

PTL ENTERPRISES LIMITED

Investors@ptlenterprise.com

Website: www.ptlenterprise.com

E.mail: Investors@ptlenterprises.com

CIN - L25111KL1959PLC009300

05th January, 2019

<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 Bombay Stock Exchange Ltd PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code-509220</p>
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**Sub: Results of the Postal Ballot and Disclosure in terms of regulation 44(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Section 110 of the Companies Act, 2013 read with Companies (Management and
Administration) Rules, 2014, as amended**

Dear Sir/ Madam,

With the reference to the captioned matter and reference cited above, we hereby inform you that the special resolution(s) proposed to the members for the following matters:

1. Continuation of Directorships of Mr. Onkar S. Kanwar as a Non- Executive Director.
2. Continuation of Directorships of Mr. U.S. Anand as a Non- Executive Independent Director.
3. Adoption of the new set of Memorandum of Association(MOA) & Articles of Association(AOA) in lines with the provisions of the Companies Act, 2013.Copy of which is also uploaded on the website of the Company i.e

have been passed with requisite majority.

Please find enclosed with following:-

1. Details of Voting results (Including E-Voting & Physical Ballot) of the resolution mentioned in the Postal Ballot Notice dated 27th November, 2018 as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

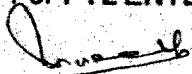
Registered Office : 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi - 682036
Tel.: (0484) - 4012046, 4012047, (Fax) : (0484) - 4012048

2. The report submitted by the Scrutinizer Mr. Manoj Sharma, Partner, RSMV & Co., Practicing Company Secretary for E-voting and Voting done through Physical Ballot dated 5th January, 2019.

Submitted for your information and records.

Thanking you,
Yours Faithfully,

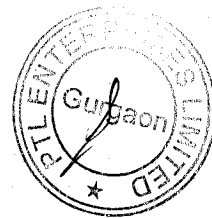
For PTL ENTERPRISES LIMITED



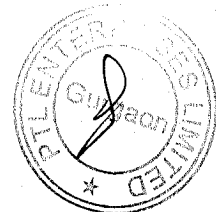
Pradeep Kumar
Company Secretary (F4971)
B-39, Vikalp Appts. Plot No. 92,
I.P. Extn., Delhi-110092

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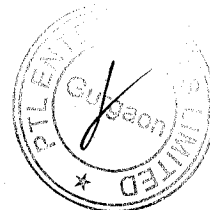
Voting results	
Record date	23-11-2018
Total number of shareholders on record date	11244
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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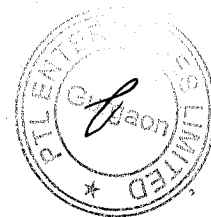
Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To continue Mr. Onkar S. Kanwar (DIN: 00058921) as Non Executive Director w.e.f. and after April 1,2019-As				
Category	Mode of voting	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	E-Voting Poll	46215399	46212899	99.9946	46212899	0	100.0000	0.0000
			0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	46215399	46212899	99.9946	46212899	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	0	0	0	0	0	0.0000	0.0000
			0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting Poll	19973101	331418	1.6593	329905	1513	99.5435	0.4565
			0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		4300	0.0215	4300	0	100.0000	0.0000
	Total	19973101	335718	1.6809	334205	1513	99.5493	0.4507
Total		66188500	46548617	70.3273	46547104	1513	99.9967	0.0033
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



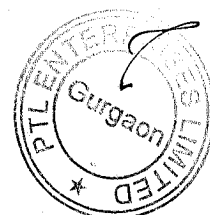
Resolution (2)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To continue Mr. U.S. Anand (DIN: 025055913) AS A NON-EXECUTIVE Independent Director w.e.f. and after April 1, 2019-					
Category	Mode of voting	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	E-Voting	46215399	46215399	100.0000	46215399	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total	46215399	46215399	100.0000	46215399	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19973101	331677	1.6606	329764	1913	99.4232	0.5768
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		4300	0.0215	4300	0	100.0000	0.0000
	Total	19973101	335977	1.6821	334064	1913	99.4306	0.5694
Total		66188500	46551376	70.3315	46549463	1913	99.9959	0.0041
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution (3)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Adoption of new set of Memorandum of Association-			
Category	Mode of voting	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	E-Voting	46215399	46215399	100.0000	46215399	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		46215399	100.0000	46215399	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19973101	331677	1.6606	330614	1063	99.6795	0.3205
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		4300	0.0215	4300	0	100.0000	0.0000
	Total		19973101	1.6821	334914	1063	99.6836	0.3164
Total		66188500	46551376	70.3315	46550313	1063	99.9977	0.0023
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of New set of Articles of Association.-				
Category	Mode of voting	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	E-Voting	46215399	46215399	100.0000	46215399	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		46215399	100.0000	46215399	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	19973101	331677	1.6606	330374	1303	99.6071	0.3929
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		4300	0.0215	4300	0	100.0000	0.0000
	Total		335977	1.6821	334674	1303	99.6122	0.3878
Total		66188500	46551376	70.3315	46550073	1303	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



SCRUTINIZER'S REPORT

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

January 05, 2019

The Chairman
PTL ENTERPRISES LIMITED
3rd floor, Areekal Mansion,
Near Manorama Junction,
Panampilly Nagar,
Kochi Ernakulam
KL 682036

Dear Sir,

I, Mr. Manoj Sharma, Partner, RMSV & Co., Practicing Company Secretaries, 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 Members in respect of the Special Resolutions mentioned in the Notice to the Postal Ballot dated November 27, 2018, as follows:-

- 1) The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposal through physical Postal Ballot Forms, which were required to be sent to us on or before 5:00 PM on January 4, 2019, or through e-voting facility which was kept open from December 6, 2018 (10:00 AM) to January 4, 2019 (5:00 PM).
- 2) 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, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered e-voting facility as an option to all the Members of the Company. The Company had 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. Also e-voting was optional.
- 3) Particulars of all Postal Ballot Forms received from the members including details of e-voting have been entered in a register separately maintained for the purpose.
- 4) The Postal Ballot Forms received were duly scrutinized. The report of members voting through e-voting was generated after close of working hours on January 4, 2019.



- 5) I have considered all Postal Ballot Forms received up to 5.00 P.M. on January 4, 2019, and electronic votes recorded from December 6, 2018 (10:00 AM) to January 4, 2019 (5:00 PM), being the last date and time fixed by the Company for receipt of the Forms/e-voting as available in the NSDL website, have been considered in my scrutiny.
- 6) A summary of the Postal Ballot Forms and electronic voting confirmations (e-votes) received for the following resolution is as under

Item No.- 1 Continuation of Mr. Onkar S. Kanwar (DIN: 00058921) as Non Executive Director w.e.f. and after April 1,2019-**As a Special Resolution**

Particulars	Physical	E-Voting	Total
Number of Postal Ballot received	5	55	60
Total number of votes	4300	46544317	46548617
Total number of valid votes	4300	46544317	46548617
Votes cast in favour of Resolution	4300	46542804	46547104
Votes cast against the Resolution	0	1513	1513
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Result:- The Resolution for " To continue Mr. Onkar S. Kanwar as Non Executive Director " is passed as a Special Resolution as the votes cast in favour (99.9967%) of the resolution are more than three times the number of votes cast against (0.0033%) the resolution

Item No.- 2 Continuation of Mr. U.S. Anand (DIN: 025055913) AS A Non-Executive Independent Director w.e.f. and after April 1, 2019- **As a Special Resolution**

Particulars	Physical	E-Voting	Total
Number of Postal Ballot received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of Resolution	4300	46545163	46549463
Votes cast against the Resolution	0	1913	1913
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Result:- The Resolution for " Continuation of Mr. U.S. Anand as a NON-EXECUTIVE Independent Director " is passed as a Special Resolution as the votes cast in favour (99.9959%) of the resolution are more than three times the number of votes cast against (0.0041%) the resolution



Item No.- 3 Adoption of new set of Memorandum of Association- As a Special Resolution.

Particulars	Physical	E-Voting	Total
Number of Postal Ballot received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of Resolution	4300	46546013	46550313
Votes cast against the Resolution	0	1063	1063
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Result:- The Resolution for " Adoption of new set of Memorandum of Association " is passed as a Special Resolution as the votes cast in favour (99.9977%) of the resolution are more than three times the number of votes cast against (0.0023%) the resolution

Item No.- 4 Adoption of New set of Articles of Association- As a Special Resolution

Particulars	Physical	E-Voting	Total
Number of Postal Ballot received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of Resolution	4300	46545773	46550073
Votes cast against the Resolution	0	1303	1303
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Result:- The Resolution for " Adoption of New set of Articles of Association " is passed as a Special Resolution as the votes cast in favour (99.9972%) of the resolution are more than three times the number of votes cast against (0.0028%) the resolution.

For RSMV & Co.

Manoj Sharma

(Practicing Company Secretary)

SRUTINIZER