

PTL ENTERPRISES LIMITED

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

REGISTERED/COURIER

PTL/3

January 9, 2015

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 31st December, 2014.

Hope you will find the above in order.

Thanking you,

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


(SEEMA THAPAR)
COMPANY SECRETARY

Encl : as above

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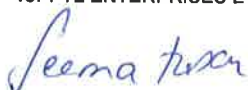
Quarterly Compliance Report on Corporate Governance

Name of the Company :
Quarter ending On :

PTL ENTERPRISES LTD.
31.12.2014

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	Mrs. Pallavi Shroff, a independent woman director resigned on 13th October, 2014 and the vacancy is likely to be filled at the next board meeting.
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	On annual basis
F	Whistle Blower Policy	49 (II F)	YES	
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
B	Disclosures of Accounting Treatment	49(VIII B)	YES	On annual basis
C	Remuneration of Directors	49 (VIII C)	YES	On annual basis
D	Management	49 (VIII D)	YES	On annual basis
E	Shareholders	49(VIII E)	YES	
I	Proceeds from public issues, rights issues, pref. Issues etc.	49 (VIII I)	N.A	
IX	CEO/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.



(SEEMA THAPAR)
COMPANY SECRETARY

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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Annexure A

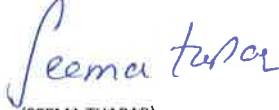
Transactions with Related Parties

(Rs. Lacs)

2014-15 (Q-3)

Particulars	Subsidiar ies	Associate s	Key Managem	Others	Total
Lease income, Apollo Tyres Limited		1,000.00			1,000.00
Reimbursement of Expenses received Apollo Tyres Limited		1,117.52			1,117.52

for PTL ENTERPRISES LTD.



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