



# 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

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## REPORT OF SCRUTINIZER

To,

The Chairman 54<sup>th</sup> Annual General Meeting of Equity Shareholders of

M/s PTC INDUSTRIES LIMITED

MALVIA NAGAR, AISHBAGH LUCKNOW UP 226004,

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 54<sup>th</sup> Annual General Meeting of your Company held on Friday, September 29, 2017 at 3:00 P.M. at Hotel Golden Tulip, Station Road, Lucknow – 226 004.

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: 29<sup>th</sup> September, 2017**

### SCRUTINIZER'S REPORT

Name of the Company	<b>PTC INDUSTRIES LIMITED</b>
Meeting	54 <sup>th</sup> Annual General Meeting
Date and Time	Friday, September, 29 <sup>th</sup> 2017 at 3:00 P.M.
Venue	Hotel Golden Tulip, Station Road, Lucknow - 226 004

#### **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 54<sup>th</sup> Annual General Meeting of **PTC INDUSTRIES LIMITED** (hereinafter referred as "**the Company**") held on Friday, September, 29<sup>th</sup> 2017 at 3:00 P.M. at Hotel Golden Tulip, Station Road, Lucknow - 226 004.

#### **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 22, 2017) made available to the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 54<sup>th</sup> annual Report in the following manner:

By email	To 213 members who have registered their e-mail ids with Depository/the RTA on September 07, 2017
By permitted mode	To 600 members in physical form on September 05, 2017

#### **3. Cut Off Date**

The Voting rights were reckoned as on the September 22, 2017, 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 Limited (CDSL) as the agency for providing e voting platform.



#### 4.2. Remote E voting

Remote e voting was open from September 26, 2017 at 09:00 a.m. to September 28, 2017 at 05.00 p.m 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 Pvt. Ltd. (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 Ms. Yashi Rastogi and Ms. Kirti Trivedi and downloaded the e voting details.

### 7. Result

7.1. I observed that

7.1.1.1. 3 Members had cast their votes through poll facility provided through physical ballots at meeting.

7.1.1.2. 22 Members had casted their votes through remote e-voting.

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 54<sup>th</sup> AGM dated August, 29<sup>th</sup> 2017 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 & 8 of the notice dated 29<sup>th</sup> August, 2017, have been passed with the **requisite majority**.

- 7.4. Based on the aforesaid result, the **Special resolution** as contained in item no. 4, 5, 6, 7, 9 & 10 of the notice dated 29<sup>th</sup> August, 2017, 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  
Date: September, 29<sup>th</sup> 2017

Annexure-1

**Results of remote E-Voting conducted at the 54<sup>th</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 Financial Statements of the Company for the year 2016-17 and the Reports of the Board of Directors and 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
22	4517361	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

**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 - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
22	4517361	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

**c) Resolution 3 - Ratification for appointment of M/s. Walker Chandiook & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of 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
22	4517361	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

**d) Resolution 4 - Appointment of Mr. Ashok Kumar Shukla as a Whole Time 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
22	4517361	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

**e) Resolution 5 - Re-appointment of Mr. Sachin Agarwal as Chairman & 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
22	4517361	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

**f) Resolution 6 - Re-appointment of Mr. Alok Agarwal as Director (Quality & Technical) (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
22	4517361	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

**g) Resolution 7 - Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing) (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
22	4517361	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

**h) Resolution 8 - Ratification of Cost Auditors' remuneration. (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
22	4517361	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

**i) Resolution 9 - Increase in Borrowing Powers (Special Resolution)**

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

Number of members	Number of votes	% of total number of valid
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who voted in favour through remote - electronic voting system	casted in favour of the resolution	votes casted on the resolution
22	4517361	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

**j) Resolution 10 - Creation of Charge for securing borrowings up to limit of Rs. 250 crores (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
22	4517361	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

Annexure-2

**Results of Voting through physical ballot conducted at the 54<sup>th</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 Financial Statements of the Company for the year 2016-17 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

ii. **Voted against the resolution:**

Number of members who voted against through Physical ballot	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 – 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 Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii Voted against the resolution:**

Number of members who voted against through Physical ballot	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

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

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members who voted against through Physical ballot	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

**d) Resolution 4 - Appointment of Mr. Ashok Kumar Shukla as a Whole Time Director (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members who voted against through Physical ballot	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

**e) Resolution 5 - Re-appointment of Mr. Sachin Agarwal as Chairman & Managing Director (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members	Number of votes	% of total number of valid
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who voted against through Physical ballot	casted against the resolution	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

f) **Resolution 6 - Re-appointment of Mr. Alok Agarwal as Director (Quality & Technical) (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

ii. **Voted against the resolution:**

Number of members who voted against through Physical ballot	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

g) **Resolution 7 - Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing) (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members who voted against through Physical ballot	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

**h) Resolution 8 - Ratification of Cost Auditors' remuneration. (Ordinary Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members who voted against through Physical ballot	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

**i) Resolution 9 - Increase in Borrowing Powers (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

**ii. Voted against the resolution:**

Number of members	Number of votes	% of total number of valid

who voted against through Physical ballot	casted against the resolution	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

j) **Resolution 10 - Creation of Charge for securing borrowings up to limit of Rs. 250 crores (Special Resolution)**

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

Number of members who voted in favour through Physical ballot	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	453	100%

iv. **Voted against the resolution:**

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

v. **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

CPNO.4682



**Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the  
54<sup>th</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 Financial Statements of the Company for the year 2016-17 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<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	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 3:</b>				
<b>Ratification for appointment of M/s. Walker Chandiok &amp; Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 4:</b>				

<b>Appointment of Mr. Ashok Kumar Shukla as a Whole Time Director (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 5: Re-appointment of Mr. Sachin Agarwal as Chairman &amp; Managing Director. (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 6: Re-appointment of Mr. Alok Agarwal as Director (Quality &amp; Technical). (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 7: Re-appointment of Mr. Priya Ranjan Agarwal as Director (Marketing). (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 8: Ratification of Cost Auditors' remuneration (Ordinary Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%
<b>Item No. 9: Increase in Borrowing Powers. (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL

Total	4517361	453	4517814	100%
<b>Item No 10:</b>				
<b>Creation of Charge for securing borrowings up to limit of Rs. 250 crores. (Special Resolution)</b>				
Assent	4517361	453	4517814	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4517361	453	4517814	100%

CPNO.4682

**Amit Gupta**  
**Proprietor**  
**Amit Gupta & Associates**  
**Company Secretaries**  
**FCS - 5478, C.P. - 4682**  
**Date: September 29, 2017**