

# PTL ENTERPRISES LIMITED

Website: [www.ptlenterprise.com](http://www.ptlenterprise.com) | E.mail: [Investors@ptlenterprises.com](mailto:Investors@ptlenterprises.com) | CIN - L25111KL1959PLC009300

REGISTERED/COURIER

PTL/3

January 31, 2015

To :

1. The Secretary,  
Cochin Stock Exchange Ltd.,  
MES Building,  
36/1565, 4<sup>th</sup> Floor,  
Judges Avenue, Kaloor,  
**Kochi – 682017.**

2. The Secretary,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
**Mumbai – 400001.**

3. The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, Bandra-Kurla  
Complex, Bandra (E),  
**Mumbai - 400 051**

Dear Sir,

**Sub : Submission of Report under Clause 35A of the Listing Agreement**

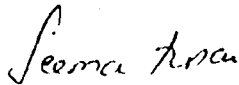
Enclosed, please find herewith the following documents:-

- Report under Clause 35A of the Listing Agreement.
- Reports of the Scrutinizer/Resolutions passed by the shareholders

You are requested to kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,  
For PTL ENTERPRISES LTD.



(SEEMA THAPAR)  
COMPAY SECRETARY

**Corporate Office :** C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector - 32, Gurgaon - 122 001 (Haryana)

Tel. : (0124) - 2383002, 2383003, Fax : (0124) - 2383021, 2383017

**Registered Office :** 6th floor, Cherupushpam Building, Shanmugham Road, Kochi - 682 031 (Kerala)

Tel. : (0484) - 2381808, 2381895, 2372767, Fax : (0484) - 2370351

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## Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Statement containing details regarding the voting results in the prescribed format pertaining to the Postal Ballot results declared on 31<sup>st</sup> January 2015

Date of declaration of Postal Ballot results	31 <sup>st</sup> January 2015
Total number of Shareholders on record date	Record Date : 19.12.2014 No. of shareholders : 6258
Number of Shareholders present in the meeting either in person or proxy	1) Promoter & promoter Group: NA 2) Public: NA
Number of Shareholders attended meeting through Video Conferencing	1) Promoter & promoter Group: NA 2) Public: NA

### Details of Agenda

Agenda Item No: 1 :- Limits of Borrowing under Section 180(1) (c) of the Companies Act 2013

Resolution required :- Special Resolution

Mode of Voting :- Postal Ballot with E-Voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	49590199	46215399	93.19	46215399	-	100	-
Public Institutional holders	2101200	-	-	-	-	-	-
Public-Others	14497101	144136	0.99	138292	5844	95.95	4.05
<b>Total</b>	<b>66188500</b>	<b>46359535</b>	<b>70.04</b>	<b>46353691</b>	<b>5844</b>	<b>100</b>	<b>4.05</b>



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## Details of Agenda

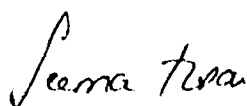
**Agenda Item No: 2** :- Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company.

**Resolution required** :- Special Resolution

**Mode of Voting** :- Postal Ballot with E-Voting

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	49590199	46215399	93.19	46215399	-	100	-
Public Institutional holders	2101200	-	-	-	-	-	-
Public-Others	14497101	144136	0.99	138272	5864	95.93	4.07
<b>Total</b>	<b>66188500</b>	<b>46359535</b>	<b>70.04</b>	<b>46353671</b>	<b>5864</b>	<b>100</b>	<b>4.07</b>

For PTL Enterprises Ltd.



**Seema Thapar**  
Company Secretary

**P.P. Zibi Jose M.Com, MBA, M.A.(Pol.), M.A.(Pub.Admn.), F.C.S., LL.B.  
Practising Company Secretary**

61/2939, TENROSE  
S.R.M. Road  
Cochin-682018  
Telephone: 2401685  
: 2401684  
Mobile : 9388603877  
E-mail: [tenrose@vsnl.com](mailto:tenrose@vsnl.com)  
[tenrosekochi@gmail.com](mailto:tenrosekochi@gmail.com)

30<sup>th</sup> January 2015.

**Shri K. Jacob Thomas,  
Director,  
PTL Enterprises Ltd.,  
6<sup>th</sup> Floor, Cherupushpam Bldg.,  
Shanmugham Road,  
Kochi - 682031(Kerala)**

**POSTAL BALLOT - SCRUTINIZER'S REPORT**

I, P.P. Zibi Jose, Practicing Company Secretary, the Scrutinizer appointed to the Postal Ballot process of your Company, pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the (Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot including e-voting exercised by the shareholders in respect of the Special resolutions mentioned in the Notice to the Postal Ballot dated 31-10-2014, as follows:-

**Item No. 1: Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 as a Special Resolution**

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	92	22	114
Total number of valid votes	39315	46320220	46359535

Votes cast in favour of the Resolution	37314	46316377	46353691
Votes cast against the Resolution	2001	3843	5844
Votes abstained from casting	0	0	0
Requisite majority of votes for carrying the resolution as a Special Resolution	6003	11529	17532
Majority of votes received in favour of the Resolution	35313	46312534	46347847
Number of invalid Postal Ballots	2	0	2
Number of invalid votes	60	0	60

**Result:- The Resolution for Limits of Borrowing under Section 180 (1) (c) of the Companies Act 2013 is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.**

**Item No. 2: Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company as a Special Resolution**

Particulars	Physical	E-Voting	Total
Number of Postal Ballots received	92	22	114
Total number of valid votes	39315	46320220	46359535

Votes cast in favour of the Resolution	37294	46316377	46353671
Votes cast against the Resolution	2021	3843	5864
Votes abstained from casting	0	0	0
Requisite majority of votes for carrying the resolution as a Special Resolution	6063	11529	17592
Majority of votes received in favour of the Resolution	35273	46312534	46347807
Number of invalid Postal Ballots	2	0	2
Number of invalid votes	60	0	60

**Result:- The Resolution for Creation of Security under Section 180 (1) (a) of the Companies Act 2013 in connection with the borrowings of the Company is passed as a Special Resolution as the votes cast in favour of the resolution are more than three times the number of votes cast against the resolution.**



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

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CIN - L25111KL1959PLC009300

31<sup>st</sup> January 2015

## **RESULTS OF THE POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the (Companies (Management and Administration) Rules, 2014 and pursuant to the Report dated 30.01.2015 of Mr. P. P. Zibi Jose (Practicing Company Secretary), Scrutinizer appointed for the Postal Ballot process, I, K. Jacob Thomas, Director (DIN 00015603) of the Company, hereby declare that the following two resolutions proposed to the Members for their approval vide Postal Ballot Notice dated 31.10.2014, are approved by them through the Postal Ballot and E-Voting:-

### **RESOLUTION NO. 1 – AS A SPECIAL RESOLUTION**

#### **LIMITS OF BORROWING U/S 180(1)(c) OF THE COMPANIES ACT, 2013**

“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 corporates 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 – AS A SPECIAL RESOLUTION**

#### **CREATION OF SECURITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 IN CONNECTION WITH THE BORROWINGS OF THE COMPANY.**

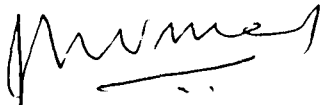
“RESOLVED THAT in supersession of earlier resolution passed under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as may be amended from time to time (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”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**



**K. JACOB THOMAS**  
**DIRECTOR**  
**(DIN 00015603)**