

Dated: September 22, 2023

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G Bandra Kurla
Complex, Bandra (E),
Mumbai-400051

To
BSE Limited
Department of Corporate Services - Listing
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001

SYMBOL: PTCIL

BSE Code: 539006

Sub.: Proceedings of 60th Annual General Meeting of the Company

Dear Sir,

In reference to our notice dated August 12, 2023, the 60th Annual General Meeting of the Company was held on September 22, 2023 and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter, proceedings of 60th Annual General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and e-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid disclosure on your records.

Thanking you,
For PTC Industries Limited

Sachin Agarwal
Chairman and Managing Director
DIN: 00142885

Encl.: as above

PROCEEDINGS OF THE 60th ANNUAL GENERAL MEETING OF PTC INDUSTRIES LIMITED HELD ON FRIDAY, SEPTEMBER 22, 2023 AT 03.00 PM AND ENDED AT 04:45 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NH-25, SARAI SAHJADI, LUCKNOW-227101 THROUGH AUDIO/VIDEO CONFERENCING FACILITY.

The 60th Annual General Meeting (AGM) of the members of M/s PTC Industries Limited (the Company) was held on Friday, September 22, 2023 at 03.00 pm and ended at 04:45 PM at the registered office of the Company situated at NH-25, Sarai Sahjadi, Lucknow-227101, Uttar Pradesh, India, through video conferencing mode, in accordance with the Companies Act 2013 and circulars issued by the Ministry of Corporate Affairs and SEBI. Facility for joining this meeting through video conference or other audio-visual means is made available to 1000 members on a first-come-first-served basis.

Mr. Sachin Agarwal, CMD took the Chair in accordance with the provisions of the Companies Act, 2013 and welcomed all the persons attending 60th Annual general meeting.

The meeting was attended by Mr. Sachin Agarwal, Chairman and Managing Director, Mr. Priya Ranjan Agarwal, Director (Marketing), Ms. Smita Agarwal, Director and CFO, Mr. Alok Agarwal, Director (Quality & Technical), Mr. Ashok Kumar Shukla, Executive Director, Mr. Krishna Das Gupta, Independent Director, Mr. Rakesh Chandra Katiyar, Independent Director, Mr. Brij Lal Gupta, Independent Director, Mrs. Pragati Gupta Agrawal, Company Secretary, Mr. James Collins, Chief Technical Officer, Mr. Amit Gupta, Secretarial Auditor & Scrutinizer, Mr. Mohit Gupta, Statutory Auditors, other stakeholders and members.

On confirmation that the requisite quorum for the meeting is present, the Chairman called the meeting to order.

The Chairman apprised the members regarding the journey of PTC with important developments during the year. On request of Chairman, Mr. Priya Ranjan Agarwal, Director (Marketing), highlighted on Defence Opportunities, Mr. Alok Agarwal, Director – Technical & Quality highlighted regarding the Industrial Castings, Mr. James Collins, Chief Technical Officer shared the Technology Overview, Machining & Quality, Mr. Ashok Kumar Shukla, Executive Director regarding the Mehsana Plant Overview and Ms. Smita Agarwal, Director & CFO, presented the Financial & Operational highlights.

With the consent of the members present, the notice dated August 12, 2023 convening the 60th Annual general meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2023, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s Walker Chandiok & Co. LLP, Chartered Accountants, as previously circulated and having no qualifications was taken as read.

The Chairman further informed the members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014, the company has extended the e-voting facility to the members of the company in respect of

businesses to be transacted at the 60th Annual General Meeting. The Company has offered facility of e-voting from September 19, 2023 at 09:00 AM to September 21, 2023 at 05:00 PM. Further e-voting facility was provided during the meeting also and was closed 15 minutes after closure of the meeting. Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretaries was appointed as scrutinizer by the Board for scrutinizing the e-voting process.

The report was submitted by him after conclusion of the meeting and the result was declared by the Chairman, based on his report.

The business of the meeting as per agenda circulated with notice was thereafter taken up item wise.

- 1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of the Auditors thereon.**

The following resolutions were taken up for consideration:

- (a) "RESOLVED THAT**, the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered and adopted."
- (b) "RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

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

The following resolution was taken up for consideration:

"RESOLVED THAT Ms. Smita Agarwal (DIN: 00276903), 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 and is liable to retire by rotation."

- 3. Appointment of M/s. S. N. Dhawan & CO. LLP, Chartered Accountants, as Statutory Auditor of the Company.**

The following resolutions were taken up for consideration:

RESOLVED THAT pursuant to Sections 139, 141, 142 and all 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) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s S. N. Dhawan & CO. LLP, Chartered Accountants (FRN:000050N/N500045) be and are hereby

appointed as the Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of this 60th AGM till the conclusion of the 65th AGM to be held in the year 2028, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

The Chairman replied to the questions asked by the registered speakers.

VOTE OF THANKS

There being no other business, the 60th annual general meeting ended with a vote of thanks to the Chair. The chairman declared the meeting as closed at 04:45 PM.

For PTC Industries Limited

Sachin Agarwal
Chairman and Managing Director
DIN: 00142885

RESULT OF REMOTE E-VOTING & VOTING:

The summary of result of remote E-Voting & Voting conducted at the 60th Annual General Meeting of PTC Industries Limited, declared by CMD, on the basis of Scrutniser report is as under.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	AGM through VC	TOTAL	
Item No. 1: To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of the Auditors thereon (Ordinary Resolution)				
Assent	9646499	32067	9678566	99.9993%
Dissent	0	60	60	0.0007%
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			
Item No. 2: To appoint a director in place of Ms. Smita Agarwal, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)				
Assent	9602110	32127	9634237	99.5414%
Dissent	44389	0	44389	0.4586%
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			
Item No. 3: Appointment of M/s. S. N. Dhawan & CO. LLP, Chartered Accountants, as Statutory Auditor of the Company (Ordinary Resolution)				
Assent	9646499	32127	9678626	100
Dissent	0	0	0	Nil
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			

For PTC Industries Limited

Sachin Agarwal
 Chairman and Managing Director
 DIN: 00142885

Date: September 22, 2023
Place: Lucknow



REPORT OF SCRUTINIZER

To,
The Chairman 60th Annual General Meeting of Equity Shareholders of
M/s PTC Industries Limited
NH-25, Sarai, Sahjadi, Lucknow-227101, Uttar Pradesh

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members through Video Conferencing, at the 60th Annual General Meeting of your Company held on Friday, September 22, 2023 at 03:00 P.M. through Video Conferencing or other audio Visual Means.

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,
Yours faithfully,

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: September 22, 2023
UDIN: F005478E001060565



SCRUTINIZER'S REPORT

Name of the Company	PTC INDUSTRIES LIMITED
Meeting	60 th Annual General Meeting
Date and Time	Friday, September 22, 2023 at 03:00 PM
Venue	Video Conferencing or other audio Visual Means

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through Video Conferencing at 60th Annual General Meeting of PTC INDUSTRIES LIMITED (hereinafter referred as "**the Company**") held on Friday, September 22, 2023 at 03:00 PM through Video Conferencing or other audio Visual Means.

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date September 15, 2023) made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 60th annual Report in the following manner:

By email	To 5961 members who have registered their e-mail ids with Depository/the RTA on August 31, 2023
By Physical mode	Not Applicable pursuant to the MCA General Circular No. 14/2020 dated April 08, 2020.

3. Cut Off Date

The Voting rights were reckoned as on the September 15, 2023, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting through Video Conferencing.

4. Remote E-Voting

4.1. Agency

The Company had appointed Central Depositories Services (India) Limited as the agency for providing e voting platform.

4.2. Remote E voting



Remote e voting was open from September 19, 2023 at 09:00 AM to September 21, 2023 at 05:00 PM and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by CDSL.

5. Voting at AGM

- 5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.
- 5.2. Accordingly CDSL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.
- 5.3. The Company has authorized CDSL to provide necessary support for remote e-voting as well as for voting at the meeting and CDSL provided the same.

6. Counting Process

- 6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.
- 6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.
- 6.3. I unblocked the remote e voting results on the CDSL E-voting platform and downloaded the e voting details.

7. Result

- 7.1. I observed that
 - 7.1.1. 15 member had cast their votes through Video Conferencing at meeting.
 - 7.1.2. 44 Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 60th AGM dated August 12, 2023 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2 & 3 of the notice dated August 12, 2023, have been passed with the **requisite majority**.
- 7.4. Based on the aforesaid result, there was no **Special resolution** contained in the notice of AGM.
- 7.5. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company, after the announcement of the result by the Company.



7.6. The electronic data and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.

Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: September 22, 2023
UDIN: F005478E001060565

**Results of remote E-Voting conducted at the 60th Annual General Meeting of
PTC INDUSTRIES LIMITED**

1. The result of remote e-voting is as under:

- a) **Resolution 1: To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of the Auditors thereon (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
44	9646499	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Nil	Nil	Nil

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

- b) **Resolution 2: To appoint a director in place of Ms. Smita Agarwal, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members who voted in favour through remote -	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution



electronic voting system		
32	9602110	99.54%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
12	44389	0.46%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) Resolution 3: Appointment of M/s. S. N. Dhawan & CO. LLP, Chartered Accountants, as Statutory Auditor of the Company (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
44	9646499	100%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Nil	Nil	Nil

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

Results of E-Voting at the 60th Annual General Meeting through Video Conferencing PTC INDUSTRIES LIMITED

1. The result of the e-voting conducted during 60th Annual General Meeting is as under:

- a) **Resolution 1: To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of the Auditors thereon (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
14	32067	99.81%

ii. Voted against the resolution:

Number of members present and voting against (through VC)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	60	0.19%

iii. Invalid votes :

Total number of members (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

- b) **Resolution 2: To appoint a director in place of Ms. Smita Agarwal, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
15	32127	100%

ii. Voted against the resolution:

Number of members	Number of votes	% of total number of
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present and voting against (through VC)	casted against the resolution	valid votes casted on the resolution
Nil	Nil	Nil

iii. Invalid votes :

Total number of members (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) **Resolution 3: Appointment of M/s. S. N. Dhawan & CO. LLP, Chartered Accountants, as Statutory Auditor of the Company (Ordinary Resolution)**

i. Voted in favour of the resolution:

Number of members present and voting in favour (through VC)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
15	32127	100%

ii. Voted against the resolution:

Number of members present and voting against (through VC)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Nil	Nil	Nil

iii. Invalid votes :

Total number of members (through VC) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

Results of remote E-Voting & Voting conducted at the 60th Annual General Meeting of PTC

INDUSTRES LIMITED

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	AGM through VC	TOTAL	
Item No. 1: To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of the Auditors thereon (Ordinary Resolution)				
Assent	9646499	32067	9678566	99.9993%
Dissent	0	60	60	0.0007%
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			
Item No. 2: To appoint a director in place of Ms. Smita Agarwal, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)				
Assent	9602110	32127	9634237	99.5414%
Dissent	44389	0	44389	0.4586%
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			
Item No. 3: Appointment of M/s. S. N. Dhawan & CO. LLP, Chartered Accountants, as Statutory Auditor of the Company (Ordinary Resolution)				
Assent	9646499	32127	9678626	100



Dissent	0	0	0	Nil
Invalid	0	0	0	Nil
Total	9646499	32127	9678626	100
Outcome	Passed as an Ordinary Resolution			

Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS – 5478, C.P. - 4682 Date: September 22, 2023 UDIN: F005478E001060565	Countersigned by Chairman PTC Industries Limited Sachin Agarwal Chairman
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