

PTL ENTERPRISES LIMITED

CIN - L25111KL1959PLC009300

REGISTERED/COURIER

PTL/3

July 1, 2014

1. The Secretary, Cochin Stock Exchange Ltd., MES Building, 36/1565, 4 th Floor, Judges Avenue, Kaloor, Kochi - 682017.	2. The Secretary, BSE 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 30th June, 2014.

Hope you will find the above in order.

Thanking you,

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



(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

Corporate Office : C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector - 32, Gurgaon - 122 001 (Haryana)
Tel. : (0124) - 2383002, 2383003, Fax : (0124) - 2383021, 2383017

Registered Office : 6th floor, Cherupushpam Building, Shanmugham Road, Kochi - 682 031 (Kerala)
Tel. : (0484) - 2381808, 2381895, 2372767, Fax : (0484) - 2370351

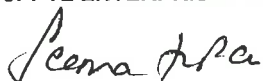
PTL ENTERPRISES LIMITED

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Quarterly Compliance Report on Corporate Governance for the period ended 30.06.2014

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)
COMPANY SECRETARY