

# ***PTL ENTERPRISES LIMITED***

## **54<sup>th</sup> ANNUAL REPORT**

<b>Contents</b>	<b>Page Nos.</b>
Board of Directors .....	2
Notice .....	3
Directors' Report .....	13
Report on Corporate Governance.....	53
Management Discussion and Analysis Report.....	81
<b><u>Standalone Accounts</u></b>	
Auditors' Report.....	86
Balance Sheet .....	90
Statement of Profit & Loss .....	91
Cash Flow Statement .....	92
Notes Forming Part of the Financial Statements.....	95
Statement Relating to Subsidiary Companies.....	112
<b><u>Consolidated Accounts</u></b>	
Auditors' Report.....	113
Balance Sheet .....	118
Statement of Profit & Loss .....	119
Cash Flow Statement .....	120
Notes Forming Part of the Financial Statements.....	121

# ***PTL ENTERPRISES LIMITED***

## **BOARD OF DIRECTORS**

ONKAR S KANWAR : CHAIRMAN  
NEERAJ KANWAR  
AKSHAY CHUDASAMA  
B K SINGH  
HARISH BAHADUR  
P H KURIAN : KERALA GOVERNMENT NOMINEE  
SHIVI MOHAN RASTOGI  
U S ANAND

## **MANAGER**

BALA KRISHNAN G

## **COMPANY SECRETARY**

PRADEEP KUMAR

## **CHIEF FINANCIAL OFFICER**

AMIT GAUTAM

## **AUDITORS**

H.N.MEHTA ASSOCIATES

## **REGISTERED OFFICE**

6TH FLOOR, CHERUPUSHPAM BLDG.  
SHANMUGHAM ROAD,  
KOCHI - 682 031 ( KERALA).  
TEL. NO: (0484) 2381808, 2372767  
FAX NO: (0484) 2370351

## **BANKERS**

STATE BANK OF INDIA  
YES BANK  
ICICI BANK  
SYNDICATE BANK  
CORPORATION BANK  
DHANLAKSHMI BANK

## **WORKS**

KALAMASSERY  
ALWAYE,  
KERALA - 683 104.

# PTL ENTERPRISES LIMITED

**Regd. Office:** 6<sup>th</sup> Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala)  
CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email – investors@ptlenterprise.com  
Tel: 0484 – 2381808, 2381895, 2372767, Fax: (0484) - 2370351

## NOTICE

**NOTICE** is hereby given that the 54<sup>th</sup> Annual General Meeting of the Members of **PTL ENTERPRISES LTD** will be held as under:-

DAY	:	Monday
DATE	:	August 10, 2015
TIME	:	2.00 pm
PLACE	:	"Willingdon Hall", Vivanta Malabar (Taj), Willingdon Island, Kochi (Kerala).

to transact the following businesses:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended March 31, 2015 and reports of the Board of Directors and of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Harish Bahadur(DIN-00032919), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT the appointment of M/s. H.N. Mehta Associates, Chartered Accountants, the retiring auditors (Registration No.106219W), be and is hereby ratified as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for auditing the Accounts for the financial year 2015-2016 and the Board of Directors/Committee of the board be and is hereby authorised to fix their remuneration plus travelling and out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit and also such other remuneration, as may be decided to be paid by the Board/Committee of the Board, for performing duties permissible under the companies Act, 2013 other than those referred to herein above."

### SPECIAL BUSINESS

5. To appoint Mr Birendra Kumar Singh (DIN – 05329739), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Birendra Kumar Singh (DIN – 05329739), Non Executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 9th August, 2020."

6. To appoint Ms Shivi Mohan Rastogi (DIN – 01619307) , as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Shivi Mohan Rastogi (DIN – 01619307),

Non Executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 9th August, 2020."

7. To appoint Mr Akshay Kumar Narendrasinhji Chudasama (DIN – 00010630), as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Akshay Kumar Narendrasinhji Chudasama (DIN – 00010630), Non Executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 9th August, 2020."

8. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:-

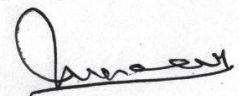
"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules 2014, including any amendments thereto or re-enactment thereof, the applicable provisions of the Listing Agreement including clause 49 thereof and the enabling provisions of the Memorandum and Articles of Associations of the Company, the approval and consent of the members of the Company be and is hereby accorded to the existing lease agreement dated 01.05.2012 between the Company and M/s Apollo Tyres Limited (hereinafter referred to as "Parties"), for a period of eight years from 01.04.2014 to 31.03.2022 on lease rental of ₹ 40 crore per annum or such other amount as may be mutually agreed between the parties on the basis of contemporaneous arm's length analysis conducted from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enhance the aforesaid lease rentals from ₹ 40 Crore p.a. to ₹ 50 Crore p.a. or such other increased amount and at such terms and conditions as may be mutually agreed between the parties, for the remaining period of lease agreement, on the basis of contemporaneous arm's length analysis conducted from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any Director(s) or other person(s) duly authorised by the Board, at its absolute discretion to give effect to the aforesaid resolution and is authorised to do all such acts, deeds and things as may be considered necessary, expedient or incidental in relation to the said matter and to take such action and give such directions as they may consider necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable in order to achieve the aforesaid purpose".

Place: Gurgaon  
Dated: June 25, 2015

By order of the Board  
For PTL Enterprises Ltd



(PRADEEP KUMAR)  
COMPANY SECRETARY

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is enclosed herewith.

2. Members/ Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
3. The Register of Members and Share Transfer Books shall remain closed from 01.08.2015 to 10.08.2015 (both days inclusive) for payment of dividend on equity shares. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
4. Corporate members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the Special businesses set out above is annexed hereto.
6. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.00 a.m. to 5.00 p.m. on any working day prior to the date of the meeting and will also be available at the venue of the meeting on the date of the meeting. The register of Director's and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
7. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the annual general meeting.
9. The shares of the Company are under compulsory demat list of Securities & Exchange Board of India w.e.f. November 11, 1999. The trading in equity shares can now only be in demat form. In case you do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
10. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
11. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz, name and address of the branch of the bank, MICR code of branch, type of account and account number, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
12. Voting through Electronic Means
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Clause 35B of the listing agreement, the Company is arranging to provide members, facility to exercise their right to vote at the 54th annual general meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

- ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date).
- iv) The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
- v) The members who have cast their voting by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- vi) The Board of Directors have appointed Mr. P P Zibi Jose, Practicing Company Secretary, as the Scrutinizer, who has also given his consent for the same, for conducting the voting process and remote e-voting in a fair and transparent manner.
- vii) The scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- viii) The Results shall be declared by the Chairman or the person authorised by him in writing not later than three days of conclusion of the annual general meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ptlenterprise.com](http://www.ptlenterprise.com) and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 54th Annual General Meeting and the Annual Report 2015 will be available on the Company's and NSDL website.
- ix) Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- x) The remote e-voting facility will be available during the following voting period after which the portal shall forthwith be blocked and shall not be available:

Commencement of remote e-voting	From 10:00 a.m. (IST) on Aug 7, 2015
End of remote e-voting	Up to 5:00 p.m. (IST) on Aug 9, 2015
- xi) The cut-off date (i.e. the record date) for the purpose of remote e-voting is August 3, 2015.

**The procedure and instructions for remote e-voting are as under:**

- (A) In Case of Members' receiving e-mail from NSDL –
  - i) Open e-mail and PDF file viz. " PTL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user id and password for e-voting. Please note that the password is an initial password.
  - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii) Click on Shareholder – Login
  - iv) Put user id and password as initial password in step (i) above. Click Login.
  - v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - vii) Select "EVEN" of PTL Enterprises Ltd.

- viii) Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also click "Confirm" when prompted.
- x) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutinizer through e-mail investors@ptlenterprise.com with a copy marked to e-voting@nsdl.co.in.
- (B) In Case of Members' receiving physical copy of the Notice of annual general meeting and attendance slip:
- i) Initial password is provided below the attendance slip
- ii) Please follow all steps from Sl. No (ii) to (x) above, to cast vote.

13. Electronic copy of the Notice of the 54th annual general meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 54th annual general meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government pursuant to Section 205C of the Companies Act, 1956 on the dates mentioned below. Kindly note that after such transfer, the members will not be entitled to claim such dividend:-

Financial Year Ended	Due Date of Transfer
31.03.2008	17.08.2015
31.03.2009	22.08.2016
31.03.2010	28.08.2017
31.03.2011	10.09.2018
31.03.2012	12.10.2019
31.03.2013	05.09.2020
31.03.2014	21.10.2021

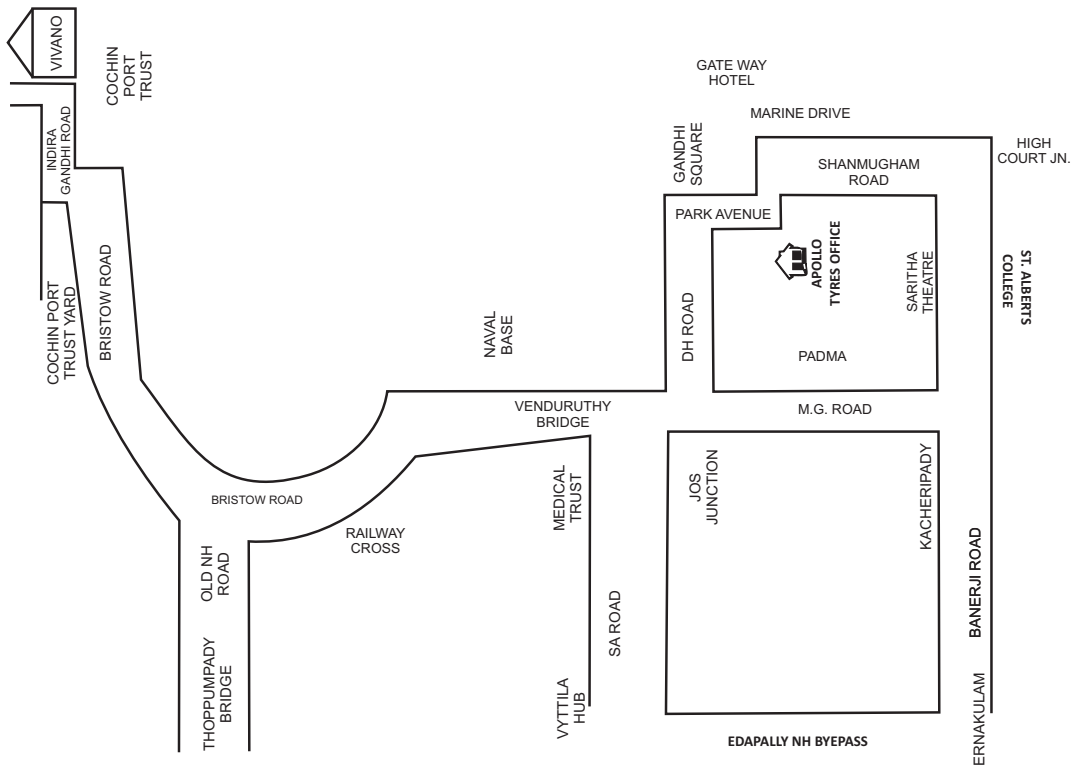
15. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository, Members who have not registered their e-mail address with the Company can now register the same by submitting the duly filed in "E-mail Registration Form", available on the website of the Company, to the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

The notice of annual general meeting and the copies of the audited financial statements, directors' report, auditors' report etc. will also be displayed on the website (www.ptlenterprise.com) of the Company.

16. As per the provisions of clause 54II of the listing agreement (SEBI circular no. CIR/CFD/DIL/10/2010 dated December 16, 2010) the unclaimed/ undelivered shares lying in the possession of the Company had dematerialised and transferred into an "Unclaimed Suspense Account". Shareholder who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by all the shareholders furnishing the necessary details to enable the Company to take necessary action.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
19. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the annual general meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment and their brief profile forms part of the explanatory statement.
20. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the annual general meeting, forms integral part of the notice. The concerned Director has furnished the requisite declarations for his re-appointment and his brief profile forms part of the explanatory statement.
21. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our corporate office, or at our e-mail ID: investors@ptlenterprise.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
22. The route map of the venue for the Annual General Meeting is given herein below and also available on the website of the Company.

## PTL AGM Venue - VIVANTA (TAJ MALABAR)





## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 5**

Mr. Birendra Kumar Singh, aged about 63 years is a Tax Consultant by profession. He has vast numbers of experience in the Indian Revenue Services. He has also handled several assignments under Excise and Customs. He was the Chief Commissioner of Excise and Customs.

Mr Birendra Kumar Singh holds directorship in the following companies –

Artemis Health Sciences Limited  
Veekay Polycoats Limited

Mr. Birendra Kumar Singh does not hold Chairmanship/ Membership in any other company.

He is not holding equity shares of the Company.

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of special resolution by the shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the annual general meeting.

The new provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

The Company has received from Mr. Birendra Kumar Singh –

- i) Confirmation of Independence.
- ii) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 184 of the Companies Act, 2013.
- iii) A declaration to the effect that he meets the criteria of independence as provided under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Birendra Kumar Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Birendra Kumar Singh as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours of any working day, excluding Saturday & Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Birendra Kumar Singh as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Birendra Kumar Singh is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 5 for your consideration and approval as an Ordinary Resolution.

**Item No. 6**

Ms. Shivi Mohan Rastogi, aged about 37 years is an Advocate by profession. She is Co-founding partner of the firm, "Amicus Services". She has advised investee and investors on private equity and M&A transactions, including exits and strategic sales, across various sectors, including infrastructure and financial services.

Ms. Shivi Mohan Rastogi holds directorship in the following companies –

Apollo International Limited

Ms. Shivi Mohan Rastogi also holds Chairpersonship/ Membership in the following companies –

Apollo International Limited - Nomination & Remuneration Committee (Member)

She is not holding equity shares of the Company.

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of special resolution by the shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the annual general meeting.

The new provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

The Company has received from Ms. Shivi Mohan Rastogi –

- i) Confirmation of Independence.
- ii) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of Section 184 of the Companies Act, 2013.
- iii) A declaration to the effect that she meets the criteria of independence as provided under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Shivi Mohan Rastogi fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Shivi Mohan Rastogi as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours of any working day, excluding Saturday & Sunday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Shivi Mohan Rastogi as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Ms. Shivi Mohan Rastogi is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 6 for your consideration and approval as an Ordinary Resolution.

**Item No. 7**

Mr. Akshay Kumar Narendrasinhji Chudasama (Akshay Chudasama), was appointed by the board as an additional Director on the board of your company w.e.f. 10th june 2015, pursuant to section 161(1) of the companies Act, 2013. Mr. Akshay Chudasama,

holds office upto the date of ensuing Annual General Meeting. A notice under section 160 of the Companies Act, 2013 has been received from a member along with a deposit of Rs.1 lac proposing the candidature of Mr. Akshay Chudasama

Mr. Akshay Chudasama, aged about 45 years, is the partner of a leading legal firm, Shardul Amarchand Mangaldas. He has been practicing Law since 1994 and specializes in Mergers & Acquisitions, Joint Ventures, Cross Border Investments, Private Equity, Real Estate, Hospitality, Franchising and Media & Entertainment Law.

Mr. Akshay Chudasama holds directorship in the following companies –

BATA India Limited  
Wyosha Real Estate Private Limited  
Apollo Tyres Limited

Mr. Akshay Chudasama also holds Chairpersonship/ Membership in the following companies –

BATA Limited	-	Audit Committee	-	Chairman
BATA Limited	-	Nomination & Remuneration	-	Member
BATA Limited	-	CSR Committee	-	Member
BATA Limited	-	Whistle Blower Committee	-	Chairman
Apollo Tyres Ltd	-	Audit Committee	-	Member
Apollo Tyres Ltd	-	Nomination & Remuneration	-	Member

He is not holding equity shares of the Company.

Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that:

- a.) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of special resolution by the shareholders in General Meeting; and
- b.) An Independent Director shall not be liable to retire by rotation at the annual general meeting.

The new provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013.

The Company has received from Mr. Akshay Chudasama the:

- i.) Confirmation of independence.
- ii.) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 184 of the Companies Act, 2013.
- iii.) A declaration to the effect that he meets the criteria of independence as provided under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Akshay Chudasama fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Akshay Chudasama as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Akshay Chudasama as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Akshay Chudasama is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 7 for your consideration and approval as an Ordinary Resolution.

**Item No. 8**

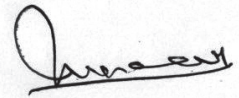
Pursuant to the provision of Clause 49 of the Listing Agreement, All existing material related party contracts or arrangements as on April 17, 2014, which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to October 01, 2014. Accordingly, your Directors considered and recommended for ratification of Lease Agreement dated 01.05.2012 for a period of Eight years from 01.04.2014 to 31.03.2022 on the lease rental of ₹ 40 Crore per annum and reimbursement of expenses being a material related party transaction as per the provisions of Listing Agreement.

Further, the Board, on the recommendation of the Audit Committee, has considered and recommended to enhance the lease rental from ₹ 40 Crores p.a. to ₹ 50 Crores p.a. or such other increased amount and at such terms and conditions as may be mutually agreed with Apollo Tyres Limited (Lessee, which is a related party to the company), for the remaining period of lease agreement. The increase in lease rent is necessary as your Company would have to expand its infrastructure and facilities which are currently provided to Apollo Tyres (Lessee). These would be required for installation of additional machinery by Lessee for enhancement of production capacity of the plant.

Except Mr. Onkar S Kanwar, Mr. Neeraj Kanwar and Mr. Akshay Kumar Narendrasinhji Chudasama, who may deem to be interested being the directors of the Board of the Lessee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 8 for your consideration and approval as a Special Resolution.

By order of the Board  
For **PTL Enterprises Ltd**



(PRADEEP KUMAR)  
COMPANY SECRETARY

Place: Gurgaon  
Dated: June 25, 2015

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 54<sup>th</sup> Annual Report on the business and operations of the Company, together with the audited accounts for the financial year ended March 31, 2015.

### FINANCIAL RESULTS

(₹ in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Total Revenue	4,153.37	4,114.22
Profit Before Depreciation	2,415.69	2,746.71
Depreciation	92.11	60.09
Profit Before Tax	2,323.58	2,686.62
Provision for Tax – Current	986.71	949.61
Provision for Tax – Deferred	(167.86)	(24.56)
Net Profit after Tax	1,504.73	1,761.57
Balance brought forward from previous year	5,248.95	4,461.76
Profit Available for Appropriation	6,753.68	6,223.33
Appropriations		
Dividend to Equity Shareholders	661.89	661.89
Dividend Tax	134.74	112.49
Transfer to General Reserve	200.00	200.00
Balance Carried Forward	5757.05	5,248.95

### OPERATIONS

The gross total income of your Company for the year ended March 31, 2015 amounted to ₹ 4,153.37 lacs as against ₹ 4,114.22 lacs during the previous year. It includes lease rental of ₹ 4,000 lacs received from Apollo Tyres Ltd. (ATL), in accordance with the terms of the Lease Agreement executed with ATL. After providing for depreciation and tax, net profit amounted to ₹ 1,504.73 lacs as against ₹ 1,761.57 lacs in the previous year.

During the year under review, the gross revenue of the subsidiary company Artemis Medicare Services Ltd. increased to ₹ 37,085.80 lacs as compared to ₹ 26,257.04 lacs in the previous year.

Consolidated Turnover grew by 35.57% to ₹ 41,464.11 lacs as compared to ₹ 30,585.39 lacs in the previous year. Net Profit after Tax and after Minority Interest for the year is ₹ 3,352.56 lacs which is higher by 38.18% as compared to ₹ 2,426.18 lacs in the previous year.

### DIVIDEND

Your Directors recommend dividend of ₹ 1 /- per equity share for the FY 2014-15, for your approval. There will be no tax deduction at source on dividend payments, but your Company will have to pay dividend distribution tax amounting to ₹ 134.74 lacs, inclusive of surcharge.

The dividend, if approved, shall be payable to the shareholders registered in the books of the Company and the beneficial owners as per details furnished by the depositories, determined with reference to the book closure.

## **COMPLIANCE**

The Certificate dated May 12, 2015 obtained from the statutory auditors, M/s. H. N. Mehta Associates, forms part of this Annual Report and the same is enclosed as Annexure I.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required by clause 49 of the Listing Agreement with the Stock Exchanges, a detailed Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

## **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

## **SUBSIDIARIES**

Pursuant to Section 129 (3) of the Companies Act, 2013 and Accounting Standard- 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries.

Further, a separate statement containing the salient features of the financial statements of subsidiaries of the company in the prescribed form AOC-I has been disclosed in the Consolidated Financial Statements.

In terms of provisions of Section 136 of the Companies Act, 2013, the Company shall place separate audited accounts of the subsidiary companies on its website at [www.ptlenterprise.com](http://www.ptlenterprise.com). The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary interested in obtaining the same. These documents shall also be available for inspection at the registered office of the Company during business hours up to the date of ensuing Annual General Meeting.

Report on the performance and financial position of Subsidiary Companies..

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on performance and financial position of the subsidiary companies included in the consolidated financial statement is presented as under:

<b>Sl. No.</b>	<b>Name of the Subsidiary</b>	<b>Subsidiary</b>	<b>Report</b>
1	Artemis Health Sciences Limited (AHSL)	Subsidiary	AHSL is the holding company of AMSL. It is engaged in healthcare business through its subsidiary AMSL.
2	Artemis Medicare Services Limited (AMSL)	Step -Subsidiary	AMSL is running a super specialty hospital with 300 bedded category in Gurgaon.

3	PTL Projects Limited (PPL)	Subsidiary	PPL is the holding company of AEL.
4	Athena Eduspark Limited (AEL)	Step -Subsidiary	AEL is providing trained manpower to the educational institutions.

The performance and financial position of subsidiary companies included in the consolidated financial statement can also be referred to in form AOC-I which has been disclosed in the Consolidated Financial Statements..

### **FIXED DEPOSITS**

During the year under review, your Company has neither accepted nor renewed any deposits during the FY 2014-15 in terms of Chapter V of the Companies Act, 2013 and no amount of principal or interest was outstanding in respect of deposits from the public as on the date of balance sheet.

### **COST AUDIT**

Your Company does not have its own production and its facility has been leased out to Apollo Tyres Ltd. Under the Companies (Cost Records and Audit) Rules, as prescribed under the new Companies Act, 2013, company's lease income is not classified under the aforesaid Rules, hence Cost Audit is not applicable in respect of your company.

### **DIRECTORS**

During the year, Mr K Jacob Thomas(DIN-00015603), Ms. Pallavi Shroff (DIN-00013580) and Mr U S Anand (DIN-02055913) were appointed as the Independent Directors w.e.f. 22.09.2014 for a period of 5 years i.e., up to 21.09.2019.

Ms Pallavi Shroff had resigned from the Directorship of the Company w.e.f. 13.10.2014 owing to her inability to devote sufficient time to perform her duties as a Board member on account of her various professional commitments.

Mr. K. Jacob Thomas had resigned from the Directorship of the Company w.e.f. 06.05.2015 due to his personal reasons. The Board also placed on record its appreciation for the services rendered by Mr. K. Jacob Thomas, during the tenure of his directorship.

The Board of Directors in their meeting held on 06.02.2015 has appointed Mr B K Singh (DIN-05329739) and Ms Shivi Mohan Rastogi (DIN-01619307), as the additional Independent Directors of the Company, within the meaning of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under, not subject to retirement by rotation.

The Company has also received the notice in writing from the members proposing the appointment of Mr B K Singh & Ms Shivi Mohan Rastogi for the office of director along with a deposit of Rupees One Lac each.

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such of the Directors as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every annual general meeting. Consequently, Mr Harish Bahadur, Director will retire by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment in accordance with the provisions of the Companies Act, 2013.

The brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing Annual General Meeting.

Pursuant to the requirement under Section 134(3) (d) of the Companies Act, 2013, with respect to statement on declaration given by independent directors under section 149(6) of the Act, the Board hereby confirms that all the independent directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said section 149(7).

### KEY MANAGERIAL PERSONNEL

During the year, following are the changes in the office of KMPs –

Name	Change	Date	Designation
Mr C Thomas Matthew	Resignation	24.07.2014	Manager
Mr Balakrishnan G	Appointment	25.07.2014	Manager
Mr K Jacob Koshy	Resignation	24.07.2014	CFO
Mr V M Anil Kumar	Appointment	25.07.2014	CFO
Mr V M Anil Kumar	Resignation	05.02.2015	CFO
Mr Amit Gautam	Appointment	06.02.2015	CFO
Ms Seema Thapar	Resignation	06.02.2015	CS
Mr Pradeep Kumar	Appointment	06.02.2015	CS

At present, the Key managerial personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr Balakrishnan G - Manager  
 Mr Amit Gautam - Chief Financial Officer (CFO)  
 Mr Pradeep Kumar - Company Secretary (CS)

### PARTICULARS W.R.T. RATIO OF REMUNERATION OF DIRECTORS AND KMP

In terms of the provisions of Section 197 of the Companies Act, 2013 including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the required information with respect to ratio of remuneration of directors, key managerial personnel and employees is set out as Annexure – II which forms part of this report. There were no employees during the year under review, drawing remuneration specified under Section 197 of the Companies Act, 2013 read with applicable rules.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, the Directors confirm:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;



- ii) That they had selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year, and of the profit and loss of the Company for that period;
- iii) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That they had prepared the annual accounts on a going concern basis; and
- v) That they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **STATUTORY AUDITORS**

M/s H N Mehta Associates, Chartered Accountants, Statutory Auditors of your Company, will retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment as Statutory Auditors for the FY 2015-2016.

Pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate dated 24th April, 2015 from the Auditors to the effect, inter-alia, that their re-appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such re-appointment under the provisions of applicable laws and also that there is no proceeding against them or any of their partners pending with respect to professional matter of conduct.

Based on the recommendations of the Audit Committee and as per the provisions of Section 139 (1), the Board of Directors of your Company proposes to ratify the appointment of Mr H N Mehta Associates, Chartered Accountants, Statutory Auditors of your Company for FY16.

### **AUDITORS' REPORT**

The observations of the Auditors (including any qualification, reservation, adverse remark or disclaimer) together with the notes to accounts referred to in the Auditors' Report, are self-explanatory and do not call for any further explanation from the Directors.

### **COMMITTEES OF BOARD**

Pursuant to requirement under Companies Act, 2013 and Listing Agreement, the Board of Directors has constituted various committees of Board such as Audit Committee, Nomination & Remuneration Committee, Stake holders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. The details of composition and terms of reference of these committees are mentioned in the Corporate Governance Report.

## **SECRETARIAL AUDITORS AND THEIR REPORT**

M/s PI & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company for the Financial year 2014-15 pursuant to Section 204 of the Companies Act, 2015. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as Annexure - III and forms part of this report.

There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2014-15 which call for any explanation from the Board of Directors.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

As the Company's facility has been leased out to Apollo Tyres Ltd. and the Company is not carrying out any manufacturing activity of its own, no information is required to be furnished under section 134 (3) (m) of the Companies Act, 2013.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The policies and procedures adopted by the company ensures orderly and efficient conduct of the business, including adherence to company's policies, safeguarding the assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as on 31.03.2015 in the prescribed form MGT.9, pursuant to section 92(3) of the Companies Act, 2015 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as Annexure - IV and forms part of this Report.

## **NUMBER OF MEETINGS OF THE BOARD**

During the Financial Year 2014-15, 5 (five) Board meetings were held. For details thereof kindly refer to the section `Board of Directors- Number of Board Meetings, in Corporate Governance Report.

## **POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION**

Pursuant to the requirement under Section 134(3) (e) and 178 (3) of the Companies Act, 2013, the policy on directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and the policy on remuneration of directors, KMP and other employees is attached as Annexure - V which forms part of this report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Pursuant to the requirement under Section 134(3) (g) of the Companies Act, 2013 the particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2014-15 are attached as Annexure - VI which forms part of this report.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

Pursuant to the requirement under Section 134(3) (h) of the Companies Act, 2013, the particulars of contracts or arrangements with related parties referred to in section 188(1) of the Act, are attached as Annexure - VII which forms part of this report.

## **DISCLOSURE ON COMPOSITION OF AUDIT COMMITTEE & NON ACCEPTANCE OF ITS RECOMMENDATION**

Pursuant to Section 177(8) of the Companies Act, 2013 the composition of Audit Committee of the Company as on 31.03.2015 was as under:-

<b>Name of the Member</b>	<b>Category</b>	<b>Status</b>
Mr K Jacob Thomas	Independent Director	Chairman
Mr U S Anand	Independent Director	Member
Mr Neeraj Kanwar	Non - Independent Director	Member

There was no instance when the recommendation of Audit Committee was not accepted by the Board of directors.

## **DISCLOSURE ON VIGIL MECHANISM**

The Company has established a vigil mechanism through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. Further information on the subject can be referred to in section `Disclosures` - Whistle-Blower Policy / Vigil Mechanism of the Corporate Governance Report.

## **MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the entire Board of the Company, its committees and individual directors, including independent directors.

A structured questionnaire has been prepared, covering various aspects of the functioning of the board and its Committee, such as adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and corporate governance, etc. Similarly, for evaluation of individual director's performance, the questionnaire covers various aspects like his/her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

Board members had submitted their response on a scale of 5 (Exceptionally Good) – 1 (Unacceptable) for evaluating the entire Board, respective committees of which they are members and of their peer Board members, including Chairman of the Board.

The independent directors had met separately without the presence of Non-Independent directors and the members of management and discussed, inter alia, the performance of Non-Independent

directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration committee has also carried out evaluation of every director's performance.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the director being evaluated. On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

The Directors expressed their satisfaction with the evaluation process.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE**

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and company's operations in future.

### **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) INITIATIVES**

The Company has in place a CSR policy in line with schedule VII of the Companies Act, 2013. As per the policy the CSR activities are focused not just around the plants and offices of the company, but also in other geographies based on the needs of the communities. Following are the CSR projects –

1. Specialised gynaecology camp 7th Ward of Kalamassery Municipality
2. World AIDS day celebration activity
3. Skill building and livelihood generation programme for women-Kalamassery
4. Biodiversity enhancement project
5. Organic Farming
6. Study on the employees of the grading centre & the tappers in three rubber grading centres in Pathanad, Aimkombu & Vazhoor regions

The annual report on CSR activities is furnished in Annexure - VIII which forms part of this report.

### **DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT**

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Audit Committee/ Board periodically. During the year, as per the requirements of Listing agreement with the stock exchanges, a Risk Management Committee was constituted by the Board of directors on 02.05.2014 with responsibility of preparation of Risk Management Plan and, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis, to update Risk Register on quarterly basis, to report key changes in critical risks to the Board on ongoing basis, to report critical risks to Audit Committee in detail on yearly basis and such other functions as may be prescribed by the Board.

## **LEGAL COMPLIANCE REPORTING**

The Board of directors reviews in detail, on a quarterly basis, the reports of compliance to all applicable laws and regulations. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

In the opinion of the Board, there has been no identification of elements of risk that may threaten the existence of the company.

## **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has in place a formal policy for prevention of sexual harassment of its women employees in line with "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation for assistance received from the Central Government, State Governments of Kerala and Haryana, bankers, consumers, business partners and stakeholders for their valuable support and patronage during the year under review. The Board further wishes to extend its appreciation of the contributions made by employees towards growth of the business.

For and on behalf of the Board of Directors



**(ONKAR S KANWAR)**  
**CHAIRMAN**

Place: Gurgaon  
Dated: May 12, 2015

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE  
AS PER CLAUSE 49 OF THE LISTING AGREEMENT**

To

The Members of PTL Enterprises Limited,

We have examined the compliance of conditions of Corporate Governance by PTL Enterprises Limited, for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination is limited to procedures, and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that all investor grievances were redressed within 30 days of lodgement of grievance and as on 31.03.2015 no investor complaint is pending against the company as per the records maintained by the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the company, nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For and on behalf of  
H N Mehta Associates**  
Firm Registration No. 106219W  
Chartered Accountants

Sd/-  
Kiran Pancholi  
Partner  
Membership No. 33218

Date: May 12, 2015  
Place: Mumbai

**Annexure - II**

<b>Details under section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014</b>						
<b>Rule</b>	<b>Particulars</b>					
5.1	The Ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.	a	All the directors have not received the remuneration, except the sitting fees, during the FY 2014-15			
5.2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary.	a	For Mr Balakrishnan G			
		b	For Mr Amit Gautam			
		c	For Mr Pradeep Kumar			
5.3	The percentage increase in the median remuneration of employees in the financial year.		5.52			
5.4	The number of permanent employees on the rolls of the company		854			
5.5	The explanation on the relationship between average increase in remuneration and company performance		The Average increases is based on the objectives of our Remuneration policy that is designed to attract, motivate and retain the employees who are the drivers of organization success and helps us to retain our industry competitiveness.			
5.6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	a	% Increase in Net Sales in 2014 -15 as compared to 2013 -14		N A	
		b	% Increase in PAT in 2014 -15 as compared to 2013 -14		N A	
		c	% Increase in EBIDTA in 2014 -15 as compared to 2013 -14		N A	
5.7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year.		<b>Closing share Price (NSE)</b>	<b>Mkt cap</b>	<b>Net profit</b>	<b>PE</b>
		31.03.2015	33.40	22,106.96 Lacs	1504.73 Lacs	14.71
		31.03.2014	25.40	16,811.88 Lacs	1761.57 Lacs	9.51

	Closing share price as on 31st March 2015 was ₹ 33.40 PTL's offer price during its public issue in the year 1960 was ₹ 100 /- per equity share. However these are not comparable as PTL Enterprise Ltd has done stock splits and issued Bonus shares during the intervening period	
5.8	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if	The average % managerial increase has been 11.95 % while for others it is about 6.85%. This is based on our Remuneration policy that rewards people differentially based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.
5.9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	Same as 5.6
5.10	The key parameters for any variable component of remuneration availed by the Directors	The key parameters are a) Net Sales b) PAT c) EBIDTA d) Net Operating Cash Flow from Business
5.11	The ratio of the remuneration of the highest paid Director to that of the employee who are not Directors but receive remuneration of the highest paid Director during the year	-



**Annexure - III**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

To,  
The Members,  
**PTL Enterprises Limited**  
(L25111KL1959PLC009300)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PTL Enterprises Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Industrial Dispute Act, 1947
  - (vii) Payment of wages Act, 1936
  - (viii) Factories Act, 1948
  - (viii) Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948
  - (ix) Bonus Act, Gratuity Act, Minimum Wages Act, Explosive Act, Environmental Laws
  - (x) Workmen's Compensation Act, 1923, Equal Remuneration Act, 1976 and all other allied labour laws, as informed/ confirmed to us;
  - (xi) Income Tax Act 1961

I/we have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has one (1) event (Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

The company during the period under review has passed following resolutions u/s 180 of the Act:-

- Shareholders resolution passed for approving borrowing limits u/s 180(1)(c) to an amount not exceeding ₹ 500 crores.
- Shareholders resolution passed for creation of security u/s 180(1) (a) of the Act, in connection with the borrowings of the company.

For PI and Associates

Sd/-  
Sakshi Seth  
ACS No.: 20740  
C P No.: 8050

Place: New Delhi  
Date: May 7, 2015

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

i	<b>CIN</b>	<b>L25111KL1959PLC009300</b>
ii	Registration Date	19th October, 1959
iii	Name of the Company	PTL ENTERPRISES LIMITED
iv	Category/Sub-category of the Company	Public Company
v	Address of the Registered office & contact details	6 <sup>th</sup> Floor, Cherupushpam Building, Shanmugham Road, Ernakulam, Kerala - 682031
vi	Whether listed company	Listed
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Alankit Assignments Limited 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055. Fax No. – 011-23552001 Phone No. – 011 - 42541234/ 011 - 23541234 Website - www.alankit.com e-mail - info@alankit.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Income From Lease	.....	97.23%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES -**

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD (directly)	APPLICABLE SECTION OF COMPANIES ACT, 2013
1	Artemis Health Sciences Limited	U33111DL2005PLC144156	Subsidiary Company	100%	Section 2(87) (ii)
2	Artemis Medicare Services Limited	U85110DL2004PLC126414	Subsidiary Company		Section 2(87) (ii)

3	PTL Projects Limited	U27101DL2011PLC216530	Subsidiary Company	100%	Section 2(87)(ii)
4	Athena Eduspark Limited	U80221DL2011PLC225198	Subsidiary Company	-	Section 2(87)(ii)

**IV SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)**  
**(i). Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	2500	0	2500	0.00	2500	0	2500	0.00	0
b) Central Govt.or State Govt.	3374800	0	3374800	5.1	3374800	0	3374800	5.1	0
c) Bodies Corporates	46212899	0	46212899	69.82	46212899	0	46212899	69.82	0.00
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>49590199</b>	<b>0</b>	<b>49590199</b>	<b>74.92</b>	<b>49590199</b>	<b>0</b>	<b>49590199</b>	<b>74.92</b>	<b>0.00</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>49590199</b>	<b>0</b>	<b>49590199</b>	<b>74.92</b>	<b>49590199</b>	<b>0</b>	<b>49590199</b>	<b>74.92</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds/ UTI	100		100	0.00	100	0	100	0.00	0
b) Banks/FI	598500	2600	601100	0.91	598500	2600	601100	0.91	0
C) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	1500000	0	1500000	2.27	1500000	0	1500000	2.27	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIS									
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>2098600</b>	<b>2600</b>	<b>2101200</b>	<b>3.18</b>	<b>2098600</b>	<b>2600</b>	<b>2101200</b>	<b>3.18</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	6182826	7950	6190776	9.35	6944470	7950	6952420	10.5	0
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	3140872	1044521	4185393	6.32	2821120	1005594	3826714	5.78	0
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	2088548	436750	2525298	3.82	1740103	436750	2176853	3.29	0
c) Others (specify) Clearing Members	0	0	0	0.00	0	0	0	0.00	0
Non Resident Indians	91834	1503750	1595584	2.41	39864	1501250	1541114	2.33	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0.00	0
Trusts	50	50	50	0.00	0	0	0	0.00	0
<b>SUB TOTAL (B)(2):</b>	<b>11504130</b>	<b>2993021</b>	<b>14497101</b>	<b>21.90</b>	<b>11545557</b>	<b>2951544</b>	<b>14497101</b>	<b>21.90</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>13602730</b>	<b>2995621</b>	<b>16598301</b>	<b>25.08</b>	<b>13644157</b>	<b>2954144</b>	<b>16598301</b>	<b>25.08</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>63192929</b>	<b>2995621</b>	<b>66188500</b>	<b>100.00</b>	<b>63234356</b>	<b>2954144</b>	<b>66188500</b>	<b>100.00</b>	<b>0.00</b>

**(ii) SHAREHOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
<b>INDIVIDUALS/HINDU UNDIVIDED FAMILY</b>								
1	Mr Onkar S Kanwar	2500	0.00	0	2500	0.00	0	0
	Sub-total	2500	0.00	0.00	2500	0.00	0.00	
<b>BODY CORPORATES</b>								
1	Constructive Finance (P) Ltd	33017575	49.88	0	33017575	49.88	0	0.00
2	Sunrays Properties & Investment Co. (P) Ltd	13195324	19.94	0	13195324	19.94	0	0.00
3	Governor of Kerala	3374800	5.10	0	3374800	5.10	0	0.00
	Sub-total	49587699	74.92	0.00	49587699	74.92	0.00	0.00
	<b>Non Resident Individuals</b>							
	Sub-Total	0	0.00	0.00	0	0.00	0.00	0.00
	Grand Total	49590199	74.92	0.00	49590199	74.92	0.00	0.00

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( PLEASE SPECIFY, IF THERE IS NO CHANGE)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	There has been no change in the Promoters shareholding during the year under purview.				

**(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Constructive Finance Pvt. Ltd.	33017575	49.88	33017575	49.88
2	Sunrays Properties & Investment Co Pvt Ltd	13195324	19.93	13195324	19.93

3	Governor Of Kerala	3374800	5.09	3374800	5.09
4	Keral State Industrial Development Corporation	1500000	2.27	1500000	2.27
5	Siddique Dawood	1490000	2.25	1490000	2.25
6	Amazer Investment and Finance Ltd	1297278	1.96	1297278	1.96
7	ATJ Ventures Pvt Ltd	-	-	1277596	1.93
8	TTJ Ventures Pvt Ltd	-	-	1274137	1.92
9	PTL Enterprises Ltd - Unclaimed Supsense Account	1103350	1.67	1101100	1.66
10	S S Texofab Private Limited	406947	0.61	741864	1.12

**(v) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL**

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Mr Onkar S Kanwar (Director)				
	At the beginning of the year	2500	0.00	2500	0.00
	At the end of the year	2500	0.00	2500	0.00

**V INDEBTEDNESS**

(₹ in crores)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans (PCFC + Bank Overdraft)	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	4,363.63	1556.98		5,920.61
ii) Interest due but not paid	56.79			56.79



iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	<b>4,420.42</b>	<b>1,556.98</b>	<b>-</b>	<b>5,977.40</b>
<b>Change in Indebtedness during the financial year</b>				
Additions				
Reduction	682.91	371.31		1,054.21
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3,693.18	1,185.67		4,878.86
ii) Interest due but not paid	44.33			44.33
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	<b>3,737.51</b>	<b>1,185.67</b>	<b>-</b>	<b>4,923.19</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>	Mr Balakrishnana G	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	₹ 11 Lacs	₹ 11 Lacs
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option		
3	Sweat Equity		
4	Commission as % of profit others (specify)		
5	Others, please specify		
	<b>Total (A)</b>		
	<b>Ceiling as per the Act</b>	₹ 11 Lacs	₹ 11 Lacs

**B. Remuneration to other directors:**

(Amt in ₹)

Sl.No	Particulars of Remuneration	Name of the Directors				
1	Independent Directors	Mr K Jacob Thomas	Mr U S Anand	Mr B K Singh	Ms Shivi Mohan Rastogi	
	(a) Fee for attending Board / Committee meetings	1,40,000	2,60,000	20,000	20,000	
	(b) Commission					
	(c) Others, please specify					
	<b>Total (1)</b>	<b>1,40,000</b>	<b>2,60,000</b>	<b>20,000</b>	<b>20,000</b>	<b>-</b>
2	Other Non Executive Directors	Mr Onkar S Kanwar	Mr Neeraj Kanwar	Mr Harish Bahadur	Mr P H Kurain	U S Oberoi (ceased)
	(a) Fee for attending board /committee meetings	70,000	60,000	1,50,000	10,000	80,000
	(b) Commission					
	(c) Others, please specify.					
	<b>Total (2)</b>	<b>70,000</b>	<b>60,000</b>	<b>1,50,000</b>	<b>10,000</b>	<b>80,000</b>
	<b>Total (B)=(1+2)</b>	<b>2,10,000</b>	<b>3,20,000</b>	<b>1,70,000</b>	<b>30,000</b>	<b>80,000</b>
	<b>Total Managerial Remuneration</b>					
<b>Overall Ceiling as per the Act.</b>						

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	N.A.	₹ 25.61 Lacs (Annualised)	₹ 14.31 Lacs (Annualised)
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	N.A.		
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	N.A.		
2	Stock Option	N.A.		
3	Sweat Equity	N.A.		
4	Commission	N.A.		
	- as % of profit	N.A.		
	- others, specify	N.A.		
5	Others, please specify	N.A.		
	<b>Total</b>	<b>N.A.</b>	<b>₹ 25.61 Lacs (Annualised)</b>	<b>₹ 14.31 Lacs (Annualised)</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

## **NOMINATION AND REMUNERATION POLICY**

### **1. Introduction**

In terms of Section 178 of the Companies Act, 2013 and clause 49 of Listing Agreement, entered into by the Company with Stock Exchanges, as amended from time to time, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

### **2. Applicability:-**

The Policy is applicable to :

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel
- Other employees

### **3. Objective**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the committee would be:

- I. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- II. Formulation of criteria for evaluation of Independent Directors and the Board;
- III. Devising a policy on Board diversity;
- IV. Persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- V. To carry out evaluation of the performance of Directors.

- VI. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- VII. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- VIII. To ensure that the remuneration to Directors, Key Managerial Personnel (KMP), and senior management of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- IX. To assist the Board in ensuring that the plans are in place for orderly succession for appointments to the Board and to senior management.

#### **4. Definitions**

- 4.1 'Act' means Companies Act, 2013 and rules relating thereto.
- 4.2 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company.
- 4.3 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
- 4.4 'Company' means PTL Enterprises Ltd.
- 4.5 'Directors' means a director appointed to the Board of a company.
- 4.6 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013 and/or as defined under clause 49 of the Listing Agreement.
- 4.7 'Key Managerial Personnel' (KMP) means:
- a. Chief Executive Officer or the Managing Director or the Manager
  - b. Company Secretary
  - c. Whole-time Director
  - d. Chief Financial Officer
  - e. Such other officer as may be prescribed under the applicable statutory provisions/regulations.

4.8 **“Senior Management”** means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

## 5. Constitution of Committee

5.1 The Board of Directors of the Company (the Board) constituted the committee known as “Nomination and Remuneration Committee” consisting of three or more non-executive directors out of which not less than one-half are independent directors.

5.2 At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Dr. U S Anand, Chairman
- ii. Mr. Onkar S Kanwar, Member
- iii. Mr. Neeraj Kanwar, Member
- iv. Mr. Birendra Kumar Singh, Member

5.3 The Chairman of the Committee shall be an Independent Director.

5.4 The chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

5.5 In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

5.6 The Chairperson of the Committee or in his absence, any other member of the committee authorised by him in this behalf shall attend the General Meetings of the Company to answer the shareholders’ queries.

5.7 The Company Secretary shall act as the secretary for Committee meetings.

5.8 Minutes: Minutes of the meetings shall be recorded and maintained by the Company Secretary and shall be presented to the Committee for approval at its subsequent meeting.

5.9 Quorum: The quorum for the Committee meeting shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.

5.10 The meetings of the Committee shall be held as and when required and as statutorily required under the provisions of Companies Act, 2013 and Rules made thereunder and as per the applicable law, if any, for the time being.

## **6. CRITERIA FOR APPOINTMENT & REMOVAL OF DIRECTOR AND SENIOR MANAGEMENT**

- 6.1 The Committee shall consider the following factors for identifying the person who are qualified to becoming Director and who can be appointed in senior management:
- 6.2 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or at Senior Management level and recommend to the Board his / her appointment
- 6.3 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- 6.4 An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- 6.5 The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- 6.6 The Company should ensure that the person so appointed as Director/ Independent Director/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.
- 6.7 The Director/ Independent Director/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or under listing agreement or any other enactment for the time being in force.
- 6.8 Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and/or as specified in Clause 49 of the listing agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

## **6A. Disqualifications for Appointment of Directors**

Pursuant to section 164 of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company if:

- a) He is of unsound mind and stands so declared by a competent court;
- b) He is an undischarged insolvent;
- c) He has applied to be adjudicated as an insolvent and his application is pending;
- d) He has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

- e) An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- f) He has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- g) He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
- h) He has not complied with Section 152(3) ie. he has not been allotted the Director Identification Number under Section 154 of the Act.

No person who is or has been a director of a company which:

- Has not filed financial statements or annual returns for any continuous period of three financial years; or
- Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be reappointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so

## **6B. Term / Tenure**

### **6B.1 Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.



## 6B.2 Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

## 6C. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## 6D. Retirement

The Director and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director or Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 7. CRITERIA FOR DETERMINING POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTORS

Criteria for determining positive attributes:

The Committee shall consider the following factor for determining positive attributes of Directors (including independent directors):

- 7.1 Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- 7.2 Actively update their knowledge and skills with the latest developments in the Tyre/Automobile industry, market conditions and applicable legal provisions.
- 7.3 Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities

- 7.4 To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- 7.5 Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- 7.6 To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees

**Criteria for determining Independence:**

The Independent Director shall qualify the criteria of independence mentioned in Section 149(6) of the Companies Act, 2013 and rules related thereto and in Clause 49(II)(B) of the listing agreement.

**8. PERFORMANCE EVALUATION**

The provisions relating to the performance evaluation of the Directors and the Board are as follows:

1. Nomination and Remuneration Committee to carry out evaluation of every Directors Performance - Sec 178(2) of the Act.
2. Independent Directors to bring objective view in evaluation of performance of Board and Management - Schedule IV(II) of the Act.
3. Performance evaluation of Independent Directors shall be done by entire Board of Directors excluding the Director being evaluated - Schedule IV of the Act and clause 49(2)(B) (V) of Listing Agreement.
4. Disclosure in Board Report a statement indicating the manner in which formal annual evaluation has been made by the Board of its own and that of its Committees and individual Directors - Section 134(3)(p) of the Act.

**8A. CRITERIA FOR EVALUATION OF DIRECTORS AND THE BOARD**

The Committee shall carry out evaluation of performance of every Director and the Board, atleast once in a year.

Following are the Criteria for evaluation of performance of Directors and the Board:

**1. Executive Directors:**

The Executive Directors may be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time or may be evaluated on the basis of the questionnaire or any other method as the committee may deem fit.

## 2. Non Executive Director (including Independent Director):

The Non Executive Directors (including Independent Director) shall be evaluated on the basis of the following criteria i.e. whether they:

- a. act objectively and constructively while exercising their duties;
- b. exercise their responsibilities in a bona fide manner in the interest of the company;
- c. devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d. do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e. refrain from any action that would lead to loss of his independence (applicable for Independent Directors);
- f. inform the Board immediately when they lose their independence (applicable for Independent Directors);
- g. assist the company in implementing the best corporate governance practices;
- h. strive to attend all meetings of the Board of Directors and the Committees;
- i. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- j. strive to attend the general meetings of the company;
- k. keep themselves well informed about the company and the external environment in which it operates;
- l. do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- n. abide by Company's Memorandum and Articles of Association, company' policies and procedures including code of conduct, insider trading guidelines etc.

### 8B. Evaluation of Board Performance

A regular process of evaluating the board's performance can help to identify strengths and weaknesses of its processes and procedures. The Company has formulated a questionnaire to assist in assessing the effectiveness of the board. The tool takes the form of a series of assertions/questions which should be awarded a rating on a scale of 1 to 5 by individual directors or by the board as a whole. Once complete, the matters should be discussed at a board meeting.

The copy of the Board performance evaluation questionnaire is enclosed with this policy as Annexure – A.

The Company Secretary on its own or as per the recommendations made by the Board of Directors of the Company or the Nomination and Remuneration Committee is authorized to modify/ amend the performance evaluation questionnaire from time to time.

## **9. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval. The remuneration to be paid to the other employees shall be as per HR policy of the company.

The level and composition of remuneration as determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully.

The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

### **9.1 General:**

9.1.1 Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then approved by the Board and shareholders. The remuneration / compensation / commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

9.1.2 Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

9.1.3 Directors' and officers' Insurance : Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

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## **9.2 Remuneration to Whole-time / Executive / Managing Director**

### 9.2.1 Fixed pay:

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

### 9.2.2 Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013.

### 9.2.3 Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

## **9.3 Remuneration to Non- Executive / Independent Director:**

### 9.3.1 Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed INR One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further the boarding and lodging expenses shall be reimbursed to the Directors.

### 9.3.2 Commission:

The profit-linked Commission shall be paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.

### 9.3.3 Stock Options:

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

## **9.4 Remuneration to KMP, Senior Management Personnel and Other Employees**

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as may approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

This Remuneration Policy shall apply to all future / continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.

## **10. DISCLOSURES**

The following disclosures are required under Companies Act, 2013 and the listing Agreement with the stock exchanges:

10.1 Nomination and Remuneration Policy shall be disclosed in the Board Report. (proviso to Section 178(4) of the Act)

10.2 Company shall disclose the Criteria for performance evaluation, as laid down by Nomination Committee, in its Annual Report. (Clause 49(II)(B)(5)(b) and Clause 49(IV)(B)(4) of Listing Agreement)

10.3 Company shall disclose the remuneration policy in its Annual report- (Clause 49(IV) (B)(4) of Listing Agreement)

10.4 All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report. (Clause 49(VIII)(C) of listing Agreement)

10.5 In addition to the disclosures required under the Companies Act, 2013, the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report:

- (a) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.
- (b) Details of fixed component and performance linked incentives, along with the performance criteria.
- (c) Service contracts, notice period, severance fees.
- (d) Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable. (Clause 49(VIII)(C) of listing Agreement)

**Annexure - VI****Particulars of Loans, Guarantees or investments under section 186 of the Companies Act, 2013 as on 31.03.2015**

₹ in lacs

Sl. No.	Name of the Body Corporate	Loans given	Investments	Guarantees given	Aggregate as on 31.03.2015
<b>In Wholly Owned subsidiaries</b>					
1	Artemis Health Sciences Limited	6.00			6.00
2	Artemis Health Sciences Ltd. 1,65,10,000 Equity shares of ₹ 10/-each.		11,557.32		11,557.30
3	Artemis Health Sciences Ltd. 38,800 11% Non-cumulative Redeemable Preference Shares of ₹ 100/- each		38.80		38.80
4	PTL Projects Ltd 100,000 Equity Shares of ₹ 10/-each.		10.00		10.00
<b>In subsidiaries</b>					
5	Artemis Medicare Services Limited	1886.28			1886.28
6	Artemis Medicare Services Ltd 30,25,000 Equity shares of ₹ 10/- each		4235.00		4,235.00
<b>In JV/ Associates</b>					
N.A.					
<b>In Others</b>					
	Guarantees				
7	Apollo Technical Education Foundation			18.79	18.79
	Shares				
8	Cochin Co-operative Hospital Society 1Share of ₹ 10,000/- each.		0.10		0.10
9	Premier Tyres Employees' Co-operative Stores 10 Shares of ₹ 100/- each.		0.01		0.01
<b>TOTAL</b>		<b>1892.28</b>	<b>15841.23</b>	<b>18.79</b>	<b>17,752.23</b>



<b>PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188 (1) OF THE COMPANIES ACT, 2013</b>	
<b>Form No. AOC - 2</b>	
<b>(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)</b>	
<b>Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto</b>	
1	Details of contracts or arrangements or transactions not at arm's length basis
(a)	Name(s) of the related party and nature of relationship
(b)	Nature of contracts/arrangements/transactions
(c)	Duration of the contracts / arrangements / transactions
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any
(e)	Justification for entering into such contracts or arrangements or transactions
(f)	Date(s) of approval by the Board
(g)	Amount paid as advances, if any
(h)	Date of which the special resolution was passed in general meeting as required under first proviso to section 188
2	Details of material contracts or arrangement or transactions at arm's length basis
(a)	Name(s) of the related party and nature of relationship
(b)	Nature of contracts / arrangements / transactions
(c)	Duration of the contracts / arrangements / transactions
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any
(e)	Date(s) of approval by the Board, if any
(f)	Amount paid as advances, if any

Form shall be signed by the person who have signed the Board's report

## CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

**[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]**

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
2. The Composition of the CSR Committee is as follows –

Mr Onkar S Kanwar (Chairman & Non-Executive Director)

Mr Neeraj Kanwar (Non-Executive Director)

Mr U S Anand (Independent Director)

3. Average net profit of the company for last three financial years -

Financial Year	Amount (in Crore)	Amount (2% of net profit)
2013-14	28.87	0.58
2012-13	25.01	0.50
2011-12	26.57	0.53

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) -

Financial Year	Net Profit Amount (in Crore)	Amount (in Crore)	Spent %age
2013-14	28.87	N.A.	N.A.
2012-13	25.01	N.A.	N.A.
2011-12	26.57	N.A.	N.A.

5. Details of CSR spent during the financial year -

(a) Total amount to be spent for the financial year –

Financial Year	Planned Budget (Amt in Crore)	Spent (Amt in Crore)
2014-15	0.52	0.2740

(b) Amount unspent, if any;

₹ 0.2460 Crs

## (c) Manner in which the amount spent during the financial year is detailed below

(1)	(2)	(3)	(4)	(5)	(6)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
1	Awareness & Health Camps for Community	Promoting preventive health (Community Relationship Building)	Specialised gynaecology camp 7th Ward of Kalamassery Municipality World AIDS day celebration activity	22595	Direct Spent
2	Furniture Support to school in Perambra	Promoting Education (Community Relationship Building)	Head Master, Govt. H.S., Kalamassery	178045	Implementing Agency- Head Master, Govt. H.S., Kalamassery
3	Livelihood	Enhancing vocational skills	Skill building and livelihood generation programme for women-Kalamassery	1171050	Implementing Agency- Rajagiri Outreach
4		Environment	Biodiversity enhancement project Organic Farming	621554	Implementing Agency- Tropical Institute of Ecological Science
5	Research	Promoting preventive Health	Study on the employees of the grading centre & the tappers in three rubber grading centres in Pathanad, Aimkambu & Vazhoor regions	271465	Implementing Agency- Rajesh P.A. Implementing Agency- BCM OJASS
6			Amount lying unspent with Apollo Tyres Foundation	475291	
	<b>TOTAL</b>			<b>27,40,000</b>	

\*Give details of implementing agency.

6. The reason for not spending the complete CSR amount was due to the non availability of the suitable projects

# REPORT ON CORPORATE GOVERNANCE

## REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the system by which corporate entities are directed and controlled. It is the application of best management practices, compliance of law, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for the sustainable development of all stakeholders. The essence of good corporate governance includes, inter alia, transparency of corporate structures and operations, the accountability of managers and the board to shareholders, and corporate responsibility towards stakeholders.

PTL Enterprises Limited (hereinafter to be referred as 'PTL') beholds corporate governance measures as a integral part of business strategy which add to considerable internal and external values and contributes to the business growth in ethical perspective. Your Company has initiated the process of transformation from Companies Act, 1956 to Companies Act, 2013 in a phased manner since its notification. The current annual report of your Company contains all the additional information and disclosures which are required to be given under Companies Act, 2013.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, Reports in compliance of clause 49 of Listing Agreement is described herein below :-

### CORPORATE GOVERNANCE PHILOSOPHY

PTL philosophy is to view corporate governance principles in true letter and genuine spirit rather than mere compliances of norms. Corporate Governance has been considered as a business strategy as this adds considerable value to the company both internally and externally. Ideal governance practices have rewarded the Company with improved share valuations, stakeholder's confidence, market capitalization, environmental protection, etc. These have helped PTL to pay uninterrupted dividends to its shareholders.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value. Your Company seeks to execute the practices of corporate governance by maintaining strong business fundamentals and by delivering high performance through relentless focus on the following:

- (a) Transparency: - By classifying and explaining the Company's policies and actions to those towards whom it has responsibilities, including its employees. This implies the maximum possible disclosures without hampering the interests of the Company and those of its shareholders.
- (b) Accountability is a key pillar, where there cannot be a compromise in any aspect of accountability and full responsibility, even as the management pursues profitable growth for the Company.
- (c) Professionalism ensures that management teams at all levels are qualified for their positions, have a clear understanding of their roles and are capable of exercising their own judgment, keeping in view the Company's interests, without being subject to undue influence from any external or internal pressures.

## BOARD OF DIRECTORS

### Composition of the Board

As on March 31, 2015, PTL's Board consists of 8 members. Besides the Chairman, a non-executive promoter director, the Board comprises of three non-executive directors, and four non-executive independent directors (including Ms. Shivi Mohan Rastogi, a woman director, appointed as an additional director during the year). The composition of the Board as on March 31, 2015 is in conformity with clause 49 of the Listing Agreement enjoining specified combination of executive and non-executive directors, with not less than 50 per cent of the Board comprising of non-executive directors, and at least one-half comprising of independent directors for a Board chaired by non-executive promoter director, as shown in the table below:

Category	Number of directors	% to total number of directors
Non executive independent directors (including woman director)	4	50
Other non executive directors	4	50
<b>Total</b>	<b>8</b>	<b>100</b>

### Number of Board Meetings

Minimum four prescheduled Board meetings are held every year. Additional meetings are held to address specific needs of the Company. During the financial year 2014-15 the board of directors met five times on- 02.05.2014, 25.07.2014, 29.09.2014, 31.10.2014 and 06.02.2015. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under clause 49 of the Listing Agreement.

### Directors' Attendance Record and their other Directorships/ Committee memberships

As mandated by clause 49, none of the directors is a member of more than ten board level committees or chairman of more than five committees across companies in which he/she is a director. Relevant details of the Board as on March 31, 2015 are given below:

Name of the Director	Category	Attendance Particulars			No. of other Directorships and Committee memberships /chairmanships held*		
		Number of Board Meetings		Last AGM 22.09.2014	Other Directorships	Committee Memberships	Committee Chairmanships
		Held	Attended				
Mr Onkar S Kanwar	Chairman/ Non Executive Director	5	4	Yes	6	-	4
Mr Neeraj Kanwar	Non Executive Director	5	2	No	3	3	-
Mr Harish Bahadur	Non Executive Director	5	5	Yes	12	1	-
Mr P H Kurian	Non Executive Director	5	1	No	18	-	-

Mr K Jacob Thomas	Independent Director	5	5	Yes	4	-	1
Mr U S Anand	Independent Director	5	5	Yes	3	2	-
Mr B K Singh	Independent Director	5	1	No	2	-	-
Ms Shivi Mohan Rastogi	Independent Director	5	1	No	1	-	-

- \*1. Excluding private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013.
2. Only two committees viz. the Audit committee and the Stakeholders Relationship committee are considered.

### Shareholding of Non-Executive Directors

Mr Onkar S Kanwar, non-executive promoter director is holding 2500 equity shares of ₹ 2/- each in the Company. None of the other non-executive directors hold any shares in the Company.

### Independent Directors

As mandated by clause 49, the Independent directors on PTL's Board:

- (a) Are persons of integrity and possess relevant expertise and experience;
- (b) (i) Are not a promoter of the company or its holding, subsidiary or associate company;
- (ii) Are not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) Apart from receiving director's remuneration, have no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) None of their relatives have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) Neither themselves nor any of their relatives —
  - (i) hold or have held the position of a key managerial personnel or are or have been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed;
  - (ii) are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed, of —
    - a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) hold together with their relatives two per cent or more of the total voting power of the company;  
or
- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
- (v) is a material supplier, service provider or customer or a lessor or lessee of the company;
- (f) is not less than 21 years of age.

### **Performance evaluation of Independent Directors**

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

In compliance with clause 49 of the Listing Agreement, the performance evaluation of all the Independent Directors have been done by the entire Board, excluding the director being evaluated.

On the basis of the performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires.

### **Separate Meeting of the Independent Directors**

The Independent Directors of the Company met separately on 13th March, 2015 without the presence of Non-Independent Directors and the members of management. The meeting was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. In accordance with the Listing agreement, following matters were, inter alia, discussed in the meeting:

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company after taking into consideration the views of Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### **Familiarization Programme for the Independent Directors**

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with senior management personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.



## Board Membership Criteria

The Nomination and Remuneration Committee in consultation with directors/ others determine the appropriate characteristics, skills and experience for the Board as a whole, as well as its individual members. The selection of Board members is based on recommendations of the Nomination and Remuneration Committee.

The skill profile of independent board members is driven by the key performance indicators defined by the Board, broadly based on:

- Independent corporate governance
- Guiding strategy and enhancing shareholders' value
- Monitoring performance, management development & compensation
- Control & compliance

### The constitution of the Board is as follows:

A promoter non executive director/ chairman  
Three non executive directors.

Four non executive independent directors (including a woman director) constituting at least 50% of the Board

### Remuneration paid to Directors

Details of remuneration paid to directors for the financial year 2014-2015 is as under:

Name of the Director	Sitting Fees	Salary & Perquisites	Superannuation Fund	Commission	Total
Mr Onkar S Kanwar	70000	0	0	0	70000
Mr Neeraj Kanwar	60000	0	0	0	60000
Mr Harish Bahadur	150000	0	0	0	150000
Mr P H Kurian	10000	0	0	0	10000
Mr K Jacob Thomas	140000	0	0	0	140000
Mr U S Anand	260000	0	0	0	260000
Mr B K Singh	20000	0	0	0	20000
Ms Shivi Mohan Rastogi	20000	0	0	0	20000
Mr U S Oberoi (Ceased during the year)	80000	0	0	0	80000
<b>Total</b>	<b>8,10,000</b>				

During 2014-15, the Company did not advance any loan to any of its Directors.

## **Profile of the Management**

The detailed profile of the company management is linked with the company's website as <http://www.ptlenterprise.com/pdf/Management-Profile.pdf>

## **CODE OF CONDUCT**

Commitment to ethical professional conduct is a must for every employee, including Board members and senior management personnel of PTL. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Code of Conduct is available on the website of the Company [www.ptlenterprise.com](http://www.ptlenterprise.com). All Board members and senior management personnel affirm compliances with the Code of Conduct annually. A declaration signed by the Chairman to this effect is placed at the end of this report.

## **COMMITTEES OF THE BOARD**

PTL has five Board level committees:

- A) Audit committee,
- B) Nomination and Remuneration committee,
- C) Corporate Social Responsibility committee,
- D) Risk Management Committee, and
- E) Stakeholders Relationship committee.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below.

### **A) AUDIT COMMITTEE**

#### **Composition**

As on March 31, 2015, the Audit committee comprises of the following 3 independent directors:

1. Mr K Jacob Thomas (Chairman)
2. Mr Neeraj Kanwar
3. Mr U S Anand

#### **Meetings and Attendance**

During the financial year 2014-15, the Audit Committee met 5 times on 02.05.2014, 25.07.2014, 29.09.2014, 31.10.2014 and 06.02.2015. The time gap between any two meetings was less than four months.

The details of attendance of Audit committee meetings are as under:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr K Jacob Thomas	Independent Director	Chairman	5	5
Mr Neeraj Kanwar	Non-Independent Director	Member	5	2
Mr U S Anand	Independent Director	Member	5	5

The KMP responsible for the finance function, the head of internal audit are permanent invitees to the Audit committee. Mr. Pradeep Kumar, Company Secretary, is Secretary to the committee.

All members of the Audit committee have accounting and financial management expertise. The Chairman of the committee attended the annual general meeting (AGM) held on 22.09.2014 to answer shareholders` queries.

The role of the Audit committee includes the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board the appointment, re-appointment, terms of appointment/reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees/remuneration.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the Management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub section (5) of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the Management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
5. Review/examine, with the Management, the quarterly/year to date financial statements and auditor's report thereon, before submission to the Board for approval.
6. Reviewing with the Management, the financial statements of subsidiaries and in particular the investments made by each of them.
7. Reviewing/Monitoring, with the Management, the statement of uses/application/end use of funds raised through an issue (public issue, rights issue, preferential issue, etc.) and related matters, the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of the proceeds

of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

8. Reviewing/evaluating, with the Management, performance of statutory and internal auditors, internal financial controls, risk management system and adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
10. Discussion with internal auditors any significant findings and follow-ups there on.
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
14. To review the functioning of the Whistle- Blower mechanism.
15. Approval of appointment of CFO (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
16. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
17. Review and monitor the Auditor's independence, performance and effectiveness of Audit process.
18. Approval or any subsequent Modification of transactions of the company with related parties.
19. Scrutiny of inter- corporate loans and investments.
20. Valuation of undertakings or assets of the Company, wherever it is necessary.

The Audit committee is empowered, pursuant to its terms of reference to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, wherever considered necessary.

PTL has systems and procedures in place to ensure that the Audit committee mandatorily reviews:

- Management discussion and analysis of financial conditions and results of operations.
- Statement of significant related party transactions (as defined by the Audit committee), submitted by management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the Chief internal auditor.
- The uses/applications of funds raised through public issues, rights issues, preferential issues by major category (capital expenditure, sales and marketing, working capital, etc), as part of the quarterly declaration of financial results (whenever applicable).
- On an annual basis, statement certified by the statutory auditors, detailing the use of funds

raised through public issues, rights issues, preferential issues for purposes other than those stated in the offer document/prospectus/notice (whenever applicable).

## B) NOMINATION AND REMUNERATION COMMITTEE

### Composition

As on March 31, 2015, the Nomination and Remuneration Committee comprises of the following 4 directors:

1. Mr K Jacob Thomas (Chairman)
2. Mr Onkar S Kanwar
3. Mr Neeraj Kanwar
4. Mr U S Anand

### Meetings and Attendance

During the FY 2014-15, the Nomination and Remuneration Committee met 2 times on 25.07.2014 & 06.02.2015.

The details of attendance of the Nomination and Remuneration Committee meetings are as under:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr K Jacob Thomas	Independent Director	Chairman	2	2
Mr Onkar S Kanwar	Non Independent Director	Member	2	1
Mr Neeraj Kanwar	Non Independent Director	Member	2	2
Mr U S Anand	Independent Director	Member	2	2

The Chairman of the committee attended the annual general meeting (AGM) held on 22.09.2014 to answer shareholders` queries.

### The roles and responsibilities of the committee include the following:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
2. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
3. Formulate the criteria for evaluation of director's and Board's performance and to carry out the evaluation of every director's performance.
4. Devising a policy on Board diversity.
5. To engage the services of consultants and seek their help in the process of identifying suitable person for appointments to the Board.
6. To decide the remuneration of consultants engaged by the Committee.

7. Framing, recommending to the Board and implementing, on behalf of the Board and on behalf of the Shareholders, policy on remuneration of Directors, Key Managerial Persons (KMP) & other Employees, including ESOP, pension rights and any other compensation payment.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and KMP of the quality required to run the company successfully.
9. To ensure that Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To ensure that Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
11. Considering, approving and recommending to the Board changes in designation and increase in salary of the Directors, KMP and other employees.
12. Framing the Employees Share Purchase Scheme / Employees Stock Option Scheme and recommending the same to the Board/ shareholders for their approval and implementing/ administering the scheme approved by the shareholders.
13. Suggesting to Board/ shareholders changes in the ESPS/ ESOS.
14. Deciding the terms and conditions of ESPS and ESOS which, inter alia, include the following:
  - Quantum of options to be granted under the Scheme per employee and in aggregate;
  - Vesting Period;
  - Conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
  - Exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
  - Specified time period within which the employee shall exercise the vested options in the event of termination or resignation of employee;
  - Right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
  - Procedure for making a fair and reasonable adjustment to the number of options, entitlement of shares against each option and to the exercise price in case of rights issues, bonus issues and other corporate actions;
  - Grant, vest and exercise of option in case of employees who are on long leave;
  - Procedure for cashless exercise of options;
  - Forfeiture/ cancellation of options granted;
  - All other issues incidental to the implementation of ESPS/ESOS.
  - To issue grant/ award letters.
  - To allot shares upon exercise of vested options.

#### **Non-Executive Directors (including Independent Directors)**

All the non executive directors including the Independent Directors only received the sitting fees during the F.Y. 2014-15.

In accordance with the relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the following Policies/ Framework have been adopted by the Board upon recommendation of the Nomination and Remuneration Committee:

1. Remuneration Policy relating to remuneration of Directors, Key Managerial Personnel and other employees.
2. Framework for evaluation of the Board, its committees and individual Board members including Independent Directors.
3. Policy on appointment of Board Members.

The Remuneration Policy and the evaluation criteria have been disclosed in the Director's Report which forms part of the Annual Report.

### **C) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

#### **Composition**

As on March 31, 2015, the Corporate Social Responsibility (CSR) committee consists of the following members:

1. Mr Onkar S Kanwar (Chairman)
2. Mr Harish Bahadur
3. Mr U S Anand

#### **Meetings and Attendance**

During the FY 2014-15 the committee met once on 31.10.2014. The details of attendance of committee meeting are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr Onkar S Kanwar	Non Executive Director	Chairman	1	1
Mr Harish Bahadur	Non Executive Director	Member	1	1
Mr U S Anand	Independent Director	Member	1	1

#### **The role of Corporate Social Responsibility (CSR) committee is as under:-**

- (a) Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Companies Act, 2013 and rules thereunder.
- (b) Recommend the amount of expenditure to be incurred on the activities as above, and
- (c) Monitor the CSR Policy of the company from time to time.

The Company has formulated the CSR Policy in line with schedule VII of the Companies Act, 2013.

**CSR Policy of the Company**

The CSR activities shall be focused not just around the plants and offices of the company, but also in other geographies based on the needs of the communities. The key focus areas where special Community Development programmes would be run are:

1. Specialised gynaecology camp 7th Ward of Kalamassery Municipality
2. World AIDS day celebration activity
3. Skill building and livelihood generation programme for women-Kalamassery
4. Biodiversity enhancement project
5. Organic Farming
6. Study on the employees of the grading centre & the tappers in three rubber grading centres in Pathanad, Aimkombu & Vazhoor regions

The formal CSR policy of the Company is available on the website of the Company [www.ptlenterprise.com](http://www.ptlenterprise.com).

**D) RISK MANAGEMENT COMMITTEE****Composition**

The Risk Management Committee has been constituted by the Board of directors on 02.05.2014, the Risk Management Committee consists of the following members:

1. Mr Onkar S Kanwar (Chairman)
2. Mr Harish Bahadur
3. Mr U S Anand

**Meetings and Attendance**

During the FY 2014-15 the committee met once on 06.02.2015.

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr Onkar S Kanwar	Non Executive Director	Chairman	1	1
Mr Harish Bahadur	Non Executive Director	Member	1	1
Mr U S Anand	Independent Director	Member	1	1

**The role of the committee is as under:-**

1. Preparation of Risk Management Plan, reviewing and monitoring the same on regular basis.
2. To update Risk Register on quarterly basis.
3. To review critical risks identified.
4. To report key changes in critical risks to the Board.
5. To report critical risks to Audit Committee in detail.
6. To perform such other functions as may be deemed or prescribed fit by the Board.



## E) STAKEHOLDERS` RELATIONSHIP COMMITTEE

### Composition

As on March 31, 2015, the Stakeholders Relationship committee consists of the following members:

1. Mr Onkar S Kanwar (Chairman)
2. Mr Neeraj Kanwar
3. Mr Harish Bahadur
4. Mr U S Anand

### Meetings and Attendance

During the FY 2014-15 the committee met 7 times on 09.06.2014, 16.06.2014, 31.07.2014, 30.09.2014, 04.01.2015, 14.01.2015 and 18.03.2015.

The details of attendance of the committee meetings are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr Onkar S Kanwar	Non Executive Director	Chairman	7	-
Mr Neeraj Kanwar	Non Executive Director	Member	7	-
Mr Harish Bahadur	Non Executive Director	Member	7	7
Mr U S Anand	Independent Director	Member	7	7

Mr Pradeep Kumar, Company Secretary, is the Compliance Officer.

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of dividend and other allied complain.

The Committee performs the following functions:

- Transfer/ transmission of shares.
- Split up/ sub-division and consolidation of shares.
- Dematerialization/ rematerialization of shares.
- Issue of new and duplicate share certificates.
- Registration of Power of Attorneys, Probate, Letters of transmission or similar other documents.
- To open/ close bank account(s) of the Company for depositing share/ debenture applications, allotment and call monies, authorize operation of such account(s) and issue instructions to the Bank from time to time in this regard.
- To look into redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of annual report, non- receipt of declared dividends, etc.

- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

### **Investor Grievance Redressal**

During the Financial Year 2014-15, no complaints were received relating to investor services from the investors.

In order to provide efficient services to investors, and for speedy redressal of the complaints, the Board of directors has delegated the power of approving transfer and transmission of shares and other matters like split up / sub-division and consolidation of shares, issue of new certificates on re-materialization, sub-division, consolidation and exchange, subject to a maximum of 10000 shares per case, to the Company Secretary and the Registrar & Share Transfer Agent.

### **SUBSIDIARY COMPANIES - MONITORING FRAMEWORK**

The Audit Committee of the Company reviews the financial statements, in particular the investments made by all unlisted subsidiary companies. Significant issues pertaining to subsidiary companies are also discussed at Audit Committee meetings. A summarised statement of important matters reflecting all significant transactions and arrangements entered into by the subsidiary companies, are placed before the Board of Directors of the Company and are duly noted by them. The performance of all its subsidiaries is also reviewed by the Board periodically.

### **MANAGEMENT**

#### **Management Discussion and Analysis**

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms part of this report.

### **DISCLOSURES**

#### **Related Party Transactions**

The Company has formulated a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions, in accordance with relevant provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy has been disclosed on the website of the Company at [www.ptlenterprise.com](http://www.ptlenterprise.com).

All Related Party Transactions are approved by the Audit Committee prior to the transaction. Related Party Transactions of repetitive nature are approved by the Audit committee on omnibus basis for one financial year at a time. All omnibus approvals are reviewed by the Audit Committee on a quarterly basis.

During the Financial Year 2014-15, there were no material Related Party Transactions, either as per Companies Act, 2013 or Clause 49 of the Listing Agreement which were required to be approved by the Board of Directors or the shareholders of the Company.

A confirmation as to material Related Party Transactions as per Clause 49 of the Listing Agreement, is sent to the Stock Exchanges along with the quarterly compliance report on Corporate Governance.

## Disclosures by Senior management & KMPs

The senior management personnel make disclosures to the Board periodically regarding

- their dealings in the Company's share; and
- all material financial and commercial and other transaction with the Company;

where they have personal interest, stating that the said dealings and transactions, if any, had no potential conflict with the interests of the Company at large.

The material, financial and commercial transactions where Key Management Personnel have personal interest forms part of the disclosure on related parties referred to in Notes to Annual Accounts, which were reported to the Board of Directors.

## Risk Management

The Risk Management Committee update profiles of major risks in each functional area together with possible mitigation controls and action plans. The objective is to assist the Board to maintain high standards of business conduct and to protect the Company's assets, achieve sustainable business growth and ensure compliances with applicable legal and regulatory requirements.

## Disclosure of accounting treatment in preparation of financial statements

The Company has followed prescribed accounting standards as laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

## Details of non-compliance by the Company

PTL has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

## Code for prevention of insider-trading practices

In compliance with the SEBI regulations for Insider Trading and the provisions of Companies Act, 2013, the Company has formulated a comprehensive code of conduct for Prevention of Insider Trading, for its management and staff. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of PTL, and cautioning them of the consequences of violations. The Company Secretary has been appointed as the Compliance Officer.

The Company has also formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, which shall be applicable from May 15, 2015.

### **Whistle-Blower Policy / Vigil Mechanism**

The Company promotes ethical behaviour in all its business activities and in line with the best international governance practices, PTL has established a system through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct without fear of reprisal. The Company has set up a Direct Touch initiative, under which all directors, employees / business associates have direct access to the Chairman of the Audit committee. The Whistle-Blower Protection Policy aims to:

- Allow and encourage stakeholders to bring to the management notice concerns about unethical behavior, malpractice, wrongful conduct, actual or suspected fraud or violation of policies.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

The above mechanism has been appropriately communicated within the Company across all levels and has been displayed on the Company's intranet as well as on the Company's website [www.ptlenterprise.com](http://www.ptlenterprise.com).

### **Prevention of Sexual Harassment Policy**

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

### **Manager/ CFO certification**

The Manager and CFO certification on the financial statements and the cash flow statement for the year is placed at the end of the report.

### **Legal Compliance Reporting**

The Board of directors reviews in detail, on a quarterly basis, the report of compliance with respect to all applicable laws and regulations. Any non-compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

### **MEANS OF COMMUNICATION WITH SHAREHOLDERS**

**Financial Results :** PTL recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies. All the company information are normally published in the Financial Express and in a Malayalam language newspaper in the State of Kerala.

Full version of the Annual/ Quarterly, Results, Report etc. for FY 2013-14 containing inter-alia, audited Financial Statements, Directors Report (including Management Discussion and Analysis, Corporate Governance Report, Business Responsibility Report) was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at [www.ptlenterprises.com](http://www.ptlenterprises.com).

Website: The Company's website [www.ptlenterprise.com](http://www.ptlenterprise.com) contains a separate section 'Investor Centre' for use of investors. The quarterly, half yearly and annual financial results, official news releases and presentations made to institutional investors and to analysts are promptly and prominently displayed on the website. Annual Reports, Quarterly Corporate Governance Report, Shareholding Pattern and other Corporate Communications made to the Stock Exchanges are also available on the website. Annual Report of subsidiary companies are also posted on the website.

**Communication to shareholders on email:** As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. were sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ RTA. This helped in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

**NEAPS (NSE Electronic Application Processing system) and BSE Corporate Compliance & Listing centre:** NSE and BSE have developed web based applications for corporates. Periodical compliances like financial results, Shareholding Pattern and Corporate Governance Report, etc are also filed electronically on NEAPS/ BSE Listing centre portal.

**SCORES (SEBI complaints redressal system):** SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The company uploads the action taken on the complaint which can be viewed by the shareholder. The company and shareholder can seek and provide clarifications online through SEBI.

**Exclusive email ID for investors:** The Company has designated the email id [investors@ptlenterprise.com](mailto:investors@ptlenterprise.com) exclusively for investor servicing, and the same is prominently displayed on the Company's website [www.ptlenterprise.com](http://www.ptlenterprise.com).

## INVESTOR RELATIONS

Investor Relations (IR) at PTL aims at providing accurate, transparent and timely information to the investors and serve as a bridge for two-way communication. All efforts are made to provide efficient services to the shareholders. Every important information is displayed at the company's website, [www.ptlenterprise.com](http://www.ptlenterprise.com)

**GENERAL BODY MEETINGS**

Details of the last three general body meetings held are given below:

Financial Year	Category	Location of the meeting	Date	Time
2011-2012	Annual General Meeting (AGM)	Willingdon Hall, Taj Malabar, Willingdon Island, Kochi, Kerala	08.08.2012	02:30 PM
2012-2013	Same as above	Willingdon Hall, Taj Malabar, Willingdon Island, Kochi, Kerala	06.08.2013	02:30 PM
2013-2014	Same as above	Aangan, 5th Floor, Bharat Tourist House (BTH), D H Road, Gandhi Square, Kochi, Kerala	22.09.2014	10.00 AM

The following special resolutions were taken up in the last three AGMs and were passed with requisite majority:

NIL

**Postal Ballot**

During the year under review, in pursuance of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, postal ballot was conducted (including e-voting) seeking approval of shareholders by way of special resolution for authorizing the Board of Directors u/s 180 of the Companies Act, 2013 for the creation of security and for the purpose of borrowings upto ₹ 500 Crore for each which is exceeding the permissible limits specified in the Companies Act, 2013.

Mr P P Zibi Jose, Company Secretary in practice, was appointed as scrutinizer for conducting the postal ballot process. He reported the vote count on 30.01.2015.

The result of the postal ballot was announced on 31.01.2015 by posting the same on the website of the Company at [www.ptlenterprise.com](http://www.ptlenterprise.com). The same was simultaneously also disseminated to the Stock Exchanges on which the shares of the Company are listed.

The Result of the Postal Ballot is given below:

For Limits u/s 180 (1) (c) of the Companies Act, 2013 –

Particulars	Physical	E-Voting	Total
Total Number of Valid Votes	39315	46320220	46359535
Votes casted in favour of the Resolution	37314	46316377	46353691
Votes casted against the Resolution	2001	3843	5544

For Limits u/s 180 (1) (a) of the Companies Act, 2013 –

<b>Particulars</b>	<b>Physical</b>	<b>E-Voting</b>	<b>Total</b>
Total Number of Valid Votes	39315	46320220	46359535
Votes casted in favour of the Resolution	37294	46316377	46353671
Votes casted against the Resolution	2021	3843	5864

The Chairman after receiving the result announced that the Special Resolutions in pursuance of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 has been duly passed with requisite majority.

Currently, no resolution is proposed to be passed through postal ballot. However, if required, the same may be passed for compliance of provisions of Companies Act, 2013, Listing Agreement or any other applicable laws.

#### **Adoption of mandatory and non-mandatory requirements of Clause 49**

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company has adopted following non-mandatory requirements of Clause 49 of the Listing Agreement:-

#### **Audit Qualification**

The Company is in the regime of unqualified financial statements.

#### **Separate posts of Chairman and CEO**

There is a Chairman in the Company and no CEO.

#### **Reporting of Internal Auditors**

The Internal Auditors of the Company report directly to the Audit Committee.

### **ADDITIONAL SHAREHOLDER INFORMATION**

#### **Company Registration Details**

The Company is registered in State of Kerala, India. The Corporate Identification Number (CIN) allotted by the Ministry of Corporate Affairs (MCA) is L25111KL1959PLC009300.

#### **Annual General Meeting**

Date : August 10, 2015  
 Time : 2.00 pm  
 Venue : "Willingdon Hall", Vivanta Malabar (Taj), Willingdon Island, Kochi (Kerala).

**Financial Calendar**

For the financial year ended March 31, 2015, results were announced on:

First Quarter – 25.07.2014

Half Yearly – 31.10.2014

Third Quarter – 06.02.2015

Fourth Quarter and Annual – 12.05.2015

For the financial year ending March 31, 2016, results will be announced by:

First Quarter – 14.08.2015 (tentative):

Half Yearly – 14.11.2015 (tentative):

Third Quarter – 14.02.2016 (tentative):

Fourth Quarter and Annual – 30.05.2016 (tentative):

**Book Closure**

The dates of Book Closure are from the August 1, 2015 to the August 10, 2015 inclusive of both days.

**Dividend Payment**

Final Dividend of ₹ 1/- per equity share for the FY 2014-15 has been recommended by the Board of Directors to shareholders for their approval.

**Dates of Transfer of Unclaimed Dividend**

Pursuant to Section 205A of the Companies Act, 1956, unclaimed dividend for the financial year 2007-2008 (Interim) is to be transferred to the general revenue account of the Central Government/ investor education and protection fund (IEPF) established by the Central Government. The dividends for following years, which remain unclaimed for seven years, will be transferred to IEPF in accordance with the schedule given below. Shareholders who have not encashed their dividend warrants relating to the dividends specified below are requested to immediately send their request for issue of duplicate warrants. The details of unclaimed dividends upto the financial year ended 31.03.2014 are also available on the website of the Company [www.ptlenterprise.com](http://www.ptlenterprise.com). Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company.

**Dividends declared in the past**

Financial year	Type of dividend	Dividend rate %	Date of declaration	Due date for transfer to IEPF
2007-2008	Final	15	17.07.2008	2015
2008-2009	Final	20	22.07.2009	2016
2009-2010	Final	25	28.07.2010	2017
2010-2011	Final	50	10.08.2011	2018



2011-2012	Final	50	08.08.2012	12.09.2019
2012-2013	Final	50	06.08.2013	10.09.2020
2013-2014	Final	50	29.09.2014	03.10.2021

### Unclaimed/ Undelivered Share Certificates

As per the provisions of clause 5A of the Listing Agreement, the unclaimed shares lying in the possession of the Company are required to be dematerialized and transferred into a special demat account held by the Company. Accordingly unclaimed shares lying with the Company have been transferred and dematerialized in a 'Unclaimed Suspense Account' of the Company. This account is being held by the Company purely on behalf of the shareholders entitled for these shares.

It may also be noted that all the corporate benefits accruing on these shares like bonus, split etc., if any, shall also be credited to the said 'Unclaimed Suspense Account' and the voting rights on these shares shall remain frozen until the rightful owner has claimed the shares.

Shareholders who have not yet claimed their shares are requested to immediately approach the Registrar & Transfer Agents of the company by forwarding a request letter duly signed by all the joint holders furnishing self attested copies of their complete postal address along with PIN code, a copy of PAN card & proof of address and for delivery in demat form, a copy of Demat Account - Client Master Report duly certified by the Depository Participant (DP) and a recent Demat Account Statement, to enable the Company to release the said shares to the rightful owner.

The status of equity shares lying in the unclaimed suspense account is given below:

Sl. No.	Particulars	No. of shareholders	No. of equity shares held
1	Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year	852	11,03,350
2	No. of shares transferred in the suspense account during the year	-	-
3	Number of shareholders along with shares held who approached the Company for transfer of shares from the suspense account during the year	18	8,600
4	Number of shareholders along with shares held to whom shares were transferred from the suspense account during the year	18	8,600
5	Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year	834	10,94,750

## Listing

At present, the equity shares of the Company are listed at Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE) The annual listing fees for the financial year 2015-2016 to NSE and BSE has been paid.

### PTL's Stock Exchange codes –

ISIN No	INE034D01031
BSE Stock Code	PTL
NSE	PTL

### Equity Evaluation during the year

As on March 31, 2015 the paid up equity share capital of the Company was ₹ 1323770000 /- consisting of 66188500 equity shares of ₹ 2/- each.

### Stock Market Data

The table and chart A & B below give details of Stock Market data.  
Details of High, Low and Volume of PTL's shares for 2014-15 at BSE and NSE:

Month	BOMBAY STOCK EXCHANGE LTD.			NATIONAL STOCK EXCHANGE OF INDIA LTD.		
	High (₹)	Low (₹)	Volume (No. of shares) (in lacs)	High (₹)	Low (₹)	Volume (No. of shares) (in lacs)
April 2014	28.50	25.00	0.64	27.65	24.00	1.91
May 2014	32.50	25.00	1.68	32.75	25.00	2.98
June 2014	53.60	30.00	6.52	54.00	29.75	15.04
July 2014	50.00	38.00	1.20	50.00	37.65	4.42
Aug 2014	45.50	32.60	1.88	45.30	32.60	14.49
Sep 2014	53.80	37.05	3.70	54.50	37.75	24.53
Oct 2014	48.80	44.20	0.65	49.50	43.15	1.07
Nov 2014	47.00	39.00	0.85	47.40	39.50	1.55
Dec 2014	43.70	37.25	0.96	43.60	36.10	1.04
Jan 2015	43.70	36.40	0.93	44.20	37.05	0.91
Feb 2015	41.05	36.30	0.34	43.50	32.95	2.07
Mar 2015	41.00	32.70	0.49	39.90	32.05	1.85

## Distribution of Shareholding

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2015 along with the top 10 shareholders of the Company is given below:

### Shareholding pattern by size as on March 31, 2015

Share Holding of nominal value of		Shareholders		Shareholding in Rs./Lacs	
₹	₹	Number	% to Total	No.	% of Total
1		2	3	4	5
1	5,000	5822	93.20	37.47	2.83
5,001	10,000	149	2.39	11.28	0.85
10,001	20,000	69	1.10	9.98	0.75
20,001	30000	17	0.27	4.28	0.32
30,001	40000	21	0.34	7.41	0.56
40,001	50000	11	0.18	4.98	0.38
50,001	100000	15	0.24	11.18	0.84
100,001	to above	32	0.51	1237.19	93.46
<b>TOTAL</b>		<b>6136</b>	<b>98.22</b>	<b>1323.77</b>	<b>100.00</b>

### Shareholding Pattern by ownership-

Particulars	As on 31st March 2015				As on 31st March 2014			
	No. of share Holders	% of share Holders	No. of shares held	% of share No. of share Holding	No. of share Holders	% of share Holders	No. of shares held	% of share No. of share Holding
Directors, promoters and family members	4	0.09	49590199	74.92	4	0.07	49590199	74.92
FIIIs	0	0	0	0	0	0	0	0
Mutual Funds/UTI	1	0	100	0	1	0	100	0
Financial Institutions/ Banks/ Insurance Cos'	8	0.13	2101100	3.18	8	0.13	2101100	3.18
NRIIs	51	0.83	1541114	2.33	69	1.09	1595584	2.41
Corporates (including clearing members)	161	2.62	6952420	10.50	200	3.17	6190776	9.35
Individuals	5911	96.33	6003567	9.07	6035	95.54	6710741	10.14
<b>Total</b>	<b>6136</b>	<b>100.00</b>	<b>66188500</b>	<b>100.00</b>	<b>6317</b>	<b>100</b>	<b>66188500</b>	<b>100</b>

**Top ten shareholders as on March 31, 2015**

<b>Name</b>	<b>No. of shares held</b>	<b>% of shareholding</b>
Constructive Finance (P) Ltd	33017575	49.88
Sunrays Properties & Investment Co. (P) Ltd	13195324	19.94
Governor of Kerala	3374800	5.10
Kerala State Industrial Development Corporation	1500000	2.27
Siddique Dawood	1490000	2.25
Amazer Investment and Finance Limited	1297278	1.96
ATJ Ventures (P) Ltd	1277596	1.93
TTJ Ventures (P) Ltd	1274137	1.93
PTL Enterprises Ltd – Unclaimed Suspense Account	1101100	1.66
S S Texofab (P) Ltd	741864	1.12

**Dematerialization of Shares and Liquidity**

Trading in equity shares of the Company in dematerialized form became mandatory from May 31, 1999. To facilitate trading in demat form, in India, there are two depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). PTL has entered into agreement with both these depositories. Shareholders can open their accounts with any of the Depository Participant registered with these depositories.

- As on March 31, 2015, 95.53% shares of the Company were held in dematerialized form.
- The equity shares of the Company are frequently traded at Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

**Dematerialization of Shares**

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a) Demat account should be opened with a depository participant (DP).
- b) Shareholders should submit the dematerialization request form (DRF) along with share certificates in original, to their DP.
- c) DP will process the DRF and will generate a dematerialization request number (DRN).
- d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents (RTA), which is Alankit Assignments Limited.
- e) RTA will process the DRF and confirm or reject the request to DP/ depositories.
- f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.

**Consolidation of folios and avoidance of multiple mailing**

In order to enable the company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names, are requested to consolidate their

holdings under one folio. Members may write to the Registrars & Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

### **Outstanding GDRs/ADRs/Warrants/Options**

NIL

### **Registrar and Transfer Agent**

Securities and Exchange Board of India (SEBI), through its Circular No. D& CC/FITTC/CIR-15/2002 dated December 27, 2002, has made it mandatory for all work related to share registry, both in physical and electronic form, to be handled either wholly 'in-house' by companies or wholly by a SEBI-registered external registrar and transfer agent. PTL had appointed MCS Limited as its Registrar and Transfer agent in 1994 for both segments, much before this was mandated by SEBI. The Company has subsequently appointed Alankit Assignments Limited as its Registrar. Details of the Registrar and Transfer Agent are given below-

Alankit Assignments Limited  
205-208, Anarkali Complex, Jhandewalan Extension,  
New Delhi – 110055  
Tel: 011 – 42541234 / 23541234  
Fax: 011 – 23552001  
Email: info@alankit.com  
Website: www.alankit.com

### **Share Transfer System**

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Transfer Agents.

Stakeholders Relationship Committee is authorized to approve transfer of shares in the physical segment. The committee has delegated authority for approving transfer and transmission of shares and other related matters to the authorised officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by authorised officers of the Company is placed at every committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under Clause 47I of the Listing Agreement, and files a copy of the same with the Stock Exchanges.

### **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Company secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e. NSDL and CDSL, and the total issued and listed capital of the Company.

The Company secretary in practice conducts such audit in every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to

the stock exchanges, where the Company's shares are listed and is also placed before the Board.

**Company's Registered Office Address**

6<sup>th</sup> Floor, Cherupushpam Building, Shanmugham Road,  
 Kochi – 682031, Kerala  
 Tel: 0484 – 2381808/ 2381895  
 Fax: 0484 – 2370351

**PLANT LOCATIONS**

Kerala	Kalamassery, Alwaye, Kerala - 683104
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**ADDRESS FOR CORRESPONDENCE**

For share transfer / dematerialisation of shares, payment of dividend and any other query relating to the shares	Alankit Assignments Limited 205-208, Anarkali Comlex, Jhandewalan Extension, New Delhi – 110055 Tel: 011 – 42541234 / 23541234 Fax: 011 – 23552001 Email: info@alankit.com Website: www.alankit.com
Chief Compliance Officer	Mr Pradeep Kumar Company Secretary, PTL Enterprises Ltd, Apollo House 7, Institutional Area, Sector 32, Gurgaon - 122001. Tel: 0124 – 2383002, 2383003 Fax: 0124 – 2383021, 2383017

**MANAGER AND CFO CERTIFICATE**  
**[Under sub-clause IX of clause 49 of the Listing Agreement]**

To  
The Board of Directors  
PTL Enterprises Ltd

Dear Sir/ Madam,

Pursuant to sub-clause IX of clause 49 of the Listing Agreement, we wish to certify here as under that–

- 1) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2015 and to the best of our knowledge and belief:
  - a) the said statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) the said statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulators.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended on 31.03.2015 which are fraudulent, illegal or violate of the company's code of conduct.
- 3) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) We have indicated to the auditors and the Audit committee:
  - a) significant changes in internal control over financial reporting during the year ended on 31.03.2015;
  - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Date: 12<sup>TH</sup> May, 2015**  
**Place: Gurgaon**

**Sd/-**  
**BALAKRISHNAN G**  
**(Manager under the Companies Act, 2013)**

**Sd/-**  
**AMIT GAUTAM**  
**(CFO)**

**Declaration Affirming Compliance of provisions of the Code of Conduct**

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2015.

**Declaration Affirming Compliance of Whistle blower policy**

To the best of my knowledge and belief, I hereby affirm that no personnel of the Company have been denied access to the Audit committee during FY 15.

For and on behalf of the Board of Directors



(Onkar S Kanwar)  
Chairman & Managing Director

Place: Gurgaon.  
Date: 12<sup>TH</sup> May, 2015



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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### MARKET OVERVIEW

#### Automotive

The fiscal year in India started with a 'good feel' factor of a new majority government and possibilities of external vulnerabilities on the wane. Coupled with continuing softening of oil prices since September 2014, it was projected as the year of revival. Early in the year, the India's Central Statistical Organisation (CSO), released the advance estimates of growth numbers which estimated that the Indian economy will see a growth of 7.4% for the Fiscal 14-15. The agency had incorporated a new methodology to calculate GDP at market prices as done internationally, instead of at factor cost.

Riding on the good feel factor, the automobile industry sector witnessed bullishness across the year. Unlike FY 13-14, where the domestic passenger vehicles sales failed to pick up and fell by nearly 6% to 2.5 million units, the year saw a slight pickup in demand by 3.9%. However, as per the data from SIAM, the automobile sector's star performer was the 'Medium and Heavy Commercial Vehicle' segment which grew by over 16%. Barring the Light Commercial Vehicle segment, all other categories seemed to out of the shadows of the underperforming FY 13-14. The year ended with the automobile sector, running hand in hand with the economic growth of the country, and posting a jump of 7.2% over the previous year. Exports grew at a faster clip with a 14.9% growth over its previous year.

#### Health Care Sector

Healthcare has become one of India's largest sectors - both in terms of revenue and employment. The industry comprises hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. The Indian healthcare industry is growing at a tremendous pace due to its strengthening coverage, services and increasing expenditure by public as well private players.

The allocation of ₹ 33,150 Crores for the sector is similar to the outlay in previous budgets and does not translate to the much anticipated increase from 1.2 per cent of GDP spend to 2 per cent spend, which has been the direction set by the government in the draft national health-care policy.

According to estimates, the overall Indian health care market today is US\$ 65 billion, of which the hospital supplies and health care equipment segment is believed to be only around US\$ 4.5-5 billion. Health care delivery, which includes hospitals, nursing homes and diagnostics centres, and pharmaceuticals, constitutes 65 per cent of the overall market.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

#### Tyre Industry

Based on the data available for nine months from Automotive Tyres Manufacturers' Association, the Indian tyre industry registered a 15% growth for the nine-month period. It is expected that the full year growth will outpace FY 14's growth of 5%.

The replacement market continued to support the tyre majors in the other segments led by M&HCV and LCV, which saw replacement tyre sales at 74% and 64% respectively of the total sales of the segments. The 'inverted' import duty structure continued to play spoilsport for the tyre manufacturers in India. As tyres (finished product) attract lower duty, whereas raw rubber (raw material) attracts a higher duty levy, the country was flooded with low cost tyres from China. According to estimates, Chinese tyre imports grew 31 per cent to ₹ 613 crore by late 2014 from ₹ 468 crore in 2012-13. The value of Chinese tyre imports in 2014-15 may have reached ₹ 800 crore.

### **Health Care Business**

The share of healthcare is set to rise to 2.5 per cent of GDP in the 12th Plan from 0.9 per cent in the 11th Plan. The plan focuses on providing universal healthcare, strengthening healthcare infrastructure, promoting R&D and enacting strong regulation for the healthcare sector.

### **OPPORTUNITIES AND THREATS**

#### SWOT Analysis

##### **Strengths**

- Tyre manufacturing facility leased to Apollo Tyres Ltd – a global player.
- Experienced team of workers.
- Fixed Income form lease rent of the tyre unit.

##### **Weakness**

- A relatively old tyre manufacturing unit with not very modern machinery.
- No direct presence in the tyre market .
- Shortage of healthcare professionals in India.
- Most hospitals tend to have a long gestation period.

##### **Opportunities**

- Production of Apollo Tyres leading to technology upgradation.
- A growing trend of medical tourism.
- Diversification into education sector through its subsidiary.

##### **Threats**

- Gradually growing trend of radial tyres in the commercial vehicle segment.
- Increasing competition in the health care business.
- Competition with established corporate brands in the health care facilities category.
- Impact of slow growth on medical tourism and tyre industry.
- Large requirement of funds for growth into health care business.

## SEGMENT WISE PERFORMANCE

The truck-bus, cross ply tyres manufactured at the Company's plant – leased to Apollo Tyres Ltd- under the brand name ' Apollo' are mostly exported by Apollo Tyres Ltd.

The company's first super specialty projects in Gurgaon at ARTEMIS HEALTH INSTITUTE provides super specialized care and attract large number of patients from India and outside India

## OUTLOOK

The global economic growth for the FY16 will continue to be mixed bag. According to estimates, the global growth is expected to rise moderately to 3.0 percent in 2015, and average about 3.3 percent through 2017. However, all eyes will be focussed on India. According to forecasts by international agencies including World Bank and International Monetary Fund, India is set to emerge as the world's fastest growing economy in 2015, overtaking neighbouring China and widening the gap further in 2016.

The Indian Healthcare delivery segment provides a robust growth opportunity for private healthcare organizations given the increase in lifestyle related diseases, demographic changes and rising awareness levels. A continuing lack of adequate healthcare infrastructure and limited access to quality healthcare delivery services will result in private players playing a larger role in bridging the demand supply gap in the industry.

Healthcare Companies will continue to explore various options and business models in order to expand their presence both from a geographic and a therapeutic segment perspective. Given the capital intensive nature of the business, organizations will endeavor to look actively at various funding options including private equity and other avenues of capital availability.

While shortage of healthcare professionals will remain a challenge, the companies that have an established brand name will continue to attract and retain the best available talent pool.

## RISK AND CONCERNS

The growth of tyre industry is dependent on the economic growth and/or infrastructure development. Any slowdown in the economic growth may impact the industry. Further, both natural rubber and crude prices being controlled by external environment are prone to adverse price movements. Further, retaining skilled personnel is becoming increasingly difficult due to entry of global players in India. A highly radialised environment could also impact the industry, where on one hand radial facilities will swing into full action, the cross ply facilities will need fresh investments for a ramp up.

Increasing corporatization of healthcare industry for a number of reasons along with synchronization in increasing awareness brings the healthcare service providers under pressure from multiple fronts. The safety and quality problems in healthcare system continue because it relies on outmoded systems of work. Shortage of healthcare professionals in India is also a matter of concern.

## INFORMATION TECHNOLOGY /INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES

There is an established internal control system in place for the Company and its subsidiaries. The company deploys a robust system of internal controls to allow optimal use and protection of assets, facilitate accurate and timely compilation of financial statements and management reports, and ensure compliance with statutory laws, regulations and Company policies.

The company has an adequate risk management process which involves identification of various risks, setting out mitigation plans and action taken thereto and evaluation of residual risks.

The management acknowledges its overall responsibility to assess and design effective systems of internal control to identify, control and report on major risks, including strategic, people, medical, operational, financial, technological and regulatory risks.

The system of internal control is designed to manage and mitigate the risks faced by the Company. The system comprises a well - defined Organizational Vision, Values, Code of Conduct, an organization structure aligned to business and operations supported by policies, standards and process framework to assist functions and operating units to execute per design. Appropriate and relevant performance management system has been designed to define expectations, responsibility and drive accountability.

The Company maintains adequate internal control system commensurate with the nature of its business, size and complexity of its operations and have been designed to provide reasonable assurance regarding the achievement of objectives in effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.

#### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable accounting standards issued by the Institute of chartered Accountants of India. The management of the Company accepts the integrity and objectivity of these financial statements as well as the various estimates and judgments used therein. The estimates and judgments relating to financial statements have been made on the prudent and reasonable basis, in order that financial statements reflect in a true and fair manner, the form of transactions and reasonably present the Company's state of affairs and profit for the year.

S. No.	Particulars	Year Ended	
		31.03.2015	31.03.2014
1.	Total Revenue	<b>4153.37</b>	4114.22
2.	Total Expenditure - Manufacturing and Other Expenses	<b>935.32</b>	462.72
3.	Operating Profit	<b>3218.05</b>	3651.50
4.	Interest	<b>802.36</b>	904.79
5.	Depreciation	<b>92.11</b>	60.09
6.	Profit Before Tax	<b>2323.58</b>	2686.62
7.	Provision for Tax Current Deferred	<b>986.71</b> <b>(167.86)</b>	949.61 (24.56)
8.	Profit after Tax/ Net Profit	<b>1504.73</b>	1761.57
9.	Extraordinary Item	-	-
10.	Net Profit after Extraordinary Items	<b>1504.73</b>	1761.57

## **MATERIAL DEVELOPMENT IN HUMAN RESOURCES /INDUSTRIAL RELATIONS**

The Company' workers is the key drivers for its sustained growth and success. The Company nurtures and trains its employees to further enhance their management and leadership skills, while the same time rewarding them for high-performance; this is done to attract and retain the best talent within the Company. The industrial relations for the year under consideration, by and large, were cordial.

### **NOTE**

This report contains forward- looking statements that describe our objectives, plans or goals. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditure and financial results, are forward looking statements. These are subject to certain risks and uncertainties, including but not limited to, government action, local, political or economic development, technological risks, risks inherent in the company, growth strategy, dependence on certain customers, technical personnel and other factors that could cause actual results to differ materially from those contemplated by the relevant forward looking statements. Investors should bear this in mind as they consider forward- looking statements.

## **STANDALONE ACCOUNTS INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PTL ENTERPRISES LIMITED**

### **Report on the Standalone financial statements**

We have audited the accompanying standalone financial statements of PTL ENTERPRISES LIMITED ("the Company"), which comprises the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Emphasis of Matters

We draw attention to the following matters in the Notes to the standalone financial statements:

1. Note C-12 for higher depreciation of current year to the extent of Rs. 26.10 Lacs as stipulated in Schedule II of The Companies Act, 2013.
2. Note C-13 to the standalone financial statement which describes the detail of CSR expenditure.
3. Note C-14 to the standalone financial statements which describes the uncertainty related to the outcome of the lawsuit filed by the Company against Govt. of Kerala vis-à-vis Kochi Metro Rail Project for 62.22 Ares (1.50 Acres) of land already acquired with total compensation of Rs. 29.36 Crore deducting TDS but physically the amount not paid.

Our opinion is not modified in respect of the matters to that extent for true & fair view.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ('the order') issued by the Ministry of Company Affairs, Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013; we give in the Annexure, as per information & explanations provided by the management, a statement on the matters specified in paragraphs 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on year end, taken on record by the Board of Directors, none of the directors is disqualified as on year end, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanations given to us:
    - i) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR AND ON BEHALF OF  
H.N. MEHTA ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 106219W

Place : Mumbai  
Dated : May 12 2015

Sd/-  
(Kiran Pancholi)  
PARTNER  
Membership No. 33218

## Annexure referred to in the Auditors' Report to the members of PTL Enterprises Limited on the accounts for the year ended 31st March, 2015

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the management at reasonable intervals; Material discrepancies noticed on such verification have been properly dealt with in the books of account;
- (ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and material discrepancies noticed on physical verification have been properly dealt with in the books of account;
- (iii) The company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory & fixed assets and for the sale of goods & services. There is no continuing failure to correct major weaknesses in an internal control system.
- (v) The company has not accepted deposits from public.
- (vi) The Ministry of Company Affairs, Cost audit Branch vide its File No. 52/366/CAB/1989 Dated 27th January, 2015 had exempted PTL Enterprises Ltd. from the requirement of Cost Audit for the financial year 2013-14. As explained to us, an application is being made requesting for an extension of exemption for the financial year 2014-15 in view of status quo of lease of factory to Apollo Tyres Ltd.
- (vii) a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) The cases of dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of dispute are as under;

Statute	Nature	Amount	Forum	Period
Income Tax	Disputed	1266 Lacs	Appellate Authorities	01/04/2009 to 01/03/2012
Service Tax	Disputed	2881 Lacs	Appellate Authorities	June, 2005 to June, 2012

- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) The company has been registered for a period of not less than five years and there are no accumulated losses at the end of the financial year of not less than fifty per cent of its net worth and it has not incurred cash losses in current financial year & in the immediately preceding financial year;



- (ix) The company has not defaulted in repayment of dues to a bank.
- (x) The company has given corporate guarantee for working capital facility taken by Apollo Technical Education Foundation from bank, the terms and conditions whereof are not prejudicial to the interest of the company.
- (xi) Term loans were applied for the purpose for which the loans were obtained;
- (xii) Based upon the audit procedures performed along with information & explanations given by the Management, we report that, no fraud on or by the company has been noticed or reported during the year.

**FOR AND ON BEHALF OF  
H.N. MEHTA ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 106219W

Sd/-

(Kiran Pancholi)

PARTNER

Membership No. 33218

Place : Mumbai  
Dated : May 12, 2015

## BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>I. EQUITY &amp; LIABILITIES</b>			
1) Shareholders' Funds :			
Share Capital	B1	1,323.77	1,323.77
Reserves and Surplus	B2	7,507.12	6,799.02
		<u>8,830.89</u>	<u>8,122.79</u>
2) Non-Current Liabilities :			
Long-term Borrowings	B3	2,998.40	4,378.16
Other Long Term Liabilities	B3	4,043.47	4,034.59
Long-term Provisions	B3	1,785.23	1,350.65
		<u>8,827.10</u>	<u>9,763.40</u>
3) Current Liabilities :			
Trade Payables	B4	332.72	445.03
Other Current Liabilities	B4	2,568.60	2,239.57
Short-term Provisions	B4	1,215.65	1,084.01
		<u>4,116.97</u>	<u>3,768.61</u>
<b>TOTAL</b>		<u><b>21,774.96</b></u>	<u><b>21,654.80</b></u>
<b>II. ASSETS</b>			
1) Non-Current Assets :			
Fixed Assets			
- Tangible Assets	B5	1,550.68	1,613.12
- Capital Work-in-Progress		143.29	99.74
		<u>1,693.97</u>	<u>1,712.86</u>
Non-Current Investments	B6	15,841.23	15,831.23
Deferred Tax Assets (Net)		576.73	408.87
Long-term Loans & Advances	B7	2,059.31	2,104.02
		<u>20,171.24</u>	<u>20,056.98</u>
2) Current Assets :			
Inventories	B8	5.52	5.52
Trade receivables	B8	15.15	15.15
Cash & Cash Equivalents	B8	434.40	366.19
Short Term Loans & Advances	B8	1,148.65	1,210.96
		<u>1,603.72</u>	<u>1,597.82</u>
<b>TOTAL</b>		<u><b>21,774.96</b></u>	<u><b>21,654.80</b></u>

The Notes referred to above form an integral part of the Balance Sheet

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary

**STATEMENT OF PROFIT & LOSS  
FOR THE YEAR ENDED MARCH 31, 2015**

	Note	Year Ended March 31, 2015 ₹ Lacs	Year Ended March 31, 2014 ₹ Lacs
<b>I. Revenue from Operations</b>	B9	<b>4,000.00</b>	4,000.00
<b>II. Other Income</b>	B9(2)	<b>153.37</b>	114.22
<b>III. Total Revenue (I + II)</b>		<b><u>4,153.37</u></b>	<u>4,114.22</u>
<b>IV. Expenses:</b>			
Employees Benefit Expenses	B10	<b>550.52</b>	116.91
Finance Costs	B11	<b>802.36</b>	904.79
Depreciation	B5	<b>92.11</b>	60.09
Other Expenses	B10	<b>384.80</b>	345.81
		<b><u>1,829.79</u></b>	<u>1,427.60</u>
<b>V. Exceptional items</b>		-	-
<b>VI. Profit/(Loss) before Extraordinary Items &amp; Tax (III - IV - V)</b>		<b>2,323.58</b>	2,686.62
<b>VII. Extraordinary Items</b>		-	-
<b>VIII. Profit before Tax (VI - VII)</b>		<b>2,323.58</b>	2,686.62
<b>IX. Tax Expenses</b>			
- Current	986.71		949.61
- Deferred	(167.86)	<b>818.85</b>	(24.56)
<b>Profit / (Loss) For the period (VIII - IX)</b>		<b><u>1,504.73</u></b>	<u>1,761.57</u>
<b>Basic and Diluted Earnings per Share (Face Value of ₹ 2/- each) (₹)</b>		<b>2.27</b>	2.66

The Notes referred to above form an integral part of the Statement of Profit & Loss

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015 ₹ Lacs	Year Ended March 31, 2014 ₹ Lacs
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
(i) <b>Net Profit Before Tax</b>	<b>2,323.58</b>	2,686.62
<b>Add: Adjustments for:</b>		
Depreciation	92.11	60.09
(Profit) / Loss on Sale of Assets (Net)	(41.29)	(20.25)
Interest Income	(58.01)	(38.48)
Unclaimed Credit Balances/Provisions written back	-	(1.49)
Finance Charges	<u>802.36</u>	<u>904.79</u>
(ii) <b>Operating Profit Before Working Capital Changes</b>	<b>3,118.75</b>	<b>3,591.28</b>
<b>Add: Adjustments for:</b>		
(Increase) / Decrease in Inventories	-	0.52
(Increase) / Decrease in Loans & Advances	163.01	(934.50)
Increase / (Decrease) in Liabilities	(123.07)	1,841.66
(Increase) / Decrease in Trade Receivables	-	19.89
Increase / (Decrease) in Provisions	<u>524.78</u>	<u>85.51</u>
(iii) <b>Cash Generated from Operations</b>	<b>3,683.47</b>	<b>4,604.36</b>
Less: Direct Taxes Paid (Net of Refund)	<u>1,042.70</u>	<u>1,362.08</u>
<b>Net Cash From Operating Activities</b>	<b>2,640.76</b>	<b>3,242.28</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets/CWIP (Including Interest Capitalized)	(76.73)	(8.69)
Proceeds from Sale of Fixed Assets	44.80	35.81
Purchase of Investments	(10.00)	-
Interest Received	<u>58.01</u>	<u>38.48</u>
<b>Net Cash Used in Investing Activities</b>	<b>16.08</b>	<b>65.60</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Long Term Borrowings	(1,041.76)	(1,632.94)
Payment of Dividends (including Dividend Tax)	(774.38)	(774.38)
Finance Charges Paid (Net of Interest Capitalized)	<u>(802.36)</u>	<u>(904.79)</u>
<b>Net Cash Flow From Financing Activities</b>	<b>(2,618.50)</b>	<b>(3,312.11)</b>
Net (Decrease) / Increase in Cash & Cash Equivalents	<u>38.34</u>	<u>(4.23)</u>
Cash & Cash Equivalents as at Beginning of the year	<b>366.19</b>	340.98
Less: Unpaid Dividend Bank Accounts	<b>121.31</b>	91.87
<b>Adjusted Cash &amp; Cash Equivalents as at Beginning of the year</b>	<b>244.88</b>	249.11
Cash & Cash Equivalents as at the end of the year	<b>434.40</b>	366.19
Less: Unpaid Dividend Bank Accounts	<b>151.18</b>	121.31
<b>Adjusted Cash &amp; Cash Equivalents as at the end of the year</b>	<b>283.22</b>	244.88

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
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U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary

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## PART A-SIGNIFICANT ACCOUNTING POLICIES

### 1. **Basis of preparation:**

The financial statements have been prepared to comply in all material respects with the Notified accounting standard by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company .

### 2. **Use of Estimate:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### 3. **Fixed Assets:**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Leasehold Land is amortized over the period of lease proportionately.

### 4. **Borrowing Costs:**

Borrowing Costs are capitalized as a part of qualifying asset when it results in future economic benefits. Other borrowing costs are expensed.

### 5. **Impairment of Assets:**

The carrying amounts of assets are reviewed at each balance sheet date. If there is any indication of impairment based on internal/external factors, an impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

### 6. **Investments:**

Investments are stated at Cost and provision for diminution is made if the decline in the value is other than temporary in nature.

### 7. **Inventory Valuation:**

Inventories are valued at lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

### 8. **Depreciation:**

Depreciation on fixed assets is provided on the straight-line basis at the rates specified in Schedule II of the Companies Act, 2013, classifying certain plant and machinery as continuous process plant.

**9. Revenue recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**10. Employee Benefits:**

Liability for gratuity to employees is determined on the basis of actuarial valuation as on the balance sheet date.

Liability for long term compensated absences is determined on the basis of actuarial valuation as on the balance sheet date.

Contributions to defined contribution schemes such as provident fund, employee's pension fund and cost of other benefits are recognized as an expense in the year incurred.

Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognized in the Profit & Loss account as income or expense.

**11. Taxes on Income:**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

**12. Expenditure on New Projects:**

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Profit and Loss Account. Income earned during construction period is deducted from the total of the indirect expenditure.

**13. Provisions**

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value, except gratuity and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**14. Reimbursement of Expenses:**

The manufacturing and operating expenses of the company reimbursed by M/s Apollo Tyres Ltd. in terms of operating lease are deducted from the total expenses and only net expenses are taken to Profit & Loss account.

**B. NOTES FORMING AN INTEGRAL PART OF THE ACCOUNTS****NOTE B1 - SHARE CAPITAL**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>AUTHORISED</b>		
10,00,00,000 Nos. (10,00,00,000 Nos.) Equity Shares of ₹ 2/-each	<b>2,000.00</b>	2,000.00
	<u><b>2,000.00</b></u>	<u>2,000.00</u>
<b>ISSUED, SUBSCRIBED, CALLED AND PAID UP</b>		
Equity Shares of ₹ 2/- each 6,61,88,500 Equity Shares Outstanding at the beginning of the year	<b>1,323.77</b>	1,323.77
Add: Nil Equity Shares Issued during the period	-	-
6,61,88,500 Equity Shares Outstanding at the end of the period	<u><b>1,323.77</b></u>	<u>1,323.77</u>

**Details of Shareholders holding more than 5% of the Paid Up Share Capital of the Company:**

S.No.	Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
		No. of Shares	%	No. of Shares	%
1	Constructive Finance Private Ltd	33,017,575	49.88%	33,017,575	49.88%
2	Sunrays Properties & Investment Co Pvt Ltd	13,195,324	19.94%	13,195,324	19.94%
3	Governor of Kerala	3,374,800	5.10%	3,374,800	5.10%

**NOTE B2 - RESERVES & SURPLUS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
1) <b>Capital Reserve</b>	<b>0.10</b>	0.10
2) <b>Capital Redemption Reserve</b>	<b>49.97</b>	49.97
3) <b>General Reserve</b>		
As per last Balance Sheet	<b>1,500.00</b>	1,300.00
Add: Transfer from Statement of Profit & Loss	<b>200.00</b>	200.00
	<u><b>1,700.00</b></u>	<u>1,500.00</u>
4) <b>Surplus in Statement of Profit &amp; Loss</b>		
Balance brought forward from previous year	<b>5,248.95</b>	4,461.76
Add: Net Profit for the period	<b>1,504.73</b>	1,761.57
Balance available for Appropriation	<u><b>6,753.68</b></u>	<u>6,223.33</u>
Less: Appropriations made during the period		
General Reserve	<b>200.00</b>	200.00
Proposed Dividend	<b>661.89</b>	661.89
Dividend Tax	<b>134.74</b>	112.49
	<u><b>996.63</b></u>	<u>974.38</u>
Balance carried forward to next period	<b>5,757.05</b>	5,248.95
<b>Total</b>	<u><b>7,507.12</b></u>	<u>6,799.02</u>



**NOTE B3 - NON - CURRENT LIABILITIES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>LONG TERM BORROWINGS</b>		
<b>SECURED</b>		
<b>Term Loans</b>		
<b>From Banks:</b>		
Yes Bank New Delhi*	2,897.73	3,693.18
<b>Unsecured</b>		
Dhanalaxmi Bank	100.67	684.98
	<u>2,998.40</u>	<u>4,378.16</u>
<b>OTHER LONG TERM LIABILITIES:</b>		
Security Deposits Received #	4,038.88	4,030.29
Others	4.59	4.30
	<u>4,043.47</u>	<u>4,034.59</u>
<b>LONG TERM PROVISIONS:</b>		
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	1,647.38	1,246.80
Provision for Leave Encashment	137.85	103.85
	<u>1,785.23</u>	<u>1,350.65</u>
	<u>8,827.10</u>	<u>9,763.40</u>
*Secured by Escrowing of Lease Rentals		
# Other Long Term Liability include due to Related Parties: Associates	4,000.00	4,000.00

**NOTE B4 - CURRENT LIABILITIES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>TRADE PAYABLES</b>		
Sundry Creditors #	<b>332.72</b>	445.03
	<b><u>332.72</u></b>	<b><u>445.03</u></b>
<b>OTHER CURRENT LIABILITIES:</b>		
<b>Current Maturities of Long-Term Debt:</b>		
<b>SECURED</b>		
<b>Term Loan from Banks:</b>		
Yes Bank New Delhi*	795.45	670.45
<b>Unsecured</b>		
Dhanalaxmi Bank	1,085.00	872.00
Interest accrued but not due on borrowings	44.33	56.79
Unpaid Dividends	151.18	121.31
<b>Other payables:</b>		
Amount Payable to Statutory Authorities	66.73	64.58
Payable to Employees	102.62	117.35
Security Deposits Received	-	13.80
Others	323.29	323.29
	<b><u>2,568.60</u></b>	<b><u>2,239.57</u></b>
# Trade Payables Includes due to Related Parties: Associate	<b>318.38</b>	432.35

\*Secured by Escrowing of Lease Rentals

**NOTE B4 - CURRENT LIABILITIES (Continued)**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>SHORT TERM PROVISIONS:</b>		
<b>Provision for Employee Benefits:</b>		
Provision for Gratuity	253.15	170.54
Provision for Leave Encashment	25.23	17.64
	<u>278.38</u>	<u>188.18</u>
<b>Others:</b>		
Proposed Dividend on Equity Shares	661.89	661.89
Dividend Tax	134.74	112.49
<b>Outstanding liabilities:</b>		
Statutory Liabilities Provision	88.79	71.61
Employee Related Payables	51.56	49.84
Others	<u>0.29</u>	<u>-</u>
	<u>140.64</u>	<u>121.45</u>
	<u>937.27</u>	<u>895.83</u>
	<u>1,215.65</u>	<u>1,084.01</u>

**NOTE B5 - FIXED ASSETS****Tangible Assets**

₹ Lacs

Description of Assets	GROSS BLOCK			DEPRECIATION / AMORTIZATION				NET BLOCK		
	As at March 31, 2014	Additions	Deductions	As at March 31, 2015	As at March 31, 2014	Additions#	Deductions	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Land	15.31	-		15.31					15.31	15.31
Leasehold Land*	542.35		6.49	535.86	-	-		-	535.86	542.35
Buildings	964.74	10.48		975.22	249.62	35.10	-	284.73	690.50	715.12
Plant & Machinery	650.75	13.70	97.80	566.65	631.35	20.78	97.80	554.33	12.32	19.40
Equipments	277.55			277.55	31.07	21.59	-	52.66	224.89	246.48
Electrical Installation	36.49		0.34	36.15	36.03	0.09	0.13	35.99	0.16	0.46
Computer, Furniture & Fixtures	65.30	2.17	0.45	67.02	60.20	2.76	0.45	62.50	4.51	5.10
Vehicles	83.20	13.31	5.52	90.99	14.30	11.79	2.22	23.87	67.12	68.90
<b>Total</b>	<b>2,635.69</b>	<b>39.66</b>	<b>110.60</b>	<b>2,564.76</b>	<b>1,022.57</b>	<b>92.11</b>	<b>100.60</b>	<b>1,014.08</b>	<b>1,550.68</b>	<b>1,613.12</b>
Previous Year	2,683.93	15.18	63.42	2,635.69	1,003.86	60.09	41.38	1,022.57	1,613.12	1,680.07

\* Represents proportionate lease premium ₹ 6.49 lacs (₹ 6.49 lacs) amortized.

₹ Lacs

Particulars	For the Period Ended
	March 31, 2015
Depreciation and amortisation for the year on tangible assets	72.50
#Including Additional Depreciation under Schedule II set off {Refer Note 12}	26.10
<b>Total</b>	<b>98.60</b>

**NOTE B6 - NON CURRENT INVESTMENTS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>LONG TERM (AT COST):</b>		
<b>NON TRADE (FULLY PAID) UNQUOTED</b>		
Cochin Co-operative Hospital Society 1 (1) Share of ₹ 10,000/- each.	<b>0.10</b>	0.10
Premier Tyres Employees' Co-operative Stores 10 (10) Shares of ₹ 100/- each.	<b>0.01</b> <b>0.11</b>	<u>0.01</u> <u>0.11</u>
<b>NON TRADE (FULLY PAID) UNQUOTED SUBSIDIARY</b>		
Artemis Health Sciences Ltd. 1,65,10,000 (1,65,10,000) Equity shares of ₹ 10/-each.	<b>11,557.32</b>	11,557.32
Artemis Medicare Services Ltd 30,25,000 (30,25,000) Equity shares of ₹ 10/- each	<b>4,235.00</b>	4,235.00
Artemis Health Sciences Ltd. 38,800 (28,800) 11% Non-cumulative Redeemable Preference Shares of ₹ 100/- each	<b>38.80</b>	28.80
PTL Projects Ltd. 100,000 (100,000) Equity Shares of ₹ 10/-each.	<b>10.00</b> <b><u>15,841.12</u></b>	10.00 <u>15,831.12</u>
	<b><u>15,841.23</u></b>	<u>15,831.23</u>

**NOTE B7 - LONG TERM LOANS AND ADVANCES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Long-Term Loans &amp; Advances:</b>		
<b>Unsecured, Considered Good</b>		
Loans and Advances to Related Parties*	1,892.28	1,892.28
Others:		
Capital Advances	-	18.65
Security Deposits	101.10	101.58
Other Loans and Advances	65.93	91.51
	<u>2,059.31</u>	<u>2,104.02</u>
* Advances given to Related Parties:		
Subsidiary	1,892.28	1,892.28

**NOTE B8 - CURRENT ASSETS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Inventories:</b>		
Stores and Spares	5.52	5.52
<b>Trade receivables*</b>	15.15	15.15
<b>Cash and Cash Equivalents</b>		
Cash on hand	0.04	1.05
Balances with Banks:		
Current Accounts	262.82	183.83
Unpaid Dividend Accounts	151.18	121.31
Deposit Accounts#	20.36	60.00
	<u>434.40</u>	<u>366.19</u>
<b>Short-Term Loans &amp; Advances:</b>		
<b>Unsecured, Considered Good</b>		
<b>Others:</b>		
Employee Advances	36.00	38.90
Service Tax Recoverable	3.37	5.06
Others	4.09	115.00
Prepaid Expenses	2.51	5.31
	<u>45.97</u>	<u>164.27</u>
Advance Tax	8,732.82	7,690.12
Less: Provision for Taxation	7,630.14	6,643.43
	<u>1,102.68</u>	<u>1,046.69</u>
	<u>1,148.65</u>	<u>1,210.96</u>
* Trade Receivable Include due from Related Parties		
Subsidiary	15.15	15.15
# Includes accrued interest on Fixed Deposits ₹ 0.37 Lacs (NIL)		

**NOTE B9 - REVENUE FROM OPERATIONS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>a) Other Operating Income</b>		
Income from Lease/services	4,000.00	4,000.00
	<u>4,000.00</u>	<u>4,000.00</u>

**NOTE B9(2) - OTHER INCOME**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>OTHER INCOME:</b>		
<b>(a) Interest Income</b>	<b>58.01</b>	38.48
<b>(b) Other Non-Operating Income:</b>		
Credit Balances written/back	-	0.73
Profit on Sale of Assets (Net)	41.29	20.25
Excess Gratuity & Leave encashment Provision written back	-	0.76
Income from Lease	54.00	54.00
Miscellaneous Receipts	0.07	0.00
	<u>95.36</u>	<u>75.74</u>
	<u>153.37</u>	<u>114.22</u>

**NOTE B10 - MANUFACTURING AND OTHER EXPENSES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Employee Benefit Expenses</b>		
Salaries, Wages and Bonus	<b>3,781.39</b>	3,158.69
Contribution to Provident and Other Funds	<b>303.77</b>	276.31
Welfare expenses	<b>24.28</b>	23.37
	<b><u>4,109.44</u></b>	<u>3,458.37</u>
Less: Reimbursement of Expenses from Apollo Tyres Limited	<b><u>3,558.92</u></b>	<u>3,341.46</u>
	<b><u>550.52</u></b>	<u>116.91</u>
Power and Fuel	<b>887.44</b>	850.26
Rent	<b>1.19</b>	6.14
Insurance	<b>11.52</b>	26.33
Rates and Taxes	<b>12.04</b>	14.09
Directors' Sitting Fees	<b>8.10</b>	4.20
Travelling, Conveyance and Vehicle Expenses	<b>6.50</b>	5.66
Printing, Stationery, Postage Telegram & Telephone etc.	<b>9.27</b>	5.00
Advertisement & Publicity	<b>8.30</b>	12.46
CSR expenses (Refer Note 13)	<b>27.40</b>	
Legal & Professional Expenses	<b>116.59</b>	107.91
Bank Charges	<b>0.86</b>	0.03
Re-imbursement towards utilisation of Computer & Other ATL Facilities	<b>44.50</b>	33.82
Repairs	<b>0.33</b>	-
Donation	<b>130.00</b>	130.00
Lease premium on Lease hold Land-amortized	<b>6.49</b>	6.48
Miscellaneous Expenses	<b>6.05</b>	9.26
	<b><u>1,276.58</u></b>	<u>1,211.64</u>
Less: Reimbursement of Expenses from Apollo Tyres Limited	<b><u>891.78</u></b>	<u>865.83</u>
	<b><u>384.80</u></b>	<u>345.81</u>

**NOTE B11 - FINANCE COST**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
Interest Expense	<b>727.10</b>	829.89
Other Borrowing Costs	<b>75.26</b>	74.90
	<b><u>802.36</u></b>	<u>904.79</u>

**PART C. NOTES ON ACCOUNTS****1. Contingent Liabilities**

(₹ Lacs)

<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>
Income Tax	<b>1266.00</b>	1527.00
Service Tax	<b>2880.62</b>	2880.62
Employee Liability	<b>1.14</b>	1.14
Corporate Guarantee	<b>18.79</b>	-

- 2 a) A deferred tax asset (Net) amounting to ₹ **576.73 Lacs** (previous year ₹ 408.87 Lacs has been recognized in the accounts for the year in accordance with the Accounting standard "Accounting for taxes on Income" (AS 22). The deferred tax asset in respect of gratuity and leave encashment liability has been recognized during the year in view of the sustained profitability and regular tax payouts.

b) The Components of Net Deferred Tax Asset/ (Liability) as on 31 st March 2015 are as under:

(₹ Lacs)

<b>PARTICULARS</b>	<b>31st March 2015</b>	<b>31st March 2014</b>
a) Deferred Tax Liability on timing difference arising on Depreciation	<b>(124.69)</b>	(114.21)
b) Deferred Tax Asset on timing difference arising on provision for Gratuity & Leave encashment Liability	<b>701.42</b>	523.08
Net Deferred Tax ₹	<b>576.73</b>	408.87

- 3 The Company had taken 20.78 acres of land on 90 years lease w.e.f. 24.05.2007 at a premium of ₹ 519.50 lacs and the premium with other capitalized cost is amortized over a period of 90 years. Monthly lease rental, lighting expenses, water charges etc. are debited as revenue expenditure.
- 4 The Company has leased out its plant to Apollo Tyres Ltd. The lease is extended for a period of 8 years up to March 31,2022 vide agreement dated May 1,2012.The lease rent , which is renewable annually as per the lease agreement at a rate to be mutually agreed, amounting to ₹ 4,000 Lacs for the year, has been credited to statement of Profit & Loss.
- 5 The Company's operation predominantly comprises of only one segment –Income from lease of plant to Apollo Tyres Ltd as per agreement and there are no other business/ geographical segments to be reported as required under Accounting Standard (AS17) "Segmental Reporting" issued by The Institute of Chartered Accountants of India.
- 6 Sundry Creditors and Unsecured Loans are subject to confirmation.



- 7 As per information available with the company
- a) Amount due to Micro, Medium & Small Enterprises – **Nil** (Previous year Nil )
- b) Amount due to Labour Welfare Fund – ₹ **Nil** (Previous year- ₹ 1.22 Lacs )

## 8 Payments to Statutory Auditors:

₹ Lacs

Particulars	2014-15	2013-14
(1) Audit fee	<b>1.30</b>	1.10
(2) Taxation Matter	<b>0.30</b>	0.20
(3) Other Services	<b>1.95</b>	0.94
<b>Total</b>	<b>3.55</b>	2.24

- 9 The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service receives gratuity on leaving the Company at 15 days salary (last drawn salary) for each completed year of service.

The following table summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet. (Net of reimbursement from Apollo Tyres Ltd.)

### Profit & Loss Account

#### Employee benefit expenses

(₹ Lacs)

Particulars	2014-15	2013-14
Current Service Cost	<b>90.81</b>	68.03
Interest Cost	<b>113.39</b>	106.48
Net Actuarial gain /Loss	<b>278.99</b>	(88.22)
Benefit Paid	<b>175.66</b>	143.68
Benefit Reimbursed	<b>(175.66)</b>	(143.68)
	<b>483.19</b>	86.29

### Balance Sheet

#### Details of Provision for Gratuity

(₹ Lacs)

Particulars	2014-15	2013-14
Defined benefit obligation (As on 31.03.2015)	<b>1,900.53</b>	1,417.34
Net Asset/(Liability) recognized	<b>(1,900.53)</b>	(1,417.34)

**Changes in the present value of the defined benefit obligation are as follows:**

(₹ Lacs)

Particulars	2014-15	2013-14
Present value of obligations as at the beginning of the year	<b>1,417.34</b>	1,331.04
Interest cost	<b>113.39</b>	106.48
Current Service Cost	<b>90.81</b>	68.03
Actuarial (Gain)/Loss on obligation	<b>278.99</b>	(88.21)
Benefit Paid	<b>175.66</b>	143.32
Benefit Reimbursed	<b>(175.66)</b>	143.32
Present value of obligations as at the end of the years	<b>1,900.53</b>	1,703.98

**Principal actuarial assumptions**

Particulars	Rate (%)
a) Discount rate as on 31.03.2015	8.00
b) Future salary increase	4.00

The estimate of future salary increase takes into account inflation, seniority, promotions and other relevant factors.

- 10 The following table set out the status of leave encashment as required under the Accounting Standard 15:

The following table summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet. (Net of reimbursement from Apollo Tyres Ltd.)

Profit & Loss Account

Employee benefit expenses

(₹ Lacs)

Particulars	2014-15	2013-14
Current Service Cost	<b>9.74</b>	7.44
Interest Cost	<b>9.72</b>	9.78
Net Actuarial (Gain) /Loss	<b>22.13</b>	(17.99)
Benefit Paid	<b>93.31</b>	85.41
Benefit Reimbursed	<b>(93.31)</b>	(85.41)
Expenses Recognized in the Statement of Profit & Losses	<b>41.59</b>	(0.76)

**Balance Sheet****Details of Provision for Leave Encashment**

(₹ Lacs)

Particulars	2014-15	2013-14
Defined benefit obligation (As on 31.03.2015)	<b>163.08</b>	121.49
Net Asset/(Liability) recognized	<b>(163.08)</b>	(121.49)

**Changes in the present value of the defined benefit obligation are as follows:**

(₹ Lacs)

Particulars	2014-15	2013-14
Present value of obligations as at the beginning of the year	121.49	122.26
Interest cost	9.72	9.78
Current Service Cost	9.74	7.44
Actuarial (Gain)/Loss on obligation	22.13	(17.99)
Benefit Paid	93.31	85.41
Benefit Reimbursed	(93.31)	(85.41)
Present value of obligations as at the end of the years	163.08	121.49

## Principal actuarial assumptions

Particulars	Rate (%)
a) Discount rate as on 31.03.2015	8.00
b) Future salary increase	4.00

The estimate of future salary increase takes into account inflation, seniority, promotions and other relevant factors.

- 11 Disclosure of the relationship and transactions in accordance with Accounting standard 18- Related Party Disclosures issued by the Institute of Chartered Accountants of India.

Particulars	2014-15	2013-14
Subsidiaries	Artemis Health Sciences Ltd.(AHSL)	Artemis Health Sciences Ltd.(AHSL)
	Artemis Medicare Services Ltd. (AMSL)	Artemis Medicare Services Ltd. (AMSL)
	PTL Projects Ltd.	PTL Projects Ltd.
	Athena Eduspark Ltd	Athena Eduspark Ltd
Associates	Apollo Tyres Ltd. (ATL)	Apollo Tyres Ltd. (ATL)
	Apollo International Ltd.	Apollo International Ltd.
	Neeraj Consultants Ltd.	Neeraj Consultants Ltd.
	Sunrays Properties & Investments Co. Pvt. Ltd.	Sunrays Properties & Investments Co. Pvt. Ltd.
	Sacred Heart Investments Co Pvt. Ltd.	Sacred Heart Investments Co Pvt. Ltd.
	Motlay Finance Pvt Ltd.	Motlay Finance Pvt Ltd.
	Ganga Kaveri Credit & Holding Pvt. Ltd.	Ganga Kaveri Credit & Holding Pvt. Ltd.
Global Capital Ltd.	Global Capital Ltd.	

Particulars	2014-15	2013-14
Associates	Indus valley Investment & Finance Pvt Ltd.	Indus valley Investment & Finance Pvt Ltd.
	Apollo Finance Ltd.	Apollo Finance Ltd.
	Kenstar Investment & Finance Pvt Ltd.	Kenstar Investment & Finance Pvt Ltd.
	J&S Systems Corporation	J&S Systems Corporation
	Bespoke Tours & Travels Ltd	Bespoke Tours & Travels Ltd
	Constructive Finance (P) Ltd	Constructive Finance (P) Ltd
	Kewaldeep Consultants Pvt. Ltd.	Kewaldeep Consultants Pvt. Ltd.
	Nanak Consultants Pvt. Ltd.	Nanak Consultants Pvt. Ltd.
	Osiatic Consultants & Investments Pvt. Ltd.	Osiatic Consultants & Investments Pvt. Ltd.
	OSK Holdings Pvt. Ltd.	OSK Holdings Pvt. Ltd.

### Transactions with Related Parties

2014-15

(₹ Lacs)

Particulars	Subsidiaries	Associates	Key Management Personnel	Total
Lease income, Apollo Tyres Limited		4,000.00		<b>4,000.00</b>
Lease Income Artemis Medicare Services Limited	54.00			<b>54.00</b>
Reimbursement of Expenses received, Apollo Tyres Limited		4,450.69		<b>4,450.69</b>
Reimbursement towards utilization of Computer and other Apollo Tyres Limited Facilities (net) paid		50.14		<b>50.14</b>
Stores & Spares sold, Apollo Tyres Limited		-		<b>-</b>
Rent paid, Apollo Tyres Limited		1.19		<b>1.19</b>
Purchase of fixed assets		24.18		<b>24.18</b>
Travelling Expenses paid to Bespoke Tours & Travels Limited		0.77		<b>0.77</b>
Directors' Fees paid			1.50	<b>1.50</b>
Investment in Artemis Health Sciences Limited	10.00			<b>10.00</b>
Unsecured Loan to Artemis Health Sciences Limited	2.00			<b>2.00</b>
Loan to Artemis Medicate Services Limited	-			<b>-</b>

Refund of Unsecured Loan from Artemis Health Sciences Limited	2.00			<b>2.00</b>
<b>Amount Outstanding Dr./ (Cr.)-31.03.2015</b>				
<b>Other long Term Liabilities</b>				
Apollo Tyres Ltd.		(4,000.00)		
<b>Trade Receivable/ (Payable)</b>				
Apollo Tyres Ltd.		(318.38)		
Artemis Medicare Services Ltd.	15.15			
<b>Long Term Loans &amp; Advances</b>				
Artemis Medicare Services Ltd.	1,886.28			
Artemis Health Sciences Ltd.	6.00			

2013-14

(₹ Lacs)

Particulars	Subsidiaries	Associates	Key Management Personnel	Total
Lease income, Apollo Tyres Limited		4,000.00		<b>4,000.00</b>
Lease Income Artemis Medicare Services Limited	54.00			<b>54.00</b>
Reimbursement of Expenses received, Apollo Tyres Limited		4,207.29		<b>4,207.29</b>
Reimbursement towards utilization of Computer and other Apollo Tyres Limited Facilities (net) paid		33.82		<b>33.82</b>
Stores & Spares sold, Apollo Tyres Limited		0.51		<b>0.51</b>
Rent paid, Apollo Tyres Limited		1.19		<b>1.19</b>
Purchase of fixed assets		-		-
Travelling Expenses paid to Bespoke Tours & Travels Limited		0.10		<b>0.10</b>
Directors' Fees paid			0.60	<b>0.60</b>
Investment in Artemis Health Sciences Limited	-			-
Loan to Artemis Health Sciences Limited	1.00			<b>1.00</b>
Loan to Artemis Medicare Services Limited	700.00			<b>700.00</b>
Refund of Loan from Artemis Health Sciences Limited	-			-
<b>Amount Outstanding Dr./ (Cr.)-31.03.2014</b>				
<b>Other long Term Liability</b>				
Apollo Tyres Ltd		(4,000.00)		

<b>Trade Receivable/ (Payable)</b>				
Apollo Tyres Ltd		(432.35)		
Artemis Medicare Services Ltd .	15.15			
<b>Long Term Loans &amp; Advances</b>				
Artemis Medicare Services Ltd	1,886.28			
Artemis Health Sciences Ltd.	6.00			

- 12 Consequent to the adoption of the revised estimation of the useful life of the fixed assets of the Company as stipulated in Schedule II of the Companies Act 2013 with effect from 1st April 2014, the depreciation for the current year is higher by ₹ 26.10 Lacs.

- 13 Expenditure towards Corporate Social Responsibility (CSR) Activities -

₹ Lacs

<b>Nature of Activities</b>	<b>Implementing Agency/ Partner</b>	<b>Amount</b>
Promoting Preventive Health	Apollo Tyres Foundation	0.23
Ensuring environmental sustainability	Apollo Tyres Foundation	6.22
Livelihood enhancement projects	Apollo Tyres Foundation	11.71
Promoting Education	Apollo Tyres Foundation	1.78
Promoting Preventive Health	Apollo Tyres Foundation	2.71
Unspent amount lying with Apollo Tyres Foundation		4.75
	<b>Total</b>	<b>27.40</b>
	<b>Amount required to be spent u/s 135 of the Companies Act, 2013</b>	<b>52.00</b>
	<b>Shortfall in spend</b>	<b>24.60</b>

- 14 Govt. of Kerala, proposed to acquire 62.22 Ares (1.50 Acres) of land held by the company, comprised in Survey No. 369/1 of Trikkakara North Village for the Kochi Metro Rail Project (KMRP), through an agreement to sale dated 03.09.2014 for ₹ 2936.28 Lacs. The rate for the above piece of land was fixed in a tripartite meeting of Kochi Metro officials, District Revenue Officials and representatives of PTL Enterprises Ltd through negotiation at District Level Purchase Committee (DLPC) on 16.12.2013. The rate was fixed on the same basis at which the land acquired from a private party on the opposite side of the road. KMRP has issued D form cheques for 80% of the compensation on 18.09.2014 amounting to ₹ 2325.54 Lacs after deducting TDS of ₹ 23.49 Lacs, however the same were not allowed to be presented by the KMRP and they have filed a complaint to Finance Department (Govt. of Kerala) to reexamine the rates fixed by DLPC. The company has filed a WRIT petition against KMRP in Kerala High court. In view of above since the revenue is not certain, the company has not recognised this income and related TDS.

- 15 Earnings Per Share (EPS) – The numerator and denominator used to calculate Basic and Diluted Earnings Per Share:

<b>PARTICULARS</b>	<b>2014-15</b>	<b>2013-14</b>
<b>Basic &amp; Diluted</b>		
Profit attributable to the equity shareholders used as numerator (Rs. Lacs) - (A)	<b>1,504.73</b>	1,761.57
The weighted average number of equity shares outstanding during the year used as denominator -(B)	<b>6,61,88,500</b>	6,61,88,500
Basic / Diluted earnings per share (Rs.) – (A) / (B) (Face Value of Rs. 2 each)	<b>2.27</b>	2.66

- 16 Management have ensured that all specified Domestic transactions have been taken place at Arm's Length Price only.
- 17 Previous years figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
 Chartered Accountants

ONKAR S KANWAR  
 Chairman

NEERAJ KANWAR  
 Director

HARISH BAHADUR  
 Director

U S ANAND  
 Director

KIRAN PANCHOLI  
 Partner  
 Gurgaon  
 May 12, 2015

AMIT GAUTAM  
 Chief Financial Officer

PRADEEP KUMAR  
 Company Secretary

**STATEMENT PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH  
RULE 5 OF COMPANIES ACCOUNT RULES ,2014 RELATING TO SUBSIDIARY COMPANIES**

NAME OF THE SUBSIDIARY	ARTEMIS HEALTH SCIENCES LTD (AHSL)	ARTEMIS MEDICARE SERVICES LTD (AMSL)	PTL PROJECTS LTD.	ATHENA EDUSPARK LTD
NUMBER OF SHARES HELD IN THE SUBSIDIARY COMPANY	1,65,10,000,shares of Rs 10/-each fully paid	2,10,35,000 shares of Rs 10/-each fully paid (Direct and through AHSL)	100,000 shares of Rs 10/-each fully paid	50,000 shares of Rs 10/-each fully paid (Through PTL Projects Ltd)
PERCENTAGE OF HOLDING IN THE SUBSIDIARY COMPANY	100.00%	100.00%	100.00%	100.00%
FINANCIAL YEAR ENDED	March 31, 2015	March 31, 2015	March 31, 2015	March 31, 2015
REPORTING CURRENCY	₹ LACS	₹ LACS	₹ LACS	₹ LACS
SHARE CAPITAL	1,689.80	2,103.50	10.00	5.00
RESERVES & SURPLUS	7,367.93	13,463.66	(5.03)	34.99
TOTAL ASSETS	9,065.39	33,116.11	5.64	79.10
TOTAL LIABILITIES	9,065.39	33,116.11	5.64	79.10
INVESTMENTS (INCLUDING INVESTMENTS IN SUBSIDIARY COMPANIES)	9,001.00	-	5.00	-
TURNOVER (INCLUDING OTHER INCOME)	0.02	37,085.80	-	314.35
PROFIT BEFORE TAX	(24.06)	2,107.88	(0.59)	22.50
PROVISION FOR TAXATION	-	250.09	-	7.81
PROFIT AFTER TAXATION	(24.06)	1,857.79	(0.59)	14.69
PROPOSED DIVIDEND	NIL	NIL	NIL	NIL

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary



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# **CONSOLIDATED ACCOUNTS INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PTL ENTERPRISES LIMITED**

## **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of PTL ENTERPRISES LIMITED (hereinafter referred to as "the Holding Company") its two Wholly Owned Subsidiaries along with its two Wholly Owned Step-down Subsidiaries (the Holding Company and its subsidiaries & step-down subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

## **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial

control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

### **Emphasis of Matter**

We draw attention to the following matter in the Notes to the consolidated financial statements:

- i) Note C-13 to the consolidated financial statement for higher depreciation of current year to the extent of Rs. 346.18 Lacs as stipulated in Schedule II of The Companies Act, 2013.
- ii) Note C-14 to the consolidated financial statement which describes the detail of CSR expenditure.
- iii) Note C-15 to the consolidated financial statements which describes the uncertainty related to the outcome of the lawsuit filed by the Group against Govt. of Kerala vis-à-vis Kochi Metro Rail Project for 62.22 Ares (1.50 Acres) of land already acquired with total compensation of Rs. 29.36 Crore deducting TDS but physically the amount not paid.

Our opinion is not modified in respect of the matters to that extent for true & fair view.

### **Other Matters**

(a) We did not audit the financial statements / financial information of its two Wholly Owned Subsidiaries along with its two Wholly Owned Step-down Subsidiaries, whose financial statements / financial information reflect total assets of Rs.42,266.24 Lakhs as at 31st March, 2015, total revenues of Rs. 37,400.17 Lakhs, total profit after tax (net) of Rs. 1,847.83 lakhs and net cash in-flows amounting to Rs. 733.13 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on

the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company its two Wholly Owned Subsidiaries along with its two Wholly Owned Step-down Subsidiaries, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on year end taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its two Wholly Owned Subsidiaries along with its two Wholly Owned Step-down Subsidiaries, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on year end from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note C.1 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

**FOR AND ON BEHALF OF  
H.N. MEHTA ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 106219W

Sd/-

(Kiran Pancholi)

PARTNER

Membership No. 33218

Place : Mumbai

Dated : May 12, 2015

**Annexure referred to in the Auditors' Report to the members of PTL Enterprises Limited on the consolidated financial statements for the year ended 31st March, 2015**

Our reporting on the order includes Two Wholly Owned Subsidiaries along with its two Wholly Owned Step-down Subsidiaries to which the order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the order in the case of the consolidated financial statements.

- (i) a) The Group is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the management at reasonable intervals; Material discrepancies noticed on such verification have been properly dealt with in the books of account;
- (ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Group and the nature of its business.
- (c) The Group is maintaining proper records of inventory and material discrepancies noticed on physical verification have been properly dealt with in the books of account;
- (iii) The Group has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) There is an adequate internal control system commensurate with the size of the Group and the nature of its business, for the purchase of inventory & fixed assets and for the sale of goods & services. There is no continuing failure to correct major weaknesses in an internal control system.
- (v) The Group has not accepted deposits from public.
- (vi) The Group has, prima facie, made & maintained the prescribed accounts and records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, wherever applicable, but detailed examination of records were not made with a view to determine whether they are accurate or complete.
- (vii) a) The Group is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- (b) The cases of dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of dispute are as under;

Statute	Nature	Amount	Forum	Period
Income Tax	Disputed	1266 Lacs	Appellate Authorities	01/04/2009 to 01/03/2012
Service Tax	Disputed	2881 Lacs	Appellate Authorities	June, 2005 to June, 2012

- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

- (viii) The Group does not have consolidated losses at the end of the financial year and have not incurred cash losses on a consolidated basis during the financial year covered by the audit and in the immediately preceding financial year.
- (ix) The Group has not defaulted in repayment of dues to a bank/financial institution.
- (x) The Group has given corporate guarantee for working capital facility taken by Apollo Technical Education Foundation from a bank, the terms and conditions whereof are not prejudicial to the interest of the Group.
- (xi) Term loans were applied for the purpose for which the loans were obtained;
- (xii) Based upon the audit procedures performed along with information & explanations given by the Management, we report that, no fraud on or by the Group has been noticed or reported during the year.

**FOR AND ON BEHALF OF  
H.N. MEHTA ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 106219W

Sd/-

(Kiran Pancholi)

PARTNER

Membership No. 33218

Place : Mumbai

Dated : May 12, 2015

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>I. EQUITY &amp; LIABILITIES</b>			
1) Shareholders' Funds:			
Share Capital	B1	1,323.77	1,323.77
Reserves and Surplus	B2	<u>14,380.52</u>	<u>11,824.60</u>
		<u>15,704.29</u>	<u>13,148.37</u>
2) Non-Current Liabilities:			
Long-term Borrowings	B3	6,900.10	10,995.91
Other Long Term Liabilities	B3	4,444.57	4,310.99
Long-term Provisions	B3	<u>1,909.37</u>	<u>1,317.77</u>
		<u>13,254.04</u>	<u>16,624.67</u>
3) Current Liabilities :			
Short-term Borrowings	B4	0.30	0.86
Trade Payables	B4	6,963.70	5,081.06
Other Current Liabilities	B4	7,147.49	6,356.53
Short-term Provisions	B4	<u>1,259.92</u>	<u>1,216.89</u>
		<u>15,371.41</u>	<u>12,655.33</u>
<b>TOTAL</b>		<u><b>44,329.74</b></u>	<u><b>42,428.37</b></u>
<b>II. ASSETS</b>			
1) Goodwill on Consolidation			
		7,135.04	7,135.04
2) Non-Current Assets :			
Fixed Assets	B5		
- Tangible Assets		25,197.17	24,920.36
- Intangible Assets		265.55	271.64
- Capital Work-in-Progress		<u>178.66</u>	<u>99.74</u>
		<u>25,641.38</u>	<u>25,291.74</u>
Non-Current Investments	B6	0.11	0.11
Deferred Tax Assets (Net)		576.73	408.87
Long-term Loans & Advances	B7	1,941.20	2,025.86
Other Non-current Assets	B7	<u>13.92</u>	<u>18.57</u>
		<u>28,173.36</u>	<u>27,745.15</u>
3) Current Assets :			
Inventories	B8	713.14	512.59
Trade Receivables	B8	3,972.27	2,927.97
Cash & Cash Equivalents	B8	2,847.64	2,521.38
Short Term Loans & Advances	B8	1,299.99	1,373.16
Other Current Assets	B8	<u>188.30</u>	<u>213.08</u>
		<u>9,021.34</u>	<u>7,548.18</u>
<b>TOTAL</b>		<u><b>44,329.74</b></u>	<u><b>42,428.37</b></u>

The Notes referred to above form an integral part of the Balance Sheet

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT & LOSS  
FOR THE YEAR ENDED MARCH 31, 2015**

	Note	Year Ended March 31, 2015 ₹ Lacs	Year Ended March 31, 2014 ₹ Lacs
<b>I. Revenue from Operations</b>	B9	<b>41,042.47</b>	30,381.95
<b>II. Other Income</b>	B9(2)	<b>421.64</b>	203.44
<b>III. Total Revenue (I + II)</b>		<b><u>41,464.11</u></b>	<u>30,585.39</u>
<b>IV. Expenses:</b>			
Purchase of Stock-in-Trade	B10	<b>9,991.48</b>	7,233.15
Changes in Inventories of FG, WIP & Stock-in-Trade	B10	<b>(186.54)</b>	(68.79)
Employees Cost	B10	<b>6,577.33</b>	5,079.07
Finance Costs	B11	<b>2,005.91</b>	2,236.42
Depreciation	B5	<b>1,353.57</b>	965.16
Other Expenses	B10	<b>17,293.05</b>	11,781.46
		<b><u>37,034.80</u></b>	<u>27,226.47</u>
<b>V. Profit/(Loss) before Extraordinary Items &amp; Tax (III - IV)</b>		<b>4,429.31</b>	3,358.93
<b>VI. Extraordinary Items</b>		-	-
<b>VII. Profit before Tax (V - VI)</b>		<b><u>4,429.31</u></b>	<u>3,358.93</u>
<b>VIII. Tax Expenses</b>			
- Current	1,244.61		957.31
- Deferred	(167.86)	<b><u>1,076.75</u></b>	(24.56) <u>932.75</u>
<b>IX. Profit after Tax (VII - VIII)</b>		<b>3,352.56</b>	2,426.18
Adjustment of Loss of subsidiary company		-	-
<b>IX. Profit / (Loss) For the year</b>		<b><u>3,352.56</u></b>	<u>2,426.18</u>
<b>Basic and Diluted Earnings per Share (₹)</b> (Face Value of ₹ 2/- each)	C8	<b>5.07</b>	3.67

The Notes referred to above form an intergral part of the Statement of Profit & Loss

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015 ₹ Lacs	Year Ended March 31, 2014 ₹ Lacs
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
(i) <b>Net Profit Before Tax</b>	4,429.31	3,358.93
Add: Adjustments for:		
Depreciation	1,353.57	965.16
(Profit) / Loss on Sale of Assets (Net)	(41.06)	(19.92)
Provision for Doubtful Debts/Advances written back	18.57	2.86
Unclaimed Credit Balances/Provisions written back	-	(7.99)
Lease Rent Equalisation Adjustment	99.71	101.72
Interest Paid	1,880.37	2,236.42
Interest Received	(199.10)	(74.78)
Income Tax Adjustment	0.11	0.08
	<u>3,112.17</u>	<u>3,203.55</u>
(ii) <b>Operating Profit Before Working Capital Changes</b>	<b>7,541.48</b>	<b>6,562.48</b>
Add: Adjustments for:		
(Increase) / Decrease in Inventories	(200.54)	(65.41)
(Increase) / Decrease in Trade Receivables	(1,029.97)	(613.80)
(Increase) / Decrease in Loans & Advances	82.68	(687.34)
(Increase)/Decrease in other current & non- current assets	(11.82)	(23.21)
Increase / (Decrease) in Liabilities	2,080.39	4,549.21
Increase / (Decrease) in Provisions	619.20	141.31
	<u>1,539.94</u>	<u>3,300.76</u>
(iii) <b>Cash Generated from Operations</b>	<b>9,081.42</b>	<b>9,863.24</b>
Add: Effect of exchange differences on cash & cash equivalents held in foreign currency	1.22	-
Less: Direct Taxes Paid (Net of Refund)	<u>(1,167.31)</u>	<u>(1,369.78)</u>
Net Cash From Operating Activities	<b>7,915.33</b>	<b>8,493.46</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Including Interest Capitalized)	(1,706.97)	(732.60)
Proceeds from Sale of Fixed Assets	44.90	36.41
Fixed deposits	479.10	(560.81)
Interest Received	199.10	74.78
Net Cash Used in Investing Activities	<u>(983.87)</u>	<u>(1,182.22)</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long Term Borrowings Received / Issue of Debentures	43.95	1,150.00
Repayment of Long Term Borrowings	(3,548.04)	(3,946.22)
Bank Overdraft / Short Term Borrowings (net of repayments)	(0.56)	(417.10)
Payment of Dividends (including Dividend Tax)	(774.38)	(774.38)
Interest Paid	(1,880.37)	(2,236.42)
<b>Net Cash Flow From Financing Activities</b>	<b>(6,159.40)</b>	<b>(6,224.12)</b>
Less: Effect of exchange differences on cash & cash equivalents held in foreign currency	(1.22)	-
Net (Decrease) / Increase in Cash & Cash Equivalents	<b>770.84</b>	1,087.12
Cash & Cash Equivalents as at Beginning of the year	<b>2,521.38</b>	862.56
Add: Cash & Cash Equivalents of Subsidiary as at the date of acquisition	-	-
Less: Bank Deposits with Original Maturity over Three Months	<b>694.36</b>	152.10
Less: Unpaid Dividend Bank Accounts	<b>121.31</b>	91.87
<b>Adjusted Cash &amp; Cash Equivalents as at Beginning of the year</b>	<b>1,705.71</b>	618.59
Cash & Cash Equivalents as at the end of the year	<b>2,847.64</b>	2,521.38
Less: Interest accrued on fixed Deposits	<b>219.91</b>	694.36
Less: Bank Deposits with Original Maturity over Three Months	<b>151.18</b>	121.31
Less: Unpaid Dividend Bank Accounts	<b>2,476.55</b>	1,705.71

As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
CHIEF FINANCIAL OFFICER

PRADEEP KUMAR  
COMPANY SECRETARY



## A. SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

### 1. Basis of preparation:

The financial statements have been prepared to comply in all material respects with the Notified accounting standard by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company.

### 2. Use of Estimate:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

### 3. Basis of Consolidation:

The consolidated financial statements comprise the financial statements of PTL Enterprises Ltd. and the following Companies:

Name of the Company	Relationship	Country of Incorporation	Proportion of Ownership 31.03.2015	Proportion of Ownership 31.03.2014
Artemis Health Sciences Ltd.	Subsidiary	India	100%	100%
Artemis Medicare Services Ltd.	Step Down Subsidiary	India	100%	100%
PTL Projects Limited	Subsidiary	India	100%	100%
Athena Eduspark Ltd	Step Down Subsidiary	India	100%	100%

The financial statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as laid down in Accounting Standard (AS) 21 "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India.

Consolidated financial statements are prepared using uniform accounting policies.

The excess of cost to the parent company of its investment in subsidiaries over its portion of equity in the subsidiary at the date on which investment was made is recognised in the financial statements as goodwill. The parent company's portion of equity in the subsidiary is determined on the basis of the book value of assets and liabilities as per the financial statements of the subsidiary on the effective date of investment.

The amount shown in respect of reserves comprises the amount of the relevant reserve as per the balance sheet of the parent company plus its share in the post-acquisition movement of the profits of the subsidiary.

### 4. Fixed Assets:

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost

comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Leasehold Land is amortised over the period of lease proportionately.

**5. Intangibles:**

Software is stated at cost of acquisition and includes all attributable costs of bringing the software to its working condition for its intended use. Cost of Softwares is amortized over a period of six years, being the estimated useful life as per the management estimate

**6. Borrowing Costs:**

Borrowing Costs are capitalized as a part of qualifying asset when it results in future economic benefits. Other borrowing costs are expensed.

**7. Impairment of Assets:**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

**8. Investments:**

Investments are stated at cost and provision for diminution is made if the decline in the value is other than temporary in nature.

**9. Inventory Valuation:**

Inventories are valued at lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

**10. Depreciation:**

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year likely to hold good for future years also.

Considering the applicability of Schedule II, the management has re-estimated residual values of all its fixed assets & have taken useful lives of its fixed assets as prescribed by Schedule II to the Companies Act, 2013. The management believes that depreciation rates currently used fairly reflect its estimates of the useful lives and residual values of fixed assets. The impact on financial statements of the company due to this change in accounting policy has duly been disclosed as per note 13 to the financial statements.

**11. Revenue recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

*Income from Operations*

Income from operations is recognised as and when the services are rendered/pharmacy items are sold.

#### *Interest*

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### *Income from Nursing Hostel*

Revenue is recognised as per contractual arrangement with nursing staff using the hostel facilities.

#### *Income from Lease Rentals & Outsourced Facilities*

Revenue is recognized in accordance with the terms of lease agreements entered into with the respective lessees.

#### *Income from Served from India Scheme (SFIS)*

Income from Served from India Scheme (SFIS) is recognised based on a prescribed percentage of foreign currency receipts on account of services rendered in accordance with the Served from India Scheme. The credit under the scheme is recognised only at the time when and to the extent there is no significant uncertainty as to its measurability and ultimate realization.

## **12. Foreign currency transactions:**

### *(i) Initial Recognition*

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### *(ii) Conversion*

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

### *(iii) Exchange Differences*

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise except those arising from investments in non-integral operations. Exchange differences arising in respect of fixed assets acquired from outside India on or before accounting period commencing after December 7, 2006 are capitalised as a part of fixed asset.

## **13. Employee Benefits:**

- Liability for gratuity to employees determined on the basis of actuarial valuation as on balance sheet date.
- Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.
- Contributions to defined contribution schemes such as provident fund, employees pension fund and cost of other benefits are recognised as an expense in the year incurred.

- Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognised in the profit & Loss account as income or expense.

**14. Taxes on Income:**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternate Tax (MAT) paid in accordance with the Indian Income Tax law, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT will be recognised as an asset in the Balance Sheet in the year when it is probable that future economic benefit associated with it will flow to the Company.

**15. Expenditure on New Projects:**

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the Profit and Loss Account. Income earned during construction period is deducted from the total of the indirect expenditure.

**16. Earnings Per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year (including prior period items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**17. Provisions:**

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value, except gratuity and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**18. Reimbursement of Expenses:**

The manufacturing and operating expenses of the company reimbursed by M/s Apollo Tyres Ltd. in terms of operating lease are deducted from the total expenses and only net expenses are taken to Statement of Profit & Loss.

**B. NOTES FORMING AN INTEGRAL PART OF THE ACCOUNTS****NOTE B1 - SHARE CAPITAL**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>AUTHORISED</b>		
10,00,00,000 Nos. (10,00,00,000 Nos.) Equity Shares of ₹ 2/-each	<b>2,000.00</b>	2,000.00
	<u><b>2,000.00</b></u>	<u>2,000.00</u>
<b>ISSUED, SUBSCRIBED, CALLED AND PAID UP</b>		
Equity Shares of ₹ 2/- each 6,61,88,500 Equity Shares Outstanding at the beginning of the year	<b>1,323.77</b>	1,323.77
Add: Nil Equity Shares Issued during the year	-	-
6,61,88,500 Equity Shares Outstanding at the end of the year	<u><b>1,323.77</b></u>	<u>1,323.77</u>

**Details of Shareholders holding more than 5% of the Paid Up Share Capital of the Company:**

S.No.	Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
		No. of Shares	%	No. of Shares	%
1	Constructive Finance Private Ltd	33,017,575	49.88%	33,017,575	49.88%
2	Sunrays Properties & Investment Co Pvt Ltd	13,195,324	19.94%	13,195,324	19.94%
3	Governor of Kerala	3,374,800	5.10%	3,374,800	5.10%

**NOTE B2 - RESERVES & SURPLUS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
1) <b>Capital Reserve</b>	<b>0.10</b>	0.10
2) <b>Capital Redemption Reserve</b>	<b>49.97</b>	49.97
3) <b>Revaluation Reserve</b>	<b>7,186.99</b>	7,186.99
4) <b>Other Reserve</b> Adjustment arising for excess of cost of investment over net equity in subsidiary	<b>3,765.14</b>	3,765.14
5) <b>General Reserve</b> As per last Balance Sheet Add: Transfer from Statement of Profit & Loss	<b>1,500.00</b> <b>200.00</b> <b><u>1,700.00</u></b>	1,300.00 200.00 <b><u>1,500.00</u></b>
6) <b>Surplus in Statement of Profit &amp; Loss</b> Balance brought forward from previous year Add: Net Profit for the year Balance available for Appropriation	<b>(677.61)</b> <b>3,352.56</b> <b><u>2,674.95</u></b>	(2,129.40) 2,426.18 <u>296.77</u>
Less: Appropriations made during the year		
General Reserve	<b>200.00</b>	200.00
Proposed Dividend	<b>661.89</b>	661.89
Dividend Tax	<b>134.74</b>	112.49
	<b><u>996.63</u></b>	<u>974.38</u>
Balance carried forward to next year	<b>1,678.32</b>	(677.61)
<b>Total</b>	<b><u>14,380.52</u></b>	<b><u>11,824.60</u></b>

**NOTE B3 - NON - CURRENT LIABILITIES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>LONG TERM BORROWINGS</b>		
<b>SECURED</b>		
<b>Term Loans</b>		
<b>From Banks:</b>		
Yes Bank New Delhi*	2,897.73	3,693.18
State Bank of India**	162.83	1,252.27
State Bank of Mysore**	2,096.00	3,183.55
HDFC***	41.18	6.42
GE Money Financial Services Pvt. ****	1,574.99	2,113.24
<b>UNSECURED</b>		
Dhanalaxmi Bank	100.67	684.98
<b>Deferred Payment Liabilities:</b>		
Deferred Payment Credit	26.70	62.27
	<u>6,900.10</u>	<u>10,995.91</u>
<b>OTHER LONG TERM LIABILITIES:</b>		
Security Deposits#	4,063.88	4,030.29
Others	380.69	280.70
	<u>4,444.57</u>	<u>4,310.99</u>
<b>LONG TERM PROVISIONS:</b>		
<b>Provision for Employee Benefits:</b>		
Provision for Gratuity	1,720.58	1,283.33
Provision for Leave Encashment	188.79	34.44
	<u>1,909.37</u>	<u>1,317.77</u>
	<u>13,254.04</u>	<u>16,624.67</u>
#Other Long Term Liabilities Include due to Related Parties:		
Associate	4,000.00	4,000.00

\*First pari passu on all the current and movable and immovable fixed assets (both present and future) of the company. Further secured by First pari passu on all the lease rentals of the company from existing facilities leased to Apollo Tyres Ltd.

\*\* Secured by the entire fixed assets (movable & immovable) of the Subsidiary company, both present & future. Further it is secured by collateral security charge over the entire fixed assets of the company

\*\*\* Secured by way of exclusive charge on the vehicles of the Subsidiary Company, financed out of the term loan

\*\*\*\* Secured by the entire fixed assets (movable & immovable) of the Subsidiary company both, present & future.

**NOTE B4 - CURRENT LIABILITIES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Cash Credit Loan from Bank	<u>0.30</u>	<u>0.86</u>
	<u>0.30</u>	<u>0.86</u>
<b>TRADE PAYABLES#</b>		
Sundry Creditors	6,963.70	5,081.06
Other than Acceptances	-	-
	<u>6,963.70</u>	<u>5,081.06</u>
<b>OTHER CURRENT LIABILITIES:</b>		
<b>Current Maturities of Long-Term Debt:</b>		
<b>Secured</b>		
<b>Term Loan from Banks:</b>		
Yes Bank New Delhi*	795.45	670.45
State Bank of India**	1,100.00	1,100.00
State Bank of Mysore**	1,066.00	1,066.00
HDFC***	11.17	1.98
GE Money Financial Services Pvt. ****	525.48	331.37
<b>Unsecured</b>		
Dhanalaxmi Bank	1,085.00	872.00
Advance from Patients	876.42	591.06
Interest accrued but not due on borrowings	59.19	56.79
Deferred Payment Liabilities	45.89	26.69
Unpaid Dividends	151.18	121.31
<b>Other payables:</b>		
Amount Payable to Statutory Authorities	355.27	286.95
Payable to Employees	104.46	138.35
Security Deposits Received	255.96	212.03
Others	716.02	881.55
	<u>7,147.49</u>	<u>6,356.53</u>
#Trade Payables Includes due to Related Parties:		
Associate	318.38	432.35

\* First pari passu on all the current and movable and immovable fixed assets (both present and future) of the company. Further secured by First pari passu on all the lease rentals of the company from existing facilities leased to Apollo Tyres Ltd.

\*\* Secured by the entire fixed assets (movable & immovable) of the Subsidiary company both, present & future. Further it is secured by collateral security charge over the entire fixed assets of the company.

\*\*\* Secured by way of exclusive charge on the vehicles of the Subsidiary Company, financed out of the term loan

\*\*\*\* Secured by the entire fixed assets (movable & immovable) of the Subsidiary company both, present & future.



**NOTE B4 - CURRENT LIABILITIES (Continued)**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>SHORT TERM PROVISIONS:</b>		
<b>Provision for Employee Benefits:</b>		
Provision for Gratuity	272.53	180.82
Provision for Leave Encashment	49.34	139.05
	<u>321.87</u>	<u>319.87</u>
<b>Others:</b>		
Proposed Dividend on Equity Shares	661.89	661.89
Dividend Tax	134.74	112.49
Provision for Wealth Tax	0.11	0.08
<b>Outstanding liabilities:</b>		
Statutory Liabilities Provision	88.79	71.61
Employee Related Payables	51.56	49.84
Others	0.97	1.11
	<u>141.31</u>	<u>122.56</u>
	<u>938.05</u>	<u>897.02</u>
	<u>1,259.92</u>	<u>1,216.89</u>

**NOTE B5 - FIXED ASSETS****Tangible Assets**

₹ Lacs

Description of Assets	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK		
	As at March 31, 2014	Additions	Deductions	As at March 31, 2015	As at March 31, 2014	Additions#	Deductions	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	
Land	8,915.32	-	-	<b>8,915.32</b>	-	-	-	-	<b>8,915.32</b>	8,915.32	
Leasehold Land*	542.35	-	6.49	<b>535.86</b>	-	-	-	-	<b>535.86</b>	542.35	
Office Equipments	500.95	51.35	-	<b>552.30</b>	82.82	148.73	-	<b>231.55</b>	<b>320.75</b>	418.13	
Buildings	10,786.29	336.55	36.91	<b>11,085.93</b>	1,317.47	220.26	1.72	<b>1,536.01</b>	<b>9,549.92</b>	9,468.82	
Plant & Machinery	9,493.93	1,047.90	98.58	<b>10,443.25</b>	4,566.81	768.85	97.81	<b>5,237.85</b>	<b>5,205.39</b>	4,927.12	
Electrical Installation	36.49	-	0.34	<b>36.15</b>	36.03	0.09	0.12	<b>36.00</b>	<b>0.15</b>	0.46	
Furniture & Fixtures	957.35	118.55	-	<b>1,075.90</b>	450.23	132.05	0.45	<b>581.83</b>	<b>494.07</b>	507.12	
Vehicles	202.58	75.55	5.53	<b>272.60</b>	61.54	37.57	2.22	<b>96.89</b>	<b>175.71</b>	141.04	
<b>Total</b>	<b>31,435.26</b>	<b>1,629.90</b>	<b>147.85</b>	<b>32,917.31</b>	<b>6,514.90</b>	<b>1,307.55</b>	<b>102.32</b>	<b>7,720.13</b>	<b>25,197.17</b>	<b>24,920.36</b>	
Previous Year	30,850.19	656.74	71.67	<b>31,435.26</b>	5,623.71	932.92	41.73	<b>6,514.90</b>	<b>24,920.36</b>	25,226.47	

Represents proportionate lease premium ₹ **6.49 Lacs** (₹ 6.49 Lacs) amortized.

#Including Additional Depreciation under Schedule II set off- ₹ **346.18** (₹ Nil) [Refer Note 13]

**Intangible Assets**

₹ Lacs

Description of Assets	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK		
	As at March 31, 2014	Additions	Deductions	As at March 31, 2015	As at March 31, 2014	Additions#	Deductions	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014	
Computer Software	576.08	39.91	-	<b>615.99</b>	304.44	46.00	-	<b>350.44</b>	<b>265.55</b>	271.64	
<b>Total</b>	<b>576.08</b>	<b>39.91</b>	-	<b>615.99</b>	<b>304.44</b>	<b>46.00</b>	-	<b>350.44</b>	<b>265.55</b>	<b>271.64</b>	
Previous Year	483.84	92.24	-	<b>576.08</b>	272.20	32.24	-	<b>304.44</b>	<b>271.64</b>	211.64	

**NOTE B6 - NON CURRENT INVESTMENTS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>LONG TERM (AT COST):</b>		
<b>NON TRADE (FULLY PAID) UNQUOTED</b>		
Cochin Co-operative Hospital Society 1 (1) Share of ₹ 10,000/- each.	<b>0.10</b>	0.10
Premier Tyres Employees' Co-operative Stores 10 (10) Shares of ₹ 100/- each.	<u><b>0.01</b></u> <u><b>0.11</b></u>	<u>0.01</u> <u>0.11</u>

**NOTE B7 - LONG TERM LOANS & ADVANCES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Long-Term Loans &amp; Advances: Unsecured, Considered Good</b>		
Capital Advances	<b>35.46</b>	30.63
Security Deposits	<b>265.56</b>	216.93
Prepaid Expenses	<b>12.49</b>	10.79
TDS recoverable	<b>1,561.76</b>	1,673.00
Others	<b>65.93</b>	94.51
	<u><b>1,941.20</b></u>	<u>2,025.86</u>
<b>Other Non-Current Assets</b>		
Fixed Deposit with Banks*	<b>13.92</b>	18.57
	<u><b>13.92</b></u>	<u>18.57</u>

\* Deposits includes

Given as security of ₹ **13.92 Lacs** (Previous Year ₹ 18.57 Lacs) to secure bank guarantee issued to Customers.

**NOTE B8 - CURRENT ASSETS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Inventories:</b>		
Stock-in-trade	679.44	492.89
Stores and Spares	33.70	19.70
	<u>713.14</u>	<u>512.59</u>
<b>Trade Receivables - Unsecured*</b>		
Outstanding for a period exceeding six months:		
Considered Good	408.76	481.52
Considered Doubtful	42.25	27.21
Others - Considered Good	3,563.51	2,446.45
Considered Doubtful	7.49	3.95
	<u>4,022.01</u>	<u>2,959.13</u>
Less: Provisions	49.74	31.16
	<u>3,972.27</u>	<u>2,927.97</u>
<b>Cash and Cash Equivalents</b>		
Cash on hand	69.90	71.42
<b>Balances with Banks:</b>		
Current Accounts	996.65	758.17
Deposit Accounts	1,410.00	1,160.00
Cheque in hand	-	0.00
Remittances in Transit	-	216.12
<b>Other Bank Balances:</b>		
Unpaid Dividend Accounts	151.18	121.31
Deposit Accounts#	219.91	194.36
	<u>2,847.64</u>	<u>2,521.38</u>
<b>Short Term Loans &amp; Advances</b>		
<b>Unsecured, Considered Good</b>		
<b>Others:</b>		
Employee Advances	57.05	59.55
VAT Recoverable	20.80	19.82
Service Tax Recoverable	21.47	24.47
TDS Recoverable	0.16	0.15
Advance recoverable in cash or kind	35.64	54.64
Prepaid Expenses	53.28	54.40
Security Deposit	12.42	5.38
Others	4.09	115.00
	<u>204.91</u>	<u>333.41</u>
Advance Tax	8,732.82	7,690.12
Less: Provision for Taxation	<u>7,637.74</u>	<u>6,650.37</u>
	<u>1,095.08</u>	<u>1,039.75</u>
	<u>1,299.99</u>	<u>1,373.16</u>
<b>Other Current Assets:</b>		
Sundry Debtors - Unbilled Revenue	163.05	196.25
Income accrued on Fixed Deposits with banks	25.26	16.83
	<u>188.31</u>	<u>213.08</u>
<b>*Trade Receivables Include due to Related Parties:</b>		
Associate	1.54	6.16
<b># Deposits includes -</b>		

1 - Given as security of ₹ **5.88 Lacs** (Previous Year ₹ 19.01 Lacs) to secure bank guarantee issued to Customers.  
2 - ₹ **214.03 Lacs** (Previous Year ₹ 175.34 Lacs) against Employees Security Deposits.

**NOTE B9 - REVENUE FROM OPERATIONS**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>a Traded Goods - Drugs, Pharmaceuticals &amp; Medical Supplies</b>	<b>13,206.18</b>	9,135.05
<b>b) Sale of Services</b>	<b>23,721.98</b>	17,190.85
<b>c) Other Operating Income</b>		
Income from Lease/services	<b>4,000.00</b>	4,000.00
Income from Nursing Hostel / Sponsorship	<b>72.30</b>	56.05
Income from Served from India Scheme (SFIS)	<b>42.01</b>	-
	<u><b>41,042.47</b></u>	<u><b>30,381.95</b></u>

**NOTE B9(2) - OTHER INCOME**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>OTHER INCOME:</b>		
<b>(a) Interest Income</b>	<b>199.12</b>	74.78
<b>(b) Other Non-Operating Income:</b>		
Dividend Income	<b>0.46</b>	-
Income From Shops & Parking	<b>75.73</b>	80.74
Excess Provision written back	-	0.76
Provision for doubtful advances no longer required written back	-	7.23
Profit on Sale of Assets (Net)	<b>5.87</b>	19.92
Miscellaneous Receipts	<b>140.46</b>	20.01
	<u><b>222.52</b></u>	<u><b>128.66</b></u>
	<u><b>421.64</b></u>	<u><b>203.44</b></u>

**NOTE B10 - MANUFACTURING AND OTHER EXPENSES**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
<b>Employee Benefit Expenses</b>		
Salaries, Wages and Bonus	9,462.58	7,892.39
Contribution to Provident and Other Funds	539.67	416.52
Welfare expenses	134.00	111.62
	<u>10,136.25</u>	<u>8,420.53</u>
Less: Reimbursement of Expenses from Apollo Tyres Limited	<u>3,558.92</u>	<u>3,341.46</u>
	<u>6,577.33</u>	<u>5,079.07</u>
Purchase of Stock-in-Trade	9,991.48	7,233.15
Changes in inventories of finished goods, work-in-progress and Stock-In-Trade	(186.54)	(68.79)
Stores and Spares Consumed	203.05	184.50
Professional & Consultation Fees	7,507.70	5,451.19
Power and Fuel	1,990.83	1,945.07
Equipment Hire Charges	187.90	106.54
Repairs and Maintenance-		
- Machinery	567.92	536.64
- Buildings	224.13	345.83
- Others	268.92	140.49
Rent	510.80	519.38
Insurance	38.37	51.13
Rates and Taxes	180.04	43.44
Directors' Sitting Fees	19.68	12.56
Travelling, Conveyance and Vehicle Expenses	337.43	364.65
Printing, Stationery, Postage Telegram & Telephone etc.	266.22	219.67
Facility Maintenance Expenses	2,156.00	628.97
Patient Catering Expenses	542.10	403.46
Outsourced Lab Test Charges	325.83	198.56
Professional Medical Consultancy	1,366.28	752.76
Advertisement & Publicity	457.06	195.75
CSR Expenses [Refer Note 14]	27.40	-
Legal & Professional Expenses	323.24	250.16
Provision for Contingencies	342.73	-
Provision for Doubtful Debts	18.57	2.86
Bank Charges	0.87	0.04
Re-imburement towards utilisation of Computer & other ATL Facilities	44.50	33.82
Guest House Expenses	0.64	19.48
Donation	155.00	155.00
Lease premium on Lease hold Land-written off	6.49	6.48
Foreign Exchange Loss (Net)	74.15	40.29
Miscellaneous Expenses	40.97	38.57
	<u>18,184.82</u>	<u>12,647.29</u>
Less: Reimbursement of Expenses from Apollo Tyres Limited	<u>891.77</u>	<u>865.83</u>
	<u>17,293.05</u>	<u>11,781.46</u>

**NOTE B11 - FINANCE COST**

	As at March 31, 2015 ₹ Lacs	As at March 31, 2014 ₹ Lacs
Interest Expense	<b>1,805.11</b>	2,085.52
Other Borrowing Costs	<b>200.80</b>	150.90
	<b><u>2,005.91</u></b>	<b><u>2,236.42</u></b>

## C. NOTES ON ACCOUNTS

### 1. Contingent Liabilities

Particulars	Amount (Lacs)	Amount (Lacs)
	2014-15	2013-14
Income Tax	1,266.00	1,527.00
Service Tax	2,880.62	2,880.62
Employee Liability	1.14	1.14
Corporate Guarantee	18.79	-
Claims not acknowledged as debts	1,982.80	1,743.24

### 2 Capital Commitment

The estimated amount of contracts remaining to be executed on capital account (net of advances) as at March 31, 2015 is ₹ **114.18 Lacs** (Previous year ₹ 48.77 Lacs).

### 3 Taxes on Income

- a) A deferred tax asset (Net) amounting to ₹ **576.73 Lacs** (Previous year ₹ 408.87 Lacs) has been recognised in the accounts for the year in accordance with the Accounting standard "Accounting for taxes on Income" (AS 22). The deferred tax asset in respect of gratuity and leave encashment liability has been recognised during the year in view of the sustained profitability and regular tax payouts.
- b) The Components of Net Deferred Tax Asset/(Liability) as on March 31, 2015 are as under:

(₹ Lacs)

PARTICULARS	March 31, 2015	March 31, 2014
Deferred Tax Liability on timing difference arising on Depreciation	(124.69)	(114.21)
Deferred Tax Asset on timing difference arising on provision for Gratuity & Leave encashment Liability/ Depreciation	701.42	523.08
Net Deferred Tax	576.73	408.87

### 4 Assets Taken On Lease

- a) The Company had taken 20.78 acres of land on 90 years lease w.e.f. 24.05.2007 at a premium of ₹ 519.50 lacs and the premium with other capitalized cost is amortized over a period of 90 years. Monthly lease rental, lighting expenses, water charges etc. are debited as revenue expenditure.
- b) The Company has taken cancellable lease for 3 buildings (2 for Nursing Hostels, 1 for Record Rooms (MRD)). Moreover, company has 1 Guest Houses, 1 Poly Clinic Rewari, 3 OPD Clinics at different places and 1 Dwarka Hospital Building under operating lease. All the premises taken on operating lease are on cancellable terms as per each respective lease and thereafter may be renewed by mutual consent on mutually agreed terms.



Total lease payments recognized in the Statement of Profit & Loss for the year is ₹ **558.68 Lacs** (previous year ₹ 567 Lacs).

(₹ in lacs)

Minimum Lease Rentals Payable for lock in period	As at March 31, 2015	As at March 31, 2014
Not later than one year	35.77	-

## 5 Assets Given on Lease

- The Company has leased out its plant to Apollo Tyres Ltd. The lease is extended for a period of 8 years up to March 31, 2022 vide agreement dated May 1, 2012. The lease rent, which is renewable annually as per the lease agreement at a rate to be mutually agreed, amounting to ₹ 4,000 Lacs for the year, has been credited to statement of Profit & Loss.
- The subsidiary has leased out some portion of hospital premises as outsourced activities for a period of 1 to 9 years. The returns are fixed as well as based on a certain percentage of net sales of the lessee from the leased premises.

Total lease amount received / receivable in respect of above lease recognised in the Statement of Profit & Loss for the year are ₹ **75.73 Lacs** (Previous year ₹ 80.74 Lacs).

(₹ in Lacs)

Minimum Lease Rentals Receivable during lock in period	As at March 31, 2015	As at March 31, 2014
Not later than one year	3.35	3.30
Not later than one year to five years	18.32	19.15
Not later than above five years	-	4.61

Note: The lease payment recognised in the Statement of Profit & Loss under non-cancellable operating lease represent only the fixed component /minimum recoverable of the leases as variable component receivable based on the net sales from the lease premises cannot be determined.

## 6 As per information available with the company

- Amount due to Micro, Medium & Small Enterprises – Nil (Previous year Nil)
- Amount due to Labour welfare Fund – Nil (Previous year ₹ 1.22 Lacs)

## 7 Payments To Statutory Auditors

PARTICULARS	For the year Ended March, 31, 2015	For the year Ended March, 31, 2015
Audit fee provided	9.90	8.57
Taxation Matter	2.66	2.22
Other Services	2.00	2.40
	14.55	13.19

## 8 Earnings Per Share (EPS):

The Numerator and denominator used to calculate Basic and Diluted Earnings per share:

PARTICULARS	For the year Ended March, 31, 2015	For the year Ended March, 31, 2015
Profit attributable to the equity shareholders used as numerator (₹ Lacs) - (A)	<b>3,352.56</b>	2,426.18
The weighted average number of equity shares outstanding during the year used as denominator -(B)	<b>6,61,88,500.00</b>	6,61,88,500
Basic / Diluted earnings per share (₹) – (A) / (B) (Face Value of ₹ 2 each)	<b>5.07</b>	2.59

## 9 Segmental Reporting

a.) Business Segments:

The Health Care Segment consists of the health care business under the subsidiaries of the company and the Lease of Plant segment consists of the income from lease of Plant to Apollo Tyres Ltd.

b.) Geographical Segments

As a part of secondary reporting, revenues and assets attributed to geographic areas based on the location of the customers.

c.) Segmental assets includes all operating assets used by respective segment and consists principally of operating cash, debtors, inventories and fixed assets net of allowances and provisions. Segmental liabilities include all operating liabilities and consist primarily of creditors and accrued liabilities. Segment assets and liabilities do not include income tax assets and liabilities.

### Information about Primary Segment

Particulars	Health Care		Lease of Plant		Other Corp		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>1. REVENUE</b>								
Income from Operation/ other income	<b>36,736.95</b>	26,116.29	<b>4,000.00</b>	4,000.00	<b>305.52</b>	265.66	<b>41,042.47</b>	30,381.95
Inter segment revenue	-	-	-	-	-	-	-	-
Total Revenue	<b>36,736.95</b>	26,116.29	<b>4,000.00</b>	4,000.00	<b>305.52</b>	265.66	<b>41,042.47</b>	30,381.95
<b>2. RESULT</b>								
Segment result	<b>3,146.56</b>	1,945.77	<b>3,071.93</b>	3,537.41	<b>17.62</b>	37.39	<b>6,236.12</b>	5,520.57
Interest Expense	<b>(1,203.54)</b>	(1,331.63)	-	-	<b>(802.36)</b>	(904.79)	<b>(2,005.91)</b>	(2,236.42)
Interest & Dividend income	<b>140.80</b>	36.30	-	-	<b>58.30</b>	38.48	<b>199.10</b>	74.78
Income Taxes	<b>(250.09)</b>	-	<b>(818.85)</b>	(925.05)	<b>(7.81)</b>	(7.70)	<b>(1,076.75)</b>	(932.75)
Net profit	<b>1,833.73</b>	650.43	<b>2,253.08</b>	2,612.36	<b>(734.26)</b>	(836.62)	<b>3,352.56</b>	2,426.18
<b>3. OTHER INFORMATION</b>								
Segment assets	<b>33,096.13</b>	31,322.82	<b>3,449.67</b>	1,414.00	<b>648.87</b>	1,516.73	<b>37,194.67</b>	34,253.55
Segment liabilities	<b>15,649.18</b>	15,719.60	<b>9,945.68</b>	8,496.93	<b>3,030.58</b>	4,413.48	<b>28,625.44</b>	28,630.01
Capital Expenditure	<b>1,625.61</b>	644.48	<b>83.21</b>	15.18	-	-	<b>1,708.83</b>	659.66
Depreciation	<b>1,261.45</b>	905.07	<b>92.11</b>	60.09	-	-	<b>1,353.56</b>	965.16

**Information about Secondary Segment - Geographical Location of customers**

Particulars	India		Outside India		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Revenue by geographical markets	<b>24,465.68</b>	20,539.14	<b>16,576.79</b>	9,842.81	<b>41,042.47</b>	30,381.95
Carrying amount of segment assets	<b>35,634.77</b>	33,318.11	<b>1,559.90</b>	935.44	<b>37,194.67</b>	34,253.55

- 10 The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service receives gratuity on leaving the Company at 15 days salary (last drawn salary) for each completed year of service.

The following table summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet. (Net of reimbursement from Apollo Tyres Ltd.)

**Profit & Loss Account****Employee benefit expenses**

(₹ Lacs)

Particulars	2014-15	2013-14
Current Service Cost	<b>114.83</b>	82.04
Interest Cost	<b>117.51</b>	110.09
Net Actuarial gain /Loss	<b>307.18</b>	(93.38)
Benefit Paid	<b>175.66</b>	143.68
Benefit Reimbursed	<b>(175.66)</b>	(143.68)
	<b>539.52</b>	98.75

**Balance Sheet****Details of Provision for Gratuity**

(₹ Lacs)

Particulars	2014-15	2013-14
Defined benefit obligation (As on 31.03.2015)	<b>1,993.10</b>	1,464.15
Net Asset/(Liability) recognized	<b>(1,993.10)</b>	(1,464.15)

**Changes in the present value of the defined benefit obligation are as follows:**

(₹ Lacs)

Particulars	2014-15	2013-14
Present value of obligations as at the beginning of the year	<b>1,464.15</b>	1,376.17
Interest cost	<b>117.51</b>	110.09
Current Service Cost	<b>114.83</b>	82.04
Actuarial (Gain)/Loss on obligation	<b>307.18</b>	(93.37)
Benefit Paid	<b>(186.23)</b>	(154.10)
Benefit Reimbursed	<b>175.66</b>	143.32
Present value of obligations as at the end of the years	<b>1,993.10</b>	1,464.15

**Principal actuarial assumptions**

Particulars	Company	Subsidiary
a) Discount rate as on 31.03.2015(%)	8.00	8.80
b) Future salary increase(%)	4.00	6.50

The estimate of future salary increase takes into account inflation, seniority, promotions and other relevant factors.

The following table set out the status of leave encashment as required under the Accounting Standard 15:

The following table summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet. (Net of reimbursement from Apollo Tyres Ltd.)

**Profit & Loss Account****Employee benefit expenses**

(₹ Lacs)

Particulars	2014-15	2013-14
Current Service Cost	35.94	30.61
Interest Cost	14.30	13.35
Net Actuarial (Gain) /Loss	33.03	(5.99)
Benefit Paid	93.31	85.41
Benefit Reimbursed	(93.31)	(85.41)
Expenses Recognized in the Statement of Profit & Losses	83.27	37.98

**Balance Sheet****Details of Provision for Leave Encashment**

(₹ Lacs)

Particulars	2014-15	2013-14
Defined benefit obligation (As on 31.03.2015)	238.13	173.50
Net Asset/(Liability) recognized	(238.13)	(173.50)

**Changes in the present value of the defined benefit obligation are as follows:**

(₹ Lacs)

Particulars	2014-15	2013-14
Present value of obligations as at the beginning of the year	173.50	166.83
Interest cost	14.30	13.35
Current Service Cost	35.94	30.61
Actuarial (Gain)/Loss on obligation	33.03	(5.99)
Benefit Paid	(111.95)	(116.71)
Benefit Reimbursed	93.31	85.41
Present value of obligations as at the end of the years	238.13	173.50

**Principal actuarial assumptions**

Particulars	Company	Subsidiary
a) Discount rate as on 31.03.2015(%)	8.00	8.80
b) Future salary increase(%)	4.00	6.50

The estimate of future salary increase takes into account inflation, seniority, promotions and other relevant factors.

**11 Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet date**

(₹ Lacs)

Particulars	March 31, 2015			March 31, 2014		
	USD	EURO	IQD	USD	EURO	IQD
Trade Payables	0.08	-	-	-	-	-
Rupee equivalent value	4.97	-	-	-	-	-
Bank Balances	0.49	-	631.36	-	-	-
Rupee equivalent value	30.25	-	31.30	-	-	-
Capital Expenditure	-	0.16	-	-	-	-
Rupee equivalent value	-	10.70	-	-	-	-
Trade Receivables	15.98	-	-	5.11	-	-
Rupee equivalent value	981.41	-	-	305.49	-	-

**12 Disclosure of the relationship and transactions in accordance with Accounting standard 18- Related Party Disclosures issued by the Institute of Chartered Accountants of India.**

Particulars	2014-15	2013-14
Associates	Apollo Tyres Ltd. (ATL)	Apollo Tyres Ltd (ATL)
	Apollo International Ltd.	Apollo International Ltd
	Neeraj Consultants Ltd.	Neeraj Consultants Ltd
	Sunrays Properties & Investments Co. Pvt. Ltd.	Sunrays Properties & Investments Co. Pvt. Ltd.
	Sacred Heart Investments Co Pvt. Ltd.	Sacred Heart Investments Co Pvt. Ltd.
	Motlay Finance Pvt Ltd.	Motlay Finance Pvt Ltd
	Ganga Kaveri Credit & Holding Pvt. Ltd.	Ganga Kaveri Credit & Holding Pvt. Ltd.
	Global Capital Ltd.	Global Capital Ltd
	Indus valley Investment & Finance Pvt Ltd.	Indus valley Investment & Finance Pvt Ltd
	Apollo Finance Ltd.	Apollo Finance Ltd
	Constructive Finance (P) Ltd	Constructive Finance (P) Ltd
	Kewaldeep Consultants Pvt. Ltd.	Kewaldeep Consultants Pvt. Ltd.

Particulars	2014-15	2013-14
<b>Associates</b>	<b>Nanak Consultants Pvt. Ltd.</b>	Nanak Consultants Pvt. Ltd.
	<b>Osiatic Consultants &amp; Investments Pvt. Ltd.</b>	Osiatic Consultants & Investments Pvt. Ltd.
	<b>OSK Holdings Pvt. Ltd.</b>	OSK Holdings Pvt. Ltd.
	<b>Kenstar Investment &amp; Finance Pvt Ltd.</b>	Kenstar Investment & Finance Pvt Ltd
	<b>J&amp;S Systems Corporation</b>	J&S Systems Corporation
	<b>Bespoke Tours &amp; Travels Ltd</b>	Bespoke Tours & Travels Ltd
	<b>Artemis Health Sciences Foundation</b>	Artemis Health Sciences Foundation
	<b>Artemis Education &amp; Research Foundation</b>	Artemis Education & Research Foundation

**Volume of Transactions****2014-15**

(₹ Lacs)

Particulars	Associates	Key Management Personnel	Total
Lease income received from ATL	4,000.00		4,000.00
Interest Paid to ATL	-		-
Reimbursement of Expenses received from ATL	4,450.69		4,450.69
Reimbursement towards utilization of Computer and other ATL Facilities (net) paid	50.14		50.14
Rent paid to ATL	1.19		1.19
Stores & Spares sold to ATL	-		-
Purchase of fixed assets	24.18		24.18
<b>Sale of Services</b>			
Apollo Tyres Limited	105.88		105.88
Apollo International Ltd.	18.52		18.52
<b>Purchase of services</b>			
Apollo Tyres Limited	6.74		6.74
Bespoke Tours & Travels Ltd	78.27		78.27
Directors' Fees paid		4.20	4.20
Remuneration paid		286.89	286.89
<b>Donation paid</b>			
Artemis Health Sciences Foundation		25.00	25.00
Artemis Education & Research Foundation		-	-

<b>Amount Outstanding Dr./ (Cr.)</b>			
<b>Other Long Term Liabilities</b>			
Apollo Tyres Ltd	(4,000.00)		
	<b>(4,000.00)</b>		
Trade Payable			
Apollo Tyres Ltd	(318.38)		
Bespoke Tours & Travels Ltd	(6.80)		
	<b>(325.19)</b>		
<b>Trade Receivable</b>			
Apollo Tyres Ltd	1.49		
Apollo International Ltd.	0.05		
	<b>1.54</b>		
Key Management Personnel		-	
		-	

**2013-14**

(₹ Lacs)

<b>Particulars</b>	<b>Associates</b>	<b>Key Management Personnel</b>	<b>Total</b>
Lease income received from ATL	4,000.00		4,000.00
Reimbursement of Expenses received from ATL	4,207.29		4,207.29
Reimbursement towards utilization of Computer and other ATL Facilities (net) paid	33.82		33.82
Rent paid to ATL	1.19		1.19
Stores & Spares sold to ATL	0.51		0.51
Purchase of fixed assets	-		-
<b>Sale of Services</b>			
Apollo Tyres Limited	103.90		103.90
Apollo International Ltd.	10.85		10.85
<b>Purchase of services</b>			
Apollo Tyres Limited	6.74		6.74
Bespoke Tours & Travels Ltd	45.85		45.85
Directors' Fees paid		2.65	2.65
Remuneration paid		241.85	241.85
<b>Donation paid</b>			
Artemis Health Sciences Foundation		20.00	20.00
Artemis Education & Research Foundation		5.00	5.00

Particulars	Associates	Key Management Personnel	Total
<b>Other Long Term Liabilities</b>			
Apollo Tyres Ltd	(4,000.00)		
	<b>(4,000.00)</b>		
<b>Trade Payable</b>			
Apollo Tyres Ltd	(432.35)		
Bespoke Tours & Travels Ltd	0.40		
	<b>(431.95)</b>		
<b>Trade Receivable</b>			
Apollo Tyres Ltd	1.37		
Apollo International Ltd.	4.78		
	<b>6.16</b>		
Key Management Personnel		16.7	
		<b>16.7</b>	

- 13 Consequent to the adoption of the revised estimation of the useful life of the fixed assets of the Company as stipulated in Schedule II of the Companies Act 2013 with effect from 1st April 2014, the depreciation for the current year is higher by ₹ 346.18 lacs.
- 14 Expenditure towards Corporate Social Responsibility (CSR) Activities -

(₹ Lacs)

Nature of Activities	Implementing Agency/ Partner	Amount
Promoting Preventive Health	Apollo Tyres Foundation	0.23
Ensuring environmental sustainability	Apollo Tyres Foundation	6.22
Livelihood enhancement projects	Apollo Tyres Foundation	11.71
Promoting Education	Apollo Tyres Foundation	1.78
Promoting Preventive Health	Apollo Tyres Foundation	2.71
Unspent amount lying with Apollo Tyres Foundation		4.75
	<b>Total</b>	<b>27.40</b>
	<b>Amount required to be spent u/s 135 of the Companies Act, 2013</b>	<b>56.90</b>
	<b>Shortfall in spend</b>	<b>29.50</b>

- 15 Govt. of Kerala, proposed to acquire 62.22 Ares (1.50 Acres) of land held by the company, comprised in Survey No. 369/1 of Trikkakara North Village for the Kochi Metro Rail Project (KMRP), through an agreement to sale dated 03.09.2014 for ₹ 2936.28 Lacs. The rate for the above piece of land was fixed in a tripartite meeting of Kochi Metro officials, District Revenue Officials and representatives of PTL Enterprises Ltd through negotiation at District Level Purchase Committee (DLPC) on 16.12.2013. The rate was fixed on the same basis at which the land acquired from a private party



on the opposite side of the road. KMRP has issued D form cheques for 80% of the compensation on 18.09.2014 amounting to ₹ 2325.54 Lacs after deducting TDS of ₹ 23.49 Lacs, however the same were not allowed to be presented by the KMRP and they have filed a complaint to Finance Department (Govt. of Kerala) to reexamine the rates fixed by DLPC. The company has filed a WRIT petition against KMRP in Kerala High court. In view of above since the revenue is not certain, the company has not recognised this income and related TDS.

- 16 Previous year's figures are given in brackets.
- 17 Previous year's figures have been regrouped/ reclassified where necessary to conform to current year's classification.

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As per our attached Report of even date  
**For and on behalf of**  
**H.N. MEHTA ASSOCIATES**  
Chartered Accountants

ONKAR S KANWAR  
Chairman

NEERAJ KANWAR  
Director

HARISH BAHADUR  
Director

U S ANAND  
Director

KIRAN PANCHOLI  
Partner  
Gurgaon  
May 12, 2015

AMIT GAUTAM  
Chief Financial Officer

PRADEEP KUMAR  
Company Secretary





**NOTES**

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