

Dated: September 30, 2022

**To,
BSE Limited
P.J. Towers, Mumbai,
India.**

Sub.: Proceedings of 59th Annual General Meeting of the Company

Dear Sir,

In reference to our notice dated September 05, 2022, the 59th Annual General Meeting of the Company was held on September 30, 2022 and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter, proceedings of 59th 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.

The Company will file separately 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 59th ANNUAL GENERAL MEETING OF PTC INDUSTRIES LIMITED HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 03.00 PM AND ENDED AT 05:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NH-25, SARAI SAHJADI, LUCKNOW-227101 THROUGH AUDIO/VIDEO CONFERENCING FACILITY.

The 59th Annual General Meeting (AGM) of the members of M/s PTC Industries Limited (the Company) was held on Friday, September 30, 2022 at 03.00 pm and ended at 05:30 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 59th 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, Mrs. Pragati Gupta Agrawal, Company Secretary, Mr. James Collins, Head - Technology & Innovation, Mr. Amit Gupta, Secretarial Auditor & Scrutniser, Mr. Sandeep Mehta, 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. James Collins, Head - Technology & Innovation shared the product highlight, Mr. Alok Agarwal, Director – Technical & Quality highlighted regarding the Company's Operations and prospects in the future, Mr. Ashok Kumar Shukla, Executive Director regarding development of Mehsana Plant and Ms. Smita Agarwal, Director & CFO, presented the financial & operational highlights.

With the consent of the members present, the notice dated September 05, 2022 convening the 59th Annual general meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2022, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s Walker Chandiook & 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 59th Annual General Meeting. The Company has offered facility

of e-voting from September 27, 2022 at 09:00 AM to September 29, 2022 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 PTC 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, 2022 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, 2022 and the report of the Auditors thereon (Ordinary Resolutions)**

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, 2022 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, 2022 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 himself for re-appointment (Ordinary Resolutions)**

The following resolutions were 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. Re-appointments of Mr. Sachin Agarwal as Chairman and Managing Director (Special Resolution)**

The following resolutions were taken up for consideration:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other

authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Sachin Agarwal (DIN-00142885) as the Chairman & Managing Director of the Company for a period of five (5) years with effect from October 01, 2022 till September 30, 2027 on the terms and conditions as set out in the explanatory statement.

“RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Chairman & Managing Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Chairman & Managing Director.”

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out above for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Chairman & Managing Director in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT Mr. Alok Agarwal, Director (Quality & Technical), Mrs. Pragati Gupta Agarwal, Company Secretary and Ms. Smita Agarwal, Director & Chief Financial Officer of the company be and are hereby authorized severally to file, requisite forms and other documents, with the Registrar of Companies (U.P.) and take such actions as may be necessary to give effect to this resolution.”

4. Re-appointment of Mr. Alok Agarwal as Director (Quality and Technical) (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of

the Company, be and is hereby accorded to the re-appointment of Mr. Alok Agarwal (DIN-00129260) as the Director (Quality and Technical) of the Company for a period of five (5) years with effect from October 01, 2022 till September 30, 2027 on the terms and conditions as set out in the explanatory statement.

“RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three year period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out above for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Director (Quality and Technical) in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT Mr. Sachin Agarwal, Chairman & Managing Director, Mrs. Pragati Gupta Agarwal, Company Secretary and Ms. Smita Agarwal, Director and Chief Financial Officer of the company be and are hereby authorized severally to file, requisite forms and other documents, with the Registrar of Companies (U.P.) and take such actions as may be necessary to give effect to this resolution.”

5. Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing) (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of the members of the Company, the appointment of Mr. Priya Ranjan Agarwal (DIN- 00129176) as the Director (Marketing) of the Company for a period of five (5) years with effect from October 01, 2022 till

September 30, 2027 on the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

“RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out above for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Director (Marketing) in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT Mr. Sachin Agarwal, Chairman & Managing Director, Mrs. Pragati Gupta Agarwal, Company Secretary and Ms. Smita Agarwal, Director and Chief Financial Officer of the company be and are hereby authorized severally to file, requisite forms and other documents, with the Registrar of Companies (U.P.) and take such actions as may be necessary to give effect to this resolution.”

6. Re-appointment of Mr. Ashok Kumar Shukla as a whole Time Director (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the appointment of Mr. Ashok Kumar Shukla (DIN-08053171) as the Whole time Director of the Company for a period of five (5) years with effect

from October 01, 2022 till September 30, 2027 on the terms and conditions as set out in the explanatory statement.

“RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out above for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Shri Ashok Kumar Shukla in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Sachin Agarwal, Chairman & Managing Director, Mr. Alok Agarwal, Director (Technical and Quality), Ms. Smita Agarwal, Director and Chief Financial Officer and Mrs. Pragati Gupta Agarwal, Company Secretary of the company be and is hereby severally authorised to e-sign and file e-form DIR 12 and to take all such steps as may be necessary to give effect to this resolution.”

7. Re-appointment of Ms. Smita Agarwal, Director and Chief Financial Officer (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of such other authorities including Central Government, as may be required, consent of the shareholders of the Company, be and is hereby accorded to the appointment of Ms. Smita Agarwal (DIN-

00276903) as the Director and Chief Financial Officer Of the Company for a period of five (5) years with effect from October 01, 2022 till September 30, 2027 on the terms and conditions as set out in the explanatory statement.

“RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the three years period starting from the date of appointment, the Director shall be paid the remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may, for the time being, be in force and as may be agreed to by and between the Board and the Director.”

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded for payment of remuneration as set out above for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Ms. Smita Agarwal in accordance with the provisions of the Act and rules made there under and to do, perform and execute all such acts, deeds and things and to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds, matters and things as may be required and to sign and execute all documents or writings as may be necessary, proper or expedient and for matters concerned therewith or incidental thereto for the purpose of giving effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Sachin Agarwal, Chairman & Managing Director, Mr. Alok Agarwal, Director (Technical and Quality), Ms. Smita Agarwal, Director and Chief Financial Officer and Mrs. Pragati Gupta Agarwal, Company Secretary of the company be and is hereby severally authorised to e-sign and file e-form DIR 12 and to take all such steps as may be necessary to give effect to this resolution.”

8. Appointment of Independent Woman Director (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation

of the Nomination and Remuneration Committee, Ms. Prashuka Jain (DIN 06412915) who was appointed as an additional Director of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company, not liable to retire by rotation, to hold office for the term of five years, i.e., from September 05, 2022 to September 04, 2027 (both days inclusive).”

9. Increase in Borrowing Powers (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT in supersession to the resolution passed by the members of the Company in the 54th Annual General Meeting of the company held on September 27, 2017 and pursuant to the provisions of 180(1)(c) of the Companies Act, 2013, subject to such other provisions as may be applicable from time to time, the company be and is hereby authorized to borrow money by way of loan, debentures, bonds or other instruments, from time to time at its discretion either from the Company’s bankers or from other banks, financial institutions or persons or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) on such terms and conditions as may be considered suitable by the Board for the business of the company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and its free reserves i.e., reserves not set apart for any specific purpose provided that the outstanding aggregate borrowings of the company shall not exceed Rs. 350 crores (Rupees Three hundred and fifty Crores only)”.

“RESOLVED FURTHER THAT the board be and is hereby authorized to do, perform and execute all such acts, deeds and things and to settle all questions arising out of and incidental thereto, and to give such directions that may be necessary or which arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution”.

10. Creation of Charge for securing borrowings up to limit of Rs. 350 crores (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT in supersession to the resolution passed by the members in the 50th Annual General Meeting of the company held on 16th July, 2013 and pursuant to the provisions of 180(1)(a) of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded to create charges and/or mortgage and/or hypothecation in addition to the existing charges and/or mortgage and/or hypothecation created by the Company on all the movable / immovable properties of the Company wherever situated, present or future, whether by first

charge / mortgage or subsequent charges / mortgages, as the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) may direct together with power to take over the management / undertaking of the Company in certain events to or in favour of all or any of the financial institutions, bankers to the Company or other bankers, other bodies corporate and other lenders (hereinafter collectively referred to as “the Lending Agencies”) and/or trustees for the holders of the debentures / bonds / other instruments to secure borrowings of Company by way of loan / issue of debentures / bonds / other instruments which may be issued on pari passu basis or otherwise not exceeding Rs. 350 crores (Rupees Three hundred and fifty crores only), which have been obtained or may be obtained from or privately placed with the lending agencies together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company, to the trustee under the trust deeds entered into or to be entered into by the company in respect of the said borrowings”.

“RESOLVED FURTHER THAT the mortgage / charge created / to be created and /or all agreement(s) / documents executed /to be executed and all acts done in terms of the above resolution by and all acts done in terms of the above resolution by and with the authority of the Board to be and hereby confirmed and ratified”

11. To consider and approve Alteration of Article of Association (Special Resolution)

The following resolutions were taken up for consideration:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for altering the Articles of Association of the Company by way of deletion of the following clauses of the Articles of Association in conformity with the Companies Act, 2013 and rules made thereunder –

- (i) Deleting the article 199 of Articles of Associations of the Company reading as under:

XXVIII. SEAL

199. (1) *The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereto and the Directors shall provide for the safe custody of the seal for the time being. The seal of the Company shall never be used except by the authority of a resolution of the Board of Directors and in presence of one of Directors or such other persons as the Board may authorise who will sign in token thereof and countersigned by such officers or persons as the Directors may from time to time resolve.*
- (2) *Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.*

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things as are necessary to give effect to the resolution.”

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

VOTE OF THANKS

There being no other business, the 59th annual general meeting ended with a vote of thanks to the Chair. The chairman declared the meeting as closed at 05:30 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 59th 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, 2022 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, 2022 and the report of the Auditors thereon (Ordinary Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	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 himself for re-appointment (Ordinary Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as an Ordinary Resolution			
Item No. 3: Re-appointments of Mr. Sachin Agarwal as Chairman and Managing Director (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 4: To Re-appointment of Mr. Alok Agarwal as Director (Quality and Technical) (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 5: Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing)(Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil

Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 6: Re-appointment of Mr. Ashok Kumar Shukla as a whole Time Director (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 7: Re-appointment of Ms. Smita Agarwal, Director and Chief Financial Officer (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 8: Appointment of Independent Woman Director (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 9: Increase in Borrowing Powers (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 10: Creation of Charge for securing borrowings up to limit of Rs. 350 crores (Special Resolution)				
Assent	9705285	Nil	9705285	100
Dissent	300	Nil	300	0.00
Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			
Item No. 11: To consider and approve Alteration of Article of Association (Special Resolution)				
Assent	9705585	Nil	9705585	100
Dissent	Nil	Nil	Nil	Nil

Invalid	Nil	Nil	Nil	Nil
Total	9705585	Nil	9705585	100
Outcome	Passed as a Special Resolution			

For **PTC Industries Limited**

Sachin Agarwal
Chairman and Managing Director
DIN: 00142885

Date: September 30, 2022
Place: Lucknow