

Information pursuant to Clause 35A of the Listing Agreement

Date of AGM: August 12, 2015

Total number of shareholders on record date: 621 (Record date: August 5, 2015)

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoters Group: 10

Public: Nil

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoters Group: Nil

Public: Nil

Agenda wise:

ORNIDARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

Resolution required: Ordinary Resolution

Voting details:

| Promoter/Public                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
|                                | (1)                | (2)                 |  | (4)                      | (5)                    |   |   |
| Promoter and Promoter Group    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public – Institutional holders | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Public-Others                  | 1918043            | 1208553             | 63.01%   | 1208553                  | Nil                    | 63.01%  | Nil   |
| Total                          | 5239063            | 4513573             | 86.15%   | 4513573                  | Nil                    | 86.15%  | Nil   |

2. TO APPOINT A DIRECTOR IN PLACE OF MR. ALOK AGARWAL, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Resolution required: Ordinary Resolution




Voting details:

| Promoter/Public                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>$(3)=[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>$(6)=[(4)/(2)]*100$ | % of Votes against on votes polled<br>$(7)=[(5)/(2)]*100$ |
|--------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
|                                | (1)                | (2)                 |  | (4)                      | (5)                    |   |   |
| Promoter and Promoter Group    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public – Institutional holders | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Public-Others                  | 1918043            | 1208553             | 63.01%   | 1205553                  | 3000                   | 62.85%  | 0.16  |
| Total                          | 5239063            | 4513573             | 86.15%   | 4510573                  | 3000                   | 86.10%  | -   |

**3. RATIFICATION FOR APPOINTMENT OF M/S WALKER CHANDIOK & ASSOCIATES, CHARTERED ACCOUNTANTS, NEW DELHI, AS THE STATUTORY AUDITORS OF COMPANY**

Resolution required: Ordinary Resolution

Voting details:

| Promoter/Public                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>$(3)=[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>$(6)=[(4)/(2)]*100$ | % of Votes against on votes polled<br>$(7)=[(5)/(2)]*100$ |
|--------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
|                                | (1)                | (2)                 |  | (4)                      | (5)                    |   |   |
| Promoter and Promoter Group    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public – Institutional holders | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Public-Others                  | 1918043            | 1208553             | 63.01%   | 1208553                  | Nil                    | 63.01%  | Nil   |
| Total                          | 5239063            | 4513573             | 86.15%   | 4513573                  | Nil                    | 86.15%  | Nil   |

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MRS. SHASHI VAISH AS AN INDEPENDENT DIRECTOR**

Resolution required: Ordinary Resolution

Voting details:



| Promoter/Public                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| Promoter and Promoter Group    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public – Institutional holders | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Public-Others                  | 1918043            | 1208553             | 63.01%   | 1205553                  | 3000                   | 62.85%  | 0.16  |
| Total                          | 5239063            | 4513573             | 86.15%   | 4510573                  | 3000                   | 86.10%  | -   |

#### 5. APPOINTMENT OF MR. BRIJ LAL GUPTA AS AN INDEPENDENT DIRECTOR

Resolution required: Ordinary Resolution

Voting details:

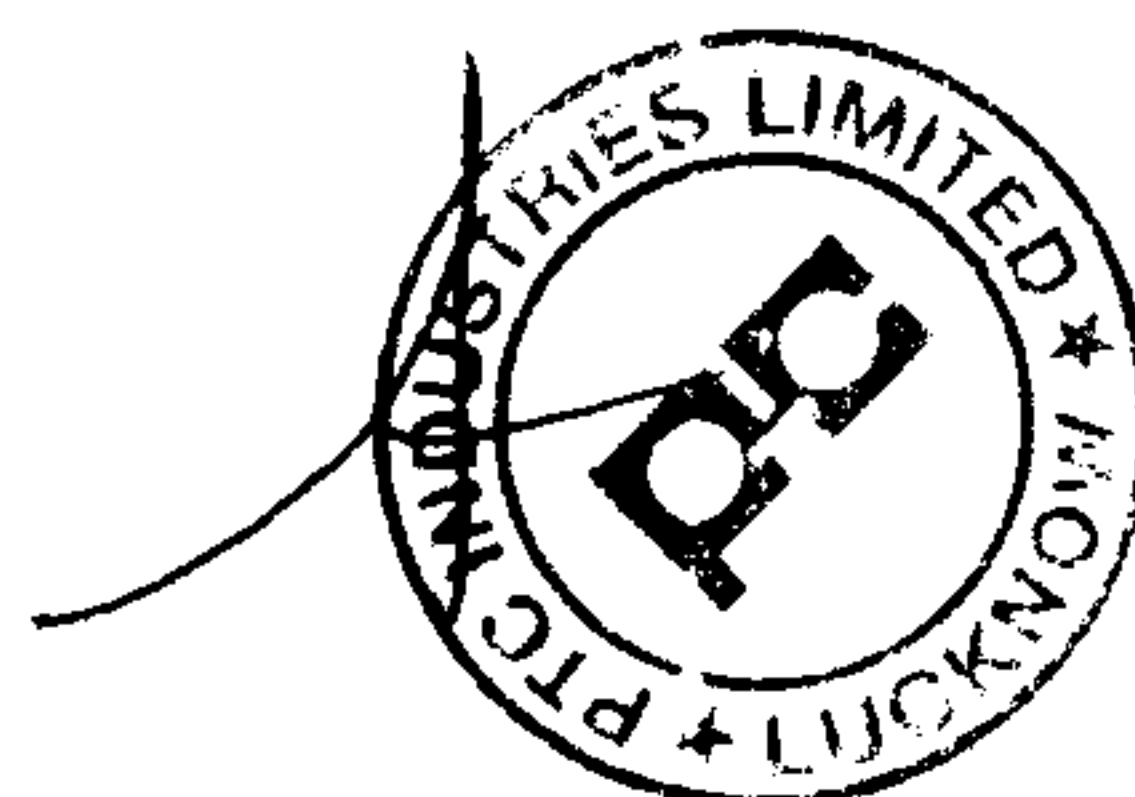
| Promoter/Public                | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| Promoter and Promoter Group    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public – Institutional holders | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Public-Others                  | 1918043            | 1208553             | 63.01%   | 1205553                  | 3000                   | 62.85%  | 0.16  |
| Total                          | 5239063            | 4513573             | 86.15%   | 4510573                  | 3000                   | 86.10%  | -   |

#### 6. REVISION OF REMUNERATION OF MR. SACHIN AGARWAL, MANAGING DIRECTOR

Resolution required: Special Resolution

Voting details:

| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|-----------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| Promoter and    | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |



|                       |         |         |        |         |      |        |      |
|-----------------------|---------|---------|--------|---------|------|--------|------|
| Promoter Group        |         |         |        |         |      |        |      |
| Public –              | 0       | 0       | 0      | 0       | Nil  | 0      | Nil  |
| Institutional holders |         |         |        |         |      |        |      |
| Public-Others         | 1918043 | 1208553 | 63.01% | 1205553 | 3000 | 62.85% | 0.16 |
| Total                 | 5239063 | 4513573 | 86.15% | 4510573 | 3000 | 86.10% | -    |


## 7. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

Resolution required: Special Resolution

Voting details:

| Promoter/Public             | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>$(3)=[(2)/(1)]*100$ | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled<br>$(6)=[(4)/(2)]*100$ | % of Votes against on votes polled<br>$(7)=[(5)/(2)]*100$ |
|-----------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
|                             | (1)                | (2)                 |  | (4)                      | (5)                    |   |   |
| Promoter and Promoter Group | 3321020            | 3305020             | 99.52%   | 3305020                  | Nil                    | 99.52%  | Nil   |
| Public –                    | 0                  | 0                   | 0  | 0                        | Nil                    | 0   | Nil   |
| Institutional holders       |                    |                     |  |                          |                        |   |   |
| Public-Others               | 1918043            | 1208553             | 63.01%   | 1208553                  | Nil                    | 63.01%  | Nil   |
| Total                       | 5239063            | 4513573             | 86.15%   | 4513573                  | Nil                    | 86.15%  | Nil   |

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](mailto:amitguptacs@gmail.com)

**REPORT OF SCRUTINIZER**

To,  
The Chairman 52<sup>nd</sup> Annual General Meeting of Equity Shareholders of  
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 remote e-voting and voting by your members, at the 52<sup>nd</sup> Annual General Meeting of your Company held on Wednesday, 12th August, 2015 at 3.00 P.M. at Malviya Nagar, Aishbagh, Lucknow - 226 004, Uttar Pradesh.

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                                    |
| Meeting             | 52 <sup>nd</sup> Annual General Meeting                   |
| Date and Time       | Wednesday, August 12, 2015 at 3.00 p.m.                   |
| Venue               | Malviya Nagar, Aishbagh, Lucknow - 226 004, Uttar Pradesh |

**1. Appointment as Scrutinizer**

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 52<sup>nd</sup> Annual General Meeting of PTC Industries Limited (hereinafter referred as "**the Company**") held on Wednesday, August 12, 2015 at 3.00 P.M. at Malviya Nagar, Aishbagh, Lucknow - 226 004, Uttar Pradesh.

**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 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 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  |

Further 52<sup>nd</sup> Annual Report was sent to 84 members by e-mail & 524 members in physical form by permitted mode on July 17, 2015.

**3. Cut Off Date**

The Voting rights were reckoned as on the August 05, 2015, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.





#### **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 Sunday, August 09, 2015 at 9:00 hrs. to Tuesday, August 11, 2015 at 17:00 hrs 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 M/s Link Intime India Private Limited (**RTA**), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA 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 vote on each of the resolution.

**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 before Mr. Niraj Kumar Verma and Mr. Ankur Bajpai and downloaded the e voting details.

#### **7. Result**

**7.1.** I observed that

**7.1.1.** Nil Members had cast their votes through poll facility provided through physical ballots at meeting.

**7.1.2.** 23 Members had casted their votes through remote e-voting.



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- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 52<sup>nd</sup> AGM dated June 25, 2015 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1, 2, 3, 4 & 5 of the notice dated June 25, 2015, have been passed with the **requisite majority** .
- 7.4. Based on the aforesaid result, the **Special resolution** as contained in item no. 6 & 7 of the notice dated June 25, 2015, have been passed with the **requisite majority**.
- 7.5. 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.
- 7.6. The poll 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 remote E-Voting conducted at the 52<sup>nd</sup> Annual General Meeting of  
PTC Industries Limited**

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

**a) Resolution 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 (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 |
|---|--|---|
| <b>23</b>   | <b>4513573</b>                                     | <b>100%</b>   |

**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 |
|---|---|---|
| <b>Nil</b>  | <b>Nil</b>                                    | <b>Nil</b>  |

**iii. Invalid votes :**

| Total number of members whose votes were declared,invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| <b>NIL</b>  | <b>NIL</b>  |

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



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**for PTC INDUSTRIES LIMITED**

**Chairman**



| who voted in favour through remote - electronic voting system | casted in favour of the resolution | valid votes casted on the resolution |
|---|------------------------------------|--------------------------------------|
| <b>21</b>   | <b>4510573</b>                     | <b>99.93%</b>                        |

**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 |
|---|---|---|
| <b>2</b>  | <b>3000</b>                                   | <b>0.07</b>   |

**iii. Invalid votes :**

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| <b>NIL</b>  | <b>NIL</b>  |

**c) Resolution 3 - Ratification of appointment of M/s Walker Chandiook & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of the Company. (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 |
|---|--|---|
| <b>23</b>   | <b>4513573</b>                                     | <b>100%</b>   |

**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 |
|---|---|---|
|   |   |   |



for PTC INDUSTRIES LIMITED  
  
 Chairman



|   |   |            |
|---|---|------------|
| <b>Nil</b>  | <b>Nil</b>  | <b>Nil</b> |
| <b>iii. Invalid votes :</b>                               |   |            |
| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |            |
| <b>NIL</b>  | <b>NIL</b>  |            |

**d) Resolution 4 - Appointment of Mrs. Shashi Vaish as an Independent Director. (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 |
| <b>21</b>   | <b>4510573</b>                                     | <b>99.93%</b>   |

**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 |
| <b>2</b>  | <b>3000</b>                                   | <b>0.07</b>   |

**iii. Invalid votes :**

|   |   |  |
|---|---|--|
| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |  |
| <b>NIL</b>  | <b>NIL</b>  |  |

**e) Resolution 5 - Appointment of Mr. Brij Lal Gupta as an Independent Director. (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

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



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for PTC INDUSTRIES LIMITED

Chairman



|   |                                    |                                      |
|---|------------------------------------|--------------------------------------|
| who voted in favour through remote - electronic voting system | casted in favour of the resolution | valid votes casted on the resolution |
| <b>21</b>   | <b>4510573</b>                     | <b>99.93%</b>                        |

**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 |
| <b>2</b>  | <b>3000</b>                                   | <b>0.07</b>   |

**iii. Invalid votes :**

|   |   |
|---|---|
| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
| <b>NIL</b>  | <b>NIL</b>  |

**f) Resolution 6 - Revision of remuneration of Mr. Sachin Agarwal, Managing Director. (Special Resolution)**

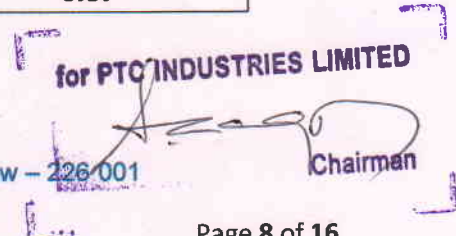
**i. Voted in favour of the resolution:**

|   |  |   |
|---|--|---|
| 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 |
| <b>21</b>   | <b>4510573</b>                                     | <b>99.93%</b>   |

**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 |
| <b>2</b>  | <b>3000</b>                                   | <b>0.07</b>   |

**Invalid votes :**





|   |   |
|---|---|
| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
| <b>NIL</b>  | <b>NIL</b>  |

**g) Resolution 7 - Alteration of Articles of Association 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 |
|---|--|---|
| <b>23</b>   | <b>4513573</b>                                     | <b>100%</b>   |

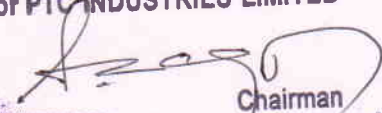
**ii. Voted against the resolution:**

| 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 |
|---|---|---|
| <b>Nil</b>  | <b>Nil</b>                                    | <b>Nil</b>  |

**iii. Invalid votes :**

|   |   |
|---|---|
| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
| <b>NIL</b>  | <b>NIL</b>  |



for PTC INDUSTRIES LIMITED  
  
 Chairman

**Annexure-2**

**Results of Voting through physical ballot conducted at the 52<sup>nd</sup> Annual General Meeting of PTC Industries Limited**

1. The result of the poll conducted through ballot at meeting is as under:

**a) Resolution 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015. (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| Nil  | Nil  | Nil   |

**ii. Voted against the resolution:**

| Number of members present and voting against (in person or by proxy) | 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 (in person or by proxy) 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 (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| Nil  | Nil  | Nil   |

**ii. Voted against the resolution:**



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for PTC INDUSTRIES LIMITED  
  
Chairman

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| <b>NIL</b>   | <b>NIL</b>                                    | <b>NIL</b>  |

**iii. Invalid votes :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| <b>Nil</b>  | <b>Nil</b>  |

**c) Resolution 3 - Ratification of appointment of M/s Walker Chandiook & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of the Company. (Ordinary Resolution)**

**i. Voted in favour of the resolution:**

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| <b>Nil</b>   | <b>Nil</b>   | <b>Nil</b>  |

**ii. Voted against the resolution:**

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| <b>NIL</b>   | <b>NIL</b>                                    | <b>NIL</b>  |

**iii. Invalid votes :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| <b>Nil</b>  | <b>Nil</b>  |

**d) Resolution 4 - Appointment of Mrs. Shashi Vaish as an Independent Director. (Ordinary Resolution)**

**Voted in favour of the resolution:**

| Number of members present and voting in | Number of votes casted in favour of the | % of total number of valid votes casted on |
|---|---|--|
|   |   |  |



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Phone : 0522 - 4024033, 9415005108



for PTC INDUSTRIES LIMITED

Chairman

|                                |            |                |
|--------------------------------|------------|----------------|
| favour (in person or by proxy) | resolution | the resolution |
| <b>Nil</b>                     | <b>Nil</b> | <b>Nil</b>     |

**i. Voted against the resolution:**

|  |   |   |
|--|---|---|
| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
| <b>NIL</b>   | <b>NIL</b>                                    | <b>NIL</b>  |

**ii. Invalid votes :**

|   |   |
|---|---|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
| <b>Nil</b>  | <b>Nil</b>  |

**e) Resolution 5 - Appointment of Mr. Brij Lal Gupta as an Independent Director. (Ordinary Resolution)**

**Voted in favour of the resolution:**

|  |  |   |
|--|--|---|
| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
| <b>Nil</b>   | <b>Nil</b>   | <b>Nil</b>  |

**i. Voted against the resolution:**

|  |   |   |
|--|---|---|
| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
| <b>NIL</b>   | <b>NIL</b>                                    | <b>NIL</b>  |

**ii. Invalid votes :**

|   |   |
|---|---|
| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
| <b>Nil</b>  | <b>Nil</b>  |

**f) Resolution 6 - Revision of remuneration of Mr. Sachin Agarwal, Managing Director. (Special Resolution)**



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for PTC INDUSTRIES LIMITED

*(Signature)*  
Chairman



**Voted in favour of the resolution:**

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| Nil  | Nil  | Nil   |

**i. Voted against the resolution:**

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| NIL  | NIL   | NIL   |

**ii. Invalid votes :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| Nil   | Nil   |

**g) Resolution 7 - Alteration of Articles of Association of the Company. (Special Resolution)**

**Voted in favour of the resolution:**

| Number of members present and voting in favour (in person or by proxy) | Number of votes casted in favour of the resolution | % of total number of valid votes casted on the resolution |
|--|--|---|
| Nil  | Nil  | Nil   |

**i. Voted against the resolution:**

| Number of members present and voting against (in person or by proxy) | Number of votes casted against the resolution | % of total number of valid votes casted on the resolution |
|--|---|---|
| NIL  | NIL   | NIL   |

**ii. Invalid votes :**

| Total number of members (in person or by proxy) 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 -3**

**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 52<sup>nd</sup> Annual General Meeting of PTC Industries Limited**

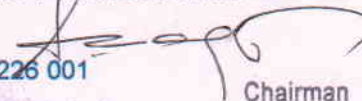
| Particulars   | Number of Votes Contained in |                                      |         | Percentage |
|---|------------------------------|--------------------------------------|---------|------------|
|   | Remote E votes               | Poll through physical Ballots at AGM | TOTAL   |            |
| <b>Item No. 1:</b>  |                              |                                      |         |            |
| <b>To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)</b>   |                              |                                      |         |            |
| Assent  | 4513573                      | Nil                                  | 4513573 | 100%       |
| Dissent   | Nil                          | Nil                                  | Nil     | Nil        |
| Invalid   | Nil                          | Nil                                  | Nil     | Nil        |
| Total   | 4513573                      | Nil                                  | 4513573 | -          |
| <b>Item No. 2:</b>  |                              |                                      |         |            |
| <b>To appoint a Director in place of Mr. Alok Agarwal, who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)</b>                |                              |                                      |         |            |
| Assent  | 4510573                      | Nil                                  | 4510573 | 99.93%     |
| Dissent   | 3000                         | Nil                                  | 3000    | 0.07%      |
| Invalid   | Nil                          | Nil                                  | Nil     | Nil        |
| Total   | 4513573                      |                                      | 4513573 | -          |
| <b>Item No. 3:</b>  |                              |                                      |         |            |
| <b>Ratification of appointment of M/s Walker Chandiok &amp; Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of the Company. (Ordinary Resolution)</b> |                              |                                      |         |            |
| Assent  | 4513573                      | Nil                                  | 4513573 | 100%       |
| Dissent   | Nil                          | Nil                                  | Nil     | Nil        |



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for PTC INDUSTRIES LIMITED

  
Chairman



|   |         |     |         |        |
|---|---------|-----|---------|--------|
| Invalid   | Nil     | Nil | Nil     | Nil    |
| Total   | 4513573 | Nil | 4513573 | -      |
| <b>Item No. 4:</b>  |         |     |         |        |
| <b>Appointment of Mrs. Shashi Vaish as an Independent Director (Ordinary Resolution)</b>      |         |     |         |        |
| Assent  | 4510573 | Nil | 4510573 | 99.93% |
| Dissent   | 3000    | Nil | 3000    | 0.07%  |
| Invalid   | Nil     | Nil | Nil     | Nil    |
| Total   | 4513573 |     | 4513573 | -      |
| <b>Item No. 5:</b>  |         |     |         |        |
| <b>Appointment of Mr. Brij Lal Gupta as an Independent Director (Ordinary Resolution)</b>     |         |     |         |        |
| Assent  | 4510573 | Nil | 4510573 | 99.93% |
| Dissent   | 3000    | Nil | 3000    | 0.07%  |
| Invalid   | Nil     | Nil | Nil     | Nil    |
| Total   | 4513573 |     | 4513573 | -      |
| <b>Item No. 6:</b>  |         |     |         |        |
| <b>Revision of remuneration of Mr. Sachin Agarwal, Managing Director (Special Resolution)</b> |         |     |         |        |
| Assent  | 4510573 | Nil | 4510573 | 99.93% |
| Dissent   | 3000    | Nil | 3000    | 0.07%  |
| Invalid   | Nil     | Nil | Nil     | Nil    |
| Total   | 4513573 |     | 4513573 | -      |
| <b>Item No. 7:</b>  |         |     |         |        |



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| Alteration of Articles of Association of the Company (Special Resolution) |         |     |         |      |
|---|---------|-----|---------|------|
| Assent  | 4513573 | Nil | 4513573 | 100% |
| Dissent   | Nil     | Nil | Nil     | Nil  |
| Invalid   | Nil     | Nil | Nil     | Nil  |
| Total   | 4513573 | Nil | 4513573 | -    |


**Amit Gupta**  
Proprietor  
**Amit Gupta & Associates**  
Company Secretaries  
FCS – 5478, C.P. - 4682  
Place: Lucknow  
Date: August 12, 2015



for PTC INDUSTRIES LIMITED  
  
Chairman