

PTL ENTERPRISES LTD.

Registered Office: 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala-682036

CIN: L25111KL1959PLC009300, Website: www.ptlenterprise.com, Email: investors@ptlenterprise.com,

Tel: (0124) – 4969101, 4966314

NOTICE

NOTICE is hereby given that the 65th Annual General Meeting (AGM) of the Members of PTL ENTERPRISES LTD. will be held on 28th of July 2026 on Tuesday at 3:00 P.M, IST, through Video Conferencing (“VC”) / Other Audio-Visual Means (OAVM) to transact the following business. The Registered Office of the Company situated at 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala – 682036, shall be deemed to be the venue for the AGM.

ORDINARY BUSINESS

- 1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND REPORTS OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON**

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon, as circulated to the members be and are hereby received, considered and adopted.”

- 2. TO CONFIRM THE PAYMENT OF INTERIM DIVIDEND ALREADY PAID DURING THE YEAR AND TO DECLARE THE FINAL DIVIDEND, OVER AND ABOVE THE INTERIM DIVIDEND, FOR THE FINANCIAL YEAR 2025-26**

To consider and if though fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** the interim dividend at the rate of Rs 1.50 (one rupee and fifty paise only) per equity share of face value of Re 1.00 (one rupee) each, already declared and paid by the Company, be and is hereby noted and confirmed.

RESOLVED FURTHER THAT a final dividend at the rate of Re 1.00 (Rupee one only) per equity share of face value of Re 1.00 (Rupee one only) each, over and above the interim dividend already paid, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company.

- 3. TO RE-APPOINT MR. HARISH BAHADUR (DIN- 00032919), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR OF THE COMPANY AND TO APPROVE CONTINUATION OF HIS DIRECTORSHIP AFTER ATTAINING THE AGE OF 75 YEARS**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and Regulation 17(1A) of SEBI (Listing Obligations and 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), Mr. Harish Bahadur (DIN: 00032919), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for continuation of Mr. Harish Bahadur (DIN: 00032919) as a Non-Executive Director of the Company upon attaining the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By the order of Board of Directors
For PTL Enterprises Ltd.

Place: Gurugram
Date : 30th June 2026

Jyoti Upmanyu
FCS: 7985
Company Secretary & Compliance Officer

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy, to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Since the AGM will be held through VC/ OAVM, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. AGM shall be convened through VC/ OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
5. The Financial Statements for the Financial Year ("F.Y.") 2025-26 including Board's Report, Auditor's Reports and other documents required to be attached therewith (together referred to as "Annual Report for FY 2025-26") and Notice of AGM are being sent in electronic mode to those Members whose e-mail address is registered with the Company, its Registrar and Transfer Agent (RTA) or the Depository Participant(s) as on June 26, 2026 and to all other persons so entitled. Physical copies of the Annual Report shall be sent to those Members who specifically request the same at info@ptlenterprise.com mentioning their Folio No. / DP ID and Client ID.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will also send a letter to those Shareholders whose e-mail address is not registered with the Company or its RTA/ Depository Participant (s) providing the exact web-link of the Company's website from where the Annual Report for FY 2025-26 can be accessed.
6. The Notice calling the AGM and the Annual Report for FY 2025-26 have also been uploaded on the website of the Company at <https://ptlenterprise.com/announcement.html#>. The same can also be accessed on the websites of the Stock Exchanges, i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). The AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (the agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
7. Institutional/ Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its board resolution or governing body resolution/ authorization etc., authorizing its representative to attend, vote during the meeting through VC/ OAVM on its behalf or to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company at info@ptlenterprise.com and/or to RTA at rtalankit.com.
8. The Members can join the AGM through VC/ OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee, Chairperson of Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/ OAVM will be attendance for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
10. The dividend of Re. 1.00 per Equity Share of face value of Re. 1.00 each (i.e. 100%) for FY 2025-26, as recommended by the Board of Directors, if declared at the AGM, will be paid within 30 days from the date of

declaration to the Members whose names appear in the Register of Members/ List of Beneficial Owners as on the record date i.e., July 10, 2026.

Pursuant to amendment in SEBI Listing Regulations, the payment of dividend will only be made through electronic mode.

Pursuant to circulars issued by SEBI from time to time, Members holding shares in physical form are requested to note that, if folio(s) are not updated with PAN, contact details (Postal Address with PIN and Mobile Number), bank account details and specimen signature, then any payment of dividend in respect of such folio(s) will be effected only upon furnishing all the aforesaid details in entirety to Company's RTA.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

11. As per the Income Tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source ("TDS") at the time of making payment of dividend at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the IT Act and amendments thereof.

In order to enable the Company to determine the appropriate TDS rate, as applicable, Members are requested to submit required documents in accordance with the applicable provisions through an e-mail to RTA of the Company, at rta@alankit.com by July 13, 2026. No communication on the tax determination/ deduction shall be entertained thereafter.

A communication providing information and detailed instructions with respect to tax on the dividend for FY 2025-26 will be sent separately to the Members whose email addresses are registered with the Company or its RTA/ DPs.

12. The Members who have not so far received/ claimed the dividend for the financial year from 2019-2020 are requested to correspond with the RTA as mentioned above, or with the Company Secretary at info@ptlenterprise.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years are also required to be transferred to the IEPF as per Section 124 of the Act and the applicable rules. In view of this, members/ claimants are requested to claim their dividends from the Company, within the stipulated timeline.
13. SEBI has made it mandatory for the Security Holder (holding shares in physical form) to furnish PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. Choice of Nomination is optional, and security holders are requested to avail the nomination facility on their own interest and also encouraged to register their e-mail address to avail benefit of online services.
14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), Bank Mandates, Nominations, Power of Attorney, Bank Account Details as follows:
 - a. For shares held in electronic form: With their Depository Participants.
 - b. For shares held in physical form: With the RTA in Form ISR-1 and other relevant forms pursuant to circulars issued by SEBI from time to time latest being SEBI Master Circular No. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025.

Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

15. All documents, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's RTA i.e., Alankit Assignments Limited, at the address mentioned below:

Alankit Assignments Limited

(Unit: PTL Enterprises Ltd)

Alankit House, 4E/2, Jhandewalan Extension

New Delhi-110055

Contact No.: 011-42541234/23541234

Email: rta@alankit.com

16. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company/RTA.
17. The relevant explanatory statement pursuant to Section 102 of the Act, in respect of the special business set out above in the Notice is annexed hereto.
18. Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the Notice.
19. All documents referred to in the Notice are available for inspection at the Registered Office and Corporate Office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and are also made available for inspection through secured mode by writing to the Company at its e-mail ID info@ptlenterprise.com till the date of the AGM in accordance with applicable laws.
20. Mr. Anand Singh Shekhawat, Practising Company Secretary, has been appointed as Scrutinizer, to scrutinize the e-Voting process in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and e-Voting at the AGM in the presence of at least two witnesses not in the employment of the Company, and shall submit within 2 (two) working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
22. The Results shall be declared by the Chairman or the person authorized by him in writing within 2 (two) working days of conclusion of the AGM of the Company. Immediately after such declaration, the Results, 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) and shall also be forwarded to the stock exchanges.
23. In accordance with Regulation 40 of the SEBI Listing Regulations, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to get inherent benefits of dematerialisation, Members holding shares of the Company in physical form are advised to dematerialise their shares. Members can contact the Company or RTA, for assistance in this regard.

Further, Members may please note that SEBI has also mandated the listed companies to issue securities in dematerialized form only, while processing any service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://ptlenterprise.com/pdf/form-isr-4-02032026> and with the Company's RTA i.e., Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.

24. SEBI has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at <https://smartodr.in/login>.

25. Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, a Special Window has been opened for a period of one year, from February 5, 2026 to February 4, 2027, for transfer and dematerialisation of physical securities. This facility is available to the lodgement of transfer deeds that were executed prior to April 1, 2019 and (a) were not lodged for transfer, or (b) were lodged for transfer but were rejected/ returned/ not attended to due to deficiency in the documents/ process/ or otherwise.

Accordingly, eligible security holders holding valid transfer deed executed prior to April 1, 2019 are encouraged to lodge the same along with the requisite documents including the Original Security Certificate(s), with the RTA.

Please note that the securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. During the said lock-in period, such securities shall not be transferred/ lien-marked/ pledged.

26. As per the provisions of Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company are in dematerialised form and transferred into an “Unclaimed Suspense Account” held by the Company. Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by the Member furnishing the necessary details to enable the Company to take necessary action.
27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- I. Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI Listing Regulations, as amended, and the MCA Circulars, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II. The remote e-Voting period begins on July 25, 2026 at 10:00 A.M. (IST) and ends on July 27, 2026 at 05:00 P.M (IST). During this period, the Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. July 21, 2026 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. July 21, 2026 is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
- IV. Members who have cast their vote by remote e-Voting prior to the AGM will be eligible to attend the AGM. However, they will not be entitled to cast their vote again.
- V. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, July 21, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or to the Company at info@ptlenterprise.com. However, if he/she is already registered with NSDL for e-Voting then he/ she can use his/her existing User ID and Password for casting the vote.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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:

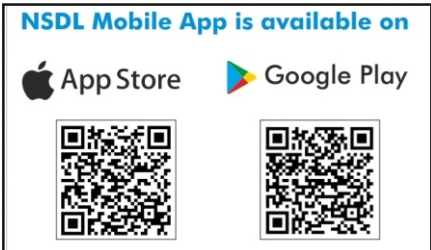
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8 Character DP ID, 8 Digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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. 2. 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 the 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 held 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.com or call at 022 – 4886 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services 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.com 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 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 at cs.anandk1997@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
- 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 022 – 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051 at the designated e-mail id evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories/ RTA /Company 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to info@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), AADHAAR (self attested scanned copy of Aadhaar Card) to info@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting prior to AGM will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM:

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 301, 3rd Floor, Naman Chambers, Plot No. C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai-400051, email id: evoting@nsdl.com, call on.: 022 - 4886 7000. Members may also write to the Company Secretary at the email id: info@ptlenterprise.com.

PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS OF MEMBERS AND GETTING COPY OF NOTICE OF AGM AND ANNUAL REPORT FOR FY 2025-26

Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/ their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, DP ID/Client ID/folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhaar Card, Driving Licence, Election Card, Passport, Utility Bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report for FY 2025-26 along with AGM Notice by email to info@ptlenterprise.com.

Please note that the updation/registration of e-mail addresses on the basis of the above scanned documents will be only for the purpose of sending the Notice of 65th AGM and Annual Report for FY 2025-26 and thereafter shall be disabled immediately after the AGM. The Member(s) will therefore be required to send the e-mail ID updation request along with hard copies of the aforesaid documents to Company's RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

PROCEDURE TO RAISE QUESTIONS/ SEEKING CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

1. As the AGM is being conducted through VC, Shareholders are encouraged to express their views/send their queries in advance mentioning their name, DP ID and Client ID/Folio No., email ID, mobile number at investors@ptlenterprise.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the Company on or before Sunday, July 19, 2026 on the aforementioned email ID shall only be considered and responded during the AGM or replied by the Company suitably.
2. Shareholders who would like to express their views or ask questions during the AGM with regard to the business to be transacted at the AGM, need to register themselves as a 'Speaker'. For this purpose, Shareholders should fill the online form available at the following link: <https://vcnow.live/portal/event/registration-ptl-limited-agm> The registration window shall remain open from 10.00 a.m. (IST) on Tuesday, July 14, 2026 till 5:00 p.m. (IST) on Sunday, July 19, 2026, and disabled thereafter. Please note that requests for speaker registration in any other mode or form (including email or letter communication) will not be entertained or considered. Only those Shareholders who have registered themselves as a Speaker and whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Tuesday, July 21, 2026, shall only be permitted to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

28. Additional information on Directors seeking Appointment / Re-appointment, at the AGM pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings.

Particulars	Details
Name of Director	Mr. Harish Bahadur
DIN	00032919
Age	74 Years
Date of First Appointment	24 January, 2007
Qualifications	Commerce Graduate from Delhi University.
Remuneration last drawn	INR 6.00 Lakhs towards sitting fees during FY 2025-26.
Remuneration proposed to be paid	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Terms and Conditions of appointment or re-appointment	Non-Executive Director, liable to retire by rotation. For further details, please refer to Item No. 3 of the Notice and the accompanying Explanatory Statement.
Number of meetings of the Board attended during the Financial Year (2025-26)	Four (100%)
Relationship with other Directors/Key Managerial Personnel	None
Experience including expertise in specific functional area	Having experience of more than 51 years in accounts, Commercial operations, taxation and financial management. (Refer Explanatory Statement)
Numbers of Shares held in the Company including share held as a beneficial owner	NIL
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2026.	Classic Industries and Exports Ltd
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March 2026.	NIL
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Resigned from listed entity in immediately preceding three financial years	No

By the order of Board of Directors
For PTL Enterprises Ltd.

Place : Gurugram
Date : 30th June 2026

Jyoti Upmanyu
FCS: 7985
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

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

Item 3: Reappointment of Mr. Harish Bahadur

Mr. Harish Bahadur (DIN: 00032919), aged 74 years and who will attain the age of 75 years during FY 2026-27, has been associated with the Company as a Director since 24th January 2007. He retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment as a Director of the Company liable to retire by rotation.

Pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of a special resolution is required for continuation the directorship of a non-executive director who has attained the age of seventy-five years.

Mr. Harish Bahadur has made significant contributions to the Company and possesses more than five decades of experience in accounts, taxation, finance and commercial management. During his distinguished career, he has held key positions within the Apollo Tyres Group and has provided valuable guidance to the Board on financial, taxation and strategic matters.

His Chairmanship/Membership of the Committees of Board in other companies are within the prescribed limited in terms of Regulation 26 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015. For details regarding the remuneration paid to him during the financial year ended 31st March 2026, please refer Corporate Governance section of the Annual Report for the financial year 2025-26. He shall be entitled to sitting fees for attending Board & Committee Meetings.

Mr. Harish Bahadur has attended all the four Board Meetings of the Company held during the financial year ended 31st March 2026. He does not hold, any equity shares in the company either beneficiary or otherwise. He is not related to any other Director and Key Managerial Personnel of the Company. He has not resigned from any listed entity during the past three years. He is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any order of SEBI or any other such authority.

The Company has received from Mr. Harish Bahadur:

- (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (1) and (2) of Section 164 of the Companies Act, 2013.
- (ii) An undertaking that he is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

Considering his rich experience, domain knowledge, continued contribution to the affairs of the Company and valuable guidance to the Board, after considering the recommendation of Nomination and Remuneration Committee the Board is of the view that it would be in the best interests of the Company to continue his directorship as a Non-Executive Director after attaining the age of 75 years.

Accordingly, the Board recommends the Special Resolution set out at item number 3 of the notice for approval by the Members.

Except Mr. Harish Bahadur, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid proposed Special Resolution.

By the order of Board of Directors
For PTL Enterprises Ltd.

Place : Gurugram
Date : 30th June 2026

Jyoti Upmanyu
FCS: 7985
Company Secretary & Compliance Officer