

To,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400 001, India.

Date: 12.08.2015

Sub: Compliance of Clause 35A of Listing Agreement

Dear Sir/Ma'am,

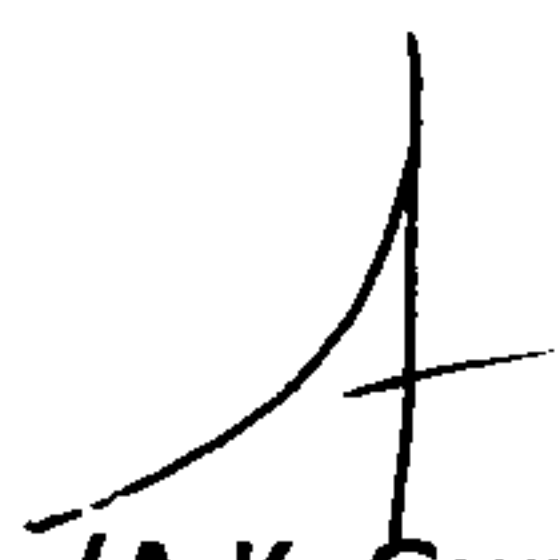
The Company has carried out Postal Ballot for proposed Special Resolutions as set out under the Notice of Postal Ballot dated May 25, 2015. All the resolutions proposed are duly passed with requisite majority.

Pursuant to Clause 35A of the Listing Agreement, please find enclosed herewith the details required therein.

Copy of scrutniser report is also attached herewith.

This is for your information and records.

Thanking you,
For PTC Industries Limited


(A.K. Gupta)

General Manager (Finance), Compliance Officer &
Company Secretary



Encl.: as above

Announcement

The Company is pleased to announce that Shri Satish Chandra Agarwal, Chairman, declared that the Special Resolutions, as circulated in the Postal ballot Notice dated May 25, 2015, were carried with requisite majority.

1. Special Resolution: Approval for Sale/lease or Dispose of Plant-1 of the Company

Particulars	Physical Ballot		E-voting		Total	
	No. of Shares	Percentage to total share capital	No. of Shares	Percentage of total share capital	No. of Shares	Percentage
No. of Votes casted	700	0.01	4444433	84.83	4445133	84.84
No. of votes in favour of resolution	200	0.00	4444433	84.83	4444633	84.83
No. of votes against the resolution	NIL	0.00	NIL	0.00	NIL	0.00
No. of votes invalid	500	0.01	NIL	0.00	500	0.01

2. Special Resolution: Approval for Sale/lease or Dispose of Plant-2 of the Company

Particulars	Physical Ballot		E-voting		Total	
	No. of Shares	Percentage to total share capital	No. of Shares	Percentage of total share capital	No. of Shares	Percentage
No. of Votes casted	700	0.01	4444433	84.83	4445133	84.84
No. of votes in favour of resolution	200	0.00	4444433	84.83	4444633	84.83
No. of votes against the resolution	NIL	0.00	NIL	0.00	NIL	0.00
No. of votes invalid	500	0.01	NIL	0.00	500	0.01

Place: Lucknow
Date: August 12, 2015



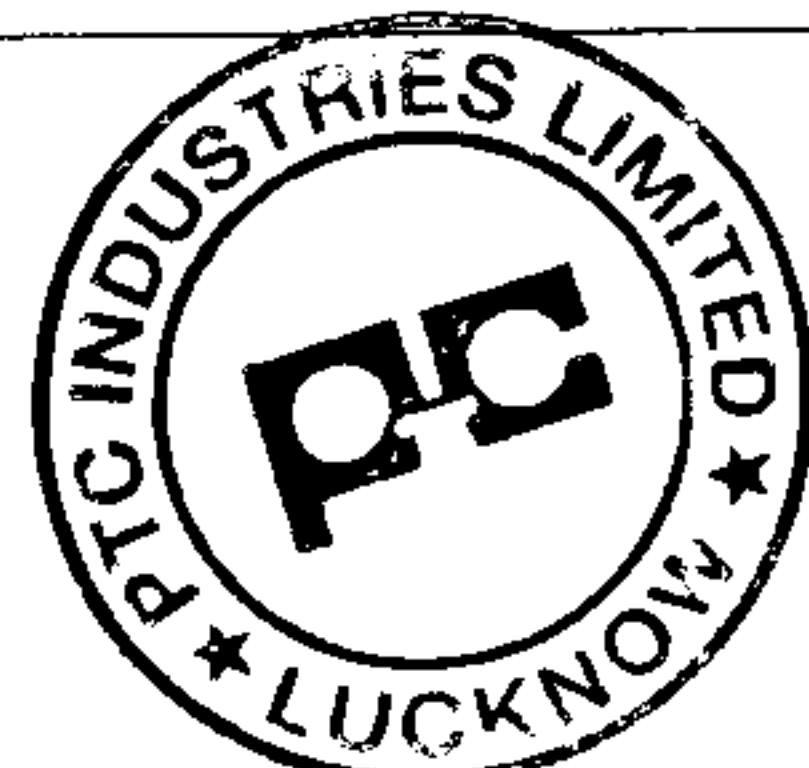
For PTC Industries Limited


(A.K. Gupta)

General Manager (Finance), Compliance Officer &
Company Secretary

Information pursuant to Clause 35A of the Listing Agreement

	Date of AGM/EGM	:	Not Applicable
	Total number of shareholders on record date (i.e. July 3, 2015)	:	608
	No. of shareholders present in the meeting either in person or through proxy		Not Applicable
	Promoter and Promoter Group	:	
	Public	:	
	No. of Shareholders attended the meeting through Video Conferencing:		Not Applicable
	Promoter and Promoter Group	:	
	Public	:	
	No of shareholders who participated in postal ballot through electronic mode		
	Promoter and Promoter Group	:	18
	Public	:	6
	No of shareholders who participated through physical mode:		
	Promoter and Promoter Group	:	0
	Public	:	4
	(Agenda-wise)		
1.	Details of Agenda	:	Special Resolution under section 180(1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to sell/lease or dispose Plant-1 of the Company.
	Resolution required	:	Special Resolution
	Mode of voting	:	Postal Ballot including e-voting
2.	Details of Agenda	:	Special Resolution under section 180(1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to sell/lease or dispose Plant-2 of the Company.
	Resolution required	:	Special Resolution
	Mode of voting	:	Postal Ballot including e-voting



A



Voting details:

Resolution 1: APPROVAL FOR SALE/LEASE OR DISPOSAL OF PLANT-1 OF THE COMPANY

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	3,321,020	3,319,020	99.94	3319020	0	100.00	0.00
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	1,918,043	1,125,613	58.68	1125613	0	100.00	0.00
Total	5239063	4444633	84.83	4444633	0	100.00	0.00

Resolution 2: APPROVAL FOR SALE/LEASE OR DISPOSAL OF PLANT-2 OF THE COMPANY

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes polled $(6)=[(4)/(2)]*100$	% of Votes against on votes polled $(7)=[(5)/(2)]*100$
Promoter and Promoter Group	3,321,020	3,319,020	99.94	3319020	0	100.00	0.00
Public Institutional holders	-	-	-	-	-	-	-
Public-Others	1,918,043	1,125,613	58.68	1125613	0	100.00	0.00
Total	5239063	4444633	84.83	4444633	0	100.00	0.00

For PTC Industries Limited

(A.K. Gupta)

General Manager (Finance), Compliance Officer &
Company Secretary





AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12, Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow – 226 001

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

REPORT OF SCRUTINIZER

To,

The Chairman

M/s PTC Industries Limited

Malviya Nagar, Aishbagh,

Lucknow - 226 004, Uttar Pradesh

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the postal ballot including voting by electronic means in respect of passing of resolutions contained in postal ballot notice dated May 25, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated May 25, 2015, based on the reports generated from the e-voting system provided by Central Depositories Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical



ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on August 08, 2015.

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

Place: Lucknow

Date: August 12, 2015

SCRUTINIZER'S REPORT

Name of the Company	PTC Industries Limited
Postal Ballot notice dated	May 25, 2015
Date of Completion of Dispatch	July 09, 2015
Last date of E-voting/receipt of Postal ballot	August 08, 2015 5 P.M.

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for scrutinizer for the postal ballot including voting by electronic means in respect of passing of resolutions contained in postal ballot notice dated May 25, 2015.

2. Dispatch of Postal Ballot Notice & forms

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date July 03, 2015) 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 postal ballot notice in the following manner:

By email	To 84 members who have registered their e-mail ids with Depository/the RTA on 09.07.2015
By permitted mode	To 524 members in physical form on 09.07.2015

The Company has also provided facility of postage pre-paid business reply envelopes to shareholders for sending their responses.

3. E-Voting/receipt of Postal ballots

3.1. Agency

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

3.2. E voting

E-voting was open from Friday, August 10, 2015 at 9:00 hrs. to Saturday, August 08, 2015 at 17:00 hrs and Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Special Resolutions, on e-voting platform provided by CDSL.

3.3. Receipt of Postal Ballots

The Company has made necessary arrangements for receipt of postal ballots from members and safe custody thereof.





4. Counting Process

- 4.1. After the time fixed for closing of the e-voting, i.e. 5 p.m. on August 08, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <http://www.evotingindia.com/> of CDSL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
- 4.2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5 p.m. on August 08, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

5. Result

5.1. I observed that

5.1.1. 4 Members had casted their votes through Physical Postal Ballot facility provided by the Company, out of which three were invalid.

5.1.2. 24 Members had casted their votes through e-voting, of which none was invalid.

5.2. The result of e-voting and physical postal ballot as well as consolidated result with respect to each item on the Agenda as set out in the postal ballot notice dated May 25, 2015 is enclosed as Annexure – 1, 2 and 3 respectively.

5.3. Based on the aforesaid result, all the **Special resolutions** as contained in item no. 1 & 2 of the postal ballot notice dated May 25, 2015, have been passed with the **requisite majority**.

5.4. Soft copy of the List of Members, for both physical postal ballot 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.

5.5. The Postal ballot papers 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

Place: Lucknow

Date: August 12, 2015

Annexure-1

Results of E-Voting conducted in respect of the postal ballot for passing of resolutions contained in postal ballot notice dated May 25, 2015 of PTC Industries Limited

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

a) Resolution 1 - Approval for sale/lease or disposal of Plant -1 of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
24	4444433	100%

ii. Voted against the resolution:

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

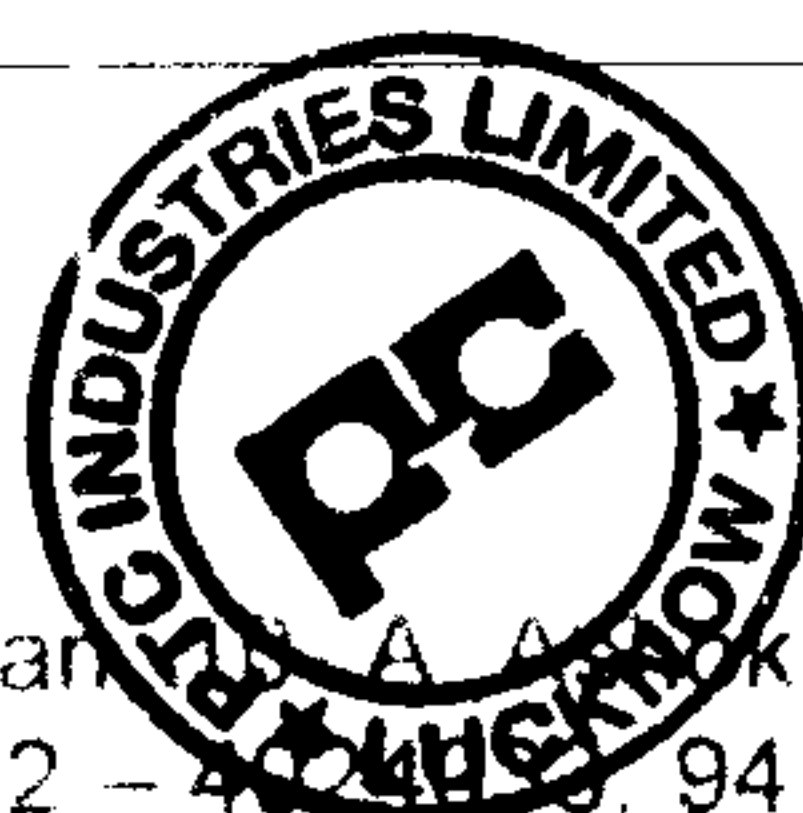
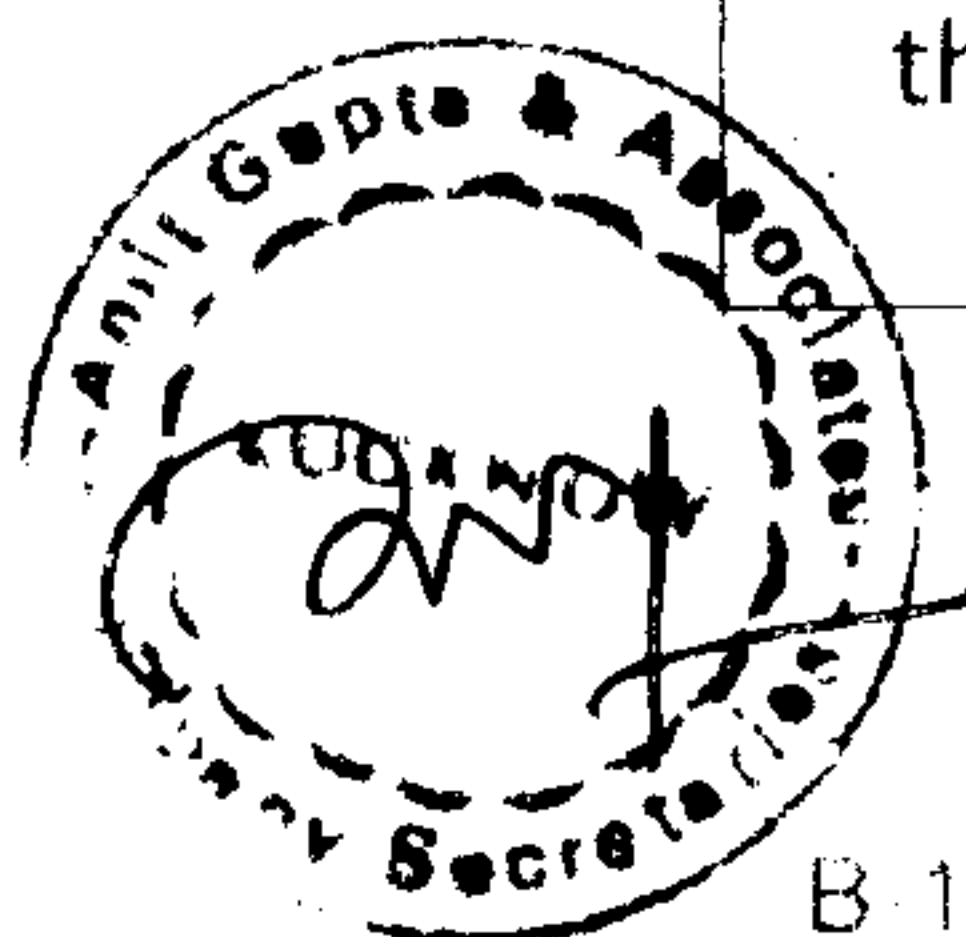
iii. Invalid votes :

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

b) Resolution 2 – Approval for sale/lease or disposal of Plant -2 of the Company. (Special Resolution)

i. Voted in favour of the resolution:

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



for PTC INDUSTRIES LIMITED

Chairman

B-12 Basement, Murli Bhawan, A, A. A. Marg, Lucknow - 226 001
Phone 0522 - 404459, 94150 05108



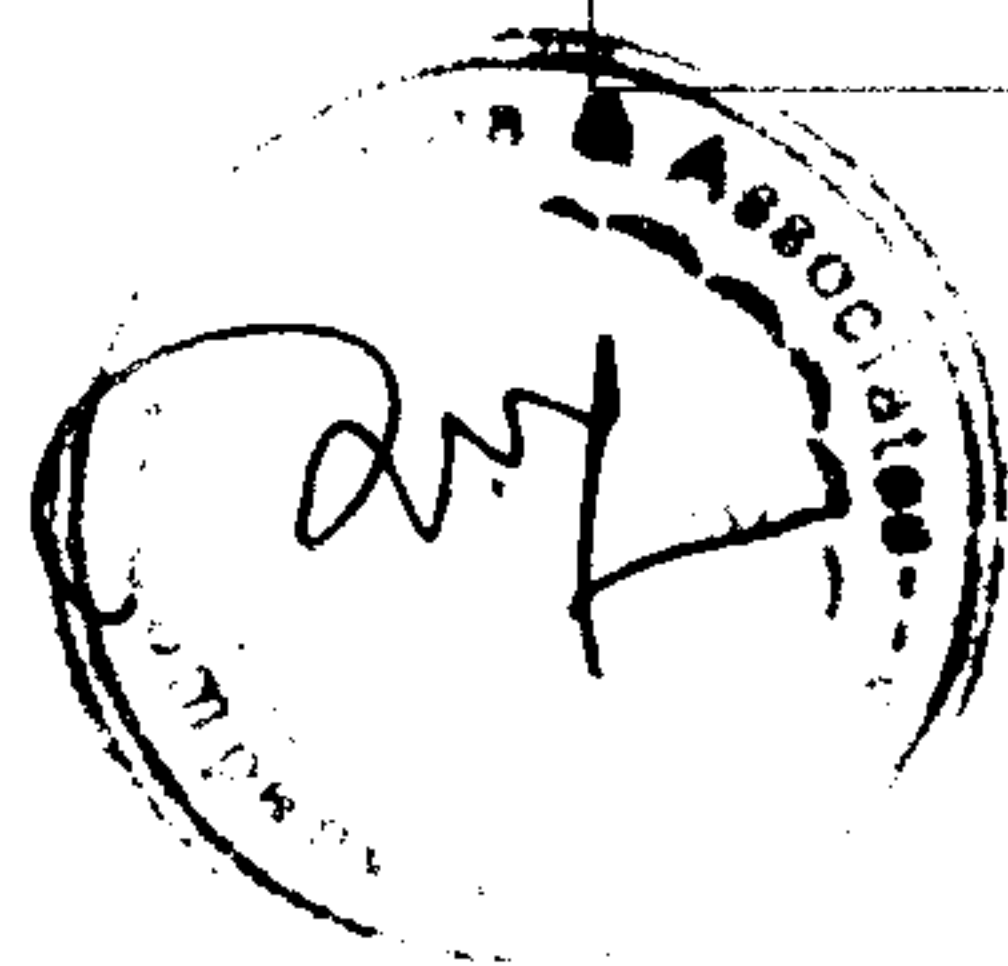
24	4444433	100%
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ii. Voted against the resolution:

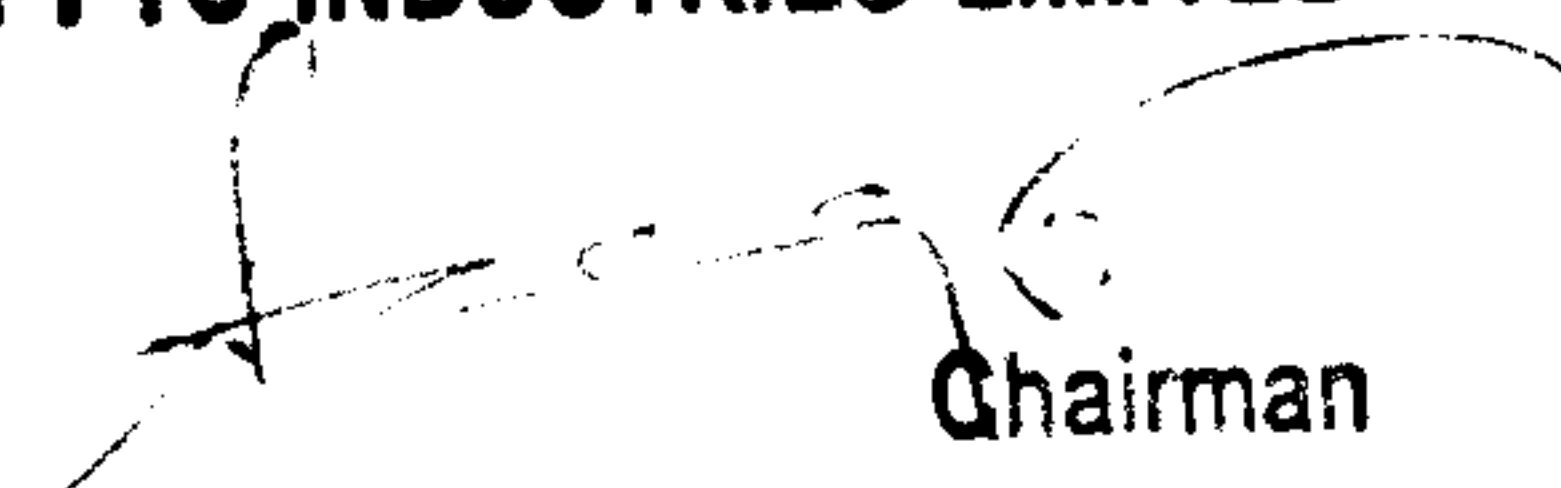
Number of members who voted against through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
Nil	Nil	Nil

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



for PTC INDUSTRIES LIMITED


Chairman



Annexure-2

Results of Physical Postal Ballots received in respect of the postal ballot for passing of resolutions contained in postal ballot notice dated May 25, 2015 of PTC Industries Limited

1. The result of the voting through physical postal ballot is as under:

a) Resolution 1 - Approval for sale/lease or disposal of Plant -1 of the Company (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through physical postal ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	200	100%

ii. Voted against the resolution:

Number of members who voted against through physical postal ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

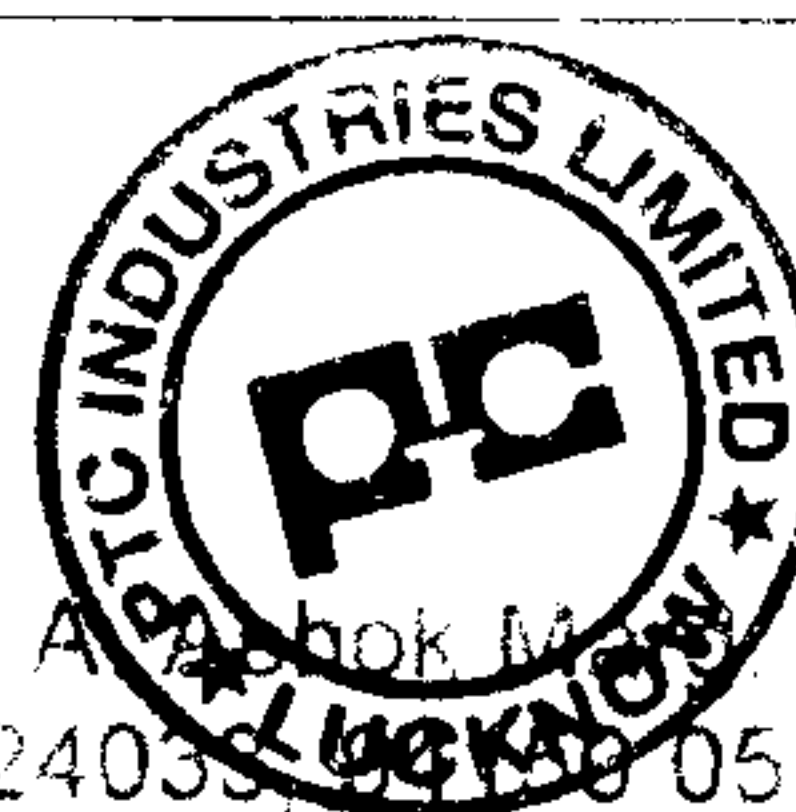
Number of members who voted through physical postal ballot, but votes declared invalid	Total number of votes casted by members whose votes were declared invalid
3	500

b) Resolution 2 - Approval for sale/lease or disposal of Plant -2 of the Company. (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through physical postal ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
1	200	100%

ii. Voted against the resolution:



for PTC INDUSTRIES LIMITED

Chairman

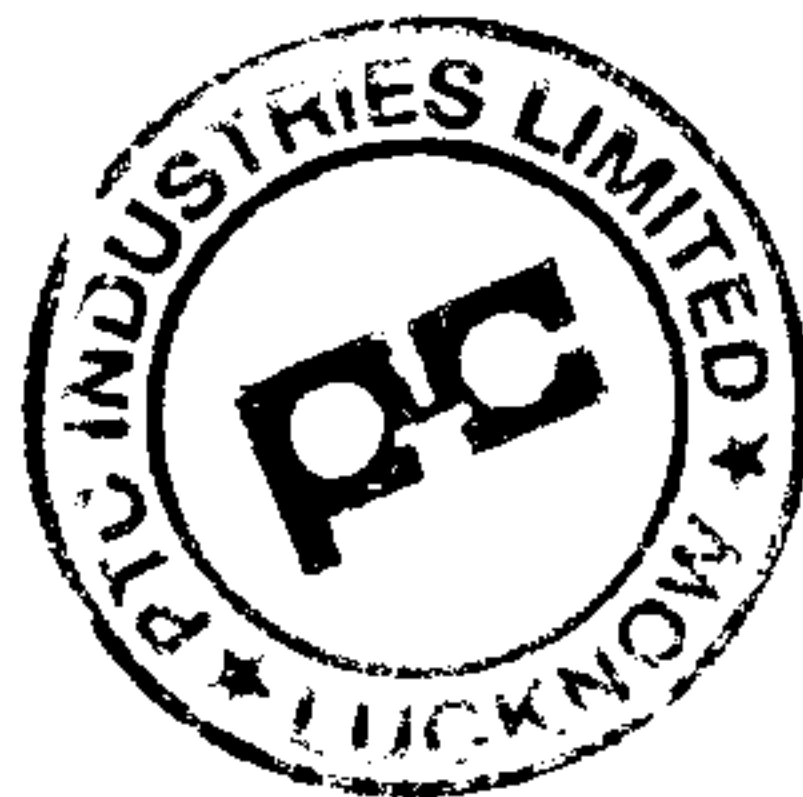
B-12 Basement, Murlidhawan, 10 A/2, Chok M, Lucknow - 226 001
Phone: 0512 - 4024039, 0512 - 05108



Number of members who voted against through physical postal ballot	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Number of members who voted through physical postal ballot, but votes declared invalid	Total number of votes casted by members whose votes were declared invalid
3	500



for PTC INDUSTRIES LIMITED

Chairman



Annexure -3

Consolidated Results of E-Voting & Physical Postal Ballots received in respect of the postal ballot for passing of resolutions contained in postal ballot notice dated May 25, 2015 of PTC Industries Limited

Particulars	Number of Votes Contained in			Percentage of valid votes
	E votes	Voting through physical postal Ballots	TOTAL	
Item No. 1:				
Approval for sale/lease or disposal of Plant -1 of the Company (Special Resolution)				
Assent	4444433	200	4444633	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	500	500	N/a
Total	4444433	700	4445133	-
Item No. 2:				
Approval for sale/lease or disposal of Plant -2 of the Company. (Special Resolution)				
Assent	4444433	200	4444633	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	500	500	N/a
Total	4444433	700	4445133	-


Amit Gupta

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Place: Lucknow

Date: August 12, 2015



for PTC INDUSTRIES LIMITED


Chairman