

PTL ENTERPRISES LIMITED

tu

REGISTERED/COURIER

PTL/3

January 6, 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 31st December, 2013.

Hope you will find the above in order.

Thanking you,

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

Seema Thapar

**(SEEMA THAPAR)
COMPANY SECRETARY**


Encl : as above

PTL ENTERPRISES LIMITED

Quarterly Compliance Report on Corporate Governance for the period ended 31.12.2013

| 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)
COMPANY SECRETARY