

Dated: February 03, 2024

To,
BSE Limited
Department of Corporate Services (Listing)
First Floor, New Trading Wing, Rotunda Building,
P J Towers, Dalal Street,
Fort, Mumbai - 400 001.

To,
**National Stock Exchange of India
Limited**
Listing Department
Exchange Plaza, C-1, Block-G, BKC,
Bandra (E), Mumbai-400051

Scrip Code: 539006

Symbol: PTCIL

Sub: Proceedings of the Extra-Ordinary General Meeting of the Company held February 3, 2024, in accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to our Notice of Extra-Ordinary General Meeting dated January 12, 2024 (“Notice”), the Extra-Ordinary General Meeting (“EGM”) of the Company was held on Saturday, February 3, 2024, at 03:20 P.M. and concluded at 03:35 P.M. through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility to transact the business(es) as mentioned in the Notice.

In this regard, please find enclosed to this letter, the Proceedings of EGM and the Scrutinizers Report, pursuant to the requirement under Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company will separately file the e-voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on your records

Thanking you,
For **PTC Industries Limited**

Sachin Agarwal
Chairman and Managing Director
DIN: 00142885

Encl.: as above

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF PTC INDUSTRIES LIMITED (“COMPANY”) HELD ON SATURDAY, FEBRUARY 3, 2024 AT 03.20 PM AND CONCLUDED AT 03:35 PM THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) FACILITY.

The Extra-Ordinary General Meeting (EGM) of the members of M/s PTC Industries Limited (the Company) was held on Saturday, February 3, 2024 at 03.20 pm and ended at 03:35 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 the Extra-Ordinary general meeting.

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

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

With the consent of the members present, the notice dated January 12, 2024, convening the Extra-Ordinary general meeting of the Company, as previously circulated was taken as read.

The Chairman further informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the company has provided the e-voting facility to the members of the company in respect of businesses to be transacted at the Extra-Ordinary General Meeting. The Company has offered the facility of e-voting from January 31, 2024, at 09:00 AM to February 2, 2024, at 05:00 PM.

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

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

1. Issuance of Equity Shares to the person belonging to 'Non-Promoter Category' on a preferential basis (**Special Resolution**)
2. To approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jwala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from 'Promoter and Promoter Group' Category to 'Public' Category (**Ordinary Resolution**)

VOTE OF THANKS

There being no other business transacted, the Extra-Ordinary general meeting ended with a vote of thanks to the Chair. The chairman declared the meeting as closed at 03:35 PM.

For **PTC Industries Limited**

Sachin Agarwal
Chairman and Managing Director
DIN: 00142885



AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

REPORT OF SCRUTINIZER

To,
The Chairman Extra Ordinary 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 Extra Ordinary General Meeting of your Company held on Saturday, February 03, 2024, at 03:20 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
Practising Company Secretary
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: February 03, 2024
UDIN: F005478E003365384

SCRUTINIZER'S REPORT

Name of the Company	PTC INDUSTRIES LIMITED
Meeting	Extra Ordinary General Meeting
Date and Time	Saturday, February 03, 2024 at 03:20 PM
Venue	Video Conferencing or other audio-Visual Means

1. Appointment as Scrutinizer

In terms of the resolution passed by the Board of Directors of the Company in their meeting held on Wednesday, January 03, 2024, I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through Video Conferencing at Extra Ordinary General Meeting of PTC Industries Limited (hereinafter referred as "**the Company**") held on Saturday, February 03, 2024 at 03:20 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 the Register of Members and the list of Beneficiary Owners (cut of date Friday, December 30, 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 in the following manner:

By email	To 7489 members who have registered their e-mail ids with Depository/the RTA on January 12, 2024
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 Saturday, January 27, 2024, 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 Wednesday, January 31, 2024, at 9.00 A.M. (IST) and ended on Friday, February 02, 2024, at 5.00 P.M. (IST) 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 EGM

- 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 with 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 the 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 the vote on each of the resolutions.
- 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. Nil member had cast their votes through Video Conferencing at the meeting.
 - 7.1.2. 82 Members had cast their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as a consolidated result with respect to each item on the agenda as set out in the notice of the Extra Ordinary General Meeting dated January 12, 2024, enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, the **Special Resolution** as contained in item no. 1 and an **Ordinary Resolution** as contained in item no. 2 of the notice dated January 12, 2024, has been passed with the **requisite majority**.
- 7.4. A soft copy of the List of Members, for both voting at EGM 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.

- 7.5.** 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
Practising Company Secretary
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: February 03, 2024
UDIN: F005478E003365384

Results of remote E-Voting conducted for Extra Ordinary General Meeting of PTC Industries Limited

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

a) Resolution 1: Issuance of Equity Shares to the person belonging to 'Non-Promoter Category' on a preferential basis. (Special 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
77	97,06,600	99.95%

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
5	5,248	0.05%

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 approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jwala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from 'Promoter and Promoter Group' Category to 'Public' Category. (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
61	621164	99.17%



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
3	5223	0.83%

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

Annexure-2

Results of E-Voting at the Extra Ordinary General Meeting of PTC Industries Limited held through Video Conferencing

1. The result of the e-voting conducted during the Extra Ordinary General Meeting is as under:

a) Resolution 1 Issuance of Equity Shares to the person belonging to 'Non-Promoter Category' on a preferential basis. (Special 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
NIL	NIL	NIL

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

b) Resolution 2: To approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jwala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from 'Promoter and Promoter Group' Category to 'Public' Category. (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
NIL	NIL	NIL

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 for Extra Ordinary General Meeting of PTC Industries Limited

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	EGM through VC	TOTAL	
Item No. 1: Issuance of Equity Shares to the person belonging to 'Non-Promoter Category' on preferential basis. (Special Resolution)				
Assent	9706600	0	9706600	99.95%
Dissent	5248	0	5248	0.05%
Invalid	0	0	0	0
Total	9711848		9711848	100%
Outcome	Passed as a Special Resolution			

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	EGM through VC	TOTAL	
Item No. 2: To approve request letters received from Ms. Anshoo Agarwal, Ms. Bina Agarwal, Ms. Kiran Arun Prasad, Mr. Arun Jwala Prasad, Mr. Manu Agarwal, Ms. Ritika Agarwal and Ms. Reena Agarwal part of the Promoter Group for reclassification from 'Promoter and Promoter Group' Category to 'Public' Category. (Ordinary Resolution)				
Assent	621164	0	621164	99.17%
Dissent	5223	0	5223	0
Invalid	0	0	0	0
Total	626387	0	626387	0.83%
Outcome	Passed as an Ordinary Resolution			



Countersigned by
PTC Industries Limited

Amit Gupta
Practising Company Secretary
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: February 03, 2024
UDIN: F005478E003365384

Sachin Agarwal
Chairman