

PTL ENTERPRISES LIMITED

Regd.Office: 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala)
CIN: L25111KL1959PLC009300 Tel: +91 124 2383002, +91 484 2381808
FAX: +91 124 2383021, +91 484 2370351, E-mail: investors@ptlentreprise.com,
Web: ptlentreprise.com

POSTAL BALLOT FORM

Postal Ballot No.....

Registered Folio No.	DP ID No.	Client ID No.	Number of shares held

1. Name & Address of the shareholder(s)

2. E-Voting Even Number

3. User ID

4. Password

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business(es) stated in the Notice of the Company dated October 31, 2014 by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:-

Resolution No.	Description of the Special Resolution (s)	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Limits of Borrowing under Section 180(1) (c) of the Companies Act 2013.			
2.	Creation of security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.			

Place :

Date : (Signature of the Shareholder)

INSTRUCTIONS

1. GENERAL INFORMATION

- There will be one Postal Ballot Form/e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr.P.P. Zibi Jose, Practicing Company Secretary, at C/o PTL Enterprises Ltd., 6th Floor, Cherupushpam Building, Shanmugham Road, Kochi – 682 031, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

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Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to the members of the Company to be passed as Special Resolutions by way of postal ballot / e-voting. The Company is desirous of seeking your consent for the proposal (s) as contained in the Resolution (s) given hereinafter. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

SPECIAL BUSINESS

Resolution No.1: Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to the Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board to borrow money from banks / financial institutions / bodies corporate from time to time for the business purposes of the Company, notwithstanding that the money to be borrowed together with the money already borrowed (apart from the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves provided, however, the aggregate amount of money which may be borrowed shall not at any time exceed the limits of Rs.500 crores (Rupees five hundred crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and sign/execute any deed(s), documents(s), agreement(s), writing(s) and to do all such acts, matters and things, to give effect to this resolution."

Resolution No.2: Creation of security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

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

"RESOLVED THAT in supersession of earlier resolution passed under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" (which expression shall also include a Committee thereof) to create Mortgage(s) and / or Charge(s) and / or Hypothecation(s) in addition to the Mortgage(s) / Charge(s) / Hypothecation(s) created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking (s) of the Company in the form of first and/or second and/or pari-passu / subservient mortgage / charge and/or floating charge to secure in favour of the Financial Institution(s)/Bank(s), Bodies Corporate, Lender(s), Agent(s), and Trustee(s), for securing the borrowing of the Company and/or its subsidiary companies availed/to be availed by way of loans(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-convertible Debenture) with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instrument(s), issued/to be issued by the Company and/or its subsidiary companies from time to time and working capital facilities sanctioned/to be sanctioned by the bankers/ financial institutions/bodies corporate or any other lender to the Company and/or its subsidiary companies for an amount not exceeding in aggregate Rs.500 Crores (Rupees five hundred crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in rates of Exchange and all other monies payable by the Company and/or its subsidiary companies to the Trustees of the holders of the said debentures/financial institutions/banks/other lenders and incurred in terms of Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into/to be entered into between the Company and/or its subsidiary companies and Lender(s)/Agent(s) and Trustee(s) in respect of the said loan(s)/ borrowing(s)/debenture(s) and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and/or its subsidiary companies and Lender(s)/ Agent(s)/Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorised to finalise, settle and execute such documents/deeds /writings/papers/agreements as may be required and do all such acts, deeds , matters and things , as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of Mortgage(s) and / or Charge(s) and /or Hypothecation as aforesaid"

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

Seema Thapar

(SEEMA THAPAR)
COMPANY SECRETARY

Place: Gurgaon
Date: October 31, 2014

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 2 above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on December 19, 2014.
3. The Board of Directors of the Company (the "Board") has appointed Mr. P.P. Zibi Jose, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The postal ballot form and the self addressed business reply envelope are enclosed for the use of members.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. E-voting is optional.
5. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.ptlenterprise.com.
6. You are requested to carefully read the instructions printed on the Postal ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affix your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.30 p.m. on January 28, 2015.
7. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot would be announced by the Chairman or Director of the Company on January 31, 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.ptlenterprise.com.
8. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
9. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions mentioned overleaf in the Form

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1 & 2**

In compliance with the provisions of Section 293 (1) (d) of Companies Act, 1956, the shareholders of the Company had passed ordinary resolution in their Annual General Meeting held on 25th August, 2006 and passed ordinary resolution under Section 293(1)(a) of the Companies Act, 1956 through postal ballot on 28th December, 2010 to borrow/create security for an amount upto Rs.500 crores. Under the new Companies Act, 2013, Section 293(1)(d) & 293(1)(a) have been replaced with Section 180(1)(c) and Section 180(1)(a) respectively which requires passing of Special Resolution from shareholders instead of Ordinary Resolution.

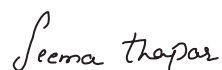
However, according to the clarification issued by GOI, MCA, vide General Circular No.04/2014 dated 25th March, 2014, the Resolution(s) passed u/s.293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013, for a period of 1 year from the date of its notification.

Hence, in order to remain in compliant with the relevant provisions on borrowings and creation of security under the Companies Act, 2013 beyond 12th September, 2014, the consent of the members is hereby requested by way of proposed Special Resolution(s).

Therefore, the Directors recommend the passing of the resolutions as Special Resolutions for borrowing/creation of security for an amount upto Rs.500 crores as set out in Resolution No.1 & 2 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the above resolutions.

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



(SEEMA THAPAR)
COMPANY SECRETARY

Place: Gurgaon
Date: October 31, 2014

- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.30 p.m. on January 28, 2015. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at investors@ptlenterprise.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on January 28, 2015.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- a) In case of Members receiving the Postal Ballot Form by E-mail:
 - i) Open e-mail and open PDF file viz; "PTLe-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) Insert user ID and password as initial password noted in step 3 (A) (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 E-voting Cycles".
 - vii) Select "EVEN" (Electronic Voting Event Number) of PTL Enterprises Limited.
 - 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 on "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at tenrose@vsnl.com or investors@ptlenterprise.com with a copy marked to evoting@nsdl.co.in.
- b) In case of Members receiving Postal Ballot Form by Post:
 - i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. 3A (ii) to (xii) above, to cast your vote.
- c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- d) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting contact Mr Amit Vishal, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email: evoting@nsdl.co.in, Tel:022-24994360 Toll Free No.1800222990.
- d) The period for e-voting starts on December 30, 2014 and ends on January 28, 2015. E-voting shall be disabled by NSDL at 5:30 p.m. on January 28, 2015.