

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprise.com

CIN - L25111KL1959PLC009300

Dated: 10 November, 2021

The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	The Secretary BSE Ltd PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code:509220
Scrip Code:509220	Trading Symbol: PTL

Dear Sir/Madam,

Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our intimation dated October 29, 2021 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice together with the explanatory statement for seeking approval of the members of the Company for the following.

1. Sub-division of equity shares having the face value of Rs. 2/- per share to Rs. 1/- per share.
2. Alteration of Clause V i.e Capital clause of the Memorandum of Association of the Company.

The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at www.ptlenterprise.com.

We request you to kindly take this on your record.

Thanking You,

For PTL ENTERPRISES LIMITED


Pradeep Kumar
Company Secretary (F4971)
B-39, Vikalp Appts. Plot No. 92,
I.P. Extn., Delhi-110092

Corporate Office : C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector -32, Gurgaon -122001 (Haryana)
Tel.: (0124) - 2383002, 2383003, Fax : (0124) - 2383021, 2383017

Registered Office : 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi - 682036
Tel.: (0484) - 4012046, 4012047, (Fax) : (0484) - 4012048

PTL ENTERPRISES LTD.

CIN: L25111KL1959PLC009300

Regd. Off.: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam, Kerala- 682036

Tel.: 0484-4012046 [email: investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) Website: www.ptlenterprise.com

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, *if any*, of the Companies Act, 2013, (“**Act**”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”/ “**Listing Regulations**”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), as amended and in accordance with the circulars prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021 (“**MCA Circulars**”), in view of the COVID-19 pandemic, it is proposed to seek the consent of members of PTL ENTERPRISES LTD. (“the Company”) to transact the businesses as set out hereunder by passing Ordinary Resolutions by way of Postal Ballot only through remote voting by electronic means (“**remote e-voting**”).

Pursuant to Section 102 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Further, as per the MCA circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The instructions for remote e-voting are appended to this Notice.

As per the rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National Daily Newspaper circulating throughout India (in English Language) and one Regional daily Newspaper circulating in Kochi (in Vernacular language, i.e. Malayalam).

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement

and thereafter record your assent or dissent by means of remote e-Voting facility only, provided by the Company, not later than 5:00 PM (IST) on Saturday, December 11, 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Notice is available on the website of the Company i.e. www.ptlenterprsie.com, stock exchanges websites i.e. BSE Limited at www.bseindia.com, the National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed and on the NSDL website at www.evoting.nsdl.com.

SPECIAL BUSINESSES:

ITEM 1: TO APPROVE SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹ 2/- TO FACE VALUE OF ₹ 1/- PER SHARE

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

“RESOLVED THAT pursuant to the provisions of Section(s) 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from concerned Statutory Authorities or Bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members of the Company be and is hereby accorded for sub-dividing the existing face value of one equity share of ₹ 2/- (Rupees Two Only) each fully paid up into two equity shares having a face value of ₹ 1/- (Rupee One Only) each fully paid up on such date (hereinafter referred to as “Record Date”) as determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of face value of equity shares of the Company, the authorized share capital of the Company i.e. ₹ 20,00,00,000 (Rupees Twenty Crore Only) comprising of 10,00,00,000 Equity Shares of the face value of ₹ 2/- each, shall stand sub-divided as follows:

Particulars	Pre Sub-Division			Post Sub-Division		
	No. of Shares	Face Value (in ₹)	Total Share capital (in ₹)	No. of Shares	Face Value (in ₹)	Total Share capital (in ₹)
Authorised Share Capital	Equity Shares 10,00,00,000	2/-	20,00,00,000	Equity Shares 20,00,00,000	1/-	20,00,00,000
Total			20,00,00,000	Total		20,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of face value of equity shares of the Company, the existing fully paid-up 6,61,88,500 equity shares of the Company of the Face Value of ₹ 2 /- each (Rupees Two Only) shall stand sub-divided into fully paid-up 13,23,77,000 equity shares of face value of ₹ 1/- each (Rupee One Only) as provided below and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of ₹ 2/- (Rupees Two

Only) each of the Company.

Particulars	Pre Sub-Division			Post Sub-Division		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Paid-up Equity Share Capital	6,61,88,500	2/-	13,23,77,000	13,23,77,000	1/-	13,23,77,000
Total			13,23,77,000	Total		13,23,77,000

RESOLVED FURTHER THAT upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of ₹ 2/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect on and from the Record Date (date as determined by the Board of Directors (“Board”) and the Company may without requiring the surrender of existing share certificate(s), issue and dispatch the new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and Articles of Association of the Company and other applicable regulations and, in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members maintained with their Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division and the Company shall execute such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT the Board or the Stakeholders Relationship Committee be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to aforesaid resolutions including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, giving customary representations and warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and setting any question, difficulty or doubt that may arise in this regard, as the Board or the Stakeholders Relationship Committee in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all the members.”

ITEM 2: APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Articles of Association of the Company and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority (ies), the consent of the members of the Company be and is hereby accorded for the substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V The Authorised Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crore Only) divided into 20,00,00,000 (Twenty Crore only) Equity Shares of face value of ₹ 1/- (Rupee One Only) each.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Committee of Director(s)/ any other Officer(s) of the Company to give effect to the aforesaid resolution.”

Place: Gurugram
Date: November 1, 2021

By Order of the Board
For PTL Enterprises Ltd.
Sd/-
Pradeep Kumar
Company Secretary & Compliance Officer
FCS No. : 4971

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars in this regard, the Company is sending this Notice in electronic form only and expresses its inability to dispatch the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on Friday, October 29th, 2021 (“Cut-off Date”) and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi - 110055, India. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date which will only be considered to avail the facility of remote E-voting.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible for casting their votes through remote e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only.
It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company’s (RTA/ Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@ptlenterprise.com.
6. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-voting facility to its Members. The detailed procedure with respect to e-voting is mentioned in Note No. 15 of this Notice.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company shall serve notice through electronic mode to those Members who have registered their email addresses either with the Depository Participant(s) or with the RTA.

Members who have not registered their email addresses can now register the same by sending scanned copy(ies) of duly signed request letter to RTA at the email ID: lalitap@alankit.com. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

Those Members who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices/ documents / Annual Reports electronically to their email address.

8. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company. The remote e-voting shall commence on Friday, November 12, 2021 at 10.00 A.M. (IST) and ends on Saturday, December 11, 2021 at 5.00 P.M. (IST). During this period, Members of the Company holding shares in physical or dematerialized form as on the Cut – Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. The Board of Directors in its meeting held on Friday, October 29, 2021 had appointed Mr. Manoj Sharma (CP No. 11571), Partner, RSMV & Co., and Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Mr. Manoj Sharma has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.
10. The Scrutinizer will after the conclusion of e-voting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by Board who shall counter sign the same and declare the result of the voting forthwith, after scrutiny of the votes cast through remote e-voting and the result of the Postal Ballot shall be declared on or before Monday, December 13th, 2021. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
11. 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 www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by the Board, and the same shall be communicated to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed. The results shall also be displayed at the Registered Office of the Company.
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, December 11, 2021. Further, resolution passed by the Members through e-voting is deemed to have been passed effectively at a general meeting.
13. Members may download the Notice from the Company's website at www.ptlenterprise.com or from NSDL's website at www.evoting.nsdl.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.

15. 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi..
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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| 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle. |
| 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. |
| 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 rsmndco.cs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. 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.
3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre at evoting@nsdl.co.in .

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

PTL ENTERPRISES LTD.

CIN: L25111KL1959PLC009300

Regd. Off.: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam, Kerala- 682036

Tel.: 0484-4012046 [email: investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) Website: www.ptlenterprise.com

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 THE “ACT”

Item No. 1 & 2:

The Equity Shares of the Company are listed and are being actively traded on the National Stock Exchange of India Limited and the BSE Limited.

With a view to enhance the liquidity in the capital market and encourage the participation of small investors by making Equity Shares of the Company more affordable, the Board of Directors (“Board”) at its Meeting held on October 29, 2021 considered and approved the sub-division of one Equity Share of the Company having a face value of ₹ 2/- each fully paid up into 2 (two) Equity Shares of face value of ₹ 1/- each fully paid up subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable.

Presently the Authorised Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crore Only) comprising of 10,00,00,000 equity shares of the face value of ₹ 2/- each. The sub-division of Equity Shares of face value of ₹ 2/- each as aforesaid and consequential amendments to the existing Clause V of the Memorandum of Association would require your approval by way of Ordinary Resolution. The Board recommends the Ordinary Resolutions as set out at Item No. 1 & 2 of the Postal Ballot Notice respectively, to reflect the change in face value of each Equity Share from ₹ 2/- each to ₹ 1/- each, for your approval.

A copy of the Memorandum of Association of the Company along with the proposed amendment shall be open for electronic inspection on the website of the Company on all working days up to the date of declaration of the results of the Postal Ballot.

As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way,

concernedor interested (financial & otherwise), in the Resolutions set out in Item No. 1 & 2 of the Postal Ballot Notice.

By Order of the Board
For PTL Enterprises Ltd.

Sd/-

Pradeep Kumar
Company Secretary & Compliance Officer
FCS No.

Place: Gurugram

Date: November 1, 2021