

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR PTL ENTERPRISES LTD.

To,

**The Chairman
PTL Enterprises Ltd
6th Floor, Cherupushpam Building,
Shanmugham Road, Kochi-682031**

Passing of Resolution through Remote E-Voting and poll conducted at the 54th Annual General Meeting of PTL Enterprises Ltd held on August 10, 2015

Dear Sir,

I, P.P. Zibi Jose, Practising Company Secretary, have been appointed by the Board of Directors of PTL Enterprises Ltd as the Scrutinizer for the remote e-voting process held between 07.08.2015 (10.00 A.M.) to 09.08.2015 (5.00 P.M.) and the Chairman of the 54th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 54th Annual General Meeting of the members of the Company held on Monday, August 10, 2015 at Willingdon Hall, Vivanta Malabar (Taj), Willingdon Island, Kochi at 2.00 P.M..

The Company has appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from 07.08.2015 (10.00 A.M.) to 09.08.2015 (5.00 P.M.). On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015, I have unblocked the votes on 11.08.2015, in the presence of two witnesses.

At the 54th AGM of the company held on August 10, 2015, the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT 13.

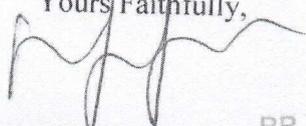
The result of e-voting together with that of the poll is as under:-

Item No of Notice	Particulars of Business	Votes in favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No.1 of the Notice (As an Ordinary Resolution)	E-Voting	46384457	99.95	0	0	0	0
	Poll	16880	0.04	5000	0.01	0	0
	Total	46401337	99.99	5000	0.01	0	0

Item No.2 of the Notice (As an Ordinary Resolution)	E-Voting	46384457	99.96	0	0	0	0
	Poll	16905	0.04	0	0	0	0
	Total	46401362	100	0	0	0	0
Item No.3 of the Notice (As an Ordinary Resolution)	E-Voting	46213251	99.58	171206	0.37	0	0
	Poll	16905	0.04	5000	0.01	0	0
	Total	46230156	99.62	176206	0.38	0	0
Item No.4 of the Notice (As an Ordinary Resolution)	E-Voting	46213751	99.59	170706	0.37	0	0
	Poll	17305	0.04	0	0	0	0
	Total	46231056	99.63	170706	0.37	0	0
Item No.5 of the Notice (As an Ordinary Resolution)	E-Voting	46384457	99.95	0	0	0	0
	Poll	17305	0.04	5000	0.01	0	0
	Total	46401762	99.99	5000	0.01	0	0
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	46384457	99.96	0	0	0	0
	Poll	17305	0.04	0	0	0	0
	Total	46401762	100	0	0	0	0
Item No.7 of the Notice (As an Ordinary Resolution)	E-Voting	46384457	99.95	0	0	0	0
	Poll	17305	0.04	5000	0.01	0	0
	Total	46401762	99.99	5000	0.01	0	0
Item No.8 of the Notice (As a Special Resolution)	E-Voting	171558	90.84	0	0	0	0
	Poll	17305	9.16	0	0	0	0
	Total	188863	100	0	0	0	0

All the resolutions stands passed under e-voting and poll with requisite majority.

Thanking You,
Yours Faithfully,



P.P Zibi Jose
Practising Company Secretary

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY

61/2539, TEN ROSE, S R M ROAD, COCHIN -13
T. 2401585 / 2401634

For PTL ENTERPRISES LIMITED


Authorised Signatory

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprises.com

CIN - L25111KL1959PLC009300

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

Date of AGM	10.08.2015
No. of shareholders on record date	6024
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	3
- Public:	276
No. of Shareholders attended the meeting through Video Conferencing	NA
- Promoters and Promoter Group:	
- Public:	

Details of the Agenda

In case of Poll & E-voting

The mode of voting for all the resolutions were E-voting & Poll

Resolution No. 1- To Consider and Adopt

- the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors there on; and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2015. Passed with requisite majority as an Ordinary Resolution

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)}$	(4)	(5)	(6) = $\frac{(4)}{(2)}$	(7) = $\frac{(5)}{(2)} * 100$



6

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 : 6th floor, Cherupushpam Building, Shanmugham Road, Kochi -682031 (Kerala)
Tel.: (0484) - 2381808, 2381895, 2372767, Fax : (0484) - 2370351

))*100			*100	
Promoter	49590199	46212899	93.19	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	193438	1.33	188438	5000	97.42	2.58
Total	66188500	46406377	70.10	46401337	5000	99.99	0.01

Resolution No.2 – Declaration of Dividend on Equity Shares- Passed with requisite majority as an Ordinary Resolution

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\} * 100$	(4)	(5)	(6) $\{(4)/(2)\} * 100$	(7)= $\{(5)/(2)\} * 100$
Promoter	49590199	46212899	93.19	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	188463	1.30	188463	-	100	-
Total	66188500	46401362	70.10	46401362	-	100	-

Resolution No.3 – Re-appointment of Mr. Harish Bahadur (DIN 00032919) who retires by rotation- Passed with requisite majority as an Ordinary Resolution

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\} * 100$	(4)	(5)	(6) $\{(4)/(2)\} * 100$	(7)= $\{(5)/(2)\} * 100$
Promoter	49590199	46212899	93.19	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	193463	1.33	17257	176206	8.92	91.08



(Handwritten signature)

Total	66188500	46406362	70.11	46230156	176206	99.62	0.38
-------	----------	----------	-------	----------	--------	-------	------

Resolution No.4 – Ratification of appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\} * 100$	(4)	(5)	(6) $\{(4)/(2)\} * 100$	(7)= $\{(5)/(2)\} * 100$
Promoter	49590199	46212899	93.18	46212899	-	100	-
Public-Institutional Holders	2101100		-	-	-	-	-
Public-Others	14497201	188863	1.30	18157	170706	9.61	90.39
Total	66188500	46401762	70.10	46231056	170706	99.63	0.37

Resolution No.5 – To appoint Mr. Birendra Kumar Singh (DIN -05329739) as an Independent Director- Passed with requisite majority as an Ordinary Resolution

Promoter/PUBLIC	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\} * 100$	(4)	(5)	(6) $\{(4)/(2)\} * 100$	(7)= $\{(5)/(2)\} * 100$
Promoter	49590199	46212899	93.18	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	193863	1.38	188863	5000	97.42	2.58
Total	66188500	46406762	70.11	46401762	5000	99.99	0.01

Resolution No.6 –To appoint Ms. Shivi Mohan Rastogi (DIN -01619307) as an Independent Director - Passed with requisite majority as an Ordinary Resolution



Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter	49590199	46212899	93.18	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	188863	1.30	188863	-	100	-
Total	66188500	46401762	70.10	46401762	-	100	-

Resolution No.7 –To appoint Mr. Akshay Kumar Narendrasinhji Chudasama (DIN - 00010630) as an Independent Director - Passed with requisite majority as an Ordinary Resolution

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter	49590199	46212899	93.18	46212899	-	100	-
Public-Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	193863	1.34	188863	5000	97.42	2.58
Total	66188500	46406762	70.11	46401762	5000	99.99	0.01

Resolution No.8 –Ratification of lease agreement with related party of the Company - Passed with requisite majority as a Special Resolution

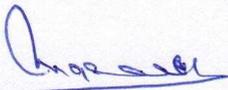
Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)



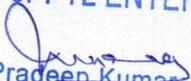
	(1)	(2)	shares (E- Voting & Poll) (3)= {(2)/(1)}*100	(4)	Poll) (5)	& Poll) (6) {(4)/(2)} *100	(7)={ (5)/(2) }*100
Promoter	49590199*	-	-	-	-	-	-
Public- Institutional Holders	2101100	-	-	-	-	-	-
Public-Others	14497201	188863	1.30	188863	-	100	-
Total	66188500	188863	0.29	188863	-	100	-

* The promoter group of the Company abstained from voting on the aforesaid resolution being a related party to the contract or arrangement

For PTL ENTERPRISES LTD.


PRADEEP KUMAR
 COMPANY SECRETARY

For PTL ENTERPRISES LIMITED


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