarwal (DIN: 00129176) 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 Chandiok & 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 Chandiok & Associates, Chartered Accountants (Registration No. 001329N), who were appointed as Statutory Auditor 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. Kasiviswanathan Mukundan as Director**

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

“RESOLVED THAT Mr. Kasiviswanathan Mukundan (DIN: 02756249), who was appointed as an Nominee Director of the Company with effect from February 9, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (the Act) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

5. Revision in remuneration of Mr. Satish Chandra Agarwal, Chairman

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 196, 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification 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, the consent of the Company be and is hereby accorded to the revision of remuneration and perquisites payable to Mr. Satish Chandra Agarwal, Chairman of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and approved by Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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 in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute power to decide breakup or change the remuneration within the above said maximum permissible limit and in order to give effect to this resolution, or as may be otherwise considered by it to be in the best interest of the Company."

6. Revision in remuneration of Mr. Alok Agarwal, 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 section 190, 196, 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification 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, the consent of the Company be and is hereby accorded to the revision of remuneration and perquisites payable to Mr. Alok Agarwal, Whole time Director, designated as Director (Quality & Technical) of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and approved by Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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 in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute power to decide breakup or change the remuneration within the above said maximum permissible limit and in order to give effect to this resolution, or as may be otherwise considered by it to be in the best interest of the Company."

7. Revision in remuneration of Mr. Priya Ranjan Agarwal, 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 section 190, 196, 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification 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, the consent of the Company be and is hereby accorded to the revision of remuneration and perquisites payable to Mr. Priya Ranjan Agarwal, Whole time Director, designated as Director (Marketing) of the Company with effect from July 1, 2016 to June 30, 2019, as recommended by the Nomination and Remuneration Committee and approved by Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this meeting.

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 in its absolute discretion it may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto and the Board shall have absolute power to decide breakup or change the remuneration within the above said maximum permissible limit and in order to give effect to this resolution, or as may be otherwise considered by it to be in the best interest of the Company."

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 2016-17".

9. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member

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

"RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode, an amount of Rs. 50/- (Rupees Fifty Only) for each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

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.**
- 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.
- 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.

- Annual Report will also be available in the Financials section on the website of the Company at www.ptcil.com.
- 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 9 (both inclusive) of the accompanying notice is annexed hereto.
- 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.
- 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.**
- 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 24, 2016 at 09:00 IST and ends on September 27, 2016 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 21, 2016 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.

I. 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
 - 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.
- (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 on or after 30th June 2016. 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:

- Please follow the steps from sr. no. (I) to (xvii) above, to cast your vote.
- 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

- 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.
- 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 53rd Annual General Meeting. The shareholders who will be physically present at the 53rd Annual General Meeting shall be provided with polling papers to cast their votes at the meeting.
- 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.
- 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 21, 2016.**
- Members having any question on financial statements or any agenda item proposed in the notice of 53rd 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.
- 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

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

Item No. 4

Mr. Narayanan Shadagopan, Nominee Director of the Company, nominated by M/s. Pragati India Fund Limited ('Foreign Investor'), submitted his resignation with effect from November 7, 2015. In his place, Mr. Kasiviswanthan Mukundan, was nominated to be appointed as Nominee Director on the Board of the Company by Foreign Investor.

He was appointed on the Board of the Company, with effect from February 9, 2016 under Section 161 of the Companies Act, 2013 (the Act) and Article 150 of the Company's Articles of Association. As per Section 161(1) of the Act, Mr. Kasiviswanthan Mukundan holds office up to the date of ensuing Annual General Meeting of the Company but is eligible for appointment. A notice under Section 160(1) of the Act has been received by the Company from a member signifying its intention to propose appointment of Mr. Kasiviswanthan Mukundan.

Aforementioned Director has confirmed that he is not disqualified in terms of Section 164 and 165 of the Companies Act, 2013.

Mr. Kasiviswanthan Mukundan, aged about 47 years, is B.tech and has Masters in Financial Management. Mr. Mukundan is currently CEO of UTI Capital, the alternate assets platform of the UTI Mutual Fund Group. He has more than 23 years of experience in Financial and banking sector.

Other than Mr. Kasiviswanthan Mukundan, none of the directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in said resolution.

The Board commends the resolution placed at Item No. 4 for approval by members.

Item No.5

Mr. Satish Chandra Agarwal was re-appointed as Chairman of the Company at 50th Annual General Meeting of the Company held on July 16, 2013 for a period of five years. The members have also approved remuneration payable to him in accordance with Schedule XIII of the Companies Act, 1956 (erstwhile Companies Act).

Mr. Satish Chandra Agarwal founded Precision Tools & Castings (now PTC Industries) in 1963 with a vision to make it one of the leading engineering goods producer of the country. Mr. Satish Chandra Agarwal is a Bachelor of Engineering (Mechanical). Under his able leadership, PTC has become a dynamic, forward-looking company with a diversified product portfolio.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Satish Chandra Agarwal, subject to the approval of the shareholders.

Pursuant to the provision of Section 196(3) of the Companies Act, 2013 no Company shall continue the employment of specified persons if attained the age of seventy years unless it is approved by the members passing an Special Resolution. Mr. Satish Chandra Agarwal has attained the age of seventy years and in keeping view that he has founded the Company and has diversified experience of more than five decades in the business it shall be in the interest of the Company to continue his employment as Whole Time Director of the Company designated as Chairman of the Company.

This explanatory statement should be construed to be the disclosure under requirement of Section 190 of the Companies Act, 2013.

The particulars relating to the revision of remuneration and perquisites of Mr. Satish Chandra Agarwal, Chairman are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 2,80,000-20,000-3,20,000 per month.

Commission: 1% (one percent) of the net profit of the company computed in the manner laid down in section 197 of the Companies Act, 2013 subject to ceiling of 50% (fifty percent) of the annual salary.

II. PERQUISITES

- a) **Housing:** House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.
- b) **Medical expenses and Leave Travel Concession:** Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.
- c) **Gratuity:** Gratuity shall not exceed half a month's basic salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- d) **Encashment of Leave:** According to rules of the Company.
- e) **Club Fees:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.

- f) **Use of Car and Telephone for the business of the Company:** Use of car for the business of the company and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purpose shall be billed by the Company to him and use of car for private purposes shall be billed as per the Income Tax Rules.
- g) **Personal/Accidental/Medical Insurance:** Personal/ Accidental/ Medical insurance of an amount, the annual premium of which will not exceed Rs. 5,000 (Rupees five thousand) per annum.
- h) **Other Perquisites:** Any other perquisites, benefits, amenities as applicable to senior management staff of the company, from time to time within limits permissible under provisions of Section 197 read with Schedule V of the Companies Act, 2013.

III. REMUNERATION IN EVENT OF ABSENCE OR INADEQUACY OF PROFITS

Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration proposed fulfills the conditions stipulated under Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required. Section V of Part II of Schedule V is not applicable.

Register pursuant to section 190 of the Companies Act, 2013 is open for inspection to any member without payment of any fee at the office hours at the registered office of the Company.

Mr. Satish Chandra Agarwal is interested and concerned in the said resolution and Mr. Sachin Agarwal, Managing Director and Mrs. Smita Agarwal, Chief Financial Officer of the Company being relatives of Mr. Satish Chandra Agarwal are also interested in the said resolution. No other directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in said resolution.

In compliance with the requirement of section 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of the members is sought for terms of remuneration of Mr. Satish Chandra Agarwal, Chairman, as set out above.

The Resolution regarding the terms of remuneration of the Chairman of the Company at Item No. 5 is recommended for approval by the Members.

Item No.6

Mr. Alok Agarwal was re-appointed as Director (Quality & Technical) of the Company at 50th Annual General Meeting of the company held on July 16, 2013 for a period of five years. The members have also approved remuneration payable to him in accordance with Schedule XIII of the Companies Act, 1956 (erstwhile Companies Act).

Mr. Alok Agarwal is associated with PTC for more than 22 years and has worked in various positions throughout his career in the Company. He has a Bachelors in Technology from the Indian Institute of Technology (IIT), Kanpur. He has done extensive work in improving quality standards of the Company and capably manages the day to day operations of the Company. He has all the requisite qualifications and experience which is required for the operations of the Company. Further, his association with the Company is of immense importance in view of the Company's setting up of the new Advanced Manufacturing & Technology Center.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Alok Agarwal, subject to the approval of the shareholders.

The particulars relating to the revision of remuneration and perquisites of Mr. Alok Agarwal, Director (Quality & Technical) are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 1,20,000-10,000-1,40,000 per month.

II. PERQUISITES

- a) **Housing:** House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.
- b) **Medical expenses and Leave Travel Concession:** Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.
- c) **Gratuity:** Gratuity shall not exceed half a month's basic salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- d) **Encashment of Leave:** According to the rules of the Company.

- e) **Club Fees:** Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.
- f) **Use of Car and Telephone for the business of the Company:** Use of car for the business of the company and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purpose shall be billed by the Company to him and use of car for private purposes shall be billed as per the Income Tax Rules.
- g) **Company's contribution towards Provident Fund:** In accordance with the rules of the company and subject to the ceiling of 12% (Twelve percent) of salary per month.
- h) **Company's contribution towards Pension/Superannuation Fund:** In accordance with the rules of the company, but so, however, that it shall together with company's contribution to provident fund be limited to such amounts as are not taxable under the Income Tax, 1961. Contribution to provident fund will not be considered or included for the computation of ceiling on perquisites.
- i) **Personal/Accidental/Medical Insurance:** Personal/ Accidental/ Medical insurance of an amount, the annual premium of which will not exceed Rs. 5,000 (Rupees five thousand) per annum.
- j) **Life Insurance:** Single premium life insurance of the premium amount not exceeding 3 (three) month's salary, once in the block of five years.
- k) **Other Perquisites:** Any other perquisites, benefits, amenities as applicable to senior management staff of the company, from time to time within limits permissible under provisions of Section 197 read with Schedule V of the Companies Act, 2013.

III. REMUNERATION IN EVENT OF ABSENCE OR INADEQUACY OF PROFITS

Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration proposed fulfills the conditions stipulated under Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required. Section V of Part II of Schedule V is not applicable.

Register pursuant to section 190 of the Companies Act, 2013 is open for inspection to any member without payment of any fee at the office hours at the registered office of the Company.

Mr. Alok Agarwal is interested and concerned in the said resolution no other directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in said resolution.

In compliance with the requirement of section 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of the members is sought for nominal increase in remuneration of Mr. Alok Agarwal, Director (Quality & Technical), as set out above.

The Resolution regarding the terms of remuneration at Item No. 6 is recommended for approval by the Members.

Item No.7

Mr. Priya Ranjan Agarwal was re-appointed as Director - Marketing of the Company at 50th Annual General Meeting of the company held on July 16, 2013 for a period of five years. The members have also approved remuneration payable to him in accordance with Schedule XIII of the Companies Act, 1956 (erstwhile Companies Act).

Mr. Priya Ranjan Agarwal is associated with PTC for more than 24 years and has made substantial contribution in creation of a wide base of customers in the domestic market. He is a Bachelor of Engineering (Mechanical). Further, his association with the Company is of immense importance in view of the Company's setting up its new Advanced Manufacturing and Technology Centre.

On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on May 28, 2016 approved the revision in remuneration and perquisites payable to Mr. Priya Ranjan Agarwal, subject to the approval of the shareholders.

The particulars relating to the revision of remuneration and perquisites of Mr. Priya Ranjan Agarwal, Director - Marketing are as follows:

I. REMUNERATION

Basic Salary: In the scale of Rs. 1,25,000-10,000-1,45,000 per month.

II. PERQUISITES

- a) **Housing:** House Rent Allowances equal to 50% (fifty percent) of the basic salary or rent of leased accommodation.

- b) Medical expenses and Leave Travel Concession: Reimbursement for himself and his family subject to ceiling of two months' salary in a year or six months' salary over a period of three years.
- c) Gratuity: Gratuity shall not exceed half a month's basic salary for each completed year of service and will not be included in computation of the ceiling of the remuneration.
- d) Encashment of Leave: According to the rules of the Company.
- e) Club Fees: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees.
- f) Use of Car and Telephone for the business of the Company: Use of car for the business of the company and telephone, mobile and internet facility at residence will not be considered as perquisites. However, personal long distance calls for private purpose shall be billed by the Company to him and use of car for private purposes shall be billed as per the Income Tax Rules.
- g) Company's contribution towards Provident Fund: In accordance with the rules of the company and subject to the ceiling of 12% (Twelve percent) of salary per month.
- h) Company's contribution towards Pension/Superannuation Fund: In accordance with the rules of the company, but so, however, that it shall together with company's contribution to provident fund be limited to such amounts as are not taxable under the Income Tax, 1961. Contribution to provident fund will not be considered or included for the computation of ceiling on perquisites.
- i) Personal/Accidental/Medical Insurance: Personal/ Accidental/ Medical insurance of an amount, the annual premium of which will not exceed Rs. 5,000 (Rupees five thousand) per annum.
- j) Other Perquisites: Any other perquisites, benefits, amenities as applicable to senior management staff of the company, from time to time within limits permissible under provisions of Section 197 read with Schedule V of the Companies Act, 2013.

III. REMUNERATION IN EVENT OF ABSENCE OR INADEQUACY OF PROFITS

Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid as per Section II of Part II of Schedule V of the Companies Act, 2013.

The remuneration proposed fulfills the conditions stipulated under Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required. Section V of Part II of Schedule V is not applicable.

Register pursuant to section 190 of the Companies Act, 2013 is open for inspection to any member without payment of any fee at the office hours at the registered office of the Company.

Mr. Priya Ranjan Agarwal is interested and concerned in the said resolution no other directors or Key Managerial Personnel or their respective relatives are in any way concerned or interested in said resolution.

In compliance with the requirement of section 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the approval of the members is sought for nominal increase in remuneration of Mr. Priya Ranjan Agarwal, Director (Marketing), as set out above.

The Resolution regarding the terms of remuneration at Item No. 6 is recommended for approval by the Members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013 (For items 5,6 and 7 of the 53rd Annual General Meeting Notice)

	Satish Chandra Agarwal	Alok Agarwal	Priya Ranjan Agarwal
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 50 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 2015-16 and 2014-15 are provided separately in the Annual Report.		
Foreign investments or collaborations, if any	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. 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).		

II. Information about the appointee

Background details	Mr. Satish Chandra Agarwal is the Chairman of the Company.	Mr. Alok Agarwal is Director - Quality & Technical of the Company	Mr. Priya Ranjan Agarwal is Director - Marketing of the Company																								
Past remuneration	<p>Details of past remuneration are as follows: (Rs. In lakhs)</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2014-15</td> <td>42.60</td> </tr> <tr> <td>2013-14</td> <td>42.00</td> </tr> <tr> <td>2012-13</td> <td>33.18</td> </tr> </tbody> </table>	Year	Remuneration	2014-15	42.60	2013-14	42.00	2012-13	33.18	<p>Details of past remuneration are as follows: (Rs. In lakhs)</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2014-15</td> <td>22.04</td> </tr> <tr> <td>2013-14</td> <td>19.80</td> </tr> <tr> <td>2012-13</td> <td>19.87</td> </tr> </tbody> </table>	Year	Remuneration	2014-15	22.04	2013-14	19.80	2012-13	19.87	<p>Details of past remuneration are as follows: (Rs. In lakhs)</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Remuneration</th> </tr> </thead> <tbody> <tr> <td>2014-15</td> <td>22.58</td> </tr> <tr> <td>2013-14</td> <td>20.05</td> </tr> <tr> <td>2012-13</td> <td>17.43</td> </tr> </tbody> </table>	Year	Remuneration	2014-15	22.58	2013-14	20.05	2012-13	17.43
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Recognition awards	<p>Mr. Satish Chandra Agarwal, using his skills and immense knowledge of the casting industry, was able to successfully develop industrial castings for import substitution in India and then went ahead and made the company's first exports to USA in 1986. Under his guidance, PTC received a number of awards like the 'Best Exporter Shield' from EEP (Northern Region), 'Certificate of Excellence' along with various quality certifications like ISO 9001-2000 by BVQI, AD-2000 Merkblatt by TUVNORD, etc. Mr. Satish Agarwal has also been bestowed with the 'Dhatu Nayak' award by the All India Induction Furnaces Association in 1992-93. He was also recognised as 'Honorary Citizen, City of Tulsa' for his contribution to the industrial development in Tulsa, Oklahoma, USA.</p>	<p>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.</p>	<p>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.</p>																								
Job profile and his suitability	<p>Mr. Satish Chandra Agarwal is a Bachelor of Engineering (Mechanical). He has over 55 years of professional experience in the overall managerial areas and casting industry. He founded the Precision Tools and Casting (now PTC Industries). He continues to provide his guidance and wisdom to the Company and its members.</p>	<p>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).</p> <p>Over the years, he has held various senior positions in the Production, Quality, Technical and Co-ordination areas. He spent a number of years at the Ahemdabad 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.</p> <p>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.</p> <p>Further, with the establishment of new Plant of the Company, viz. the <i>Advanced Manufacturing and Technology Centre</i>, his immense support and continuous association with the Company is of great significance for the overall operations of the Company.</p>	<p>Mr. Priya Ranjan Agarwal joined PTC in 1992 and has been working with company for the last 24 years. He is a Whole-time director on the Board of the Company. Mr. Priya Ranjan Agarwal is a Bachelor of Engineering (Mechanical).</p> <p>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.</p>																								
Remuneration proposed	<p>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.</p>	<p>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.</p>	<p>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.</p>																								

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 Chairman/ Chairman cum Managing 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 receivable, Mr. Satish Chandra Agarwal holds 6,14,880 equity Shares of the Company. Further, he is the father of Mr. Sachin Agarwal, Managing Director of the Company and father in law 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 her 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 her 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 Company witnessed a decline in revenue from operations by 5% to Rs. 95.68 crores from Rs. 100.77 crores in the previous year. This is primarily due to the decline in metal prices and the fall in Euro. Further, a slowdown in domestic as well as international markets has also affected the overall sales. Additionally, the Company has been using part of its capacity for trials and research for the new technologies that shall be introduced in its new manufacturing facility, the <i>Advanced Manufacturing & Technology Centre, thereby utilizing part of its capacity for development of new products for the future.</i>
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 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 also be the first indigenous Titanium Casting facility in the country which is expected to bring additional revenues. 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 3-4 years.

IV. Disclosures: As required, the information is provided under Corporate Governance Section of Annual Report 2016.

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 2016-17, 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.5 for approval by members.

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

Item No. 9

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 9 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the accompanying Notice.

By order of the Board for
PTC INDUSTRIES LIMITED
A.K. Gupta
G.M. (Finance) & Company Secretary

Place: Lucknow

Date: May 28, 2016

Attendance Slip

53rd 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 28, 2016 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 53rd Annual General Meeting of the Company held on September 28, 2016 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 2016 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 2016 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

53rd Annual General Meeting –September 28, 2016

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 53rd Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016 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, 2016 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, 2016 and the report of the Auditors thereon			
2.	Appointment of a director in place of Mr. Priya Ranjan Agarwal, who retires by rotation and is eligible, for re-appointment.			
3.	Ratification for appointment of M/s Walker Chandiook & Associates, Statutory Auditors of the Company.			
Special Business				
4.	Appointment of Mr.Kasiviswanathan Mukundan as a Director.			
5.	Revision in remuneration of Mr. Satish Chandra Agarwal, Chairman			
6.	Revision in remuneration of Mr. Alok Agarwal, Director - Quality & Technical			
7.	Revision in remuneration of Mr. Priya Ranjan Agarwal, Director - Marketing			
8.	Ratification of Cost Auditors' Remuneration			
9.	determine the fees for delivery of any document through a particular mode of delivery to a member			

Signed this _____ day of _____, 2016.

Signature of shareholder

signature of proxy holder(s)

Affix one rupee
revenue stamp

Notes:

- 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.
- A Proxy need not be a member of the Company.
- 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.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- 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:

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-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai-400 078

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 (•) 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: _____

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.