

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprises.com

CIN - L25111KL1959PLC009300

November 30, 2018

investors@ptlenterprise.com

<p>The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400051 Trading Symbol: PTL</p>	<p>The Secretary BSE Ltd PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400001 Scrip Code:509220</p>
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**Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015-Notice of Postal Ballot**

Dear Sir/ Madam,

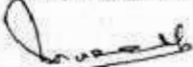
In Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of notice of Postal Ballot dated November 27, 2018 being dispatched to shareholders of the Company.

The above notice is also uploaded on the website of the Company viz. www.ptlenterprise.com.

This is submitted for your information and records.

Thanking you
Yours Faithfully

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 LIMITED

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

CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email - investors@ptlenterprise.com
Tel: 0484 - 4012046, 4012047, Fax: (0484) - 4012048

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rule 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 and pursuant to other applicable laws, rules and regulations, that the resolutions appended below are proposed to the Members of the Company to be passed as Special Resolution by way of Postal Ballot / E-voting. The Company is seeking your approval for the proposals as contained in the resolutions given hereinafter. The explanatory statement pursuant to Section 102 (1) of the Act pertaining to these resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

SPECIAL BUSINESS

1. TO CONTINUE MR. ONKAR S. KANWAR (DIN 00058921) AS NON-EXECUTIVE DIRECTOR W.E.F. AND AFTER APRIL 1, 2019

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company, be and is hereby accorded for continuation of the directorship, of Mr. Onkar S. Kanwar (DIN 00058921), Non-Executive Director of the Company, who has attained the age of 75 years, with effect from and after April 1, 2019 on existing terms and conditions."

2. TO CONTINUE MR. U. S. ANAND (DIN 02055913) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR W.E.F. AND AFTER APRIL 1, 2019

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company, be and is hereby accorded for continuation of the directorship of Mr. U.S. Anand (DIN 02055913), Non- Executive Independent Director of the Company, who has attained the age of 75 years, with effect from and after April 1, 2019 till the completion of his present term of office i.e. September 21, 2019."

3. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION (MOA)

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the draft new set of Memorandum of Association of the Company which is available on the website and at Registered Office of the Company, initialed by the Company Secretary for the purpose of identification, in substitution of the existing set of Memorandum of Association of the Company, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid adoption of the new set of Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

4. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA)**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the draft new set of Articles of Association of the Company which is available on the website and at Registered Office of the Company, initialed by the Company Secretary for the purpose of identification, in substitution and to the entire exclusion of the regulations contained in the existing set of Articles of Association of the Company, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid adoption of the new set of Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

For PTL Enterprises Ltd

Sd/-

Place : Gurugram
Dated : November 27, 2018

(PRADEEP KUMAR)
COMPANY SECRETARY

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts and reasons relating to the proposed special resolutions, are appended hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form 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 November 23rd, 2018 ("Cut-off Date").
3. The Board of Directors of the Company (the "Board") has appointed RSMV & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot including E-voting 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 as amended, Secretarial Standard-2 on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Postal Ballot Form. E-voting is optional.
5. Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors whose continuation are proposed are given separately in the notice and the same form integral part of the notice. The concerned Directors have furnished the requisite declarations for their continuation and their brief profiles are attached and form part of the explanatory statement.
6. The E-voting period commences on December 6, 2018 (10:00 AM) and ends on January 4, 2019 (5:00 PM). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.
7. The voting rights of Members shall be as per the number of equity shares held by Members as on the Cut-off Date.
8. 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/form by e-mail and who wish to vote through physical form may download from the link www.evoting.nsdl.com or from the 'Investors' section on the Company's website www.ptlenterprise.com.
9. Members 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 Business report envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 PM on January 4, 2019.
10. The Members cannot vote both by post and E-voting. In case Member cast the votes both by post and E-voting, his/her vote by post shall be treated as invalid.
11. Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer's report, the result of the Postal Ballot will be announced by the Chairman or any other person authorised by him, on or before 5:00 PM on January 14, 2019, at the Corporate Office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed on the Notice Board of the Company at its Corporate Office and its Registered Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed, and will be displayed on the Company's website viz. www.ptlenterprise.com.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on January 4, 2019, the last date specified for receipt of duly completed Postal Ballot Forms/E-voting.

13. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 AM to 5:00 PM on any working day up to the date of declaration of results of the Postal Ballot.
14. Members desiring to opt for E-voting as per facilities arranged by the Company are requested to read the notes (Sr. No. 15) to the notice.
15. Procedure for Members opting for E-voting
The Instructions for e-voting are as under:

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 rsmandco.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.: 1800-222-990 or send a request at evoting@nsdl.co.in.
16. In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email id: evoting@nsdl.co.in or pallavid@nsdl.co.in, Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the Email id: investors@ptlenterprise.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended by Gazette Notification dated 9th May 2018 and made applicable w.e.f. April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the members to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

In view of the said regulation, continuation of Mr. Onkar S. Kanwar, aged 76 years (Date of Birth 01.03.1942) who is a Non-Executive Director of the Company, and is more than 75 years, as Non Executive Director w.e.f 1st April 2019 and thereafter shall require the approval of members by way of a Special Resolution.

Mr. Onkar S. Kanwar was first appointed by the Board on April 17, 1995. He is not liable to retire by rotation.

He is the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and a former Chairman of the Automotive Tyre Manufacturers' Association. Currently, he is a member of the Trade Advisory Committee to the Government of India.

Mr. Onkar S. Kanwar has a keen interest in the field of education and health care. Artemis Health Sciences, promoted by him, is an enterprise focusing on state-of-the-art medical care and runs a cutting edge multi-specialty medical facility which focuses on holistic treatment. Another initiative around Health which is close to his heart is Apollo Tyres 'HIV-AIDS awareness and prevention programme for the commercial vehicle driver community, implemented through Apollo Tyres Foundation's Health Care Centres located in large transshipment hubs across India.

A Science and Administration graduate from the University of California, Onkar Kanwar has been a guiding force behind the success of Apollo Tyres and Artemis Health Sciences. He devotes a major part of his time to reading and is passionate about learning modern management practices and their successful application in business. Recently, he has been decorated with the 'Order of the Rising Sun, Gold & Silver Star' by the Governments of Japan and also awarded with 'Order of Merit' of Hungary by the Government of Hungary.

Keeping the above in view and considering the role played by Mr. Onkar S. Kanwar in the growth of the Company and in order to reap the benefits of his continuous guidance, the Board at its meeting held on November 13, 2018 recommends the proposed resolution at item no. 1 for continuation of Mr. Onkar S. Kanwar as a Non-Executive Director of the Company w.e.f. April 1, 2019 till the Board desire.

Mr. Onkar S. Kanwar is not debarred from holding the office of Director pursuant to any SEBI order.

He is on the Board of the following other Companies:-

Sl.No	Name of the Company	Designation
1	Apollo Tyres Ltd.	Director
2	Artemis Global Life Sciences Ltd.	Director
3	Artemis Medicare Services Ltd.	Director
4	Classic Auto Tubes Ltd.	Director
5	Leto Realtors Pvt. Ltd.	Director
6	Artemis Health Sciences Ltd.	Director
7	Premedium Pharmaceuticals Pvt. Ltd.	Director

He is the Chairman of the Stakeholders Relationship Committee, Corporate Social Responsibility ("CSR") Committee & Member in Nomination and Remuneration Committee of the Company.

He is also a Member/Chairman of Committees in the following other Companies:-

Sl.No.	Name of the Company	Name of the Committee	Position
1	Apollo Tyres Ltd.	Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
		CSR Committee	Chairman
2	Artemis Health Sciences Ltd.	Audit Committee	Chairman
		Nomination and Remuneration Committee	Member
3	Artemis Medicare Services Ltd.	Nomination and Remuneration Committee	Member

He is holding 2500 Equity Shares of the Company.

He has attended 4 meetings of the Board during Financial Year 2017-18.

The sitting fees for attending the Board Meetings/Committee meeting is being paid to him.

He has inter-se relationship with Mr. Neeraj Kanwar, Director of the Company, being father and son.

None of the Directors or KMPs of the Company or their relatives except Mr. Onkar S. Kanwar, being the appointee under consideration and Mr. Neeraj Kanwar, being his son is concerned or interested (financially & otherwise) in the resolution.

The Board of Directors recommends the special resolution set out at item no. 1 for your consideration and approval.

Item No.2

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended by Gazette Notification dated 9th May 2018 and made applicable w.e.f. April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed by the members to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

In view of the said regulation, continuation of Mr. U. S. Anand, aged 75 years (Date of Birth January 15, 1943) (who was appointed as an Independent Director of the Company by the members in the 53rd Annual General Meeting held on September 22, 2014 to hold office for 5 consecutive years up to September 22, 2019) w.e.f. 1st April 2019 and thereafter shall require the approval of members by way of a Special Resolution.

Mr. U.S. Anand was first appointed by the Board on October 20, 2009.

Mr. U.S. Anand, is a Chartered Accountant by Profession and having over 41 years of experiences in Accounts, finance, Taxation and Commercial matters.

He has expertise in Business Management, Finance and Commercial Matters and his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. U. S. Anand as Non-Executive Independent Director. Keeping the above in view, the Board at its meeting held on November 13, 2018 considered the issue and thought it fit to continue him as Independent Director and recommends the proposed resolution at item no. 2 for the approval of the members, for continuation of Mr. U. S. Anand as a Non-Executive Independent Director of the Company w.e.f. April 1st, 2019 till the completion of his present term up to September 21, 2019.

He is on the Board of the following other Companies:-

Sl.No	Name of the Company	Designation
1	Artemis Global Life Sciences Ltd.	Director
2	Artemis Health Sciences Ltd.	Director
3	Apollo International Ltd.	Director

He is the Chairman of the Audit Committee & Nomination and Remuneration Committee of the Company.

He is also a Member/Chairman of Committees in the following other Companies:-

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

He is not holding any Shares of the Company.

He has attended 4 meetings of the Board during Financial Year 2017-18.

The sitting fees for attending the Board Meetings/Committee meeting is being paid to him.

He does not have inter-se relationship with any other Director and KMPs of the Company.

Mr. U. S. Anand is not debarred from holding the office of Director pursuant to any SEBI order.

None of the Directors or KMPs of the Company or their relatives except Mr. U. S. Anand himself is concerned or interested (financially & otherwise) in the resolution.

The Board of Directors recommends the special resolution set out at item no. 2 for your consideration and approval.

Item No.3 and 4

The existing set of Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company is in line with the erstwhile Companies Act, 1956, thus are not in full conformity with the Companies Act, 2013. Given this position, it is considered expedient to adopt new set of the MOA and AOA of the Company to suitably reflect the provisions of the Companies Act, 2013.

The Board of Directors in their meeting held on November 13, 2018 has approved a new set of MOA and AOA, in line with the provisions of the Companies Act, 2013 and Rules thereof.

In terms of applicable provisions of the Companies Act, 2013, consent of the Members by way of Special Resolution is required in this regard. The Members of the Company can inspect the draft copy of MOA and AOA which is available on the website of the company viz. www.ptlenterprises.com and at Registered Office of the Company as per the time schedule given in Note 13 above, initialed by the Company Secretary for the purpose of identification.

None of Directors/Key Managerial Personnel or their relatives are in any way interested or concerned in the resolutions.

The Board of Directors recommends the special resolutions set out at item no.3 and 4 for your consideration and approval.

For **PTL Enterprises Ltd**

Place: Gurugram
Dated: November 27, 2018

Sd/-
(PRADEEP KUMAR)
COMPANY SECRETARY

PTL ENTERPRISES LIMITED

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

CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email - investors@ptlenterprise.com
Tel: 0484 - 4012046, 4012047, Fax: (0484) - 4012048

POSTAL BALLOT FORM

Name & Address of the member(s)

Postal Ballot No. _____

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

E-voting Even No.	User ID	Password

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated November 27, 2018 by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark in the appropriate box below:-

Sl. No.	Description of the Special Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To Continue Mr. Onkar S. Kanwar (DIN 00058921) as Non-executive Director w.e.f. and after April 1, 2019			
2	To Continue Mr. U. S. Anand (DIN 02055913) as a Non-Executive Independent Director w.e.f. and after April 1, 2019			
3	Adoption of New Set of Memorandum of Association			
4	Adoption of New Set of Articles of Association.			

Place :

Date :

(Signature of the Member)

Note:

- (1) Please read the instructions printed overleaf carefully before exercising your vote.
- (2) Members holding shares in dematerialized mode and physical form are requested to intimate all changes with respect to their bank details, e-mail address etc., to their Depository Participant & Company respectively.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form/E-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) 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.
- c) Voting rights in the Postal Ballot / E-voting cannot be exercised by a proxy.
- d) The E-voting period commences on December 6, 2018 (10:00 AM) and ends on January 4, 2019 (5:00 PM).

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, at RSMV & Co., Practicing Company Secretary, at JGD Services Pvt. Ltd. A-53/D, Panchsheel Vihar, Malviya Nagar, New Delhi -110017, 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;
- b) The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid;
- c) 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;
- d) In respect of shares held by Corporate and Institutional Members (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;
- e) 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.
- f) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 5:00 PM on January 4, 2019. Postal Ballot Forms received after this date will be considered invalid.
- g) 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.
- h) 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.
- i) 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 2(d) 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.
- j) The result of the postal ballot would be announced on or before 5:00 PM on January 14, 2019 at the Corporate Office of the Company and the same will be displayed on the Company's website viz www.ptlenterprise.com.
- k) The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - i. If the Member's signature does not tally
 - ii. If the member has marked his/ her/ its vote both for 'Assent' and 'Dissent' to the resolution in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held
 - iii. If the postal ballot form is unsigned, incomplete or incorrectly filled
 - iv. if the postal ballot form is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - v. A form other than one issued by the Company has been used;
 - vi. It has not been signed by or on behalf of the Member;
 - vii. Neither assent nor dissent is mentioned;
 - viii. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - ix. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - x. It is received from a Member who is in arrears of payment of calls;
 - xi. Member has made any amendment to the Resolution or imposed any condition while exercising his/her/its vote.