

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprises.com

CIN - L25111KL1959PLC009300

9th Day of August, 2016

<p>The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051</p>	<p>The Secretary Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001</p>
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Sub: Proceedings of 55th Annual General Meeting of the Company

Dear Sir/ Madam,

Pursuant to Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform that in 55th Annual General Meeting held on 8th August, 2016, Monday at 2:00 PM at Willingdon Hall, Vivanta, Malabar Taj, Willingdon Island, Kochi- 682009 (Kerala), as per the Notice of AGM, members approved the following resolutions:-

- 1.) Adoption of the audited Financial Statements (including the Consolidated Financial Statements) of the company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors & Auditors thereon.
- 2.) Dividend @50% (Re. 1 per share) for the year 2015-16 was declared to be paid to those shareholders whose name appeared on the register of members of the company as on date of Book Closure.
- 3.) Re-appointment of Mr. Neeraj Kanwar (DIN- 00058951) as Director who retires by rotation & being eligible offers himself for reappointment.



4.) Re-Appointment of M/s. H.N. Mehta Associates, Chartered Accountants (Registration No.106219W), the retiring 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 2016-17.

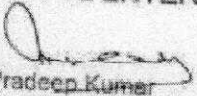
The Board of Directors had appointed Mr.P.P.Zibi Jose, Practicing Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process.

The Chairman authorized the Company secretary to declare the results of voting. The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thanking you,
Yours Sincerely,

For PTL ENTERPRISES LIMITED


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

Format for Voting Results

Date of the AGM/EGM				08.08.2016				
Total number of shareholders on record date				174				
No. of shareholders present in the meeting either in person or through proxy:				174				
Promoters and Promoter Group:				1				
Public:				173				
No. of Shareholders attended the meeting through Video Conferencing				-				
Promoters and Promoter Group:				-				
Public				-				
Resolution required: (Ordinary/ Special)				Ordinary- To receive consider and adopt the audited financial statements of the Company for ended March 31, 2016, and the reports of the Board of Directors and the Auditors thereon.				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled votes on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes ag
Promote r and Promote r Group	E-Voting	46215399	46215399	100%	46215399	-	100%	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public- Institution s	Total	46215399	46215399	100%	46215399	-	100%	-
	E-Voting	3945	3945	100%	3945	-	100%	-
	Poll	1225	1225	100%	1225	-	100%	-
Public- Institution s	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	5170	5170	100%	5170	-	100%	-
	E-Voting	-	-	-	-	-	-	-
Public- Non Institution s	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	46220569	46220569	100%	46220569	-	100%	-



Resolution required: (Ordinary/ Special)		Ordinary- To declare dividend on equity shares.									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	Votes on	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled	Votes in	% of Votes ag on votes polle	
		(1)	(2)	(3)=[(2)/(1)]* 100		(4)	(5)	(6)=[(4)/(2)]*100		(7)=[(5)/(2)]*100	
Promote r and Promote r Group	E-Voting	46215399	46215399	100%		46215399	-	100%	-	-	
	Poll	-	-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	Total	46215399	46215399	100%		46215399	-	100%	-	-	
Public-Institution s	E-Voting	3945	3945	100%		3945	-	100%	-	-	
	Poll	1225	1225	100%		1225	-	100%	-	-	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	Total	5170	5170	100%		5170	-	100%	-	-	
Public-Non Institution s	E-Voting	-	-	-	-	-	-	-	-	-	
	Poll	-	-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	NA	NA	
	Total	-	-	-	-	-	-	-	-	-	
Total		46220569	46220569	100%		46220569	-	100%	-	-	



Resolution required: (Ordinary/ Special)		Ordinary- To appoint a Director in place of Mr. Neeraj Kanwar (DIN - 00058951), who retires t rotation, and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled votes on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes ag on votes polle
Promote r and Promote r Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10
	Poll	46215399	46215399	100%	46215399	-	100%	-
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	46215399	46215399	100%	46215399	-	100%	-
	E-Voting	3945	3945	100%	945	3000	23.95%	76.04%
Public-Institution s	Poll	1225	1225	100%	1225	-	-	-
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	5170	5170	100%	2170	3000	41.97	58.02
Public-Non Institution s	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total	Total	46220569	46220569	100%	46217569	3000	99.99	0.006%



Resolution required: (Ordinary/ Special)		Ordinary- To re-appoint Auditors and fix their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour polled	% of Votes in favour on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Postal Ballot (if applicable)							
	Total							
	E-Voting							
Public-Institutions	Postal Ballot (if applicable)							
	Total							
	E-Voting							
	Postal Ballot (if applicable)							
Public-Non Institutions	E-Voting							
	Postal Ballot (if applicable)							
	Total							
	E-Voting							
Total	Postal Ballot (if applicable)							
	Total							
	E-Voting							
	Postal Ballot (if applicable)							



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

To,

**The Chairman
PTL Enterprises Ltd
3rd Floor, Areekal Mansion
Near Manorama Junction
Panampilly Nagar
Ernakulam-682036**

Passing of Resolution through Remote E-Voting and poll conducted at the 55th Annual General Meeting of PTL Enterprises Ltd held on August 08, 2016

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 05.08.2016 (10.00 A.M.) to 07.08.2016 (5.00 P.M.) and the Chairman of the 55th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the poll conducted on the resolution(s) contained in the Notice of the 55th Annual General Meeting of the members of the Company held on Monday, August 08, 2016 at Willington Hall, Vivanta Malabar (Taj), Willington Island, Kochi at 2.00 P.M..

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote E-Voting to the shareholders from 05.08.2016 (10.00 A.M.) to 07.08.2016 (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 08.08.2016, in the presence of two witnesses.

At the 55th AGM of the company held on August 08, 2016, 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.

08.08.2016

To,

The Chairman
PTL Enterprises Ltd
3rd Floor, Areekal Mansion
Near Manorama Junction
Panampilly Nagar
Ernakulam-682036



Report of the Scrutinizer on Electronic Voting pursuant to Section 108 of the Companies Act 2013 and rule 20 (4) (ix) of the Companies (Management and Administration Amendment) Rules 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 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) Amendment Rules 2015 on the resolution(s) contained in the Notice of the 55th Annual General Meeting of the members of the Company to be held on Monday, August 8, 2016 at Willington Hall, Vivanta Malabar (Taj), Willington Island, Kochi at 2.00 P.M.

As the Scrutinizer, I report that in Compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Amendment Rules 2015 the above electronic voting remained open to the members from 05.08.2016 (10.00 A.M.) to 07.08.2016 (5.00 P.M.). The facility for remote e-voting remained open for three days and closed at 5.00 P.M. on the date preceding the date of the general meeting.

On completion of e-voting period, in compliance of the provisions of Rule 20 (4) (xi) of the Companies (Management and Administration) Amendment Rules 2015, I have unblocked the votes on 08.08.2016, 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.	Sujith P.S Panachickal (H) Plassanal P.O Thalappalam Kottayam-686579	
2.	Vaishnav .S Kuzhikandathil (H) Kottanadu P.O Kandanperoor Ranni Pathanamthitta-689615	

(c) **Resolution No.3 – Reappointment of Mr. Neeraj Kanwar (DIN-00058951) who retires by rotation**

(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
9	46216344	99.99	69.83

(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
1	3000	0.01	0.0045

(iii) Invalid Votes: NIL

(d) **Resolution No.4 – Ratification of appointment of Auditors and fixing their remuneration**

(i) Voted in favour of the resolution:

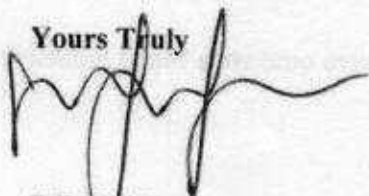
Number of members voted through e-voting	Number of votes cast by them	% in favour through e-voting	% on Paid Up Capital
10	46219344	100	69.83

(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
0	0	0	0

(iii) Invalid Votes: NIL

Yours Truly



P.P Zibi Jose
Practising Company Secretary

P.P. ZIBI JOSE M. Com, MBA, FCS, LL.B.
COMPANY SECRETARY
C.P. NO:1222
41/53/1, TEN ROSE, S.R.M. ROAD, COCHIN -18
MOB: 9447016857/2401684

ORDINARY BUSINESS

(a) Resolution No. 1- Adoption of Financial Statement of the Company(Standalone & Consolidated) and Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016

(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
26	1225	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
0	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
3	156

(b) Resolution No.2 – Declaration of Dividend on Equity Shares

(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
26	1225	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
0	0	0

(iii) **Invalid Votes:**

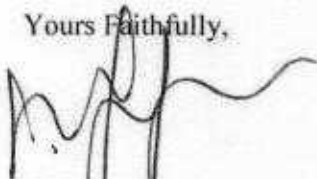
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
3	156

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

P.P. ZIBI JOSE M. Com, MBA, FCS, LLB.
COMPANY SECRETARY
C.P. NO:1222
61/2320 TEN ROSE, S.R.M ROAD, COCHIN -18
DIP 2401685 / 2401684

Place:- Kochi

Date:- 08.08.2016

CC

To

The Company Secretary
PTL Enterprises Ltd
3rd Floor, Areekal Mansion
Panampilly Nagar, Ernakulam-682036