

PTL ENTERPRISES LIMITED

REGISTERED/COURIER

PTL/3

April 15, 2014

To

| | |
|--|---|
| 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 Sir,

Sub : Distribution of shareholding as on 31.03.2014

Pursuant to clause 35 of the Listing Agreement, we enclose herewith distribution of shareholding as on 31.03.2014.

Kindly acknowledge the receipt.

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

(1)(a)

Statement showing shareholding pattern

| NAME OF THE COMPANY | | PTL ENTERPRISES LTD. | | |
|---|--|---|--|--|
| SCRIP CODE, NAME OF THE SCRIP | | BSE : 509220, PTL | | |
| CLASS OF EQUITY | | NSE : PTL | | |
| QUARTER ENDED | | EQUITY SHARES | | |
| | | 31.03.2014 | | |
| Partly paid-up shares:- | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company | |
| Held by promoter/promoters group | Nil | Nil | Nil | |
| Held by public | Nil | Nil | Nil | |
| Total | Nil | Nil | Nil | |
| Outstanding convertible securities:- | No. of outstanding securities | As a % of total No. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities | |
| Held by promoter/promoter group | Nil | Nil | Nil | |
| Held by public | Nil | Nil | Nil | |
| Total | Nil | Nil | Nil | |
| Warrants:- | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants | |
| Held by promoter/ promoter group | Nil | Nil | Nil | |
| Held by public | Nil | Nil | Nil | |
| Total | Nil | Nil | Nil | |
| Total paid-up capital of the company assuming full conversion of warrants and convertible securities | Rs.132377000/- CONSISTING 6,61,88,500 shares of Rs.2/- each | | | |

for PTL ENTERPRISES LTD.


(SEEMA THAPAR)
COMPANY SECRETARY

| Category Code | Category of Shareholders | Number of Share holders | Total number of shares | Number of shares held in demat form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered |
|---------------|---|-------------------------|------------------------|-------------------------------------|--|----------------------------|--|
| | | | | | As a percentage of (A+B) | As a percentage of (A+B+C) | |
| | | | | | As a percentage of (A+B) | As a percentage of (A+B+C) | |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | |
| 1 | Indian | | | | | | |
| (a) | Individual/HUF | 1 | 2500 | 2500 | 0.00 | 0.00 | 0 |
| (b) | Cent.Govt/State Govt | 1 | 3374800 | 3374800 | 5.10 | 5.10 | 0 |
| (c) | Bodies Corporate | 2 | 46212899 | 46212899 | 69.82 | 69.82 | 0 |
| (d) | Financial Inst./Banks | 0 | | | | | 0 |
| (e) | Any Other (Specify) | 0 | | | | | |
| | Sub Total (A)(1) | 4 | 49590199 | 49590199 | 74.92 | 74.92 | 0 |
| 2 | Foreign | | | | | | |
| (a) | Individuals (NR/Foreigners) | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| (b) | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| (c) | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| (d) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| (e) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0.00 | 0.00 | 0 |
| | Total shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 4 | 49590199 | 49590199 | 74.92 | 74.92 | 0 |
| (B) | Public Shareholding Institutions | | | | | | |
| 1 | Mutual Funds/UTI | 1 | 100 | 100 | 0.00 | 0.00 | N.A. |
| (a) | Financial Inst./Banks | 7 | 601100 | 598500 | 0.91 | 0.91 | N.A. |
| (b) | Cent.Govt/State Govt | 1 | 1500000 | 1500000 | 2.27 | 2.27 | N.A. |
| (c) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (d) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (e) | Foreign Institutional Investors | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (f) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (g) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (h) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| (i) | | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| | Sub-Total (B)(1) | 9 | 2101200 | 2098600 | 3.17 | 3.17 | 0 |
| 2 | Non-Institutions | | | | | | |
| (a) | Bodies Corporate | 200 | 6190776 | 6182826 | 9.35 | 9.35 | N.A. |
| (b) | Individuals - (i) Individual shareholders holding nominal share capital upto Rs.1 lac holding nominal share capital in excess of Rs.1 lac | 6016 | 4185393 | 3140872 | 6.32 | 6.32 | N.A. |
| © | Qualified Foreign Investor | 18 | 2525298 | 2088548 | 3.82 | 3.82 | N.A. |
| (d) | Any Other (Specify) | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| | Trust | 1 | 50 | 50 | 0.00 | 0.00 | N.A. |
| | Foreign Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | N.A. |
| | NRIs | 69 | 1595584 | 91834 | 2.41 | 2.41 | N.A. |
| | Sub Total (B)(2) | 6304 | 14497101 | 11504130 | 21.90 | 21.90 | 0 |
| | Total Public shareholding (B) = (B)(1)+(B)(2) | 6313 | 16598301 | 13602730 | 25.08 | 25.08 | 0 |
| | TOTAL (A) + (B) | 6317 | 66188500 | 63192929 | 100.00 | 100.00 | 0 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | 0 | 0 | | | | |
| 1 | Promoter & Promoter Group | | | | | | |
| 2 | Public | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 6317 | 66188500 | 63192929 | 100.00 | 100.00 | 0 |

for PTL ENTERPRISES LTD.

Seema Thapar

(SEEMA THAPAR)
COMPANY SECRETARY

(I)(b) Statement showing shareholding of persons belonging to the category "Promoter and Promoter Group"

| Sr. No. | Name of the shareholder | Details of Shares held | | Encumbered shares | | Details of Warrants | | Details of Convertible Securities | | Total shares (including underlying shares assuming full conversion of warrants & Convertible securities) as a % of diluted share capital (XII) |
|---------|---|------------------------|---------------------------------|-------------------|--|----------------------|--------------------------|-----------------------------------|--------------------------|--|
| | | No. of shares held | As a % of grand total (A)+(B)+⊕ | No. of shares | As a %age of grand total (A)+(B)+⊕ of sub-clause (I) (a) | No. of warrants held | As a % of the same class | No. of Convertible Securities | As a % of the same class | |
| | | (III) | (IV) | (V) | (VI) | (VII) | (IX) | (X) | (XI) | |
| 1 | CONSTRUCTIVE FINANCE PVT. LTD. | 33017575 | 49.88 | 0 | 0 | 0 | NIL | NIL | 33017575 | 49.88 |
| 2 | SUNRAYS PROPERTIES & INVESTMENT CO PVT LTD. | 13195324 | 19.94 | 0 | 0 | 0 | NIL | NIL | 13195324 | 19.94 |
| 3 | MR ONKAR S KANWAR | 2500 | 0.00 | 0 | 0 | 0 | NIL | NIL | 2500 | 0.00 |
| 4 | GOVERNOR OF KERALA | 3374800 | 5.10 | 0 | 0 | 0 | NIL | NIL | 3374800 | 5.10 |
| | TOTAL | 49590199 | 74.92 | 0 | 0 | 0 | | | 49590199 | 74.92 |

(I)(f) Statement showing shareholding of persons belonging to the category "Public" and holding more 1% of the total number of shares

| Sr. No. | Name of the shareholder | No. of Shares | Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+⊕ indicated in statement at para (I)(a) above | Details of Warrants | | Details of Convertible Securities | | Total shares (including underlying shares assuming full conversion of warrants & Convertible securities) as a % of diluted share capital |
|---------|---|----------------|--|----------------------|--------------------------|-----------------------------------|--------------------------|--|
| | | | | No. of warrants held | As a % of the same class | No. of Convertible Securities | As a % of the same class | |
| | | | | (XIII) | (XIV) | (XV) | (XVI) | |
| 1 | KERALA STATE INDUSTRIAL DEVELOPMENT COR | 1500000 | 2.27 | NIL | NIL | NIL | NIL | 1500000 |
| 2 | SIDDIQUE DAWOOD | 1490000 | 2.25 | NIL | NIL | NIL | NIL | 1490000 |
| 3 | AMAZER INVESTMENT AND FINANCE LTD | 1297278 | 1.96 | NIL | NIL | NIL | NIL | 1297278 |
| 4 | PTL ENTERPRISES LTD. - UNCLAIMED SUSPENSE | 1103350 | 1.67 | NIL | NIL | NIL | NIL | 1103350 |
| | TOTAL | 5390628 | 8.14 | | | | | 5390628 |

(I)(f) Statement showing shareholding of persons belonging to the category "Public" and holding more 5% of the total number of shares

| Sr. No. | Name of the shareholder | No. of Shares | Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+⊕ indicated in statement at para (I)(a) above | Details of Warrants | | Details of Convertible Securities | | Total shares (including underlying shares assuming full conversion of warrants & Convertible securities) as a % of diluted share capital |
|---------|-------------------------|---------------|--|----------------------|--------------------------|-----------------------------------|--------------------------|--|
| | | | | No. of warrants held | As a % of the same class | No. of Convertible Securities | As a % of the same class | |
| | | | | (XIII) | (XIV) | (XV) | (XVI) | |
| | | NIL | | | | | | |
| | TOTAL | 0 | 0.00 | | | | | |

(I)(d) Statement showing details of locked in shares

| Sr. No. | Name of the shareholder | No. of locked in Shares | As a percentage of total number of shares (i.e., Grand Total (A)+(B)+⊕ indicated in statement at para (I)(a) above | Promoter/ Promoter Group/ Public |
|---------|-------------------------|-------------------------|--|----------------------------------|
| 1 | NIL | | | |
| 2 | Total | | | |

(II)(a) Statement showing details of Depository Receipts (DRs)

| Sr. No. | Type of outstanding DR (ADRs, GDRs, SDRs etc.) | Number of outstanding DRs | Number of shares underlying outstanding DRs | Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+⊕ indicated in statement at para (I)(a) above |
|---------|--|---------------------------|---|---|
| | NIL | | | |
| | TOTAL | | | |

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/ promoter group' are in excess of 1% of the total number of shares

| Sr.No. | Name of the DR holder type of outstanding DR (ADRs, GDRs, SDRs, etc.) | No. of shares underlying outstanding DR | Shares underlying outstanding DRs as a %age of total number of shares (i.e., Grand Total (A)+(B)+⊕ indicated in statement at para (I)(a) above |
|--------|---|---|--|
| 1 | NIL | | |
| 2 | Total | | |

for PTL ENTERPRISES LTD.

Seema Thapar
(SEEMA THAPAR)
COMPANY SECRETARY

(III)(a) Statement showing the voting pattern of shareholders, if more than one class of shares/ securities is issued by the issuer.

(Give description of voting rights for each class of security

NOT APPLICABLE

Class X:
Class Y:
Class Z:)

| Category | Category of shareholder | Number of Voting Rights held in each class of securities | | | Total Voting Rights (III+IV+V) | Total Voting rights i.e. | |
|----------|---|--|---------|---------|--------------------------------|--------------------------------|-----------------------------------|
| | | Class X | Class Y | Class Z | | As a percentage of (A+B) (VII) | As a percentage of (A+B+C) (VIII) |
| (I) | | (III) | (IV) | (V) | (VI) | | |
| (A) | (II) Promoter and Promoter Group | | | | | | |
| | -1 Indian | | | | | | |
| | (a) Individuals/ Hindu Undivided Family | | | | | | |
| | (b) Central Government/ State Government(s) | | | | | | |
| | (c) Bodies Corporate | | | | | | |
| | (d) Financial Institutions/ Banks | | | | | | |
| | (e) Any Other (specify) | | | | | | |
| | Sub-Total (A)(1) | | | | | | |
| | -2 Foreign | | | | | | |
| | (a) Individuals (Non-Resident Individuals/ Foreign Individuals) | | | | | | |
| | (b) Bodies Corporate | | | | | | |
| | (c) Institutions | | | | | | |
| | (d) Any Other (specify) | | | | | | |
| | Sub-Total (A)(2) | | | | | | |
| | Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | | | | | | |
| (B) | Public shareholding | | | | | | |
| | -1 Institutions | | | | | | |
| | (a) Mutual Funds/ UTI | | | | | | |
| | (b) Financial Institutions/ Banks | | | | | | |
| | (c) Central Government/ State Government(s) | | | | | | |
| | (d) Venture Capital Funds | | | | | | |
| | (e) Insurance Companies | | | | | | |
| | (f) Foreign Institutional Investors | | | | | | |
| | (g) Foreign Venture Capital Investors | | | | | | |
| | (h) Any Other (specify) | | | | | | |
| | Sub-Total (B)(1) | | | | | | |
| | -2 Non-institutions | | | | | | |
| | (a) Bodies Corporate | | | | | | |
| | (b) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | | | | | | |
| | (c) Any Other (specify) | | | | | | |
| | Sub-Total (B)(2) | | | | | | |
| | Total Public Shareholding (B) = (B)(1)+(B)(2) | | | | | | |
| | TOTAL (A)+(B) | | | | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | | | | | | |

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