

Dated: September 30, 2024

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 61st Annual General Meeting of the Company

Dear Sir,

In reference to our notice dated September 30, 2024, the 61st Annual General Meeting of the Company was held on September 30, 2024, and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter, the proceedings of the 61st 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

Pragati Gupta Agrawal
Company Secretary and Compliance Officer

Encl.: as above

PROCEEDINGS OF THE 61st ANNUAL GENERAL MEETING OF PTC INDUSTRIES LIMITED HELD ON MONDAY, SEPTEMBER 30, 2024 AT 03.00 PM AND ENDED AT 03:20 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NH-25, SARAI SAHJADI, LUCKNOW-227101 THROUGH AUDIO/VIDEO CONFERENCING FACILITY.

The 61st Annual General Meeting (AGM) of the members of M/s PTC Industries Limited (the Company) was held on Monday, September 30, 2024 at 03.00 pm and ended at 03:20 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 61st Annual General Meeting.

The meeting was attended by Mr. Sachin Agarwal, Chairman and Managing Director, Ms. Smita Agarwal, Director and CFO, Mr. Alok Agarwal, Director (Quality & Technical), Mr. Krishna Das Gupta, Independent Director, Mr. Brij Lal Gupta, Independent Director, Mr. Ajay Kashyap, Independent Director, Mrs. Pragati Gupta Agrawal, Company Secretary, Mr. James Collins, Chief Technical Officer, Mr. Amit Gupta, Secretarial Auditor & Scrutinizer, Mr. Dhir Mehra, Statutory Auditors, other stakeholders and members.

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

The Chairman apprised the members regarding the journey of PTC with important developments during the year and extended his heartfelt thanks to Mr. Ajay Kashyap and Mr. KD Gupta for their long and dedicated association with PTC Industries as their tenure concluded after the closure of the meeting, the Chairman expressed deepest gratitude for their years of service and wish them the very best for the future.

With the consent of the members present, the notice dated September 07, 2024, convening the 61st Annual General Meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2024, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s S. N. Dhawan & 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 the 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 61st Annual General Meeting. The Company has offered facility of e-voting from September 27, 2024, at 09:00 AM to September 29, 2024, 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, 2024, 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, 2024, and the report of the Auditors thereon. (Ordinary Resolution)
2. To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
3. Appointment of Mr. Kamesh Gupta (DIN: 09542162) as an Independent Director of the Company. (Special Resolution)

VOTE OF THANKS

There being no other business, the 61st annual general meeting ended with a vote of thanks to the Chair. The chairman declared the meeting as closed at 03:20 PM.

For PTC Industries Limited

Pragati Gupta Agrawal
Company Secretary and Compliance Officer

RESULT OF REMOTE E-VOTING & VOTING:

The summary of the result of remote E-Voting & Voting conducted at the 61st Annual General Meeting of PTC Industries Limited, declared by CMD, on the basis of the 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, 2024 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, 2024 and the report of the Auditors thereon (Ordinary Resolution) | | | | |
| Assent | 1,00,76,525 | 48,249 | 1,01,24,774 | 97.89% |
| Dissent | 2,18,332 | 0 | 2,18,332 | 2.11% |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,94,857 | 48,249 | 1,03,43,106 | 100% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 2: To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution) | | | | |
| Assent | 1,02,85,072 | 48,249 | 1,03,33,321 | 99.89% |
| Dissent | 10,887 | 0 | 10,887 | 0.11% |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 3: Appointment of Mr. Kamesh Gupta (DIN: 09542162) as an Independent Director of the Company (Special Resolution) | | | | |
| Assent | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |
| Dissent | 0 | 0 | 0 | 0 |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |
| Outcome | Passed as a Special Resolution | | | |

For PTC Industries Limited

Pragati Gupta Agrawal
 Company Secretary and Compliance Officer

Date: September 30, 2024

Place: Lucknow



REPORT OF SCRUTINIZER

To,
The Chairman 61st 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 61st Annual General Meeting of your Company held on Monday, September 30, 2024, 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 30, 2024
UDIN: F005478F001384603



SCRUTINIZER'S REPORT

| | |
|---------------------|--|
| Name of the Company | PTC INDUSTRIES LIMITED |
| Meeting | 61 st Annual General Meeting |
| Date and Time | Monday, September 30, 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 61st Annual General Meeting of PTC INDUSTRIES LIMITED (hereinafter referred as “**the Company**”) held on Monday, September 30, 2024 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 23, 2024) 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 & 61st annual Report in the following manner:

| | |
|------------------|--|
| By email | To 15114 members who have registered their e-mail ids with Depository/the RTA on August 30, 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 the September 23, 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 September 27, 2024, at 09:00 AM to September 29, 2024, 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 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. 129 member had cast their votes through Video Conferencing at the meeting.
 - 7.1.2. 02 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 61st AGM dated September 07, 2024, is enclosed as Annexures – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, the **Ordinary resolutions** as contained in items no. 1 & 2 and the **Special resolution** as contained in item no 3 of the notice dated September 07, 2024, have been passed with the **requisite majority**.
- 7.4. A 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.
- 7.5. 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
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: September 30, 2024
UDIN: F005478F001384603

**Results of remote E-Voting conducted at the 61st 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, 2024 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, 2024 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 |
|---|--|---|
| 124 | 1,00,76,525 | 97.88% |

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 |
|---|---|---|
| 4 | 2,18,332 | 2.12% |

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 Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself 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 | | |
| 125 | 1,02,85,072 | 99.89% |

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 |
| 8 | 10,887 | 0.11% |

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 Mr. Kamesh Gupta (DIN: 09542162) as an Independent Director of the Company (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 |
| 129 | 1,02,95,959 | 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 61st Annual General Meeting through Video Conferencing PTC INDUSTRIES LIMITED

1. The result of the e-voting conducted during 61st 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, 2024 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, 2024 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 |
|--|--|---|
| 2 | 48,249 | 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 |

- b) **Resolution 2: To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself 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 |
|--|--|---|
| 2 | 48,249 | 100% |

ii. Voted against the resolution:

| Number of members | Number of votes | % of total number of |
|-------------------|-----------------|----------------------|
| | | |



| | | |
|--|-------------------------------|--------------------------------------|
| 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 Mr. Kamesh Gupta (DIN: 09542162) as an Independent Director of the Company (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 |
| 2 | 48,249 | 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 61st 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, 2024 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, 2024 and the report of the Auditors thereon (Ordinary Resolution) | | | | |
| Assent | 1,00,76,525 | 48,249 | 1,01,24,774 | 97.89% |
| Dissent | 2,18,332 | 0 | 2,18,332 | 2.11% |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,94,857 | 48,249 | 1,03,43,106 | 100% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 2: To appoint a director in place of Mr. Alok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution) | | | | |
| Assent | 1,02,85,072 | 48,249 | 1,03,33,321 | 99.89% |
| Dissent | 10,887 | 0 | 10,887 | 0.11% |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |
| Outcome | Passed as an Ordinary Resolution | | | |
| Item No. 3: Appointment of Mr. Kamesh Gupta (DIN: 09542162) as an Independent Director of the Company (Special Resolution) | | | | |
| Assent | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |



| | | | | |
|----------------|---------------------------------------|---------------|--------------------|-------------|
| Dissent | 0 | 0 | 0 | 0 |
| Invalid | 0 | 0 | 0 | 0 |
| Total | 1,02,95,959 | 48,249 | 1,03,44,208 | 100% |
| Outcome | Passed as a Special Resolution | | | |

| | |
|---|---|
| Amit Gupta Proprietor Amit Gupta & Associates Company Secretaries FCS – 5478, C.P. - 4682 Date: September 30, 2024 UDIN: F005478F001384603 | Countersigned by the Company PTC Industries Limited Director |
|---|---|