

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

To,

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

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

Dear Sir,

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

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

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

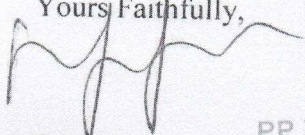
The result of e-voting together with that of the poll is as under:-

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

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

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

Thanking You,
Yours Faithfully,

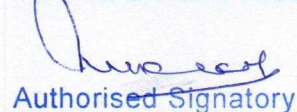


P.P Zibi Jose
Practising Company Secretary

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

61/2939, TEN ROSE, S R M ROAD, COCHIN -18
C. 2401655 / 2401684

For PTL ENTERPRISES LIMITED



Authorised Signatory