

28<sup>th</sup> December, 2010.

**Shri K. Jacob Thomas,**  
**Director,**  
**PTL Enterprises Ltd.,**  
**6<sup>th</sup> Floor, Cherupushpam Bldg.,**  
**Shanmugham Road,**  
**Kochi - 682931(Kerala)**

**POSTAL BALLOT - SCRUTINIZER'S REPORT**

I, P.P. Zibi Jose, Practising Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your company, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, hereby report the results of the Postal Ballots exercised by the shareholders in respect of the two resolutions mentioned in the Notice to the Postal Ballot dated 11-11-2010, as follows:-

**Resolution No.1 - Ordinary Resolution**  
**Creation of Security under Section 293(1)(a) of the Companies Act, 1956.**

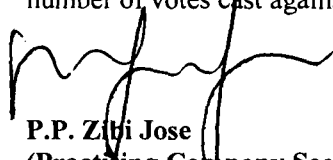
Number of Postal Ballots received	150
Total number of valid votes	4,77,28,366
Votes cast in favour of the Resolution	4,75,84,066
Votes cast against the Resolution	1,43,950
Votes abstained from casting	350
Requisite majority of votes for carrying the resolution as an Ordinary Resolution	1,43,951
Majority of votes received in favour of the Resolution	4,74,40,116
Number of invalid Postal Ballots	7
Number of invalid votes	12,71,929

**Result:- The Resolution No.1** for Creation of Security under Section 293(1)(a) of the Companies Act, 1956, **is passed as an Ordinary Resolution** as the votes cast in favour of the resolution are more than the number of votes cast against the resolution.

**Resolution No.2 – Special Resolution**  
**Investment in shares under Section 372 A of the Companies Act, 1956**

Number of Postal Ballots received	150
Total number of valid votes cast	4,77,28,366
Votes cast in favour of the Resolution	4,75,81,781
Votes cast against the Resolution	1,44,000
Votes abstained from casting	2,585
Requisite majority of votes for carrying the resolution as a Special Resolution	4,32,000
Majority of votes received in favour of the Resolution	4,74,37,781
Number of invalid Postal Ballots	7
Number of invalid votes	12,71,929

**Result:- The Resolution No.2** for Investment in shares under Section 372 A of the Companies Act, 1956, **is passed as a Special Resolution** as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.

  
**P.P. Zibi Jose**  
**(Practising Company Secretary)**  
**SCRUTINIZER**