

# PTL ENTERPRISES LIMITED

Website: [www.ptlenterprise.com](http://www.ptlenterprise.com)

E.mail: [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com)

CIN - L25111KL1959PLC009300

Dated: July 25, 2024

The Secretary National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Trading Symbol: PTL	The Secretary BSE Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 509220
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Sub: Results for 63<sup>rd</sup> Annual General Meeting

Ref: Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 (3) of SEBI (LODR) Regulations, 2015.

Dear Sirs,

With reference to the captioned matter, please note that in the 63<sup>rd</sup> Annual General Meeting of the Company held on July 24, 2024 at 02:30 PM, IST through video commencing, the Members have passed all the item(s) (Item 1 to 5) mentioned in the Notice.

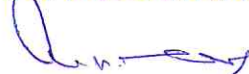
The detailed Results (“Annexure 1”) and the Report of Scrutinizer dated July 25, 2024, are attached herewith.

The AGM concluded at 3:21 PM IST.

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

**Corporate Office :** C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector -32, Gurugram -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

**SCRUTINIZER'S REPORT**

(Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014

**July 25, 2024**

**Mr. Onkar Kanwar**  
**Chairman of the 63<sup>rd</sup> AGM**  
**PTL ENTERPRISES LTD.**  
**3rd floor, Areekal Mansion,**  
**Near Manorama Junction, Panampilly Nagar,**  
**Kochi - 682036**

Dear Sir,

**Sub : Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended and in accordance with the circulars prescribed by the Ministry of Corporate Affairs ("MCA") for 63<sup>rd</sup> Annual General Meeting of PTL Enterprises Ltd. held on 24<sup>th</sup> July, 2024 at 2:30 P.M. through video conferencing ('VC') or Other Audio-Visual Means (OAVM)**

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I, Manoj Sharma, Partner, RSMV & Co., Practicing Company Secretaries was appointed as the Scrutinizer by the Board of Director of the PTL Enterprises Ltd. pursuant to **Section 108** of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"/ "Listing Regulations") and in accordance with the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), as amended for the 63<sup>rd</sup> Annual General Meeting conducted through remote e-voting, hereby report the results of the General Meeting through remote e-voting exercised by the Members in respect of the Ordinary and Special Resolution mentioned in the Notice of the Annual General Meeting dated June 12, 2024 as follows:-



1. The Notice dated 12<sup>th</sup> June 2024, Convening the AGM, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories in compliance with the ministry of corporate affairs vide its General Circular dated 5 May, 2020 and 13 January, 2021 read with circulars dated April 08 2020 and 13 April, 2020 (collectively referred as "MCA Circulars), and SEBI circulars dated 12 May, 2020, 15 January, 13 May, 2022 and 05 January 2023.
2. The AGM was held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue in compliance with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (MCA Circulars) and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, and other applicable laws, rules, regulations and circulars issued in this regard. The Company had engaged NSDL for facilitating Remote e-voting to enable the Members to cast their votes electronically.
3. The votes cast through remote e-voting during the AGM were duly scrutinized.
4. I have considered all the electronic votes recorded from July 21, 2024 (10:00 AM IST) to July 23, 2024 (5:00 PM IST), being the last date and time fixed by the Company for casting of the Remote e-voting as available in the NSDL website, has been considered in my scrutiny.
5. The shareholders of the Company holding shares as on "cut-off" date 17<sup>th</sup> July, 2024 were entitled to vote on the resolutions as contained in the Notice of AGM. After the closure of remote e-voting, remote e-voting during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
6. The e-voting was unblocked by us immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and we have downloaded the e-voting report from the website of NSDL in respect of members, who voted through e-voting.
7. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made there under including MCA circulars; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to e-voting.





8. Our responsibility as Scrutinizer for remote e-voting process is restricted to making Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as set-out in the Notice, based on the reports generated from the e-voting system provided by NSDL.
9. The total paid up share capital of the Company as on cut-off date was Rs.13,23,77,000/- divided into 13,23,77,000 equity shares of Re. 1/- each.
10. After scrutiny, the summary of the e-voting is given below:

S. No.	Particulars	No. of Members voted in Physical postal ballot forms	No. of votes Cast (Shares)- Physical Ballot Forms	No. of Members voted in E-voting	No. of votes Cast E Voting
<b><u>Resolution No.1</u></b>		<b>To consider and adopt the audited financial statements of the Company for the year ended March 31, 2024, and reports of the Board of Directors and of the Auditors thereon</b>			
1.	Total votes received	N.A.	N.A.	110	9,35,25,625
2.	Less : Invalid votes	N.A.	N.A.	0	0
3.	Net Valid votes	N.A.	N.A.	110	9,35,25,625
4.	With Assent	N.A.	N.A.	106	9,35,22,426
5.	With dissent	N.A.	N.A.	4	3,199
<b><u>Resolution No.2</u></b>		<b>To declare Final Dividend for the Financial Year 2023-24</b>			
1.	Total votes received	N.A.	N.A.	110	9,35,25,625
2.	Less : Invalid votes	N.A.	N.A.	0	0
3.	Net Valid votes	N.A.	N.A.	110	9,35,25,625
4.	With Assent	N.A.	N.A.	107	9,35,22,446
5.	With dissent	N.A.	N.A.	3	3,179
<b><u>Resolution No.3</u></b>		<b>To appoint Mr. Harish Bahadur (DIN-00032919), who retires by rotation and being eligible, offers himself for re-appointment as a Director.</b>			



1.	Total votes received	N.A.	N.A.	110	9,35,25,625
2.	Less : Invalid votes	N.A.	N.A.	0	0
3.	Net Valid votes	N.A.	N.A.	110	9,35,25,625
4.	With Assent	N.A.	N.A.	102	9,35,21,538
5.	With dissent	N.A.	N.A.	8	4,087
<b>Resolution No.4</b>		<b>To Appoint Mr. Ranganayakulu Jagarlamudi (DIN-08153627) as an Independent Director</b>			
1.	Total votes received	N.A.	N.A.	110	9,35,25,625
2.	Less : Invalid votes	N.A.	N.A.	0	0
3.	Net Valid votes	N.A.	N.A.	110	9,35,25,625
4.	With Assent	N.A.	N.A.	103	9,35,22,072
5.	With dissent	N.A.	N.A.	7	3,553
<b>Resolution No.5</b>		<b>To Fix the tenure of Mr. Onkar Kanwar (DIN: 00058921), Chairman and Non-Executive Director of the Company</b>			
1.	Total votes received	N.A.	N.A.	110	9,35,25,625
2.	Less : Invalid votes	N.A.	N.A.	1	5,000
3.	Net Valid votes	N.A.	N.A.	109	9,35,20,625
4.	With Assent	N.A.	N.A.	101	9,35,17,035
5.	With dissent	N.A.	N.A.	8	3,587

**Based on the above, the result is given as under:**

**Item No.- 1 To consider and adopt the audited financial statements of the Company for the year ended March 31, 2024, and reports of the Board of Directors and of the Auditors thereon**

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
106	9,35,22,426	99.997



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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
4	3,199	0.003

**(iii) Invalid Votes:**

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
NIL	NIL	NIL

**Result:** -The Resolution to Approve the Audited Financial Statements of the Company for the year ended March 31, 2024 and reports of the Board of Directors and of the Auditors thereon passed as an Ordinary Resolution.

**Item No.-2 To declare Final Dividend for the Financial Year 2023-24**

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
107	9,35,22,446	99.997

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
3	3,179	0.003

**(iii) Invalid Votes:**

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
NIL	NIL	



**Result: -The Resolution for Approval for Payment of the Final Dividend for the FY ending 31.03.2024 of the Company passed as an Ordinary Resolution.**

**Item No.- 3 To appoint Mr. Harish Bahadur (DIN- 00032919), who retires by rotation and being eligible, offers himself for re-appointment as a Director.**

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
102	9,35,21,538	99.996

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
8	4,087	0.004

**(iii) Invalid Votes:**

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
NIL	NIL	NIL

**Result:-The Resolution for Approval of re-appointment of Mr. Harish Bahadur (DIN- 00032919), who retires by rotation and being eligible, offers himself for re-appointment as a Director. passed as an Ordinary Resolution.**





**Item No.- 4 To Appoint Mr. Ranganayakulu Jagarlamudi (DIN-08153627) as an Independent Director.**

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
103	9,35,22,072	99.996

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
7	3,553	0.004

(iii) **Invalid Votes:**

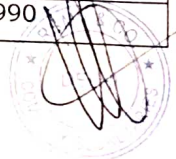
Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
NIL	NIL	NIL

**Result : -The Resolution for Approval of appointment Mr. Ranganayakulu Jagarlamudi (DIN-08153627) passed as a Special Resolution.**

**Item No.- 5 To Fix the tenure of Mr. Onkar Kanwar (DIN: 00058921), Chairman and Non-Executive Director of the Company.**

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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
101	9,35,17,035	99.990





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

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
8	3,587	0.004

(iii) **Invalid Votes:**

Number of Members Voted	Number of valid votes cast by them	% of total numbers of valid votes cast
1	5,000	0.006

**Result:- The Resolution to fix the tenure of Mr. Onkar Kanwar (DIN: 00058921), Chairman and Non-Executive Director of the Company passed as a Special Resolution.**

**For RSMV & Co.  
Company Secretaries**

  
**(Manoj Sharma)**  
**Partner**  
**FCS: 7516**  
**CPNo:11571**

**UDIN: F007516F000813299**

**Peer reviewed vide Certificate No:1198/2021**

**Place: New Delhi**  
**Date: July 25, 2024**