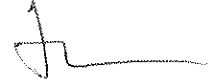


# PTL ENTERPRISES LIMITED



REGISTERED/COURIER

PTL/3

January 1, 2013

To

- 1) The Secretary,  
Cochin Stock Exchange Ltd.,  
MES Building, 36/1565, 4<sup>th</sup> Floor,  
Judges Avenue, Kaloor, Kochi – 682017.
- 2) The Secretary,  
Bombay Stock Exchange 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,

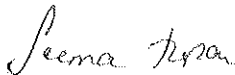
**Sub : Compliance with Clause 49 of the Listing Agreement**

Please find enclosed herewith the Quarterly Report on Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2012.

Hope you will find the above in order.

Thanking you,

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



**(SEEMA THAPAR)**  
**COMPANY SECRETARY**

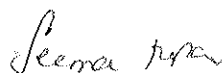
Encl : as above

# PTL ENTERPRISES LIMITED

## Quarterly Compliance Report on Corporate Governance for the period ended 31.12.2012

| Particulars |                                                               | Clause of Listing Agreement | Compliance (Yes/No) | Remarks |
|-------------|---------------------------------------------------------------|-----------------------------|---------------------|---------|
| 1           |                                                               | 2                           | 3                   | 4       |
| I           | <b>Board of Directors</b>                                     | 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                 |         |
| II          | <b>Audit Committee</b>                                        | 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         | <b>Subsidiary Companies</b>                                   | 49(III)                     | YES                 |         |
| IV          | <b>Disclosures</b>                                            | 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                 |         |
| F           | Management                                                    | 49 (IVF)                    | YES                 |         |
| G           | Shareholders                                                  | 49 (IVG)                    | YES                 |         |
| V           | <b>CEO/CFO Certification</b>                                  | 49 (V)                      | YES                 |         |
| VI          | <b>Report on Corporate Governance</b>                         | 49 (VI)                     | YES                 |         |
| VII         | <b>Compliance</b>                                             | 49 (VII)                    | YES                 |         |

for PTL ENTERPRISES LTD.



(SEEMA THAPAR)  
COMPANY SECRETARY