

# PTL ENTERPRISES LIMITED

(FORMERLY PREMIER TYRES LIMITED)

CIN:- L25111KL1959PLC009300

REGISTERED/COURIER

PTL/3

September 23, 2014

To :

1. The Secretary, Cochin Stock Exchange Ltd., MES Building, 36/1565, 4 <sup>th</sup> Floor, Judges Avenue, Kaloor, Kochi – 682017.	2. The Secretary, BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
3. The Secretary, National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	

Dear Sir,

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

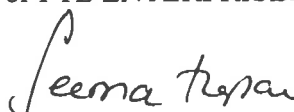
Enclosed, please find herewith the following documents:-

- Report under Clause 35A of the Listing Agreement.
- Reports of the Scrutinizer

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

Thanking you,

Yours faithfully,  
For PTL ENTERPRISES LTD.

  
(SEEMA THAPAR)  
COMPANY SECRETARY

# PTL ENTERPRISES LIMITED

(FORMERLY PREMIER TYRES LIMITED)

CIN:- L25111KL1959PLC009300

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

Date of AGM	22.09.2014
No. of shareholders on record date	6598
No. of Shareholders present in the meeting either in person or through proxy:  - Promoters and Promoter Group:  - Public:	  4  272
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group:  - Public:	  NA

## 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- Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014 – 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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7893670	54.44	7868344	25326	100	0
Total	66188500	58981369	89.11	58956043	25326	100	0



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

Corporate Office: C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector-32, Gurgaon-122 001 (Haryana). Tel. : (0124)-2383002, 2383003. Fax : (0124)-2383351, 238;

**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 and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7885370	54.39	7860294	25076	100	0
Total	66188500	58973069	89.09	58947993	25076	100	0

**Resolution No.3 – Reappointment of Mr. U.S. Oberoi 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 and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7885370	54.39	6975463	909907	88.46	11.54
Total	66188500	58973069	89.09	58063162	909907	98.45	1.54

**Resolution No.4 – 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 & Poll)	(4)	(5)	(6) {(4)/(2)}*10 0	(7)={ (5)/(2)}*10 0
Promoter and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7893870	54.45	7408433	485437	93.85	6.15
Total	66188500	58981569	89.11	58496132	485437	99.17	0.83

**Resolution No.5 – Appointment of Mr. K Jacob Thomas 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)}*10 0	(4)	(5)	(6) {(4)/(2)} *100	(7)={ (5)/(2)}*10 0
Promoter and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7883423	54.38	6983963	899460	88.59	11.41
Total	66188500	58971122	89.09	58071662	899460	98.47	1.53

**Resolution No.6 –Appointment of Ms. Pallavi Shroff 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)}*10 0	(4)	(5)	(6) {(4)/(2)}*10 0	(7)={ (5)/(2)}*10 0
Promoter and Promoter Group	49590199	49587699	100	49587699	0	100	0



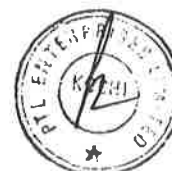
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7893870	54.45	6984103	909767	88.47	11.52
Total	66188500	58981569	89.11	58071802	909767	98.46	1.54

**Resolution No.7 –Appointment of Mr. U.S.Anand 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 and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7885370	54.39	6975463	909767	88.46	11.54
Total	66188500	58973069	89.09	58063162	909767	98.46	1.54

**Resolution No.8 –Ratification of appointment of Manager under the Companies act 1956/2013 -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 and Promoter Group	49590199	49587699	100	49587699	0	100	0



Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7893370	54.45	7694109	199261	97.47	2.53
Total	66188500	58981069	89.11	58781808	199261	99.66	0.34

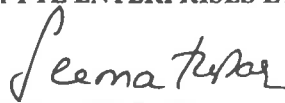
**Resolution No.9 –Appointment of Manager under the Companies Act 2013 - Passed with requisite majority as an Ordinary Resolution**

Promoter/Publisher	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 and Promoter Group	49590199	49587699	100	49587699	0	100	0
Public-Institutional holders	2101200	1500000	71.39	1500000	0	100	0
Public-Others	14497101	7890570	54.42	7691309	199261	97.47	2.53
Total	66188500	58978269	89.11	58779008	199261	99.66	0.34

**Resolution No.10 –Divestment of shareholding in subsidiary Companies**

Item No. 10, was deferred in view of Hon'ble Kerala high court order dated Friday 19<sup>th</sup> September 2014 granting temporary injunction, restraining the Company from considering the resolution proposed at item no. 10 in regard to sale of the Company's shareholding in Artemis Health Science Limited and Artemis Medicare Services Limited at this meeting. In compliance with the order of Hon'ble high court item no 10 was not taken up at the meeting.

For PTL ENTERPRISES LTD.

  
(SEEMA THAPAR)  
COMPANY SECRETARY

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

TO,

**THE CHAIRMAN**  
**PTL Enterprises Limited**  
**6<sup>th</sup> Floor, Cherupushpam Building,**  
**Shanmugham Road, Kochi-682031**

## PASSING OF RESOLUTION THROUGH E-VOTING AND POLL CONDUCTED AT THE 53<sup>RD</sup> ANNUAL GENERAL MEETING OF PTL ENTERPRISES LIMITED HELD ON 22<sup>ND</sup> September, 2014

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 e-voting process held between 17.09.2014(9:00 AM) to 18.09.2014 (6:00 PM) and the Chairman of the 53<sup>rd</sup> Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 53<sup>rd</sup> Annual General Meeting of the members of the Company held on Monday, 22<sup>nd</sup> September, 2014 at Aangan, 5<sup>th</sup> Floor, Bharat Tourist Home (BTH), D H Road, Gandhi Square, Kochi at 10.00 A.M.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for E-Voting to the shareholders from 17.09.2014 (9:00 AM) TO 18.09.2014 (6:00 PM). On completion of e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 19.09.2014, in the presence of two witnesses.

At the 53<sup>rd</sup> AGM of the company held on 22<sup>nd</sup> September 2014, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The chairman of the AGM has appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's 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 favour 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	7864516	13.33	25326	0.05	NIL	-
	Poll	51091527	86.62	0	0	351	0
	Total	58956043	99.95	25326	0.05	351	0

Item No.2 of the Notice (As an Ordinary Resolution)	E-Voting	7856516	13.32	25026	0.05	NIL	-
	Poll	51091477	86.63	50	0	351	0
	Total	58947993	99.95	25076	0.05	351	0
Item No.3 of the Notice (As an Ordinary Resolution)	E-Voting	6971635	11.82	909907	1.55	NIL	-
	Poll	51091527	86.63	0	0	351	0
	Total	58063162	98.45	909907	1.55	351	0
Item No.4 of the Notice (As an Ordinary Resolution)	E-Voting	7404655	12.55	485387	0.83	NIL	-
	Poll	51091477	86.62	50	0	351	0
	Total	58496132	99.17	485437	0.83	351	0
Item No.5 of the Notice (As an Ordinary Resolution)	E-Voting	6980135	11.83	899460	1.53	NIL	-
	Poll	51091527	86.64	0	0	351	0
	Total	58071662	98.47	899460	1.53	351	0
Item No.6 of the Notice (As an Ordinary Resolution)	E-Voting	6980275	11.83	909767	1.54	NIL	-
	Poll	51091527	86.63	0	0	351	0
	Total	58071802	98.46	909767	1.54	351	0
Item No.7 of the Notice (As an Ordinary Resolution)	E-Voting	6971635	11.82	909907	1.54	NIL	-
	Poll	51091527	86.64	0	0	351	0
	Total	58063162	98.46	909907	1.54	351	0
Item No.8 of the Notice (As an Ordinary Resolution)	E-Voting	7690281	13.04	199261	0.34	NIL	-
	Poll	51091527	86.62	0	0	351	0
	Total	58781808	99.66	199261	0.34	351	0
Item No.9 of the Notice (As an Ordinary Resolution)	E-Voting	7687481	13.04	199261	0.33	NIL	-
	Poll	51091527	86.63	0	0	351	0
	Total	58779008	99.67	199261	0.33	351	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, M.A.(Pol.), M.A(Pub.Admn.), F.C.S., LL.B.**  
**Practising Company Secretary**

**61/2939, Tenrose**  
**S.R.M. Road**  
**Cochin-682018**  
**Telephone: 2401685**  
**: 2401684**

**Mobile : 9388603877**

**E-Mail: [tenrose@vsnl.com](mailto:tenrose@vsnl.com)**

**[tenrose@gmail.com](mailto:tenrose@gmail.com)**

**22.09.2014**

**To,**  
**The Chairman**  
**PTL Enterprises Limited**  
**6<sup>th</sup> Floor, Cherupushpam Building,**  
**Shanmugham Road, Kochi-682031**


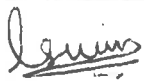
**Report of the Scrutinizer on Electronic Voting pursuant to section 108 of the Companies Act 2013 and rule 20 (3) (ix) of the Companies (Management and Administration Rules) 2014.**

**Dear Sir,**

**I, P.P. Zibi Jose, Practising Company Secretary, have been appointed by the Board of Directors of PTL Enterprises Limited as the Scrutinizer for the e-voting process to ascertain the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 on the resolution(s) contained in the Notice of the 53<sup>rd</sup> Annual General Meeting of the members of the Company to be held on Monday, 22<sup>nd</sup> September, 2014 at Aangan, 5<sup>th</sup> Floor, Bharat Tourist Home (BTH), D H Road, Gandhi Square, Kochi at 10.00 A.M..**

**As the scrutinizer, I report that in Compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014 the above electronic voting remained open to the members from 17.09.2014(9:00 am) to 18.09.2014 (6:00 pm). The e-voting period was completed three days prior to the date of meeting as per the above rule.**

**On completion of e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 19.09.2014, in the presence of two witnesses, who were not in employment of the Company. The names and signatures of the witnesses are as follows:-**

Sl.No	Name of Witness	Signature
1.	Ambily M Kunnummel Chira Kokkothamangalam PO Cherthala	
2.	Aswin D.M. Devoswam Parambil Cherai PO Ernakulam	



The details containing interalia, list of equity shareholders, who voted "for"," against" the resolution that was put to vote were generated from e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and based on such reports, result of the e-voting is as under:-

**ORDINARY BUSINESS**

- (a) **Resolution No.1- adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014-Passed with requisite majority as an Ordinary Resolution**

RESOLVED THAT the Audited Accounts of the Company for the year ended March 31, 2014 and the Reports of the directors and of the Auditors thereon be and are hereby adopted

- (i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
59	7864516	99.68	11.88

- (ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
4	25326	0.32	0.04

- (iii) Invalid Votes: NIL

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

"RESOLVED THAT the dividend @Re.1 per Equity Share on 6,61,88,500 Equity Shares of the Company as recommended by the Board of Directors be and is hereby approved for payment out of distributable profits of the Company relating to the year ended March 31, 2014 to be paid to the members whose names appear in the Register of Members on the basis of opening balances of shares as on 26<sup>TH</sup> August, 2014 "

- (i) Voted in **favour** of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
59	7856516	99.68	11.87

- (ii) Voted **against** the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
3	25026	0.32	0.04

- (iii) Invalid Votes: NIL

**(c) Resolution No.3 – Reappointment of Mr. U.S. Oberoi who retires by rotation- Passed with requisite majority as an Ordinary Resolution**

**“RESOLVED THAT Mr. U. S Oberoi (DIN 00058606), Director who retires by rotation, be and is hereby re-appointed as a Director of the company**

**(i) Voted in favour of the resolution:**

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
31	6971635	88.45	10.53

**(ii) Voted against the resolution:**

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
31	909907	11.55	1.37

**(iii) Invalid Votes: NIL**

**(d) Resolution No.4 – Appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution**

**“RESOLVED THAT M/s H.N Mehta Associates, Chartered Accountants, the retiring auditors (Registration No. 106219W) be and are hereby reappointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the accounts for the Financial Year 2014-15 and the Board of Directors/Committee of the board be and is hereby authorized to fix remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit and also such other remuneration , as may be decided to be paid by the Board/Committee of the Board, for performing duties permissible under the Companies Act 2013 other than those referred to herein above”**

**(i) Voted in favour of the resolution:**

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
38	7404655	93.85	11.19



(ii) Voted against the resolution:

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
25	485387	6.15	0.73

(iii) Invalid Votes: NIL

**SPECIAL BUSINESS**

**(e) Resolution No.5-Appointment of Mr. K. Jacob Thomas as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution:

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
32	6980135	88.58	10.55

(ii) Voted Against the resolution

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
30	899460	11.42	1.36

(iii) Invalid Votes: NIL

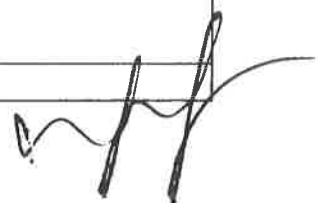
**(f) Resolution No.6- -Appointment of Ms. Pallavi Shroff as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
32	6980275	88.47	10.54

(ii) Voted Against the resolution

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
31	909767	11.53	1.37



(iii) Invalid Votes: NIL

**(g) Resolution No.7- Appointment of Mr. U S Anand as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
31	6971635	88.45	10.53

(ii) Voted Against the resolution

Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
31	909907	11.55	1.37

(iii) Invalid Votes: NIL

**(h) Resolution No.8-Ratification of the Appointment of Mr. C Thomas Mathew as Manager of the Company- Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
48	7690281	97.47	11.62

(ii) Voted against the resolution


Number of members voted through e-voting	Number of votes cast by them	% against through e-voting	% on Paid Up Capital
14	199261	2.53	0.30

(iii) Invalid Votes: NIL

**(i) Resolution No.9-Appointment of Mr. Bala Krishnan G as Manager- Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution

Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
46	7687481	97.47	11.61



**(ii) Voted against the resolution**

Number of members voted through e- voting	Number of votes cast by them	% against through e- voting	% on Paid Up Capital
14	199261	2.53	0.30

**(iii) Invalid Votes: NIL**

**Yours Truly**

**P.P Zibi Jose**  
**Practising Company Secretary**



**To**

**The Company Secretary,  
PTL ENTERPRISES LIMITED.,  
6<sup>th</sup> Floor, Cherupushpam Building,  
Shanmugham Road, Kochi-682031**

**FORM No. MGT – 13**

**Report of Scrutinizer**

(Pursuant to section 109 of the Companies Act, 2013 & Rule 21 (2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
PTL Enterprises Limited  
6<sup>th</sup> Floor, Cherupushpam Building,  
Shanmugham Road, Kochi-682031

53<sup>rd</sup> Annual General Meeting of the members of PTL Enterprises Ltd held on Monday, 22<sup>nd</sup> September, 2014 at Aangan, 5<sup>th</sup> Floor, Bharat Tourist Home (BTH), D H Road, Gandhi Square, Kochi at 10.00 A.M.

Dear Sir,

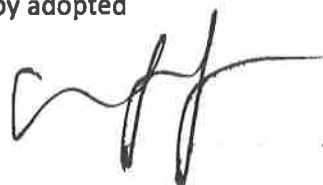
I, P.P. Zibi Jose, Practising Company Secretary, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolutions (s) at the 53<sup>rd</sup> Annual General Meeting of PTL Enterprises Limited, held on Monday, 22<sup>nd</sup> September, 2014 at Aangan, 5<sup>th</sup> Floor, Bharat Tourist Home (BTH), D H Road, Gandhi Square, Kochi at 10.00 A.M., submit my report as under:-

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:-

**ORDINARY BUSINESS**

(a) Resolution No.1- adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2014-Passed with requisite majority as an Ordinary Resolution

RESOLVED THAT the Audited Accounts of the Company for the year ended March 31, 2014 and the Reports of the directors and of the Auditors thereon be and are hereby adopted



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

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

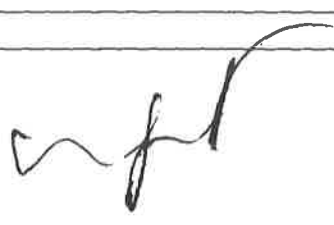
"RESOLVED THAT the dividend @Re.1 per Equity Share on 6,61,88,500 Equity Shares of the Company as recommended by the Board of Directors be and is hereby approved for payment out of distributable profits of the Company relating to the year ended March 31, 2014 to be paid to the members whose names appear in the Register of Members on the basis of opening balances of shares as on 26<sup>TH</sup> August, 2014 "

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	51091477	99.99

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0





(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**(c) Resolution No.3 – Reappointment of Mr. U.S. Oberoi who retires by rotation- Passed with requisite majority as an Ordinary Resolution**

“RESOLVED THAT Mr. U.S. Oberoi (DIN 00058606), Director who retires by rotation, be and is hereby re-appointed as a Director of the company”

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**(d) Resolution No.4 – Appointment of Auditors and fixing their remuneration- Passed with requisite majority as an Ordinary Resolution**

“RESOLVED THAT M/s H.N Mehta Associates, Chartered Accountants, the retiring auditors (Registration No. 106219W) be and are hereby reappointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the accounts for the Financial Year 2014-15 and the Board of Directors/Committee of the board be and is hereby authorized to fix remuneration plus traveling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit and also such other remuneration , as may be decided to be paid by the Board/Committee

of the Board, for performing duties permissible under the Companies Act 2013 other than those referred to herein above"

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	51091477	99.99

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**SPECIAL BUSINESS**

**(e) Resolution No.5-Appointment of Mr. K. Jacob Thomas as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**(f) Resolution No.6- Appointment of Ms. Pallavi Shroff as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

**(i) Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid Votes:**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	351

**(g) Resolution No.7- Appointment of Mr. U S Anand as an Independent Director – Passed with requisite majority as an Ordinary Resolution**

**(i) Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

**(ii) Voted against the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**(h) Resolution No.8-Ratification of the Appointment of Mr. C Thomas Mathew as Manager of the Company- Passed with requisite majority as an Ordinary Resolution**

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

(ii) Voted **against** the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

**(i) Resolution No.9-Appointment of Mr. Bala Krishnan G as Manager- Passed with requisite majority as an Ordinary Resolution**

(i) Voted in **favour** of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	51091527	100

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	351

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes (hard copy) were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safekeeping.

Thanking You,

Yours Faithfully,



P.P. ZIBI JOSE  
PRACTICING COMPANY SECRETARY

PLACE:-ERNAKULAM

DATE:-22.09.2014

TO

The Company Secretary,  
PTL ENTERPRISES LIMITED.,  
6<sup>th</sup> Floor, Cherupushpam Building,  
Shanmugham Road, Kochi-682031