

# PTL ENTERPRISES LIMITED

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam Kerala 682036  
CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email – investors@ptlenterprise.com,  
Tel: 0484 – 4012046, 4012047, Fax: (0484) - 4012048

## NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of the Members of PTL ENTERPRISES LTD will be held as under:-

<b>DAY</b>	<b>:-</b>	<b>Tuesday</b>
<b>DATE</b>	<b>:-</b>	<b>July 30, 2019</b>
<b>TIME</b>	<b>:-</b>	<b>02.00 P.M.</b>
<b>PLACE</b>	<b>:-</b>	<b>LAKE SIDE HALL BOLGATTY PALACE &amp; ISLAND RESORT KTDC LTD. MULAVUKAD P.O. KOCHI- 682504</b>

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2019 and reports of the Board of Directors and of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Neeraj Kanwar (DIN- 00058951), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To Re-Appoint Mr. Ugar Sain Anand (DIN-02055913) as Independent Director and in this regard consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

**“RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendation of Nomination and Remuneration Committee, Mr. Ugar Sain Anand (DIN: 02055913), who was appointed and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for the appointment and respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed 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 22 September, 2019 to 21 September, 2024, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all thing incidental and ancillary thereto.”

5. To Appoint Mr. Sunil Tandon (DIN- 08342585) as an Independent Director and in this regard, 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 Sections 149 and 152 read with 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”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (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 Mr. Sunil Tandon (DIN- 08342585), who was

appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold Office upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, 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 of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 4 February, 2024.

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To Appoint Mr. Tapan Mitra (DIN- 08445248) as an Independent Director and in this regard, 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 Sections 149 and 152 read with 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”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of Nomination & Remuneration Committee Mr. Tapan Mitra (DIN- 08445248), who was appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold Office upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, 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 of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 8 May, 2024.

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

For **PTL Enterprises Ltd**

Sd/-

Place: Gurugram

Dated: 5th June, 2019

**PRADEEP KUMAR**  
COMPANY SECRETARY

#### NOTES-

1. PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 (“Act”), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is enclosed herewith.

Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be re-appointed is provided at Note No. 19 of the notes and forms part of the notice.

The Explanatory statement setting out all the material facts and reasons pursuant to 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from 19.07.2019 (Friday) to 30.07.2019(Tuesday)(Both days inclusive) for payment of dividend on equity shares. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. All documents referred to in the notice are open for inspection at the registered office and corporate office of the Company between 10.00 a.m. to 5.00 p.m. on any working day prior to the date of the meeting and will also be available at the venue of the meeting on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
6. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to send their queries to the Company at least 10 (ten) days in advance of the annual general meeting.
8. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case members who do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
9. 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.
10. 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 immediately to the Company.
11. Voting through Electronic Means
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is arranging to provide members, facility to exercise their right to vote at the 58th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
  - ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  - iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date .

- iv) The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- v) The members who have cast their voting by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- vi) The Board of Directors have appointed Mr. P P Zibi Jose, Practicing Company Secretary, as the Scrutinizer, who has also given his consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
- vii) The scrutinizer shall within forty eight hours 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.
- viii) The Results shall be declared by the Chairman or the person authorised by him within forty eight hours 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](http://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 58th Annual General Meeting and the Annual Report 2018-19 will be available on the Company's and NSDL website.
- ix) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- x) The remote e-voting facility will be available during the following voting period

Commencement of remote e-voting	From 10.00 a.m. (IST) on 27th July, 2019
End of e-voting	Up to 5.00 p.m. (IST) on 29th July, 2019

after which the portal shall forthwith be blocked and shall not be available:

- xi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e.

**The procedure and instructions for remote e-voting are as under:**

- (A) In Case of Members' receiving e-mail from NSDL –
  - i) Open e-mail and PDF file viz. "PTL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
  - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii) Click on Shareholder – Login
  - iv) Put user id and password as initial password in step (i) above. Click Login.
  - v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - vii) Select "EVEN" of PTL Enterprises Ltd.
  - viii) Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
  - x) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) with a copy marked to [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).

- (B) In Case of Members' receiving physical copy of the Notice of annual general meeting and attendance slip:
- i) Initial password is provided below the attendance slip
  - ii) Please follow all steps from Sl. No (ii) to (x) above, to cast vote.
12. Electronic copy of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
13. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, 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 205C of the Companies Act, 1956/ Section 125 of the Companies Act, 2013 on the dates mentioned below. Kindly note that after such transfer, the members will not be entitled to claim such dividend:-

Here we may start from the financial year 31.03.2012, as other dates are already over.

Financial Year Ended	Due Date of Transfer
31.03.2012	07.09.2019
31.03.2013	05.09.2020
31.03.2014	28.10.2021
31.03.2015	09.09.2022
31.03.2016	07.09.2023
31.03.2017	05.08.2024
31.03.2018	30.08.2025

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 07th September, 2016 ('IEPF Rule 2016'). Amongst other things, the rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholder on such shares during the last seven years to the designated Suspense. Account as prescribed by the IEPF Authority. Accordingly, the company has transferred 24486 equity shares to the "IEPF Account".

As per the requirement of Rule 6 of the IEPF Rule 2016, the Company has sent information to all the shareholders who has not claimed/ encashed dividends in the last seven years intimating amongst other things, the requirements of the IEPF Rules,2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 6th July, 2018 to such shareholders and uploaded on the "Investors Section" of the Website of the Company viz. [www.ptlenterprise.com](http://www.ptlenterprise.com) in giving details of such shareholders and shares due to transfer.

14. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository, Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filed in "E-mail Registration Form", available on the website of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

The notice of annual general meeting and the copies of the audited financial statements, Boards' report, Auditors' report etc. will also be displayed on the website ([www.ptlenterprise.com](http://www.ptlenterprise.com)) of the Company.

15. The unclaimed/ undelivered shares lying in the possession of the Company had dematerialised and transferred into an "Unclaimed Suspense Account". Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
16. 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 are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
17. 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.
18. 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](mailto:investors@ptlenterprise.com). This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
19. Additional information on Directors being Appointed / Re-Appointed as required under regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice: Details of Director Seeking Re- appointment at the Annual General Meeting.

**1. Mr. Ugar Sain Anand (Mr. U.S. Anand)**

Particulars	Details
Name	Mr. Ugar Sain Anand
Date of Birth and Age	15.01.1943 and 75 years
Date of First Appointment	20.10.2009
Qualifications	Chartered Accountant
Remuneration last drawn	Sitting Fee Only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	4(Four)
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	He has more than 41 years of experience in the field of accounts, taxation, commercial and financial Management.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	1. Apollo International Limited 2. Artemis Health sciences Limited 3. Artemis Global Life Sciences Limited
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Details are given below

Mr. Ugar Sain Anand also holds Membership/Chairmanship of Committees in the following other Companies

Sl. No.	Name of the Company	Name of the Committee	Position
1	Artemis Global Life Sciences Limited	Stakeholder Relationship Committee	Member
2	Apollo International Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
3.	Artemis Health sciences Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member

**2. Mr. Tapan Mitra**

Particulars	Details
Name	Mr. Tapan Mitra
Date of Birth and Age	11.07.1954 and 64 years
Date of Appointment	09.05.2019
Qualifications	MA in Sociology
Remuneration last drawn	Sitting Fee only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years ,not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	Not Applicable
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	Experiences in (HR) Human relation and Industrial relation areas and also worked in both plant H.R. and Corporate H.R.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	Not applicable
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Not Applicable

**3. Mr. Sunil Tandon**

Particulars	Details
Name	Mr. Sunil Tandon
Date of Birth and Age	28.01.1954 and 65 years
Date of Appointment	05/02/2019
Qualifications	MBA
Remuneration last drawn	Sitting Fee Only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	One(1)
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	corporate development, new start-up ventures, technology transfer, managing companies, international business and overseeing diverse businesses at the Board level.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	Not applicable
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Not Applicable

For other details please refer to the Corporate Governance Report Director details section.

20. The route map of the venue for the Annual General Meeting is given at the last page and also available on the website of Company.

By the order of Board for  
**PTL ENTERPRISES LIMITED**

Place: Gurugram  
Dated: 5th June, 2019

Sd/-  
**(PRADEEP KUMAR)**  
COMPANY SECRETARY



## ANNEXURE TO THE NOTICE

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

Item 4

Mr. U.S. Anand DIN: (02055913) was appointed as Independent Directors 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 the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He hold office as Independent Directors of the Company up to September 21, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The, Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. U.S. Anand as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint Mr.U.S. Anand as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) 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.

Mr. U.S. Anand is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. He 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 Mr. U.S. Anand that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. U.S. Anand fulfil the conditions for Re-appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. U.S. Anand is independent of the management.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. U.S. Anand as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided in the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. U.S. Anand setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. U.S. Anand (DIN: 02055913) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 4 of this Notice. Save and except Mr. U.S. Anand and his 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

Mr. Sunil Tandon (DIN: 08342585) who has been appointed as an Additional Director w.e.f. 5th February, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Sunil Tandon has furnished consent/declarations for his appointment as required under the Act and the Rules thereunder. Mr. Sunil Tandon is a Mechanical Engineer from Delhi College of Engineering (1975 batch) and an MBA with top honours & a gold medal from FMS (1977 batch), University of Delhi.

He has started his career with Engineers India Ltd. a premier Engineering design consultancy, where he had the opportunity of working with International Engineering design companies like Toyo, Snam Progetti etc.

Thereafter, Mr. Sunil Tandon has changed over to commercial aspects of business, including Purchase & Project exports at Ballarpur Industries Ltd, followed by a stint as Executive Asstt. to Vice Chairman at Modi Alkalies & Chemicals with exposure to diverse functions.

Thereafter Mr. Sunil Tandon worked at Apollo Tyres, heading the Purchase & Export functions. This was followed by a migration to Apollo International, a part of Apollo Tyres group, formed to diversify across businesses & geographies. Thereafter, he started an entrepreneurial venture, engaged in export of Industrial & Agri tyres.

The N&RC had assessed the profile of Mr. Sunil Tandon and having found him to be 'fit and proper and recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Company, basis the recommendation of the N&RC, have reviewed the profile of Mr. Sunil Tandon and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sunil Tandon meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of tyre Industry, it would be in the interest of the Company that Mr. Sunil Tandon is appointed as an Independent Director on the Board of the Company. He is not debarred from holding the office of the Director pursuant to order of SEBI or any other authority.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Sunil Tandon as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Sunil Tandon setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. Sunil Tandon (DIN: 08342585) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 5 of this Notice. Save and except Mr. Sunil Tandon and his 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 6

Mr. Tapan Mitra (DIN:08445248), who has been appointed as an Additional Director w.e.f. May 9, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Tapan Mitra has furnished consent/declarations for his appointment as required under the Act and the Rules thereunder. Mr. Tapan Mitra did his schooling from St Xavier's High School, Delhi and thereafter did his MA in Sociology from Delhi School of Economics.

He is having experience of 40 years in all areas of Human Resources. He has worked with JK Papers, Voltas, BILT and Apollo Tyres. He has worked in both manufacturing plant in Human Resources department and Corporate Human Resource department. Before joining Apollo Tyres, he was Vice President Human Resources department with BILT. He retired from Apollo Tyres in 2015 as Chief Human Resources.

He has attended several management and leadership development programmes with IIMs, XLRI, IMD, INSEAD, CCL to name a few.

The Nomination & Remuneration Committee (N&RC) had assessed the profile of Mr. Tapan Mitra and having found him to be 'fit and proper and recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Company, basis the recommendation of the N&RC, have reviewed the profile of Mr. Tapan Mitra and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Tapan Mitra meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of tyre Industry, it would be in the interest of the Company that Mr. Tapan Mitra is appointed as an Independent Director on the Board of the Company. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Tapan Mitra as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Tapan Mitra setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. Tapan Mitra (DIN: 08445248) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 6 of this Notice. Save and except Mr. Mitra and his 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

By the order of Board for  
**PTL ENTERPRISES LIMITED**

Place: Gurugram  
Dated: 5th June, 2019

Sd/-  
**PRADEEP KUMAR**  
COMPANY SECRETARY

# PTL ENTERPRISES LTD

(CIN-L25111KL1959PLC009300)

Regd.Office: 3rd floor, Areekal Mansion, Near Manorama Junction,

Panampilly Nagar, Kochi- 682036

Tel: 0484-4012046, 4012047, Fax: (0484) - 4012048,

Email : investors@ptlenterprises.com Web: ptlenterprise.com

## 58th ANNUAL GENERAL MEETING- JULY 30, 2019 ATTENDANCE SLIP

Folio/DP ID Client ID No.\*

No. of Shares held:

Name of the member(s) & Registered address:

\* Applicable for member(s) holding shares in Electronic Form.

I being a shareholder/ proxy for the member of the Company, hereby record my presence at the 58th Annual General Meeting of the Company at Lake Side Hall, Bolgatty Palace & Island Resort KTDC Ltd., Mulavukad P.O. KOCHI- 682504 on Tuesday July 30, 2019 at 02.00 p.m.

Name of the Shareholder/Proxy*	Signature of the Shareholder/Proxy*
--------------------------------	-------------------------------------

\* Strikeout whichever is not applicable

1. Please hand over the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of meeting.
3. As per section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".

### E-VOTING PARTICULARS

E-Voting Even Number	USER ID	PASSWORD

Note: Please read instructions given out at Note no. 11 of the Notice of the 58th Annual General Meeting of the Company before casting your vote through e-voting.

# PTL ENTERPRISES LTD

(CIN-L25111KL1959PLC009300)

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction,  
Panampilly Nagar, Kochi- 682036

Tel: 0484-4012046, 4012047, Fax: (0484) - 4012048,

Email : investors@ptlenterprises.com Web: ptlenterprise.com

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of  
the Companies (Management and Administration) Rules, 2014]

### 58th ANNUAL GENERAL MEETING- JULY 30, 2019

Folio/DP ID Client ID No.\*

Name of the member(s) & Registered address:

E-mail Id:

\*Applicable for member(s) holding shares in Electronic Form.

I/We, being the member(s) of ..... shares of PTL Enterprises Ltd, hereby appoint:

1) Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him

2) Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him

3) Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held on Tuesday July 30, 2019 at 02.00 p.m. at Lake Side Hall, Bolgatty Palace & Island Resort KTDC Ltd., Mulavukad P.O. KOCHI- 682504 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Ordinary Business
1.	To Consider and adopt:  The audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and auditors thereon
2.	To declare dividend on equity shares.
3.	To appoint a Director in place of Mr. Neeraj Kanwar (DIN:00058951), who retires by rotation, and being eligible, offers himself for Re-appointment

S.No.	Special Business
4.	To Re-appoint Mr. U.S. Anand (DIN: 02055913) as Independent Director
5.	To appoint Mr. Sunil Tandon (DIN:08342585) as Independent Director
6.	To appoint Mr. Tapan Mitra (DIN: 08445248) as Independent Director

Signed this..... day of ..... 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

<p>Affix Revenue Stamp of not less than Re. 1/-</p>
---

---

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. This Form of Proxy shall be signed by the Shareholder or his duly authorised attorney, or if Shareholder is a body corporate, it shall be duly sealed and signed by an officer or an attorney. The Proxy Form which is unstamped or inadequately stamped or where the stamps have not been cancelled or is undated or which does not state the name of the Proxy shall not be considered valid.
3. Proxy need not be a Member of the Company. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting. If both member and proxy attend the meeting, the proxy shall stand automatically revoked.