

PTL ENTERPRISES LIMITED

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam Kerala 682036
CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email – investors@ptlenterprise.com,
Tel: 0484 – 4012046, 4012047, Fax: (0484) - 4012048

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of the Members of PTL ENTERPRISES LTD will be held as under:-

DAY :- Tuesday
DATE :- July 31, 2018
TIME :- 02.30 P.M.
PLACE :- Willingdon Hall, Vivanta, Malabar(Taj),
Willingdon Island, Kochi, Kerala-682009
to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2018 and reports of the Board of Directors and of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Harish Bahadur (DIN- 00032919), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 (8) and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) appointment of M/s SCV & Co. LLP, Chartered Accountant, Firm Registration No. 000235N for the Financial Year 2017-18 be and is hereby ratified.

RESOLVED FURTHER THAT pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s SCV & Co. LLP, Chartered Accountant, Firm Registration No. 000235N be and are hereby appointed as Statutory Auditors of the Company for a period of Four consecutive years i.e. till the conclusion of 61st AGM, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. Appointment of Mr. Syamkumar P. as a Manager of the Company

To appoint a Manager and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

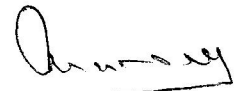
“RESOLVED THAT pursuant to section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions under the Companies Act, 2013 and rules related thereto, Mr. Syamkumar P. be and is hereby appointed as “Manager” of the Company for a period of 5 years with effect from May 10, 2018 on the following terms and conditions:-

- a) Total remuneration (CTC) not exceeding Rs. 15.65 Lakhs (Rupees Fifteen lakhs Sixty Five Lakhs only) per annum which will include basic salary, retirals, flexi benefit plan and performance bonus to be paid for the period from May 10, 2018 to May 09, 2023, with suitable increases as may be decided by the Chairman, from time to time, not exceeding 50% increase in remuneration by way of annual increment.

- b) The appointee shall also be entitled to reimbursement of entertainment expenses actually incurred in the course of legitimate business of the Company.
- c) Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites and allowances as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliances as provided in the said Schedule.

RESOLVED FURTHER THAT Board of Director(s) of the company be and is hereby authorised to vary/modify terms of his appointment and remuneration including grant of increment from time to time, as they may deem fit."

For PTL Enterprises Ltd



(PRADEEP KUMAR)

COMPANY SECRETARY

Place: Gurugram
Dated: 20-06-2018

NOTES

1. **PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 ("Act"), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is enclosed herewith.

Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be re-appointed is provided at Note No. 19 of the notes and forms part of the notice.

The Explanatory statement setting out all the material facts and reasons pursuant to 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from July 20, 2018 (Friday) to July 31, 2018 (Tuesday) (Both days inclusive) for payment of dividend on equity shares. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.



5. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.00 a.m. to 5.00 p.m. on any working day prior to the date of the meeting and will also be available at the venue of the meeting on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
6. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to send their queries to the Company at least 10 (ten) days in advance of the annual general meeting.
8. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case members who do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
9. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
10. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
11. Voting through Electronic Means
 - i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is arranging to provide members, facility to exercise their right to vote at the 57th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
 - ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date).
 - iv) The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - v) The members who have cast their voting by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - vi) The Board of Directors have appointed Mr. P P Zibi Jose, Practicing Company Secretary, as the Scrutinizer, who has also given his consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
 - vii) The scrutinizer shall within forty eight hours of conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - viii) The Results shall be declared by the Chairman or the person authorised by him within forty eight hours of conclusion of the annual general meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ptlenterprise.com and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 57th

Annual General Meeting and the Annual Report 2017-18 will be available on the Company's and NSDL website.

- ix) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- x) The remote e-voting facility will be available during the following voting period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	From 10:00 a.m. (IST) on July 28, 2018 (Saturday)
End of remote e-voting	Up to 5:00 p.m. (IST) on July 30, 2018 (Monday)

- xi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 24, 2018.

The procedure and instructions for remote e-voting are as under:

(A) In Case of Members' receiving e-mail from NSDL –

- i) Open e-mail and PDF file viz. "PTL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login
- iv) Put user id and password as initial password in step (i) above. Click Login.
- v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii) Select "EVEN" of PTL Enterprises Ltd.
- viii) Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
- x) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail investors@ptlenterprise.com with a copy marked to e-voting@nsdl.co.in.

(B) In Case of Members' receiving physical copy of the Notice of annual general meeting and attendance slip:

- i) Initial password is provided below the attendance slip
- ii) Please follow all steps from Sl. No (ii) to (x) above, to cast vote.

- 12. Electronic copy of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 57th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
- 13. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government pursuant to Section 205C of the Companies Act, 1956/ Section 125 of the Companies Act, 2013 on the dates mentioned below. Kindly note that after such transfer, the members will not be entitled to claim such dividend:-



Here we may start from the financial year 31.03.2011, as other dates are already over.

Financial Year Ended	Due Date of Transfer
31.03.2011	09.09.2018
31.03.2012	07.09.2019
31.03.2013	05.09.2020
31.03.2014	28.10.2021
31.03.2015	09.09.2022
31.03.2016	07.09.2023
31.03.2017	05.08.2024

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 07th September, 2016 ('IEPF Rule 2016'). Amongst other things, the rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholder on such shares during the last seven years to the designated Suspense Account as prescribed by the IEPF Authority. Accordingly, the company has transferred 478824 equity shares to the "IEPF Account".

As per the requirement of Rule 6 of the IEPF Rule 2016, the Company has sent information to all the shareholders who has not claimed/ encashed dividends in the last seven years intimating amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on May, 2017 to such shareholders and uploaded on the "Investors Section" of the Website of the Company viz. www.ptlenterprise.com in giving details of such shareholders and shares due to transfer.

14. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository, Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filed in "E-mail Registration Form", available on the website of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
The notice of annual general meeting and the copies of the audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.ptlenterprise.com) of the Company.
15. The unclaimed/ undelivered shares lying in the possession of the Company had dematerialised and transferred into an "Unclaimed Suspense Account". Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
16. The Securities and Exchange Board of India (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 the PAN to their depository participants with whom they are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
17. 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
18. Members are requested to register their email address and contact details with the company, by writing to the Secretarial Department at the corporate office, or at the e-mail ID: investors@ptlenterprise.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.

19. Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	
Name	Mr. Harish Bahadur
Date of Birth and AGE	09.04.1952 and 66 years
Date of Appointment	10.08.2015
Qualifications	Commerce Graduate from Delhi University
Terms and Conditions of Reappointment	As per the resolution passed by the Board, Mr. Harish Bahadur was appointed as Non-Executive Non-Independent Director of the Company
Date of first appointment on the Board	24.01.2007
Remuneration last drawn	Sitting Fee Only
Number of meetings of the Board attended during the financial year	4(Four)
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	He has more than 40 years of experience in the field of accounts, taxation, commercial and financial Management.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies)	3
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Details are given below in Point A

Mr. Harish Bahadur also holds Membership/Chairmanship of Committees in the following other Companies

Sl. No.	Name of the Company	Name of the Committee	Position
1	Artemis Global Life Sciences Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Stakeholder Relationship Committee	Member
2	Classic Auto Tubes Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member

For other details please refer to the Corporate Governance Report Director details section.

20. In the 56th Annual General Meeting of the company held on 05th July 2017, the members of the Company appointed M/s S.P Puri & Co. Chartered Accountant as Statutory Auditors of the Company for a period of five consecutive years.

M/s S.P. Puri & Co. vide their letter dated April 02,2018 informed that their firm has merged with M/s S.C Vasudeva & Co., Chartered Accountants with effect from 01st April,2018 leading to reconstitution of their firm.

Consequent to the merger, M/S S.P. Puri & Co., Chartered Accountants (FRN 001152N) has ceased to exist w.e.f. 01st April,2018 and therefore a casual vacancy occurred in the office of Auditors which was filled by appointing M/s SCV & Co. (FRN:000235N), Chartered Accountants, by the Board of Directors. Consequently, your Board of Directors vide resolution dated 28th April have appointed M/s. SCV & Co. as statutory auditors till the conclusion of ensuing AGM.

Further, the statutory auditors informed that their firm has converted into LLP and its name would be SCV & Co. LLP (Firm Registration No. 000235N/N500089).

Pursuant to the requirement of Section 139 of the Companies Act, 2013 the appointment of Statutory Auditors shall be subject to approval of the shareholder of the company in the Annual General Meeting of the Company. Members are requested to accord approval for the appointment, as proposed in the resolution for a period of remaining four consecutive years.

Since all the partners of the erstwhile firm M/s. S P Puri & Co., have become partners in SCV & Co., LLP, the appointment of M/s. SCV & Co. LLP, being made for the next four years will be in order in terms of Section 139 of the Companies Act, 2013

21. The route map of the venue for the Annual General Meeting is given at the last page and also available on the website of the Company.

Place: Gurugram
Dated: 20-06-2018

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



(~~PRADEEP KUMAR~~)
COMPANY SECRETARY

ANNEXURE TO THE NOTICE

The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013
Item 5

Pursuant to section 196, 197 & 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions under the Companies Act, 2013 and rules related thereto, Mr Syamkumar P., joined PTL Enterprises Limited in March 1998 and has an experience of around 30 years in tyre technology and manufacturing departments. He is a B.Tech in Mechanical Engineering and is having green belt certification in sixth sigma. He is 55 years old and has given contributions to the growth of the company. Mr. Syamkumar P., was designated as a "Manager" of the Company under section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (hereinafter referred to as "the Act") and other applicable provisions under the Act, with effect from May 10, 2018 for a period of 5 (five) years by the Board of Directors in its meeting held on May 10, 2018, subject to the approval of the shareholders. Mr Syamkumar P., subject to the superintendence, control and direction of the Board of Directors of the Company will have the management of substantially the whole of the affairs of the Company.

During the tenure of his appointment as Manager, Mr. Syamkumar P. shall be entitled for remuneration (CTC) aggregating to Rs. 15.65 Lakhs (Rupees Fifteen lakhs Sixty Five Lakhs only) per annum which will include basic salary, retinals, flexi benefit plan and performance bonus, with suitable increases as may be decided by the Chairman, from time to time, not exceeding 50% increase in remuneration by way of annual increment every year.

In addition to above remuneration, Mr. Syamkumar P., shall also be entitled to reimbursements of out of pocket and entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company.

Notwithstanding anything to the contrary contained herein, where in any financial year, during the currency of tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay, the remuneration as specified in Schedule V of the Act to Mr. Syamkumar P as minimum remuneration, subject to other compliances of Schedule V of the Act.

The resolution for the appointment of Mr. Syamkumar P. as a Manager requires approval of the Company in general meeting in pursuance of the Act. Your Directors recommend the Resolution No. 5 for your approval as an Ordinary Resolution.

Mr. Syamkumar P. is not on the Board of any other Company and he is not holding any shares of the Company.

None of the Directors or KMP of the Company or their relatives except Mr. Syamkumar P. himself is concerned or interested in the resolution.

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



(**PRADEEP KUMAR**)
COMPANY SECRETARY

Place: Gurugram
Dated: 20-06-2018

PTL AGM

Venue - VIVATNA (TAJ MALABAR)

