

To,
BSE Limited
PJ Towers, Dalal Street,
Mumbai-400 001

September 15, 2018

Sub.: Proceedings of 55th Annual General Meeting of the Company

Sir/Madam,

In reference to our notice dated August 21, 2018, the 55th Annual General Meeting of the Company was held on September 15, 2018 and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter proceedings of 55th 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.

E-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and scrutinizer report are attached herewith.

Kindly take the aforesaid documents on your records.

Thanking you,
For PTC Industries Limited



Sachin Agarwal
Chairman & Managing Director

Encl.: as above

PROCEEDINGS OF THE 55TH ANNUAL GENERAL MEETING OF PTC INDUSTRIES LIMITED HELD ON SATURDAY, THE 15TH DAY OF SEPTEMBER, 2018 AT 3.00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT NH-25A, SARAI SHAHJADI, LUCKNOW-227101, UTTAR PRADESH, INDIA

The 55th Annual General Meeting (AGM) of the members of M/s PTC Industries Limited (the Company) was held on Saturday, September 15, 2018 at 3:00 PM (IST) at the registered office of the Company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India.

Shri Sachin Agarwal, CMD took the Chair in accordance with the provisions of the Companies Act, 2013 and welcomed all the persons attending 55th Annual general meeting.

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

With the consent of the members present, the notice dated August 21, 2018 convening the 55th Annual general meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2018, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s Walker Chandiook & Associates, Chartered Accountants, New Delhi, was read by Mr. Anuj Nigam, Company Secretary and kept on the table throughout the meeting.

The statutory registers of the Company were placed before the meeting in accordance with the requirement of the Companies Act, 2013, and remained open and accessible during the continuance of the meeting to all persons attending the meeting.

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 55th Annual General Meeting. Company has offered facility of e-voting from September 12, 2018 at 9:00 hrs. and ended on September 14, 2018 at 17:00 hrs. Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretaries was appointed as scrutinizer by the Board for scrutinizing the e-voting process.

The report was submitted by him after conclusion of the meeting and the result was declared by the Chairman, based on his report.

The business of the meeting as per agenda circulated with notice was thereafter taken up item wise.

1. ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2018- ORDINARY RESOLUTION

Proposed by: Mr. Alok Agarwal, Folio No. IN30133021345315

Seconded by: Mrs. Smita Agarwal, Folio No. IN30202534008515

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders were taken up for consideration:

“RESOLVED THAT, the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors’ and Auditors’ thereon laid before this meeting, be and are hereby considered and adopted.”

The Chairman enquired from the members present if there were any clarifications required on the aforementioned report and accounts of the Company. Few questions were raised and were replied to the satisfaction of the members.

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 1 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4264396	170346	4434742	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	4264396	170346	4434742	100%
Outcome	Passed as an Ordinary Resolution			

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

Proposed by: Mr. Vipin Kumar Agarwal, Folio No. IN30133021414183

Seconded by: Mrs. Reena Agarwal, Folio No. IN30133021345323

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders was taken up for consideration:

“RESOLVED THAT Mr. Priya Ranjan Agarwal (DIN: 0129176), 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.”

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 2 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4263654	170346	4434000	99.98%
Dissent	742	Nil	742	0.02%
Invalid	Nil	Nil	Nil	Nil
Total	4264396	170346	4434742	100%
Outcome	Passed as an Ordinary Resolution			

3. TO RATIFY THE APPOINTMENT OF M/S. WALKER CHANDIOK & ASSOCIATES, CHARTERED ACCOUNTANTS, NEW DELHI, AS THE STATUTORY AUDITORS OF COMPANY - ORDINARY RESOLUTION

Proposed by: Mr. Priya Ranjan Agarwal, Folio No. IN30133021160965

Seconded by: Mrs. Smita Agarwal, Folio No. IN30202534008515

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders was taken up for consideration:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Walker Chandiook & Associates, Chartered Accountants (Registration No. 001329N), who were appointed as Statutory Auditors of the Company at the 51st Annual General Meeting to hold office up to the conclusion of 56th Annual General Meeting

and who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, the consent of the Company be and is hereby accorded for their continuance as Statutory Auditors for remaining term on such remuneration plus GST, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 3 was declared as passed by way of an Ordinary resolution.

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4264396	170346	4434742	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	4264396	170346	4434742	100%
Outcome	Passed as an Ordinary Resolution			

4. RATIFICATION OF COST AUDITORS' REMUNERATION- ORDINARY RESOLUTION

Proposed by: Mr. Vipin Kumar Agarwal, Folio No. IN30133021414183

Seconded by: Mr. Alok Agarwal, Folio No. IN30133021345315

The following resolution having been proposed and seconded by the aforementioned 2 (Two) Shareholders were taken up for consideration:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 27,500/- plus GST and out of pocket expenses payable to Mr. Arun Kumar Srivastava, who is

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	Total	
Assent	4264396	170346	4434742	100%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	4264396	170346	4434742	100%
Outcome	Passed as an Ordinary Resolution			

VOTE OF THANKS

There being no other business, Mr. Anuj Nigam, Company Secretary proposed a vote of thanks to the Chair and also to all the participants of 55th annual general meeting. The chairman declared the meeting as closed at 4.30 PM.



CHAIRMAN

Date: 15.09.2018

Place: Lucknow



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 55th Annual General Meeting of Equity Shareholders of

M/s PTC INDUSTRIES LIMITED

AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India.

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 55th Annual General Meeting of your Company held on Saturday, September 15, 2018 at 3:00 P.M. at the registered address of the company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

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: 15th September, 2018



SCRUTINIZER'S REPORT

Name of the Company	PTC INDUSTRIES LIMITED
Meeting	55 th Annual General Meeting
Date and Time	Saturday, September, 15 th 2018 at 3:00 P.M.
Venue	AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

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 55th Annual General Meeting of PTC INDUSTRIES LIMITED (hereinafter referred as "the Company") held on Saturday, September, 15th 2018 at 3:00 P.M. at the registered address of the company situated at AMTC, NH-25A, Sarai Shahjadi, Lucknow-227101, Uttar Pradesh, India

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 08, 2018) 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 & 55th annual Report in the following manner:

By email	To 537 members who have registered their e-mail ids with Depository/the RTA on August 23, 2018
By permitted mode	To 715 members in physical form on August 21, 2018

3. Cut Off Date

The Voting rights were reckoned as on the September 08, 2018, 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 12, 2018 at 09:00 a.m. to September 14, 2018 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 Mr. Rahul Vishvakarma and Mr. Mohd. Faizan and downloaded the e voting details.

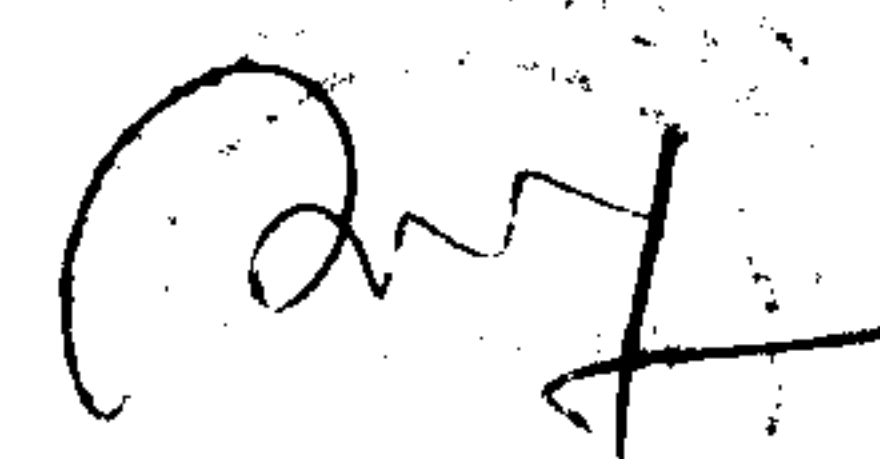
7. Result

7.1. I observed that

7.1.1.1. 05 Members had cast their votes through poll facility provided through physical ballots at meeting.

7.1.1.2. 21 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 55th AGM dated August, 21th 2018 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 of the notice dated 21th August, 2018, have been passed with the **requisite majority**.
- 7.4. Based on the aforesaid result, there was **no Special resolution**.
- 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, 15th 2018

Annexure-1

**Results of remote E-Voting conducted at the 55th 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 2017-18 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

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

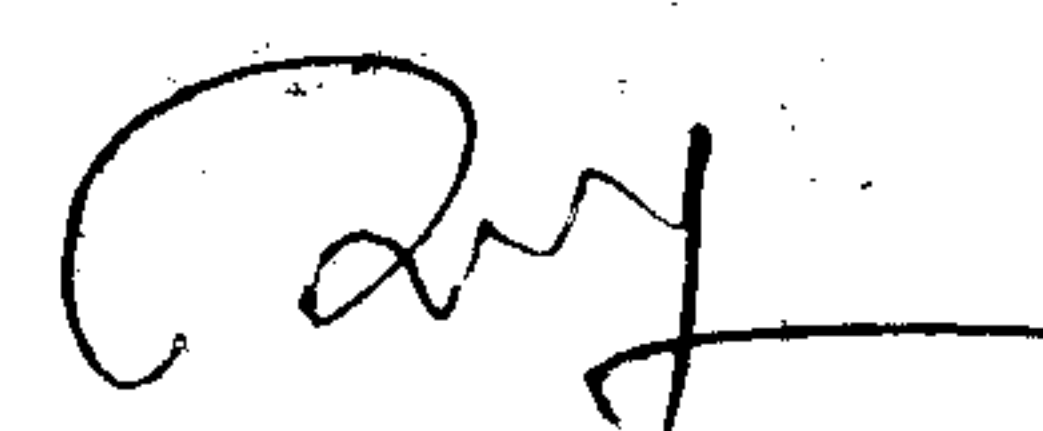
Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
21	4264396	100%

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
0	0	N/A

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



b) Resolution 2 - To appoint a director in place of Mr. Priya Ranjan 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
19	4263654	99.98%

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
2	742	0.02%

iii Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

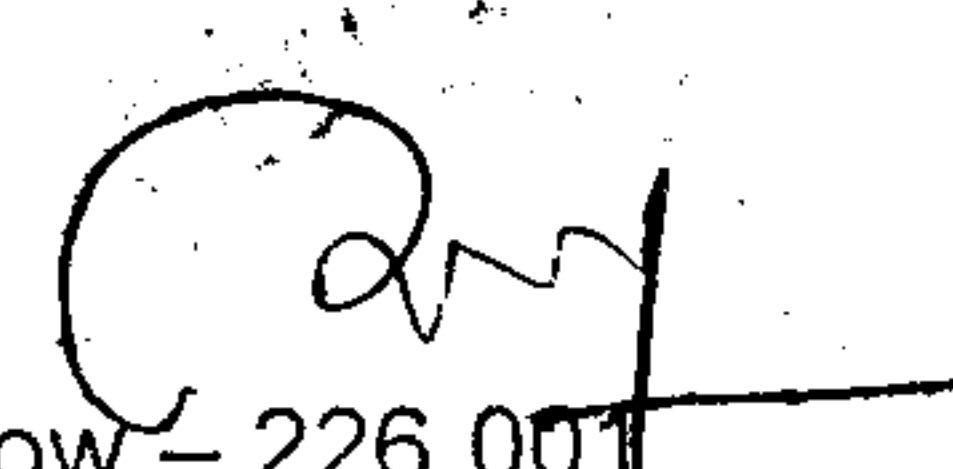
c) Resolution 3 - Ratification for appointment of M/s. Walker Chandiok & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)

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
21	4264396	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
0	0	N/A





iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

h) Resolution 4 - 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
21	4264396	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
0	0	N/A

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

Carry

Annexure-2

**Results of Voting through physical ballot conducted at the 55th 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 2017-18 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

iv. **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
5	170346	100%

v. **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
0	0	0

vi. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



- b) Resolution 2 - To appoint a director in place of Mr. Priya Ranjan 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
5	170346	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
0	0	0

iii Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

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

iv. 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
5	170346	100%

v. 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
0	0	0

vi. Invalid votes :



Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

h) Resolution 4 - Ratification of Cost Auditors' remuneration. (Ordinary Resolution)

iv. 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
5	170346	100%

v. 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
0	0	0

vi. Invalid votes :

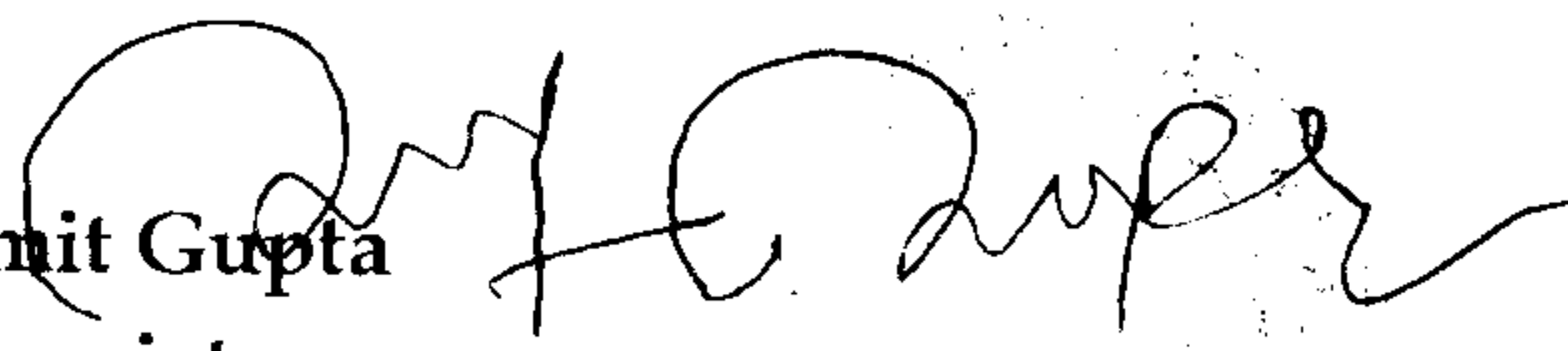
Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the
55th Annual General Meeting of PTC INDUSTRIES LIMITED

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1:				
To receive, consider and adopt the Financial Statements of the Company for the year 2017-18 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)				
Assent	4264396	170346	4434742	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4264396	170346	4434742	100%
Item No. 2:				
To appoint a director in place of Mr. Priya Ranjan Agarwal, who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)				
Assent	4263654	170346	4434000	98.98%
Dissent	742	NIL	742	0.02%
Invalid	NIL	NIL	NIL	NIL
Total	4264396	170346	4434742	100%
Item No. 3:				
Ratification for appointment of M/s. Walker Chandiok & Associates, Chartered Accountants, New Delhi, as the Statutory Auditors of Company (Ordinary Resolution)				
Assent	4264396	170346	4434742	100%



Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4264396	170346	4434742	100%
Item No. 4:				
Ratification of Cost Auditors' remuneration (Ordinary Resolution)				
Assent	4264396	170346	4434742	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	NIL	NIL	NIL	NIL
Total	4264396	170346	4434742	100%


Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS - 5478, C.P. - 4682
Date: September 15, 2018