

PTL ENTERPRISES LIMITED

REGISTERED/COURIER

PTL/3

April 3, 2013

To

- 1) The Secretary,
Cochin Stock Exchange Ltd.,
MES Building, 36/1565, 4th Floor,
Judges Avenue, Kaloore, 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 , 2013.

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 31.03.2013

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	On annual basis
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	On annual basis
F	Management	49 (IVF)	YES	On annual basis
G	Shareholders	49 (IVG)	YES	On annual basis
V	CEO/CFO Certification	49 (V)	YES	On annual basis
VI	Report on Corporate Governance	49 (VI)	YES	On annual basis
VII	Compliance	49 (VII)	YES	On annual basis

for PTL ENTERPRISES LTD.

Seema Thapar

(SEEMA THAPAR)
COMPANY SECRETARY