

**December 21, 2019**

To,

**BSE LIMITED**

P.J Towers, Dalal Street  
Mumbai – 400 001

**Dear Sir / Madam,**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Further to the outcome of meeting of the board of directors of the Company dated December 12, 2019, we hereby enclose a copy of the postal ballot notice dated December 21, 2019 (“**Postal Ballot Notice**”), postal ballot form and calendar of events.

The Postal Ballot Notice, along with other relevant documents, will be send to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on December 13, 2019 (“**Cut- off date**”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Thursday, December 26, 2019 (9:00 A.M. IST) and shall end on Friday, January 24, 2020 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Saturday, January 25, 2020.

The above information will also be made available on the website of the Company:  
<https://www.ptcil.com/PostalBallot/Postal%20ballot%20notice.pdf>

This is for your information and record.

Thanking you,

Yours faithfully,  
For **PTC Industries Limited**



**(Anuj Nigam )**  
**Company Secretary**



Enclosure as above

**POSTAL BALLOT NOTICE**

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

**Dear Members,**

Notice is hereby given to the members of PTC Industries Limited (the 'Company') that in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and subject to such other applicable laws and regulations, the Company is seeking consent of its members for the proposed resolutions as set-out herein below, by way of postal ballot ('Postal Ballot').

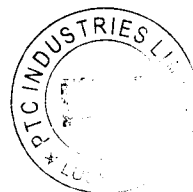
The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement, setting out the material facts and reasons for the proposals are appended below for consideration of the members. The Postal Ballot Form for exercising the vote is annexed to this Notice.

**RESOLUTIONS**

**1. Reappointment of Mr. Brij Lal Gupta (DIN: 06503805) as an Independent Director for a second term of five consecutive years**

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

**"RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration and the provision of Section 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Regulation 17 and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Brij Lal Gupta (DIN: 06503805), aged 68 years, be and is hereby reappointed as independent director on the board of the company for second consecutive term of five years, effective from January 24, 2020 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose term of office shall not be subject to retirement by rotation.




**“RESOLVED FURTHER THAT** Mr. Sachin Agarwal, Managing Director, Mr. Alok Agarwal, Director Technical and Quality, Ms. Smita Agarwal, Director & Chief Financial Officer and Mr. Anuj Nigam Company Secretary of the company be and is hereby severally authorised to sign, execute forms, e-forms, documents, letters and do all such acts necessary for the execution of this resolution”.

**2. Consent of Members for enabling the conversion of Loan in to Equity as per the provisions of Section 62(3) of the Companies Act, 2013**

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

**“RESOLVED THAT** in accordance with the provisions of Section 62 (3) of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Reserve Bank of India (RBI) or any other competent authority, from time to time, to the extent applicable, and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to approval of any statutory/regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Company, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot such number of equity shares of Rs.10/- fully paid up of the Company required to be issued and allotted in one or more tranches, upon exercise of an option as per terms attached to the credit facility sanctioned/to be sanctioned by ICICI bank Limited up to Rs. 25 crores, at such price and on such terms and conditions as may be agreed to by the Board in accordance with provisions of applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to the above, finalise the terms and conditions and execute such agreements, documents and writings and to accept such modifications and to accept such terms and conditions as may be imposed or required by the lender/s arising from or incidental to the aforesaid terms providing for such option and to do all such acts as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company.”

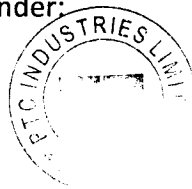
**By the order of the Board  
For PTC INDUSTRIES LIMITED**  
  
**(Anuj Nigam)  
Company Secretary**

Place: Lucknow

December 21, 2019

## Notes & Instructions:

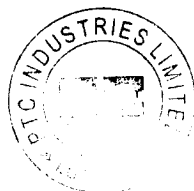
1. The Explanatory Statement and Reasons for the proposed Special Business under item nos. 1 to 2, pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), setting out material facts are annexed hereto and form part of this Notice.
2. The details of Directors seeking re-appointment, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and the Act (including Secretarial Standard-2), are annexed hereto and form part of this Notice.
3. The Notice along with the Postal Ballot Form is being sent to all the members, whose names appear on the register of members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') as on Friday, December 13, 2019.
4. Dispatch of the Notice shall be deemed to be completed on Monday December 23, 2019.
5. Voting will commence on Thursday, December 26, 2019 at 9.00 A.M. (IST) and end on Friday, January 24, 2020 at 5.00 P.M. (IST).
6. The Company has appointed Mr. Amit Gupta, Company Secretary in whole-time practice as the scrutinizer and Ms. Pragati Gupta, Company Secretary in whole-time practice as alternate scrutinizer (hereinafter collectively referred to as the 'Scrutinizers') for conducting the Postal Ballot process in a fair and transparent manner.
7. In compliance with the provisions of Section 108 & 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. The Company has engaged the services of Central Depository Services Limited ('CDSL') as the agency to provide remote e-voting facility.  
E-voting is optional. Kindly note that the members can opt only one mode of voting i.e. either by physical Postal Ballot or e-voting. If the members are opting for e-voting, then members are requested not to vote by physical Postal Ballot and vice-versa. However, in case members cast their vote by physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
8. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed on the attached self-addressed business reply inland letter, so as to reach the Scrutinizers by Friday, January 24, 2020 up to 5.00 P.M. (IST). Any unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizers not later than Friday, January 24, 2020 up to 5.00 P.M. (IST) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The e-voting module shall also be disabled by CDSL for voting thereafter.
9. The Scrutinizers' decision on the validity of a Postal Ballot shall be final and binding.
10. The Postal Ballot Notice is being uploaded on the website of the Company i.e. [www.ptcil.com](http://www.ptcil.com) and on the website of CDSL i.e. <https://evotingindia.com>.
11. The instructions for e-voting/ Postal Ballot are as under:



- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

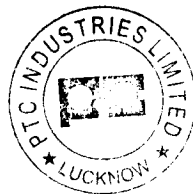
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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 of 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) 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (xviii) 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..Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a General Meeting of the Members
- (xix) In case you have any queries or issues regarding e-voting, you may refer to Frequently Asked Questions ("FAQs") and the e-voting manual available on [www.evotingindia.com](http://www.evotingindia.com), under the Help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Alternatively you may contact the Company at [companysecretary@ptcil.com](mailto:companysecretary@ptcil.com), Tel. No.: 0522-7111017 or the Registrar and Transfer Agent, Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Tel. No. : 022-49186270, Fax No. : 022-49186060 or at the following address: Link Intime India Private Limited (UNIT: PTC INDUSTRIES LIMITED), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.



12. As per section 110 of the Act read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Ballot Form through post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the link <https://evotingindia.com> or [www.ptcil.com](http://www.ptcil.com) or seek duplicate Postal Ballot Form from Link Intime India Pvt. Ltd. (RTA), Registrar & Share Transfer Agent, Unit: PTC Industries Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, fill in the details and send the same to the Scrutinizers.
13. Upon completion of scrutiny of the forms, the Scrutinizers will submit their report to the Chairman/ CEO & Whole-time Director/ Whole-time Director or to any other person authorised by any of them. The result of the Postal Ballot shall be declared by the Chairman/ CEO & Whole-time Director/ Whole-time Director or by any other person authorised by any of them, on Friday, January 24, 2020 at 5.00 P.M. (IST) at the Registered Office of the Company at AMTC, NH-25A, Sarai Sahjadi, Lucknow-227101 Uttar Pradesh, India. The resolution(s) will be taken as passed effectively on the date of announcement of the result of the Postal Ballot. In addition to the result being communicated to BSE Limited, the result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website viz., [www.ptcil.com](http://www.ptcil.com) and on the website of CDSL i.e. <https://evotingindia.com>.
14. All relevant documents referred to in the Explanatory Statement and Reasons thereto are open for inspection at the Registered Office of the Company and/ or Corporate Office of the Company on all working days between 2.00 P.M. (IST) to 4.00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.



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

### **For Item No. 1**

Mr. Brij Lal Gupta was appointed as an Independent Directors of the Company in 52<sup>nd</sup> annual general meeting of the Company for the period of five years.

In terms of Section 149 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder and regulation 16 & 17 of the SEBI Listing Regulations, 2015, the aforesaid persons can be appointed as an Independent director for second consecutive term of five years, with the approval of shareholders by way of special resolution.

Accordingly the Board of Directors of the Company ('the Board') at the meeting held on November 13, 2019, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Brij Lal Gupta as Independent Directors of the Company for the second term of the five years with effect from ensuing annual general meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Brij Lal Gupta, and contribution to Board processes by him, his continued association would benefit the Company. Declarations have been received from Mr. Brij Lal Gupta that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015.

In the opinion of the Board, Mr. Brij Lal Gupta fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment/appointment as Independent Directors and he is independent of the management of the Company. The aforesaid Independent director shall be entitled to sitting fees for attending the meeting of the Board of committee and reimbursement of expenses for attending the said meetings as approved by the Board from time to time. In terms of the aforesaid provisions, the Independent Director shall not be liable to retire by rotation.

The consent of the Members by way of Special Resolution is required for re-appointment of Mr. Brij Lal Gupta, in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Brij Lal Gupta have been received by the Company, and consent has been filed by him pursuant to Section 152 of the Act.





Brief resume of the proposed appointees, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations with the Stock Exchanges and the Secretarial Standard on General Meetings, are provided herein below and detailed profiles are available on company's website [www.ptcil.com](http://www.ptcil.com). Mr. Brij Lal Gupta do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Mr. Brij Lal Gupta and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

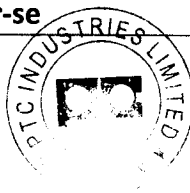
**Profile: Mr. Brij Lal Gupta**

Mr. Brij Lal Gupta's educational qualifications include B.Sc from Meerut University, IRDA and CAIIB. Mr. Brij Lal Gupta has retired as General Manager from Punjab National Bank after 40 years of experience in finance and banking. He holds the position of panel head in interview board of IBPS and serves as guest faculty in various Bank Training Colleges. He is presently also associated as Business Associate with BRICK (Risk Rating Company). His experience includes the areas of sales, marketing operations, control, strategic planning, finance and banking operations, recovery in NPAs.

**Details of Directors seeking Re-appointment**

[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings]

<b>Name of Director</b>	<b>Mr. Brij Lal Gupta</b>
<b>Director Identification Number (DIN)</b>	06503805
<b>Date of Birth</b>	20/07/1951
<b>Date of first Appointment</b>	06/12/2014
<b>Date of Re-appointment</b>	24/01/2020
<b>Qualification</b>	B.Sc, IRDA and CAIIB
<b>Number of Shares held</b>	Nil
<b>Expertise in Specific Functional Areas</b>	Finance and Banking
<b>Other Directorship(s)</b>	Nil
<b>Committee Positions held in other Public Companies#</b>	Nil
<b>Number of Board meetings attended in FY 2018-19</b>	3
<b>Remuneration (sitting fee and commission) drawn during the FY 2018-19</b>	54,000
<b>Relationships between Directors inter-se</b>	Nil



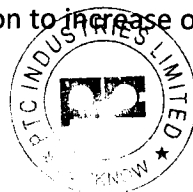
## For Item No. 2

The Company has been sanctioned/shall be sanctioned a credit facility up to Rs. 25 crores by ICICI Bank Limited, (the "Lender") to meet the business requirement of the Company. The lending conditions, inter alia, include a clause that in case of default of payment of any dues to the Lenders in accordance with the sanctioned terms or failure by the promoters for timely payment of moneys and continuance of the same for 30 days or above, the Lenders can exercise various rights as a consequence of event of default including exercise of their rights of conversion of debt into equity called as 'Conversion Right'.

The terms of the above facility provide, inter alia, for an option to the lender/s to convert the whole or part of the outstanding of the Facilities (whether then due or payable or not), into fully paid up equity shares of the Company, in accordance with applicable provisions of law and in the manner specified in a notice in writing to be given by the lender/s to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- i. The conversion right reserved as aforesaid may be exercised by the lender/s on one or more occasions during the term of the Facilities;
- ii. On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the respective lender/s or such other person identified by the lender/s, as from the date of conversion and the lender/s shall accept the same in satisfaction of the part of the loans so converted;
- iii. The part of the Facilities so converted shall cease to carry interest as from the date of conversion. Upon such conversion, the repayment instalments of the Facilities, payable after the date of conversion as per the Facility Agreement shall stand reduced proportionately by the amounts of the Facilities so converted. The equity shares so allotted and issued to the lender/s or such other person identified by lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued authorised equity shares for the above purpose; and
- iv. In the event that the lender/s exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the lender/s or such other person identified by the lender/s as a result of the conversion, listed with such stock exchanges as may be prescribed by the lender/s or such other person identified by the lender/s and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the lender/s or such other person identified by the lender/s, to ensure that the equity shares are listed as required by the lender/s or such other person identified by the lender/s.

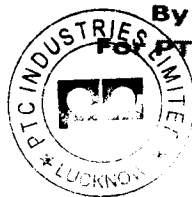
As per sec 62(3) of the Companies Act, 2013, the Company will not be required to comply with the provisions of section 62(1) of the Act in relation to increase of the subscribed capital of a Company



by preferential allotment of shares, if shares are issued pursuant to an option attached to loan raised by the company to convert such loans or part thereof into shares in the company and such terms of conversion option have been approved by a special resolution passed by the company in general meeting.

In view of the above, the Board recommends the resolution at Item No.2 of this Notice for approval of the shareholders as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 2 of this Notice.



By the order of the Board  
PTC INDUSTRIES LIMITED

A handwritten signature in black ink, appearing to be 'Anuj Nigam'.

(Anuj Nigam)  
Company Secretary

Date: Lucknow

Date: 21.12.2019

Encl.: Postal Ballot Form

**POSTAL BALLOT FORM**

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

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

Item No.	Description	No. of Shares	I/We vote in the favour of the Resolution	I/We vote against the Resolution
1	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, under section 149, 152 & schedule IV of the Companies Act, 2013 for reappointment of Mr. Brij Lal Gupta (DIN: 06503805) as an Independent Director for a second term of five consecutive years			
2	Special Resolution, as given at item no. 2 of the Postal Ballot Notice, under section 62(3) of the Companies Act, 2013 for enabling the conversion of Loan in to Equity.			

**Electronic Voting Particulars**

EVSN (Electronic Voting System Number)	User ID & Password
<b>191219004</b>	(1) If you are already registered with CDSL on e-voting system, please use your existing User Id and Password. (2) If you are the first time user, follow the steps given in note no. 11 to the Postal Ballot Notice dated December 21, 2019

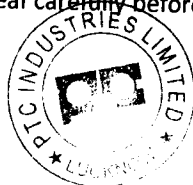
Place:

Date:

Email: \_\_\_\_\_ Tel. No.: \_\_\_\_\_

(Signature of Member)

Note: Please read the instructions printed overleaf carefully before exercising your vote



## **1. General Instructions**

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

## **2. PROCESS FOR MEMBERS OPTING TO VOTE THROUGH BALLOT**

- a) Members desiring to cast their vote by ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr. Amit Gupta of M/s Amit Gupta & Associates, Practicing Company Secretaries, at registered office of the Company situated at AMTC, NH-25A, Sarai Sahjadi, Lucknow-227101 Uttar Pradesh, India, in the enclosed postage prepaid self-addressed Business Reply envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the first named member and in his absence by the next named member.
- c) In respect of shares held by corporate shareholders (companies), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation with the specimen signature(s) of the authorised signatory(ies) duly attested.
- d) The signature of the member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with RTA, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. at 17:00 IST on January 24, 2020. Ballot Forms received after this date will be considered invalid.
- f) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars M/s Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or to the e-mail ID [companysecretary@ptcil.com](mailto:companysecretary@ptcil.com). Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. at 17:00 IST on January 24, 2020.

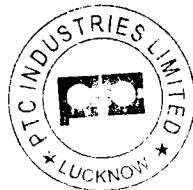


- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for members opting to vote through ballot" point 2(c) supra) along with the Ballot Form in the enclosed self-addressed postage pre-paid Business Reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

### **3. PROCESS FOR MEMBERS OPTING TO VOTE THROUGH E-VOTING**

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

- a) Members whose email IDs are registered with the Company/Depository Participant(s) will receive email from CDSL informing them of their User-ID and Password. Once member receives the email, he or she, will need to open e-mail and open PDF file viz; "PTC e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
- b) Launch internet browser by typing the following URL: <https://www.evotingindia.com/>
- c) Click on "Shareholder – Login".
- d) Insert user ID and password as initial password noted in step 3 (A) (a) above. Click "Login".
- e) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f) Select "EVEN" (Electronic Voting Event Number) of PTC Industries Limited.
- g) Now you are ready for e-Voting as "Cast Vote" page opens. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- h) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. Once you have casted your vote on the Resolution, You will not be allowed to modify the vote.
- i) The corporate and institutional shareholders (companies) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [amitguptacs@gmail.com](mailto:amitguptacs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**(B) Members receiving Ballot Form by Post:**

- a) Please follow all steps from Sr. No. 3A (b) to 3A (i) above, to cast your vote.
- b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- c) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of CDSL's E-Voting website: [www.evotingindia.com](http://www.evotingindia.com).
- d) The period for e-voting starts on December 26, 2019 at 09:00 IST and ends on January 24, 2020 at 17:00 IST. E-voting shall be disabled by CDSL after 17:00 IST on January 24, 2020.



## Calendar of Events of Postal Ballot

S. No.	Event	Date of Events	Day
1	Date on which consent given by the scrutinizer	12-12-2019	Thursday
2	Date of Consideration of the matter in Board Meeting	12-12-2019	Thursday
3	Date of Appointment of scrutinizer & e - voting service provider	12-12-2019	Thursday
4	Date of Approval of Postal Ballot Notice	12-12-2019	Thursday
5	Date of Board Resolution authorizing Director and Company Secretary for being responsible for the entire postal ballot process	12-12-2019	Thursday
6	Approve calendar of events	12-12-2019	Thursday
7	Filing of intimation regarding conducting postal ballot to the stock exchange	12-12-2019	Thursday
8	Cut-off date for providing e-voting rights (To whom postal ballot notice will be dispatch)	13-12-2019	Friday
9	Filing of intimation of the calendar of Event for conducting postal ballot to the stock exchange	21-12-2019	Saturday
10	Date of completion of dispatch of notice along with postal ballot	23-12-2019	Monday
11	Publication of notice in newspaper for the date of completion of dispatch of notice and last date for receipt of postal ballot forms	24-12-2019	Tuesday
12	Postal Ballot/E-voting start date	26-12-2019 at 9.00 A.M.	Thursday
13	Postal Ballot/E-voting end date	24-01-2019 at 5.00 P.M.	Friday
14	The last date of receiving postal ballot to the scrutinizer	24-01-2019 at 5.00 P.M.	Friday
15	Date of handing over the postal ballot papers to the designated authority (Chairman) by the Scrutinizer	24-01-2019	Friday
16	Last date for submission of report by the scrutinizer	25-01-2019	Saturday
17	Date in which the results of postal ballot will be announced by the Chairman	25-01-2019	Saturday
18	Result to be displayed in the Company Website /Stock Exchanges / Released to the Press	25-01-2019	Saturday
19	Filing of Resolution with ROC	Within 30 days from declaration of the result	
20	Last Date for signing of the minutes book by the Chairman in which the results ballot is recorded	Within 30 days from declaration of the result	

