

PTL ENTERPRISES LTD.

Registered Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala-682036

CIN: L25111KL1959PLC009300, **Website:** www.ptlenterprise.com, **Email:** investors@ptlenterprise.com,

Tel: 0484 – 4012046, 4012047

NOTICE

NOTICE is hereby given that the 64th Annual General Meeting (AGM) of the Members of **PTL ENTERPRISES LTD.** will be held on Friday, 1st August 2025 on 3:00 P.M, IST, through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM) to transact the following business for which purpose, the Registered Office of the Company situated at 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala – 682036, shall be deemed as the venue for the Meeting.

ORDINARY BUSINESS

1. **TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH 2025, AND REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members be and are hereby considered and adopted."

2. **TO DECLARE FINAL DIVIDEND FOR THE FINANCIAL YEAR 2024-25**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT final dividend at the rate of Rs. 1.75 per equity share of Re. 1/- as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March 2025."

3. **TO APPOINT MR. NEERAJ SINGH KANWAR (DIN- 00058951), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable provisions including rules thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Neeraj Singh Kanwar (DIN-00058951), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF MRS. SONALI SEN (DIN-08736062) AS AN INDEPENDENT WOMAN DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with relevant rules made thereunder and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") , read with Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mrs. Sonali Sen (DIN- 08736062) who holds office of Independent Woman Director till 18th May, 2025 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the

Company, not liable to retire by rotation and to hold office for another term of 5 (five) consecutive years w.e.f. from 19th May 2025 till 18th May 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of giving effect to this resolution."

5. APPOINTMENT OF MR. ANIL KUMAR SRIWASTAWA AS A MANAGER UNDER COMPANIES ACT, 2013

To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and subject to such other approval(s), sanction(s) and permission(s) as may be applicable/required and subject to such other conditions and modifications as may be prescribed, pursuant to the recommendation made by Nomination & Remuneration Committee, Mr. Anil Kumar Sriwastawa be and is hereby appointed as "Manager" of the Company and Key Managerial Person, under Companies Act, 2013, for a period of 5 years starting from 15th May 2025 to 14th May 2030 (both days inclusive) or till the period of his employment in the Company, whichever is earlier, at such remuneration and on the terms and conditions as mentioned in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Manager, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Mr. Onkar Kanwar, Director, Mr. Neeraj Singh Kanwar, Director and Mr. Harish Bahadur, Director of the Company and Nomination and Remuneration Committee, be and are hereby severally authorized to vary/modify terms of his appointment and remuneration including grant of increment from time to time, not exceeding the limits specified under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit".

6. APPOINTMENT OF M/S RSMV & CO., COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. RSMV & Co., Practicing Company Secretaries (Firm Registration Number: P2014DE034900), be and are hereby appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a term of 5 (five) consecutive years i.e. from F.Y. 2025-26 to F.Y. 2029-30, at such remuneration as may be determined by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, expedient or desirable, in order to give effect to the foregoing resolution or as otherwise deemed by the Board to be in the best interest of the Company."

By the order of Board of Directors
for **PTL Enterprises Ltd.**

Sd/-

Jyoti Upmanyu

FCS: 7985

Company Secretary & Compliance Officer

Place: Gurugram

Date : 30th June 2025

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special business to be transacted at the Annual General Meeting ("AGM"), is annexed to the Notice.
2. Pursuant to the Circular No. 14/2020 (dated 8th April 2020), Circular No.17/2020 (dated 13th April 2020) Circular No. 20/2020 (dated 5th May 2020), Circular No. 02/2021 (dated 13th January 2021), Circular No. 19/2021 (dated 8th December 2021), Circular No. 21/2021 (dated 14th December 2021), Circular No.2/2022 (dated 5th May 2022), Circular No. 10 & 11/2022 (dated 28th December 2022) and Circular No. 09/2023 (dated 25th September 2023) 09/2024 Circular No. dated 19th September 2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CFD/POD-2/P/CIR/2024/133, dated (03rd October 2024), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated (12th May 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated 15th January 2021), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 (dated 13th May 2022), SEBI Circular No. SEBI/HO/CFD/ PoD- 2/P/CIR/2023/4 (dated 5th January 2023) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD 2/P/CIR/2023/167 (dated 7th October 2023) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), where physical attendance of the Members at the AGM venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.
3. Information under 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed/ re-appointed is provided at Note No. 29 of the notes and forms part of this notice.
4. In terms of the MCA Circulars mentioned above, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 64th AGM, and hence the proxy form and Attendance Slip are not annexed to this Notice.
5. Representatives of Institutional / Corporate members, may be appointed in pursuance of Section 112 and Section 113 of the Act, for the purpose of voting through remote e-Voting, for participation in the 64th AGM through VC / OAVM Facility and e-Voting during the 64th AGM and are requested to provide certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer on his email-ID cspankajgumla@gmail.com from its registered email address with a copy marked to evoting@nsdl.co.in.
6. Members may join the 64th AGM through VC Facility by following the procedure as mentioned at Note No.17, which shall be kept open for the Members from 2:30 p.m IST i.e., 30 minutes before the time scheduled for the AGM and the Company may close the window for joining the VC Facility 30 minutes after the scheduled time.
7. Members may note that the VC Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditors etc., can attend the 64th AGM without any restriction on account of first-come first-serve principle.
8. Attendance of the Members participating in the 64th AGM through VC Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members holding shares in physical form and who have not updated their e-mail ID's with the Company are requested to update their e-mail ID's by writing to the Company at investors@ptlenterprise.com along with the copy of the signed request letter mentioning the name and address of the Member, self- attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Voter Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address,

Members may write to investors@ptlenterprise.com. Electronic copy of all the documents referred to in the accompanying Notice of the 64th AGM shall be available for inspection on the website of the Company at www.ptlenterprise.com. Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

10. Members intending to require information about accounts and/or any other points related to the operation of the Company to be explained at the meeting are requested to send their queries to the Company through email on investors@ptlenterprise.com on or before 15th July 2025.
11. The shares of the Company are under compulsory demat list of Securities and Exchange Board of India w.e.f. 11th November 1999. The trading in equity shares can now only be in demat form. In case members who do not hold shares in demat form, may do so by opening an account with a Depository Participant and complete dematerialization formalities.
12. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.
13. Members holding shares in physical form are requested to intimate changes with respect to their bank account viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc., or immediately to the Company. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the AGM along with the integrated Annual Report has been uploaded on the website of the Company. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the same is also available on the website of NSDL (agency for providing the remote e-Voting facility) i.e. www.evoting.nsdl.com.
15. The recorded transcript of the AGM will be hosted on the website of the Company.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
 - II. The remote e-Voting period begins on 29th July 2025 at 10:00 A.M. and ends on 31st July 2025 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. on 25th July 2025, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being on 25th July 2025. Once the e-Vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.





How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting system

(A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div></div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.

Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a pdf file. Open the pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and Join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspankajgumla@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

18. Process for those shareholders whose e-mail Id's are not registered with the depositories for procuring user id and password and registration of e mail id's for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ptlenterprise.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@ptlenterprise.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

19. The instructions for members for e-Voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

20. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the AGM is being conducted through VC, Members are encouraged to express their view/ send their queries in advance mentioning their name, DP ID and Client ID/ Folio No., email ID, mobile number at investors@ptlenterprise.com to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before Friday, 25th July 2025 on the aforementioned email ID shall only be considered and responded during the AGM or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number to investors@ptlenterprise.com on or before Friday, 25th July 2025. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

21. Other Guidelines for Members

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. on 25th July 2025.
- c. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. on 25th July 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as of the cut-off date i.e. on 25th July 2025 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- e. The Board of Directors have appointed M/s PVK & Associates on 14th May 2025, Practicing Company Secretaries, as the Scrutinizer, who has also given their consent for the same, for conducting the voting process and remote e-Voting in a fair and transparent manner.
- f. During the 64th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 64th AGM, formally propose to the Members participating through VC Facility and have not cast their vote earlier, to vote on the resolutions as set out in the Notice of the 64th AGM and announce the start of the casting of vote through the e-Voting system.
- g. The scrutinizer shall within two working days of conclusion of the e-Voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or to any other person authorised by the Chairman.
- h. The Results shall be declared by the Chairman or the person authorized by him within 2 (two) working days of conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ptlenterprise.com and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 64th Annual General Meeting and the Annual Report 2024-25 will be available on the Company's and NSDL website.

22. In accordance with Sections 101 and 136 of the Act read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 and Circulars issued by MCA and SEBI, the Notice of the 64th AGM and the Annual Report for the year 2025 including therein the Audited Financial Statements for financial year 2024-2025, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 64th AGM and the Annual Report for the year 2025 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical mode, SEBI vide its circular dated 3rd November 2021, 16th March 2023 and 8th June 2023, has mandated registration of PAN, KYC details (self-attested copy of the PAN and any

document (such as Driving License, Passport, Bank Statement, AADHAR) and Nomination, Members holding shares in physical form are therefore, requested to submit their PAN, KYC details including Bank details and Nomination details to RTA, Alankit Assignments Limited at 205-208 Anarkali Complex Jhandewalan Extension New Delhi - 110055 or email at investors@ptlenterprise.com by sending a duly form ISR-1 and other relevant forms (available on the website of the Company at <https://www.ptlenterprise.com>).

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant's. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid within 30 days from the date of declaration to the Members holding equity shares as on the record date i.e. Friday on 11th July 2025.

- 23.** Those members who have so far not encashed their dividend warrants, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government pursuant to Section 125 of the Companies Act, 2013, if a Member does not claim the dividend amount for a consecutive period of seven years or more.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time, the Company has, during Financial Year 2024-25, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e 30th August 2025. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.ptlenterprise.com>.

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in> or contact the Registrar and Share transfer Agents Alankit Assignments Limited for lodging claim for refund of shares and or dividend from the IEPF authority.

In accordance with Regulation 40 of the Listing Regulations all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. In view of the same and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact Company's RTA at mail to: lalitap@alankit.com for assistance in this regard. Further, Members may please note that SEBI vide its Circular dated 25th January 2022 mandated listed companies to issue securities in demat form only, while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

- 24.** The unclaimed/ undelivered shares lying in the possession of the Company was dematerialized and transferred into an "Unclaimed Suspense Account". Shareholder who has not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by shareholders including all the joint shareholders furnishing the necessary details to enable the Company to take necessary action.
- 25.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
- 26.** According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption.

The applicable Tax Deduction at Source (TDS) provisions under the Act for Resident and Non-Resident shareholder categories are as follows:

a. For Resident Shareholders:

Tax shall be deducted at source under Section 194 of the Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during FY 2025-26 provided the Shareholder fulfills the following conditions:

- i. Furnishes valid Permanent Account Number (PAN), linked with Aadhar wherever applicable.
- ii. Is not a non-filer of Income tax return specified under section 206AB of the Act?

If any of the above mentioned condition is not fulfilled, TDS would be deducted @ 20% as per provisions of Section 206AA/ 206AB of the Act.

Further, no Tax shall be deducted on the Dividend payable to Resident Individual if the total dividend to be received by him from the Company during FY 2025-26 does not exceed Rs. 10,000/-.

Separately, in cases where an Individual Shareholder provides Form 15G (applicable to an Individual less than sixty years age) / Form 15H (applicable to an Individual who is of the age of sixty years or more), provided that the eligibility conditions are being met, no TDS shall be deducted. You can also download Form 15G / 15H from the Income-tax website www.incometaxindia.gov.in

For below Resident Shareholders, Dividend will be paid after deducting the tax at source as follows:

Particulars	Applicable Rate	Documents required (if any)
Submitting order under Section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from tax authority.
Shareholders (e.g. LIC, GIC) to whom Section 194 of the Act is not applicable)	NIL	Documentary evidence that the said provisions are not applicable.
Persons covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Documentary evidence that the person is covered under said Section 196 of the Act.

b. For Non-Resident Shareholders

For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of the Section 195 of the Act at the rates in force. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

However, as per Section 90 of the Act, the Non-Resident Shareholders have an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholders will have to provide the following:

- Tax Residency Certificate (TRC) for current financial year as obtained from the tax authorities of the country of which the Shareholder is resident.
- Electronic form 10F, as generated from Income Tax e-filing portal, <https://www.incometax.gov.in/iec/foportal>
- PAN allotted by the Indian Income Tax authorities, if any
- Self-declaration in the attached format certifying the following points:
 - i. Shareholders are and will continue to remain a tax resident of the country of their residence during the Financial Year 2025-26;
 - ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
- iv. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company.
- v. Shareholder does not have a Business Connection or a Permanent Establishment in India during the Financial Year 2025-26.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction /withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.

Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above by on or before 11th July 2025.

For Shareholders having multiple accounts under different status / category:

Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Kindly note that the aforementioned documents should be emailed to Alankit Assignments Limited, the Registrar and Transfer Agent ("Alankit") of the Company, at lalitap@alankit.com. No communication on the tax determination / deduction shall be entertained on or after 15th July 2025.

Copies of the TDS certificate will be emailed to you at your registered email ID in due course, post payment of dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>.

No claim shall lie against the Company for such taxes deducted.

- 27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- 28. Members are requested to register their email address and contact details with the Company, by writing to the Secretarial Department at the corporate office, or at the e-mail ID: investors@ptlenterprise.com. This will help us in promptly sending of notices, annual reports and other shareholder communications from time to time in electronic form.
- 29. Since the AGM will be held through VC / OAVM Facility, the Route Map is not required to be annexed with this Notice and hence not attached.
- 30. The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013 (the 'Act') is given in the Annexure to the notice.
- 31. Additional information on Directors and Manager, being appointed/re-appointed as required under [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] are as follows :

Particulars	Details	
Name of Director	Mrs. Sonali Sen	Mr. Neeraj Singh Kanwar
DIN	08736062	00058951
Age	50 Years	53 Years
Date of First Appointment	19 th May 2020	6 th December 2006
Qualifications	MA in English	An engineering graduate from Lehigh University in Pennsylvania, USA,
Remuneration last drawn	Rs.3.00 Lakhs (Sitting fee)	Rs.2.00 Lakhs (Sitting fee)
Remuneration proposed to be paid	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Terms and Conditions of appointment or re- appointment	Non-Executive Independent Woman Director for a period of five years, not liable to retire by rotation for details please refer item No. 4 of the explanatory statement, attached hereto.	Non-Executive Director, liable to retire by rotation for details please refer item No. 3 of the explanatory statement, attached hereto.
Number of meetings of the Board attended during the Financial Year (2024-25)	Four	Four
Relationship with other Directors/Key Managerial Personnel	No	He is son of Mr. Onkar Kanwar Chairman of the Company.
Expertise in Specific Function areas	Completed Master degree in English, (Journalism and Legal analyst) She was as an editor and wrote on social issues, women's empowerment and safety and politics	Engineering Graduate from Lehigh University in Pennsylvania, USA
Numbers of Shares held in the Company including share held as a beneficial owner	NIL	NIL
Directorships held in other Companies (excluding foreign Companies Private Company and Section 8 Companies) as on 31 st March 2025.	NIL	As per Table A
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31 st March 2025.	NIL	As per Table A
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes, as per the criteria determined by the NRC.	Not Applicable
Resigned from listed entity in immediately preceding three financial year	No	No

TABLE A		
Mr. Neeraj Singh Kanwar holds Directorship in the following other Companies: -		
S. No	Name of the Company	Designation
1.	Apollo Tyres Ltd.	Vice Chairman and Managing Director
2.	Artemis Medicare Services Limited	Director
He holds Chairmanship/ membership of committees in the following Companies:		
Name of the Company	Name of the Committee	Position
Artemis Medicare Services Limited	Audit Committee	Member
PTL Enterprises Ltd.	Audit Committee	Member
	Stakeholder Relationship Committee	Member
Apollo Tyres Ltd.	Business Responsibility and Sustainability Committee	Member

Additional Details of Manager appointed under Companies Act 2013	
Particulars	Details
Name of Manager appointed under Companies Act, 2013	Mr. Anil Kumar Sriwastawa
Age	47 years
Date of First Appointment	1 st April 2008
Qualifications	Graduate in Commerce and a Chartered Accountant
Remuneration last drawn	Rs. 4.6 lakhs per month
Remuneration proposed to be paid	As decided by the Nomination and Remuneration Committee
Terms and Conditions of appointment or re- appointment	Manager for a period of five years, for details please refer item 5 of the explanatory statement, attached hereto.
Number of meetings of the Board attended during the Financial Year (2024- 25)	NA
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	Finance and Taxation
Numbers of Shares held in the Company including share held as a beneficial owner	Holds 442 shares of the company in demat form
Directorships held in other Companies (excluding foreign Companies, Private Company and Section 8 Companies) as on 31st March 2025.	NIL
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31 st March 2025.	NA

By the order of Board of Directors
For **PTL Enterprises Ltd.**

Sd/-

Jyoti Upmanyu

FCS: 7985

Company Secretary & Compliance Officer

Place : Gurugram

Date : 30th June 2025

ANNEXURE TO THE NOTICE

The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

Item 4: Appointment of Mrs. Sonali Sen as an Independent Woman Director

Mrs. Sonali Sen (DIN- 08736062) was appointed as an Independent Woman Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). She holds office as an Independent Woman Director of the Company up to 18th May 2025 ("first term" as per the explanation provided under Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee, based on the report of performance evaluation of Director rated her with highest rating as an "Excellent" and has recommended re-appointment of Mrs. Sonali Sen as an Independent Woman Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of her would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Woman Director. Accordingly, it is proposed to re-appoint Mrs. Sonali Sen as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 19th May 2025 to 18th May 2030, on the Board of the Company.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter- alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re- appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Sonali Sen is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The Company has also received declarations from Mrs. Sonali Sen that she meets the criteria of Independence as prescribed both under Sub-Section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Sonali Sen fulfils the conditions for re- appointment as an Independent Woman Director as specified in the Act and in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Sonali Sen is Independent of the management. The Company has received requisite notice, as provided under Section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mrs. Sonali Sen as an Independent Woman Director not liable to retire by rotation.

Details of Director whose re-appointment as an Independent Director is proposed is provided in the Notice in Item No. 4, pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of Mrs. Sonali Sen setting out the terms and conditions of appointment shall be made available for inspection to the members, up to the date of meeting, through electronic mode.

Board of Directors, therefore, recommend the re-appointment of Mrs. Sonali Sen as an Independent Woman Director of the Company, for another term of 5 (five) consecutive years on the Board of the Company, not liable to retire by rotation, as set forth in Item No. 4 of this Notice as a Special Resolution. Save and except Mrs. Sonali Sen and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item 5: Appointment of Mr. Anil Kumar Sriwastawa as a Manager

Mr. Anil Kumar Sriwastawa, was designated as a “Manager” and “Key Managerial Personnel” of the Company under section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (hereinafter referred to as “the Act”) and other applicable provisions under the Act, with effect from 15th May 2025 for a period of 5 (five) years by the Board of Directors in its meeting held on 14th May 2025 on the basis of the recommendation of Nomination and Remuneration Committee, subject to the approval of the shareholders.

Mr. Anil Kumar Sriwastawa joined PTL Enterprises Ltd. in April 2018 as CFO and has experience of more than 20 years in finance and taxation departments. He is graduate in commerce and qualified Chartered Accountant. He is 47 years old and contributed to the growth of the Company.

Mr. Anil Kumar Sriwastawa, subject to the superintendence, control and direction of the Board of Directors of the Company will have substantial powers of management of the Company. During the tenure of his appointment as Manager, Mr. Anil Kumar Sriwastawa shall be entitled to remuneration as mentioned below. Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year, Mr. Anil Kumar Sriwastawa will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule.

The terms and conditions of appointment are detailed below:

Basic Salary of Rs. 1,75,209/- (Rupees One Lakh, Seventy-Five Thousand, Two Hundred and nine only) per month.

- Flexible Benefits of Rs 1,52,334/- (Rupees One Lakh Fifty-Two Thousand Three Hundred and thirty four only) per month.
- Annual Performance Bonus of Rs 9,19,872 /- (Rupees Nine Lakh Nineteen Thousand Eight Hundred and Seventy two only) payable quarterly.
- Retirals are Rs 6,68,808/- (Rupees Six Lakh Sixty Eight Thousand, Eight Hundred and eight only).

Total Cost to the Company is approximately Rs. 55.20 Lakhs per annum.

In addition to the above remuneration, Mr. Anil Kumar Sriwastawa shall also be entitled to reimbursements of out of pocket and expenses actually and properly incurred by him during legitimate business of the Company.

In the event of absence or inadequacy of profits in any F.Y., Mr. Anil Kumar Sriwastawa will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule.

Your Directors recommended the Item No. 5 for your approval as an Ordinary Resolution. None of the Directors or KMP of the Company or their relatives except Mr. Anil Kumar Sriwastawa himself is concerned or interested financially or otherwise in the resolution.

Item 6: Appointment of M/s RSMV & Co. as Secretarial Auditor

In accordance with the Regulation 36(5) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with the provisions of section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) (“the Act”), every listed company and other class of companies as may be prescribed, are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's Report, prepared under section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors has approved the appointment of M/s RSMV & Co., Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from Annual General Meeting of F.Y. 2025-2026 to F.Y. 2029-2030 on the remuneration as may be determined by the Board of Directors time to time. The appointment is subject to shareholders' approval at the Annual General Meeting.

M/s RSMV & Co., Practicing Company Secretary is a peer reviewed and well-established firm, registered with the Institute of Company Secretaries of India. Their collective expertise is more than twenty years in corporate advisory, transactional services, litigation, advocacy and legal due diligence.

The fixed remuneration for the Secretarial Audit for F.Y. 2025-2026 is set at Rs. 2.20 Lakhs, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s RSMV & Co. to conduct the audit effectively.

M/s RSMV & Co. has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s RSMV & Co. as the Secretarial Auditors of the Company. The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

By the order of Board of Directors
For **PTL Enterprises Ltd.**

Sd/-

Jyoti Upmanyu

FCS: 7985

Company Secretary & Compliance Officer

Place : Gurugram

Date : 30th June 2025