

PTL ENTERPRISES LIMITED

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

15th day of April, 2015

PTL/3

The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	The Secretary Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
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Sub: Compliance with clause 49 of the Listing Agreement.

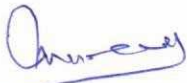
Dear Sir/ Madam,

Please find enclosed herewith the Quarterly Report on Corporate Governance for the quarter ended 31st March, 2015 for your information and records.

Thanking you

Yours truly,

For PTL ENTERPRISES LIMITED



Pradeep Kumar
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

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Name of the Company :
Quarter ending On :

PTL ENTERPRISES LTD.
31.03.2015

Particulars		Clause of Listing Agreement	Compliance (Yes/No)	Remarks
	1	2	3	4
II	Board of Directors	49(II)		
A	Composition of Board	49(II A)	YES	
B	Independent Directors	49(II B)	YES	
C	Non-executive Directors' compensation & disclosures	49(II C)	YES	
D	Other provisions as to Board and Committees	49(II D)	YES	
E	Code of Conduct	49(II E)	YES	
F	Whistle Blower Policy	49 (II F)	YES	On annual basis
III	Audit Committee	49(III)		
A	Qualified & Independent Audit Committee	49(III A)	YES	
B	Meeting of Audit Committee	49(III B)	YES	
C	Powers of Audit Committee	49(III C)	YES	
D	Role of Audit Committee	49(III D)	YES	
E	Review of Information by Audit Committee	49(III E)	YES	
IV	Nomination and Remuneration Committee	49 (IV)	YES	
V	Subsidiary Companies	49(V)	YES	
VI	Risk Management	49 (VI)	YES	
VII	Related Party transactions	49(VII)	YES	
VIII	Disclosures	49 (VIII)		
A	Related party transactions	49(VIII A)	YES	As per Annexure A On annual basis On annual basis On annual basis
B	Disclosures of Accounting Treatment	49(VIII B)	YES	
C	Remuneration of Directors	49 (VIII C)	YES	
D	Management	49 (VIII D)	YES	
E	Shareholders	49(VIII E)	YES	
F	Proceeds from public issues, rights issues, pref. Issues etc.	49 (VIII I)	N.A.	
IX	GEO/CFO Certification	49 (IX)	YES	
X	Report on Corporate Governance	49 (X)	YES	
XI	Compliance	49 (XI)	YES	On annual basis

For PTL ENTERPRISES LTD.



(PRADEEP KUMAR)
COMPANY SECRETARY

15/04/2015

Corporate Office : C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector - 32, Gurgaon - 122 001 (Haryana)
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Annexure A

Related Party Transactions

(Rs. Lacs)

2014-15 (Q-4)	Particulars	Subsidiaries	Associates	Key Management Personnel	Others	Total
	Lease Income, Apollo Tyres Limited		1000.00			1000.00
	Reimbursement of Expenses received, Apollo Tyres Limited		1166.86			1166.86

For PTL ENTERPRISES LIMITED

Pradeep Kumar
Company Secretary