

<b>General information about company</b>	
Scrip code	509220
NSE Symbol	PTL
MSEI Symbol	NA
ISIN	INE034D01031
Name of the entity	PTL ENTERPRISES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															
Whether the listed entity has a Regular Chairperson												Yes			
Whether Chairperson is related to MD or CEO												No			
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AAIPK9639F	00058921	Non-Executive - Non Independent Director	Chairperson related to Promoter		01-03-1942	Yes	05-01-2019	17-04-1995	17-04-1995		3	0	2	1	
AAGPK9372F	00058951	Non-Executive - Non Independent Director	Not Applicable		06-09-1971	NA		06-12-2006	30-07-2019		3	0	3	0	
AADPB7533J	00032919	Non-Executive - Non Independent Director	Not Applicable		09-04-1952	NA		24-01-2007	31-07-2018		1	0	2	0	
AAEPA5164H	02055913	Non-Executive - Independent Director	Not Applicable		15-01-1943	Yes	05-01-2019	20-10-2009	21-09-2019		66	2	2	5	1

<b>I. Composition of Board of Directors</b>																	
<b>Disclosure of notes on composition of board of directors explanatory</b>																	
<b>Whether the listed entity has a Regular Chairperson</b>																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	
5	Mr	SUNIL TANDON	AACPT6155D	08342585	Non-Executive - Independent Director	Not Applicable		28-01-1954	NA		05-02-2019	05-02-2019		14	2	2	0
6	Mr	BIRENDRA KUMAR SINGH	AAAPS2720D	05329739	Non-Executive - Independent Director	Not Applicable		02-06-1952	NA		06-02-2015	06-02-2015		62	1	1	1
7	Mrs	SHIVI MOHAN RASTOGI	ADNPR6713P	01619307	Non-Executive - Independent Director	Not Applicable		20-03-1978	NA		06-02-2015	06-02-2015	15-01-2020	59	1	1	0
8	Mr	SANJAY MOOL CHAND KAUL	ADRPK3878N	01260911	Non-Executive - Nominee Director	Not Applicable		15-08-1969	NA		18-01-2017	18-01-2017	20-01-2020	36	1	1	0

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### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in A Stakeholder Committee including listed entity (Refer Regulation 26(1) of Listing Regulations)
9	Mr	TAPAN MITRA	ABZPM5088L	08445248	Non-Executive - Independent Director	Not Applicable		11-07-1954	NA		09-05-2019	09-05-2019		11	1	1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02055913	UGAR SAIN ANAND	Non-Executive - Independent Director	Chairperson	02-05-2014		
2	00058921	ONKAR S.KANWAR	Non-Executive - Non Independent Director	Member	02-05-2014		
3	00058951	NEERAJ KANWAR	Non-Executive - Non Independent Director	Member	02-05-2014		
4	05329739	BIRENDRA KUMAR SINGH	Non-Executive - Independent Director	Member	12-05-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02055913	UGAR SAIN ANAND	Non-Executive - Non Independent Director	Chairperson	02-05-2014		
2	00058921	ONKAR S.KANWAR	Non-Executive - Non Independent Director	Member	02-05-2014		
3	00058951	NEERAJ KANWAR	Non-Executive - Non Independent Director	Member	02-05-2014		
4	05329739	BIRENDRA KUMAR SINGH	Non-Executive - Independent Director	Member	12-05-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00058921	ONKAR S.KANWAR	Non-Executive - Non Independent Director	Chairperson	30-10-2001		
2	00032919	HARISH BAHADUR	Non-Executive - Non Independent Director	Member	10-08-2011		
3	00058951	NEERAJ KANWAR	Non-Executive - Non Independent Director	Member	12-10-2006		
4	02055913	UGAR SAIN ANAND	Non-Executive - Independent Director	Member	06-02-2013		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00058921	ONKAR S.KANWAR	Non-Executive - Non Independent Director	Chairperson	02-05-2014		
2	00032919	HARISH BAHADUR	Non-Executive - Non Independent Director	Member	02-05-2014		
3	02055913	UGAR SAIN ANAND	Non-Executive - Independent Director	Member	02-05-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	05-11-2019				Yes	7	4
2		05-02-2020	91		Yes	6	3
3		26-02-2020	20		Yes	7	4

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	05-11-2019				Yes	3	3
2	Audit Committee	05-02-2020				Yes	3	3
3	Other Committee	11-03-2020		Independent Director Committee		Yes	4	4
4	Other Committee	11-03-2020		Committee of Director (Investment/Loan)		Yes	3	2

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

<b>Text Block</b>	
Textual Information(1)	
Textual Information(2)	MRTP for the Q4
	Transactions Q4 2019 2020                      Rs Lacs
	Lease income    1,500.00
	Reimbursement of Expenses Q3              1,547.77
	Dividend Income Received                      1654.71
	Rent    0.97
	Payment for services received                      2.12

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Pradeep Kumar
2	Designation	Company Secretary and Compliance Officer

**Text Block**

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.ptlenterprise.com/company_profile.html">https://www.ptlenterprise.com/company_profile.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.ptlenterprise.com/pdf/PTL-list-of-board-and-committees.pdf">https://www.ptlenterprise.com/pdf/PTL-list-of-board-and-committees.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.ptlenterprise.com/pdf/PTL-list-of-board-and-committees.pdf">https://www.ptlenterprise.com/pdf/PTL-list-of-board-and-committees.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.ptlenterprise.com/pdf/whistle-blower-policy.pdf">https://www.ptlenterprise.com/pdf/whistle-blower-policy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.ptlenterprise.com/pdf/policy-on-related-party%20Transaction.pdf">https://www.ptlenterprise.com/pdf/policy-on-related-party%20Transaction.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.ptlenterprise.com/pdf/policy-on-material-subsiidiary.pdf">https://www.ptlenterprise.com/pdf/policy-on-material-subsiidiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.ptlenterprise.com/pdf/familiarization-programme-for-independent-directors.pdf">https://www.ptlenterprise.com/pdf/familiarization-programme-for-independent-directors.pdf</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
12	Financial results	Yes		<a href="https://www.ptlenterprise.com/financials.html">https://www.ptlenterprise.com/financials.html</a>
13	Shareholding pattern	Yes		<a href="https://www.ptlenterprise.com/shareholding-pattern.html">https://www.ptlenterprise.com/shareholding-pattern.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		<a href="https://www.ptlenterprise.com/company_profile.html">https://www.ptlenterprise.com/company_profile.html</a>
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.ptlenterprise.com/announcement.html">https://www.ptlenterprise.com/announcement.html</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.ptlenterprise.com/">https://www.ptlenterprise.com/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Pradeep Kumar
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Pradeep Kumar
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Pradeep Kumar
Designation of person	Company Secretary and Compliance Officer
Place	Gurgaon
Date	08-05-2020

