

PTL ENTERPRISES LIMITED

REGISTERED/COURIER

PTL/3

April 6, 2012

To

- 1) The Secretary,
Cochin Stock Exchange Ltd.,
MES Building, 36/1565, 4th 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,

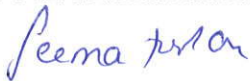
Sub : Compliance with Clause 49 of the Listing Agreement

Please find enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended 31st March, 2012.

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 31.03.2012

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

for PTL ENTERPRISES LTD.



(SEEMA THAPAR)
COMPANY SECRETARY