

# PTL ENTERPRISES LIMITED



REGISTERED/COURIER

PTL/3

January 5, 2012

To

- 1) The Secretary,  
Cochin Stock Exchange Ltd.,  
MES Building, 36/1565, 4<sup>th</sup> Floor,  
Judges Avenue, Kaloor, **Kochi – 682017.**
- 2) The Secretary,  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, **Mumbai – 400001.**
- 3) The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (E), **Mumbai - 400 051**

Dear Sirs,

**Sub : Compliance with Clause 49 of the Listing Agreement**

Please find enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2011.

Hope you will find the above in order.

Thanking you,

Yours faithfully,  
for **PTL ENTERPRISES LTD.**



**(SEEMA THAPAR)**  
**COMPANY SECRETARY**

Encl : as above

# PTL ENTERPRISES LIMITED

## Quarterly Compliance Report on Corporate Governance for the period ended 31.12.2011

Particulars		Clause of Listing Agreement	Compliance (Yes/No)	Remarks
1		2	3	4
<b>I</b>	<b>Board of Directors</b>	49( I )		
<b>A</b>	Composition of Board	49(1A)	YES	
<b>B</b>	Non-executive Directors' compensation & disclosures	49(1B)	YES	
<b>C</b>	Other provisions as to Board and Committees	49(1C)	YES	
<b>D</b>	Code of Conduct	49(1D)	YES	
<b>II</b>	<b>Audit Committee</b>	49(II)		
<b>A</b>	Qualified & Independent Audit Committee	49(IIA)	YES	
<b>B</b>	Meeting of Audit Committee	49(II B)	YES	
<b>C</b>	Powers of Audit Committee	49(II C)	YES	
<b>D</b>	Role of Audit Committee	49(II D)	YES	
<b>E</b>	Review of Information by Audit Committee	49(II E)	YES	
<b>III</b>	<b>Subsidiary Companies</b>	49(III)	YES	
<b>IV</b>	<b>Disclosures</b>	49 (IV)		
<b>A</b>	Basis of related party transactions	49(IVA)	YES	
<b>B</b>	Disclosures of Accounting Treatment	49(IVB)	YES	
<b>C</b>	Board Disclosures - Risk Management	49 (IVC)	YES	
<b>D</b>	Proceeds from public issues, rights issues, pref. Issues etc.	49 (IVD)	N.A.	
<b>E</b>	Remuneration of Directors	49(IVE)	YES	
<b>F</b>	Management	49 (IVF)	YES	
<b>G</b>	Shareholders	49 (IVG)	YES	
<b>V</b>	CEO/CFO Certification	49 (V)	YES	
<b>VI</b>	Report on Corporate Governance	49 (VI)	YES	
<b>VII</b>	Compliance	49 (VII)	YES	

for PTL ENTERPRISES LTD.

*Seema Thapar*  
(SEEMA THAPAR)  
COMPANY SECRETARY