

# PTL ENTERPRISES LIMITED

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

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

CIN - L25111KL1959PLC009300

Dated: July 06, 2023

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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**Ref.: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Submission of Notice of the 62<sup>nd</sup> Annual General Meeting scheduled for August 3, 2023 for the Financial Year 2022-23**

Dear Sir/ Madam,

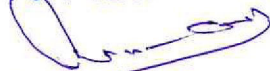
Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice of the 62<sup>nd</sup> Annual General Meeting scheduled for August 3, 2023 for the Financial Year 2022-23, The said Notice forms part of the 62<sup>nd</sup> Integrated Annual Report of the Company for the Financial Year 2022-23.

Notice of the 62<sup>nd</sup> Annual General Meeting for the Financial Year 2022-23 is available on the website of the Company at <https://www.ptlenterprise.com> .

This is for your information and records.

Thanking you  
Yours truly,

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, 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

# PTL ENTERPRISES LTD.

**Regd. Office:** 3<sup>rd</sup> Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala-682036  
**CIN:** L25111KL1959PLC009300, **Website:** www.ptlenterprise.com, **Email:** investors@ptlenterprise.com,  
**Tel:** 0484 – 4012046, 4012047, **Fax:** (0484) - 4012048

## NOTICE

NOTICE is hereby given that the 62<sup>nd</sup> Annual General Meeting of the Members of **PTL ENTERPRISES LTD.** will be held on Thursday, August 03, 2023, at 03:00 P.M., IST, through Video Conferencing (“VC”), for which purpose the Registered Office of the Company situated at 3<sup>rd</sup> Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi, Kerala - 682036 shall be deemed as the venue for the Meeting to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2023, and reports of the Board of Directors and of the Auditors thereon and in this regard, to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and the Auditors thereon, as circulated to the members be and are hereby considered and adopted.”

- To declare Final Dividend for the Financial Year 2022-23 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** Final Dividend at the rate of ₹ 1.75 per equity share of ₹ 1/- as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023, and the same be paid out of the profits of the Company.”

- To appoint Mr. Neeraj Singh Kanwar (DIN- 00058951), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable provisions including rules thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Neeraj Singh Kanwar (DIN- 00058951), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

- To Re-Appoint Mr. Sunil Tandon (DIN- 08342585) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendation of Nomination and Remuneration Committee, Mr. Sunil Tandon (DIN- 08342585) who was appointed as an Independent Director and who holds office as an Independent Director up to February 04, 2024, and who has made a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Listing Regulations and who is eligible for the re- appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second

term of 5 (five) consecutive years with effect from February 05, 2024, to February 04, 2029, on the Board of the Company”.

**5. To Re-Appoint Mr. Tapan Mitra (DIN- 08445248) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendation of Nomination and Remuneration Committee, Mr. Tapan Mitra (DIN- 08445248) who was appointed as an Independent Director and who holds office as an Independent Director up to May 08, 2024, and who has made a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Listing Regulations and who is eligible for the re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from May 09, 2024, to May 08, 2029, on the Board of the Company”.

By the order of Board  
For PTL Enterprises Ltd.

Place : Gurugram  
Date : June 20, 2023

Pradeep Kumar  
Company Secretary & Compliance Officer

**NOTES:**

1. Ministry of Corporate Affairs (MCA) pursuant to 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, the latest being 10/2022 dated December 28, 2022 (MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, and other applicable circulars issued in this regard, have allowed the Companies to conduct AGM through VC till September 30, 2023, without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 62<sup>nd</sup> AGM of the Company shall be conducted through VC. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 15 below.
2. Information under Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed is provided at note no. 26 of the notes and forms part of the notice.
3. In terms of the MCA Circulars mentioned above, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 62<sup>nd</sup> AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Representatives of Institutional / Corporate members, may be appointed in pursuance of Section 112 and Section 113 of the Act, for the purpose of voting through remote e-voting, for participation in the 62<sup>nd</sup> AGM through VC Facility and e-voting during the 62<sup>nd</sup> AGM and are requested to provide certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer on his email id rsmndco.cs@gmail.com, on its registered email address with a copy marked to evoting@nsdl.co.in.
5. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the 62<sup>nd</sup> AGM through VC Facility and e-voting during the 62<sup>nd</sup> AGM.
6. Members may join the 62<sup>nd</sup> AGM through VC Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 PM IST i.e., 30 minutes before the time scheduled for the AGM and the Company may close the window for joining the VC Facility 30 minutes after the scheduled.
7. Members may note that the VC Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-serve basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, Secretarial Auditors etc., can attend the 62<sup>nd</sup> AGM without any restriction on account of first-come first-serve principle.
8. Attendance of the Members participating in the 62<sup>nd</sup> AGM through VC Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members holding shares in physical form and who have not updated their e-mail id's with the Company are requested to update their e-mail id's by writing to the Company at investors@ptlenterprise.com along with the copy of the signed request letter mentioning the name and address of the Member, self- attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Voter Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised (demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, Members may write to investors@ptlenterprise.com. Electronic copy of all the documents referred to in the accompanying Notice of the 62<sup>nd</sup> AGM shall be available for inspection on the website of the Company at www.ptlenterprise.com, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

10. Members intending to require information about accounts and / or any other points related to the operation of the Company to be explained at the meeting are requested to send their queries to the Company through email on [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com). Only those speaker registration requests received till 5:00 pm (IST) on July 27, 2023, will be considered and responded to during the AGM.
11. The shares of the Company are under compulsory demat list of Securities and Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case members who do not hold shares in demat form, may do so by opening an account with a depository participant and complete dematerialization formalities.
12. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.
13. Members holding shares in physical form are requested to intimate changes with respect to their bank account viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc., or immediately to the Company. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
14. In line with the Ministry of Corporate Affairs (MCA) Circulars , the Notice calling the AGM along with the integrated Annual Report has been uploaded on the website of the Company. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the same is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**15. The instructions for members for remote e-voting and joining AGM are as under:-**

The remote e-voting period begins on Monday July 31, 2023, 10:00 AM. and ends on Wednesday, August 02, 2023, 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e., July 27, 2023, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 27, 2023.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 09, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi tab and then use your existing Myeasi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or Joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.

Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a pdf file. Open the pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system.**

**How to cast your vote electronically and Join General Meeting on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the Companies “EVEN” in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsmandco.cs@gmail.com](mailto:rsmandco.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc.) by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **16. Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A).

(A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

### **17. The instructions for members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members / Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**18. Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for access to NSDL e-voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against Company name. Members are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) by July 20, 2023. Those Shareholders who have pre-registered themselves as a speaker will only be those Shareholders who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The speaker shall ensure being connected to a device with a video/ camera same along with good internet speed for the same. Those speakers whose names are called out by the Chairman and are not available will not be allowed to speak later to ensure proceedings flow in a smooth manner.

**19. Other Guidelines for Members**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date of July 27, 2023.
- c. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e, June 30, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the notice and holding shares as of the cut-off date i.e. June 30, 2023, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system.

- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
  - e. The Board of Directors have appointed M/s RSMV & Co., Practicing Company Secretaries, as the Scrutinizer, who has also given their consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
  - f. During the 62<sup>nd</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 62<sup>nd</sup> AGM, formally propose to the Members participating through VC Facility and have not cast their vote earlier, to vote on the resolutions as set out in the Notice of the 62<sup>nd</sup> AGM and announce the start of the casting of vote through the e-voting system.
  - g. The scrutinizer shall within two working days of conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or to any other person authorised by the Chairman.
  - h. The Results shall be declared by the Chairman or the person authorized by him within 2(two) working days of conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ptlenterprise.com](http://www.ptlenterprise.com) and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 62<sup>nd</sup> Annual General Meeting and the Annual Report 2022-23 will be available on the Company's and NSDL website.
- 20.** Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 62<sup>nd</sup> AGM and the Annual Report for the year 2023 including therein the Audited Financial Statements for year 2023, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 62<sup>nd</sup> AGM and the Annual Report for the year 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. For Members holding shares in physical mode, SEBI vide its circular dated November 03, 2021, March 16, 2023, and June 08, 2023, has mandated registration of PAN, KYC details (self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) and Nomination, Members holding shares in physical form are therefore, requested to submit their PAN, KYC details including Bank details and Nomination details to RTA, Alankit Assignments Limited at 205-208 Anarkali Complex Jhandewalan Extension New Delhi - 110055 or email at [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) by sending a duly form ISR-1 and other relevant forms (available on the website of the Company at <https://www.ptlenterprise.com>).
  - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant's.
- 21.** Final Dividend as recommended by the Board of Directors for the Financial Year ended March 31, 2023, if approved at the AGM, will be payable to those Members of the Company who hold shares:
- a. In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on July 14, 2023, being the Record Date.
  - b. In physical form, if the names appear in the Company's Register of Members as on July 14, 2023, being the Record Date.

22. Those members who have so far not encashed their dividend warrants, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government pursuant to Section 125 of the Companies Act, 2013, if a Member does not claim the dividend amount for a consecutive period of seven years or more.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time, the Company has, during Financial Year 2022-23, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e., September 20, 2022. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.ptlenterprise.com>.

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in). Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in> or contact the Registrar and Share transfer Agents M/s. Alankit Assignments Limited for lodging claim for refund of shares and or dividend from the IEPF authority.

Securities and Exchange Board of India ("SEBI") has mandated that securities of listed Companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised get their shares dematerialised by following the process for the same and submitting the required application.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company has sent information to all the shareholders who have not claimed/ en-cashed dividends in the last seven years intimating amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice dated June 07, 2023, in the leading newspaper in English and regional language having wide circulation to such Shareholders and uploaded on the "Investors Section" of the Website of the Company viz. [www.ptlenterprise.com](http://www.ptlenterprise.com) in giving details of such Shareholders and shares due to transfer.

23. The unclaimed/ undelivered shares lying in the possession of the Company was dematerialized and transferred into an "Unclaimed Suspense Account". Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by shareholders including all the joint shareholders furnishing the necessary details to enable the Company to take necessary action.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
25. Members may note that as per the Income Tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

The applicable Tax Deduction at Source (TDS) provisions under the Act for Resident and Non-Resident shareholder categories are as follows:

**A. For Resident Shareholders:**

Tax shall be deducted at source under Section 194 of the Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during FY 2023-24 provided the Shareholder fulfills the following conditions:

- i. Furnishes valid Permanent Account Number (PAN)
- ii. Is not a non-filer of Income tax return specified under section 206AB of the Act.

If any of the above mentioned condition is not fulfilled, TDS would be deducted @ 20% as per provisions of Section 206AA / 206AB of the Act.

Further, no Tax shall be deducted on the Dividend payable to Resident Individual if the total dividend to be received by him from the Company during FY 2023-24 does not exceed ₹ 5,000/-

Separately, in cases where an Individual Shareholder provides Form 15G (applicable to an Individual less than sixty years age) / Form 15H (applicable to an Individual who is of the age of sixty years or more), provided that the eligibility conditions are being met, no TDS shall be deducted. You can also download Form 15G / 15H from the Income-tax website [www.incometaxindia.gov.in](http://www.incometaxindia.gov.in)

For below Resident Shareholders, Dividend will be paid after deducting the tax at source as follows:

Particulars	Applicable Rate	Documents required (if any)
Submitting order under Section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from tax authority.
Shareholders (e.g. LIC, GIC) to whom Section 194 of the Act is not applicable)	NIL	Documentary evidence that the said provisions are not applicable.
Persons covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Documentary evidence that the person is covered under said Section 196 of the Act.

**B. For Non-Resident Shareholders**

For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Act at the rates in force. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.

However, as per Section 90 of the Act, the Non-Resident Shareholders have an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the Non-Resident Shareholders will have to provide the following:

- Tax Residency Certificate (TRC) for current financial year as obtained from the tax authorities of the country of which the Shareholder is resident.
- Self-declaration in Form 10F (Format attached), if all the details required in this form are not mentioned in the TRC.
- PAN allotted by the Indian Income Tax authorities, if any
- Self-declaration in the attached format certifying the following points:
  - i. Shareholders are and will continue to remain a tax resident of the country of their residence during the Financial Year 2023-24;
  - ii. Shareholders are eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

- iii. Shareholders have no reason to believe that their claim for the benefits of the DTAA is impaired in any manner;
- iv. Shareholder is the ultimate beneficial owner of shares held in the Company and dividend receivable from the Company.
- v. Shareholder does not have a Business Connection or a Permanent Establishment in India during the Financial Year 2023-24.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.

Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above by on or before July 20, 2023.

**For Shareholders having multiple accounts under different status / category:**

Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Kindly note that the aforementioned documents should be emailed to Alankit Assignments Limited, the Registrar and Transfer Agent ("Alankit") of the Company, at lalitap@alankit.com. No communication on the tax determination / deduction shall be entertained on or after July 20, 2023.

Copies of the TDS certificate will be emailed to you at your registered email ID in due course, post payment of dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>

No claim shall lie against the Company for such taxes deducted.

26. Additional information on Directors, being re-appointed as required under regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in the order of the items mentioned below:

**Details of Director seeking re-appointment at the Annual General Meeting:-**

**1. Mr. Neeraj Singh Kanwar**

<b>Particulars</b>	<b>Details</b>
Name	Mr. Neeraj Singh Kanwar
Date of Birth and Age	06/09/1971 and 51 years
Date of First Appointment	06/12/2006
Qualifications	Engineering graduate from Lehigh University in Pennsylvania, USA
Remuneration last drawn	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Remuneration proposed to be paid	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Terms and Conditions of appointment or re- appointment	Non-Executive Director, liable to retire by rotation.
Number of meetings of the Board attended during the Financial Year (2022- 23)	4 (Four) out of Four Meetings during the Financial Year.

Relationship with other Directors/Key Managerial Personnel	He is the Son of Mr. Onkar Kanwar, Chairman of the Company and he does not have inter-se relationship with any other Director and KMP of the Company
Expertise in Specific Function areas	Details given Below-As Note.1
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2023	Apollo Tyres Ltd. Artemis Medicare Services Ltd.
Memberships / Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2023	Member in Audit Committee in Artemis Medicare Services Ltd.

**Note:1**

Mr. Neeraj Singh Kanwar is the Non-Executive Director in the Company and also the Vice Chairman & Managing Director of Apollo Tyres Ltd. (ATL). Mr. Neeraj Singh Kanwar plays a pivotal role in Apollo's journey towards becoming one of the most admired automotive Tyre brands.

His people management skills helped him bring overarching changes in industrial relations, upgradation of technology and benchmarking on product and efficiency parameters.

The detailed profile of the Company's management is available on Company's website at : <http://www.ptlenterprise.com/pdf/Management-Profile.pdf>.

**2. Mr. Sunil Tandon**

<b>Particulars</b>	<b>Details</b>
Name	Mr. Sunil Tandon
Date of Birth and Age	28/01/1954 and 69 years
Date of First Appointment	05/02/2019
Qualifications	MBA
Remuneration last drawn	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Remuneration proposed to be paid	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Terms and Conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the Financial Year (2022- 23)	4 (Four) out of Four Meetings during the Financial Year.
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	Corporate development, new start-up ventures, technology transfer, managing Companies, international business and overseeing diverse Businesses at the Board level
Numbers of Shares held in the Company	NIL

Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2023	i. Classic Industries and Exports Ltd ii. Artemis Medicare Services Ltd
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2023	Chairman in Audit Committee of Classic Industries and Exports Limited

**3. Mr. Tapan Mitra:**

<b>Particulars</b>	<b>Details</b>
Name	Mr. Tapan Mitra
Date of Birth and Age	11/07/1954 and 68 years
Date of First Appointment	09/05/2019
Qualifications	MA in Sociology
Remuneration last drawn	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Remuneration proposed to be paid	Sitting Fee only and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.
Terms and Conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the Financial Year (2022- 23)	4 (Four) out of Four Meetings during the Financial Year.
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	Experiences in (HR) Human relation and Industrial relation areas and also worked in both, plant H.R. and Corporate H.R.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2023	Classic Industries and Exports Ltd
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2023	Member in Audit Committee of Classic Industries and Exports Limited

- 27.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- 28.** Members are requested to register their email address and contact details with the Company, by writing to the



Secretarial Department at the corporate office, or at the e-mail ID: investors@ptlenterprise.com. This will help us in promptly sending of notices, annual reports and other shareholder communications from time to time in electronic form.

29. Since the AGM will be held through VC Facility, the Route Map is not required to be annexed with this Notice and hence not attached.

By the order of Board  
For PTL Enterprises Ltd.

Place : Gurugram  
Date : June 20, 2023

Pradeep Kumar  
FCS: 4971  
Company Secretary & Compliance Officer

## ANNEXURE TO THE NOTICE

The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

### Item 4

Mr. Sunil Tandon (DIN- 08342585) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Listing Regulations. He holds office as an Independent Director of the Company up to February 04, 2024 ("first term" as per the explanation provided under Sections 149(10) and 149(11) of the Act).

The, Nomination and Remuneration Committee, based on the report of performance evaluation of Director rated him as excellent and has recommended re-appointment of Mr. Sunil Tandon (DIN- 08342585) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Sunil Tandon (DIN- 08342585) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from February 05, 2024 to February 04, 2029, on the Board of the Company.

Section 149 of the Act and provisions of the Listing Regulations inter- alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re- appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Sunil Tandon is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The Company has also received declarations from Mr. Sunil Tandon (DIN- 08342585) that he meets the criteria of Independence as prescribed both under Sub-Section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Sunil Tandon (DIN- 08342585) fulfils the conditions for Re- appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sunil Tandon is Independent of the management.

The Company has received requisite notice, as provided under Section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Sunil Tandon as an Independent Director not liable to retire by rotation.

Details of Director whose re-appointment as an Independent Director is proposed is provided in the Notice in note no. 26 pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of Mr. Sunil Tandon (DIN- 08342585) setting out the terms and conditions of appointment shall be made available for inspection to the members, up to the date of meeting, through electronic mode.

Board of Directors, therefore, recommend the re-appointment of Mr. Sunil Tandon (DIN- 08342585) as an Independent Director of the Company, for a second term of 5 (five) consecutive years on the Board of the Company, not liable to retire by rotation, as set forth in Item No. 4 of this Notice as a Special Resolution. Save and except Mr. Sunil Tandon (DIN- 08342585) and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

### Item 5

Mr. Tapan Mitra (DIN- 08445248) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and

as per Listing Regulations. He holds office as an Independent Director of the Company up to May 08, 2024 ("first term" in terms of the explanation to Sections 149(10) and 149(11) of the Act).

The, Nomination and Remuneration Committee based on the report of performance evaluation of Director rated him as excellent and has recommended re-appointment of Mr. Sunil Tandon (DIN- 08445248) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Tapan Mitra (DIN- 08445248) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from May 09, 2024 to May 08, 2029, on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations) inter- alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Tapan Mitra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The Company has also received declarations from Mr. Tapan Mitra (DIN- 08445248) that he meets the criteria of independence as prescribed both under Sub-Section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Tapan Mitra (DIN- 08445248) fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Tapan Mitra is Independent of the management.

The Company has received requisite notice, as provided under Section 160 of the Companies Act, 2013 from a Member, proposing the appointment of Mr. Tapan Mitra as an Independent Director not liable to retire by rotation.

Details of Director whose re-appointment as Independent Director is proposed is provided in the Notice in note no. 26 pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of Mr. Tapan Mitra (DIN- 08445248) setting out the terms and conditions of appointment shall be made available for inspection to the Members, up to the date of meeting, through electronic mode.

Board of Directors, therefore, recommend the re-appointment of Mr. Tapan Mitra (DIN- 08445248) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 5 of this Notice as a Special Resolution. Save and except Mr. Tapan Mitra (DIN- 08445248) and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

By the order of Board  
For PTL Enterprises Ltd.

Place : Gurugram  
Date : June 20, 2023

Pradeep Kumar  
Company Secretary & Compliance Officer