

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com | E.mail: Investors@ptlenterprises.com | CIN - L25111KL1959PLC009300

Date: 6th November, 2015

To,

<p>The Secretary National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol: PTL</p>	<p>The Secretary Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 BSE Symbol: 509220</p>
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Dear Sirs,

Re: Intimation about the Board approval to rectify the shareholding pattern so as to report correctly, Governor of Kerala ("GOK") as Public Shareholders of PTL Enterprises Limited ("Company").

The Board of Directors of the Company vide their resolution dated 6th November, 2015, approved the rectification of the inadvertent mistake of including shareholding held by GOK in the "Promoter Group" category and resolved to include the shareholding of GOK "Public Shareholding" category hereinafter.

The above resolution was passed by the Board of Directors pursuant to the abstract of GOK order dated 8th September, 2015 forwarded by GOK to the Company. The said order states that GOK was not in the subscriber list at the time of incorporation of the Company and also that it has not been described as the promoter in the prospectus issued by the Company in 1960. The said order further states that GOK have never entered into any agreement with the Company at any time for being a promoter and have never been described as a promoter of the Company anywhere in the documents. And in 1997, the Company, due to an inadvertent mistake included the shareholding of the GOK in the promoter category. Accordingly, GOK has issued an NOC to the Company for correcting the mistake of reporting the shareholding of GOK as promoter category. Attached is the abstract of the order.

Also attached is the revised shareholding pattern of the Company as on 30th September 2015 reflecting the correction as above for your records.

Kindly acknowledge receipt and take the same on record.

Thanking you,
Yours sincerely,

For PTL ENTERPRISES LIMITED

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

GOVERNMENT OF KERALA

Abstract

Industries Department - Re-classification of Government of Kerala's shareholdings of Premier Tyres Limited in Public category - Issuance of NOC to PTL Enterprises Limited - Sanction accorded - Orders issued.

INDUSTRIES (G) DEPARTMENT

G.O.(MS)No.126/ 2015/ID

Dated, Thiruvananthapuram, 08 / 09/2015

Read: Letter dated 10/02/2015 from the Director, PTL Enterprises Limited.

ORDER

As per letter read above PTL Enterprises Limited has requested to provide No Objection Letter for re-classification of Government of Kerala's shareholdings in public category in place of Promoters category of PTL Enterprises Limited by filing before the Stock Exchange and get approval from them.

Memorandum and Articles of Association filed at the time of incorporation of the company dated 05/09/1959, Government of Kerala was not in the subscribers list. In the prospectus issued in 1960 and in the Land Allotment Order dated 16/02/1962 also Government of Kerala has not been described as the Promoter of the company. Government of Kerala has never entered into an agreement with the company in the above matter. Though Government of Kerala has nowhere in the documents been described as the Promoter of the Company, in 1997 by an inadvertent mistake in the letter to the Stock Exchange, Premier Tyres Limited had included the shareholding of the Government of Kerala under Promoter category. As such Government of Kerala became the Promoter of PTL with 5.9% of shares.

Section 2(69) of the Companies Act, 2013, a Promoter means a person (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or (b) who has control over the affairs of the company directly or indirectly whether as a shareholder, director or otherwise; or (c) in accordance with whose advice, directions or instruction the Board of Directors of the company is accustomed to act; Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity.

Promotion is a term of wide import denoting the preliminary steps taken for the purpose of registration and floating of a company. The persons who undertake the task of promotion are called promoters. The concept of promoter is enunciated in the Securities Exchange Board of India (Disclosure and Investor Protection), 2000 which is mostly from the disclosure perspective. The term 'Promoter' is defined in the Securities Exchange Board of India (Substantial acquisition of Shares and Takeover Regulations), 1997 ("Takeover Code") (Ritesh Agarwal V. Securities and Exchange Board of India AIR 2008 SC (Supp) 268).

Under section 2(h) of the aforementioned SEBI Takeover Code 'Promoter' means-(a) any person who is in control of the target company; (b) any person named as promoter in any offer document of the target company or any shareholding pattern filed by the target company with the stock exchanges pursuant to the Listing Agreement.

Government of Kerala never controlled the affairs of the Premier Tyres Limited or named as promoter in any share holding pattern filed by Premier Tyres Limited with the stock exchanges pursuant to the Listing Agreement.

Since Government of Kerala has been included in the promoters list from 1997, Government have to file details of shareholding in the prescribed format every year as per Rule 30 of Securities and Exchange Board of India (Substantial acquisition of shares and Takeovers) Regulations 2011.

Government have examined the matter in detail and are pleased to accord sanction to issue No Objection Certificate to PTL Enterprises Limited for correcting the mistake of Premier Tyres Limited by reclassifying the Government of Kerala's shareholdings of Premier Tyres Limited in the Public Category in place of the Promoters category.

By Order of the Governor,

**P.H.Kurian, IAS,
Principal Secretary to Government**

To

1. The Director, PTL Enterprises Limited
2. Accountant General (A & E), Thiruvananthapuram
3. Principal Accountant General (Audit), Thiruvananthapuram
4. Finance Department (Vide UO (F) 80446/PUD2/14/Fin)
5. Law Department (6864/Openion-G2/2015/Law Dated 22/04/15)
6. General Administration (SC) Department
- (Vide item No.6948 dated 24/06/2015)
7. Stock File/OC

Forwarded/ By Order



Section Officer

(I)(a) Statement showing Shareholding Pattern (REVISED)

Name of the Company : PTL Enterprises Limited

Scrip Code, Name of the scrip, class of security : PTL

As on Date : 30-Sep-2015

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up Shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of Warrants
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities	0		

(I)(a) Statement showing Shareholding Pattern

Sr. no. (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) ¹ (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX) = (VIII) / (IV) * 100
(A)	Promoter and Promoter Group ²							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	1	2500	2500	0.00	0.00	0	0.00
(b)	Bodies Corporate	2	46212899	46212899	69.82	69.82	0	0.00
(c)	Financial Institutions/Banks	0	0	0	0.00	0.00	0	0
(d)	Any Other (Total)	0	0	0	0.00	0.00	0	0
	Sub-Total (A)(1)	3	46215399	46215399	69.82	69.82	0	0.00

(2) Foreign							
(a) Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b) Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c) Institutions	0	0	0	0.00	0.00	0	0.00
(d) Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e) Any Other (Total)	0	0	0	0.00	0.00	0	0.00
Sub-Total (A)(2)	0	0	0	0.00	0.00	0	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	46215399	46215399	69.82	69.82	0	0.00
(B) Public shareholding³							
(1) Institutions							
(a) Mutual Funds/UTI	1	367097	367097	0.55	0.55	N.A.	N.A.
(b) Financial Institutions/Banks	7	601100	598500	0.91	0.91	N.A.	N.A.
(c) Central Government/State Government(s)	2	4874800	4874800	7.37	7.37	N.A.	N.A.
(d) Venture Capital Funds	0	0	0	0.00	0.00	N.A.	N.A.
(e) Insurance Companies	0	0	0	0.00	0.00	N.A.	N.A.
(f) Foreign Institutional Investors	1	149175	149175	0.23	0.23	N.A.	N.A.
(g) Foreign Venture Capital Investors	0	0	0	0.00	0.00	N.A.	N.A.
(h) Qualified Foreign Investor	0	0	0	0.00	0.00	N.A.	N.A.
(i) Any Other (Total)	0	0	0	0.00	0.00	N.A.	N.A.
Sub-Total (B)(1)	11	5992172	5989572	9.06	9.06	N.A.	N.A.
(2) Non-institutions							
(a) Bodies Corporate	172	6911761	6903811	10.44	10.44	N.A.	N.A.
(b) Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	5609	3430755	2443161	5.18	5.18	N.A.	N.A.
Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	15	2088531	1651781	3.16	3.16	N.A.	N.A.
(c) Qualified Foreign Investor	0	0	0	0.00	0.00	N.A.	N.A.

1	CONSTRUCTIVE FINANCE PVT. LTD.	AACCC9252D	33017575	49.88	0	0.00	0.00	0	0.00	0	0.00	49.88
2	SUNRAYS PROPERTIES & INVESTMENTS PVT. LTD.	AAACS3655C	13195324	19.94	0	0.00	0.00	0	0.00	0	0.00	19.94
3	ONKAR S KANWAR	AAIPK9639F	2500	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
	TOTAL		46215399	69.82	0	0.00	0.00	0	0.00	0	0.00	69.82

D(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
					Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
	KSI DC	EXEMP111IC	1500000	2.27		0.00	0	0.00	2.27
	TOTAL		1500000	2.27		0.00	0	0.00	2.27

D(c) Statement showing Shareholding of persons belonging to the category "Public" and holding more than 5% of the total number of shares

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full
					Number of warrants held	As a % total number of warrants	Number of convertible securities	% w.r.t total number of convertib	

				Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}		of the same class	s held	le securities of the same class	conversio n of warrants and convertib le securities) as a % of diluted
	GOVERNOR OF KERALA	EXEMP110B	3374800	5 . 1 0		0 . 0 0		0 . 0 0	0 . 0 0
	TOTAL		3374800	5 . 1 0		0 . 0 0		0 . 0 0	0 . 0 0

(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	PAN of the Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Nil		0	0.00
	TOTAL		0	0.00

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	TOTAL	0	0	0.00

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		TOTAL	0	0.00

(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

Sr. no.	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	Promoter and Promoter Group²						
(1)	Indian						
(a)	Individuals/Hindu Undivided Family	0	0	0	0	0.00	0.00
(b)	Central Government/State Government(s)	0	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0	0.00	0.00
(d)	Financial Institutions/Banks	0	0	0	0	0.00	0.00
(e)	Any Other (Total)	0	0	0	0	0.00	0.00
	Sub-Total (A)(1)	0	0	0	0	0.00	0.00
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(e)	Any Other (Total)	0	0	0	0	0.00	0.00
	Sub-Total (A)(2)	0	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	0	0	0	0	0.00	0.00
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	0	0	0	0	0.00	0.00
(b)	Financial Institutions/Banks	0	0	0	0	0.00	0.00
(c)	Central Government/State Government(s)	0	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(h)	Any Other (Total)	0	0	0	0	0.00	0.00
	Sub-Total (B)(1)	0	0	0	0	0.00	0.00
(2)	Non-institutions						
(a)	Bodies Corporate	0	0	0	0	0.00	0.00
(b)	Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	0	0	0	0	0.00	0.00
	Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1	0	0	0	0	0.00	0.00

	Lakh						
(c)	Qualified Foreign Investor	0	0	0	0	0.00	0.00
(d)	Any Other (Total)	0	0	0	0	0.00	0.00
	Sub-Total (B)(2)	0	0	0	0	0.00	0.00
	Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0.00	0.00
	TOTAL (A)+(B)	0	0	0	0	0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0.00	0.00
C1	Promoter and Promoter Group	0	0	0	0	0	0
C2	Public	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	0	0	0	0	0.00	0.00