

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprise.com

CIN - L25111KL1959PLC009300

Dated: July 02, 2019

<p>The Secretary National Stock Exchange of India Ltd Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Trading Symbol: PTL</p>	<p>The Secretary Bombay Stock Exchange Ltd PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code : 509220</p>
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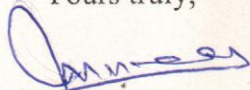
Sub: Submission of Annual Report 2018-19

Dear Sir/ Madam,

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Please find enclosed herewith Annual Report for the Financial Year 2018-19.

This is for your information and records.

Thanking you
Yours truly,



Pradeep Kumar
(Company Secretary)

Encl: as above



PTL Enterprises Limited

58th Annual Report 2018-2019

PTL ENTERPRISES LIMITED

58th Annual Report

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PTL ENTERPRISES LIMITED

BOARD OF DIRECTORS

ONKAR S. KANWAR	:	CHAIRMAN
NEERAJ KANWAR	:	NON-EXECUTIVE DIRECTOR
B. K. SINGH	:	INDEPENDENT DIRECTOR
HARISH BAHADUR	:	NON-EXECUTIVE DIRECTOR
SANJAY M. KAUL	:	NOMINEE DIRECTOR OF GOVERNMENT OF KERALA
SHIVI MOHAN RASTOGI	:	WOMEN INDEPENDENT DIRECTOR
SUNIL TANDON	:	INDEPENDENT DIRECTOR
U. S. ANAND	:	INDEPENDENT DIRECTOR
TAPAN MITRA	:	INDEPENDENT DIRECTOR

MANAGER

SYAMKUMAR P.

COMPANY SECRETARY

PRADEEP KUMAR

CHIEF FINANCIAL OFFICER

ANIL KUMAR SRIWASTAWA

STATUTORY AUDITORS

SCV & CO. LLP

REGISTERED OFFICE

3RD FLOOR, AREEKAL MANSION,
NEAR MANORAMA JUNCTION,
PANAMPILLY NAGAR,
KOCHI ERNAKULAM,
KERALA-682036

TEL. NO: (0484) 4012046, 4012047

FAX NO: (0484) 4012048

BANKERS

STATE BANK OF INDIA

HDFC BANK

CORPORATION BANK

SYNDICATE BANK

WORKS

KALAMASSERY

ALWAYE, KERALA- 683104.

PTL ENTERPRISES LIMITED

Regd. Office: 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam Kerala 682036
CIN – L25111KL1959PLC009300, Website – www.ptlenterprise.com, Email – investors@ptlenterprise.com,
Tel: 0484 – 4012046, 4012047, Fax: (0484) - 4012048

NOTICE

NOTICE is hereby given that the 58th Annual General Meeting of the Members of PTL ENTERPRISES LTD will be held as under:-

DAY	:-	Tuesday
DATE	:-	July 30, 2019
TIME	:-	02.00 P.M.
PLACE	:-	LAKE SIDE HALL BOLGATTY PALACE & ISLAND RESORT KTDC LTD. MULAVUKAD P.O. KOCHI- 682504

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2019 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. Neeraj Kanwar (DIN- 00058951), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Re-Appoint Mr. Ugar Sain Anand (DIN-02055913) as Independent Director and in this regard consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the basis of the recommendation of Nomination and Remuneration Committee, Mr. Ugar Sain Anand (DIN: 02055913), who was appointed and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for the appointment and respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years with effect from 22 September, 2019 to 21 September, 2024, on the Board of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all thing incidental and ancillary thereto.”

5. To Appoint Mr. Sunil Tandon (DIN- 08342585) 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of the Nomination & Remuneration Committee Mr. Sunil Tandon (DIN- 08342585), who was

appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold Office upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 4 February, 2024.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

6. To Appoint Mr. Tapan Mitra (DIN- 08445248) 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of recommendation of Nomination & Remuneration Committee Mr. Tapan Mitra (DIN- 08445248), who was appointed as an Additional Director pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold Office upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, who qualifies for being appointed as an Independent Director and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to 8 May, 2024.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

For **PTL Enterprises Ltd**

Sd/-

Place: Gurugram

Dated: 5th June, 2019

PRADEEP KUMAR
COMPANY SECRETARY

NOTES-

1. PURSUANT TO SECTION 105 (1) OF THE COMPANIES ACT 2013 (“Act”), A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL 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.

Information under Regulations 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India, relating to Directors proposed to be re-appointed is provided at Note No. 19 of the notes and forms part of the notice.

The Explanatory statement setting out all the material facts and reasons pursuant to 102 of the Companies Act, 2013 (the 'Act') is annexed hereto.

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 19.07.2019 (Friday) to 30.07.2019(Tuesday)(Both days inclusive) for payment of dividend on equity shares. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched to those members whose names shall appear on the Company's Register of Members on in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
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. All documents referred to in the notice are open for inspection at the registered office and corporate 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.
6. The Register of contracts or arrangements, in which Directors are interested, will be available for inspection by the members at the annual general meeting.
7. Members intending to require information about accounts to be explained at the meeting are requested to send their queries to the Company at least 10 (ten) days in advance of the annual general meeting.
8. 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 members who do not hold shares in demat form, you may do so by opening an account with a depository participant and complete dematerialisation formalities.
9. 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.
10. 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.
11. 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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is arranging to provide members, facility to exercise their right to vote at the 58th 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 .

- 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 forty eight hours of 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 within forty eight hours 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 and on the website of NSDL immediately after the result is declared by the Chairman. Members may also note that the Notice of the 58th.

Annual General Meeting and the Annual Report 2018-19 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

Commencement of remote e-voting	From 10.00 a.m. (IST) on 27th July, 2019
End of e-voting	Up to 5.00 p.m. (IST) on 29th July, 2019

after which the portal shall forthwith be blocked and shall not be available:

- xi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e.

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.
12. Electronic copy of the Notice of the 58th 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 Participant(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 58th 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 through the permitted mode.
13. 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/ Section 125 of the Companies Act, 2013 on the dates mentioned below. Kindly note that after such transfer, the members will not be entitled to claim such dividend:-

Here we may start from the financial year 31.03.2012, as other dates are already over.

Financial Year Ended	Due Date of Transfer
31.03.2012	07.09.2019
31.03.2013	05.09.2020
31.03.2014	28.10.2021
31.03.2015	09.09.2022
31.03.2016	07.09.2023
31.03.2017	05.08.2024
31.03.2018	30.08.2025

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 07th September, 2016 ('IEPF Rule 2016'). Amongst other things, the rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholder on such shares during the last seven years to the designated Suspense. Account as prescribed by the IEPF Authority. Accordingly, the company has transferred 24486 equity shares to the "IEPF Account".

As per the requirement of Rule 6 of the IEPF Rule 2016, the Company has sent information to all the shareholders who has not claimed/ encashed dividends in the last seven years intimating amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 6th July, 2018 to such shareholders and uploaded on the "Investors Section" of the Website of the Company viz. www.ptlenterprise.com in giving details of such shareholders and shares due to transfer.

14. 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. 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, Boards' report, Auditors' report etc. will also be displayed on the website (www.ptlenterprise.com) of the Company.

15. 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.
16. 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.
17. 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.
18. Members are requested to register their email address and contact details with the company, by writing to the Secretarial Department at the corporate office, or at the e-mail ID: investors@ptlenterprise.com. This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
19. Additional information on Directors being Appointed / Re-Appointed as required under regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in the order of the items mentioned in the Notice: Details of Director Seeking Re- appointment at the Annual General Meeting.

1. Mr. Ugar Sain Anand (Mr. U.S. Anand)

Particulars	Details
Name	Mr. Ugar Sain Anand
Date of Birth and Age	15.01.1943 and 75 years
Date of First Appointment	20.10.2009
Qualifications	Chartered Accountant
Remuneration last drawn	Sitting Fee Only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	4(Four)
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	He has more than 41 years of experience in the field of accounts, taxation, commercial and financial Management.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	1. Apollo International Limited 2. Artemis Health sciences Limited 3. Artemis Global Life Sciences Limited
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Details are given below

Mr. Ugar Sain Anand also holds Membership/Chairmanship of Committees in the following other Companies

Sl. No.	Name of the Company	Name of the Committee	Position
1	Artemis Global Life Sciences Limited	Stakeholder Relationship Committee	Member
2	Apollo International Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
3.	Artemis Health sciences Limited	Nomination and Remuneration Committee	Chairman
		Audit Committee	Member

2. Mr. Tapan Mitra

Particulars	Details
Name	Mr. Tapan Mitra
Date of Birth and Age	11.07.1954 and 64 years
Date of Appointment	09.05.2019
Qualifications	MA in Sociology
Remuneration last drawn	Sitting Fee only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years ,not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	Not Applicable
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	Experiences in (HR) Human relation and Industrial relation areas and also worked in both plant H.R. and Corporate H.R.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	Not applicable
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Not Applicable

3. Mr. Sunil Tandon

Particulars	Details
Name	Mr. Sunil Tandon
Date of Birth and Age	28.01.1954 and 65 years
Date of Appointment	05/02/2019
Qualifications	MBA
Remuneration last drawn	Sitting Fee Only
Remuneration proposed to be paid	Sitting Fee Only
Terms and conditions of appointment or re-appointment	Non-Executive -Independent Director for a period of five years, not liable to retire by rotation
Number of meetings of the Board attended during the financial year (2018-19)	One(1)
Relationship with other Directors/Key Managerial Personnel	No
Expertise in Specific Function areas	corporate development, new start-up ventures, technology transfer, managing companies, international business and overseeing diverse businesses at the Board level.
Numbers of Shares held in the Company	NIL
Directorships held in other public Companies (excluding foreign Companies and Section 8 Companies) as on 31st March, 2019	Not applicable
Memberships/Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31st March, 2019	Not Applicable

For other details please refer to the Corporate Governance Report Director details section.

20. The route map of the venue for the Annual General Meeting is given at the last page and also available on the website of Company.

By the order of Board for
PTL ENTERPRISES LIMITED

Place: Gurugram
Dated: 5th June, 2019

Sd/-
(PRADEEP KUMAR)
COMPANY SECRETARY

ANNEXURE TO THE NOTICE

The Explanatory Statement setting out the material facts and reasons pursuant to Section 102 of the Companies Act, 2013

Item 4

Mr. U.S. Anand DIN: (02055913) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He hold office as Independent Directors of the Company up to September 21, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The, Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. U.S. Anand as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors. Accordingly, it is proposed to re-appoint Mr.U.S. Anand as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. U.S. Anand is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The Company has also received declarations from Mr. U.S. Anand that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. U.S. Anand fulfil the conditions for Re-appointment as Independent Director as specified in the Act and the Listing Regulations. Mr. U.S. Anand is independent of the management.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. U.S. Anand as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided in the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. U.S. Anand setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. U.S. Anand (DIN: 02055913) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 4 of this Notice. Save and except Mr. U.S. Anand and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

Item 5

Mr. Sunil Tandon (DIN: 08342585) who has been appointed as an Additional Director w.e.f. 5th February, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Sunil Tandon has furnished consent/declarations for his appointment as required under the Act and the Rules thereunder. Mr. Sunil Tandon is a Mechanical Engineer from Delhi College of Engineering (1975 batch) and an MBA with top honours & a gold medal from FMS (1977 batch), University of Delhi.

He has started his career with Engineers India Ltd. a premier Engineering design consultancy, where he had the opportunity of working with International Engineering design companies like Toyo, Snam Progetti etc.

Thereafter, Mr. Sunil Tandon has changed over to commercial aspects of business, including Purchase & Project exports at Ballarpur Industries Ltd, followed by a stint as Executive Asstt. to Vice Chairman at Modi Alkalies & Chemicals with exposure to diverse functions.

Thereafter Mr. Sunil Tandon worked at Apollo Tyres, heading the Purchase & Export functions. This was followed by a migration to Apollo International, a part of Apollo Tyres group, formed to diversify across businesses & geographies. Thereafter, he started an entrepreneurial venture, engaged in export of Industrial & Agri tyres.

The N&RC had assessed the profile of Mr. Sunil Tandon and having found him to be 'fit and proper and recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Company, basis the recommendation of the N&RC, have reviewed the profile of Mr. Sunil Tandon and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Sunil Tandon meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of tyre Industry, it would be in the interest of the Company that Mr. Sunil Tandon is appointed as an Independent Director on the Board of the Company. He is not debarred from holding the office of the Director pursuant to order of SEBI or any other authority.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Sunil Tandon as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Sunil Tandon setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. Sunil Tandon (DIN: 08342585) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 5 of this Notice. Save and except Mr. Sunil Tandon and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution

Item 6

Mr. Tapan Mitra (DIN:08445248), who has been appointed as an Additional Director w.e.f. May 9, 2019 pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (the 'Act'), holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and is eligible for appointment.

Mr. Tapan Mitra has furnished consent/declarations for his appointment as required under the Act and the Rules thereunder. Mr. Tapan Mitra did his schooling from St Xavier's High School, Delhi and thereafter did his MA in Sociology from Delhi School of Economics.

He is having experience of 40 years in all areas of Human Resources. He has worked with JK Papers, Voltas, BILT and Apollo Tyres. He has worked in both manufacturing plant in Human Resources department and Corporate Human Resource department. Before joining Apollo Tyres, he was Vice President Human Resources department with BILT. He retired from Apollo Tyres in 2015 as Chief Human Resources.

He has attended several management and leadership development programmes with IIMs, XLRI, IMD, INSEAD, CCL to name a few.

The Nomination & Remuneration Committee (N&RC) had assessed the profile of Mr. Tapan Mitra and having found him to be 'fit and proper and recommended his appointment to the Board of Directors. In terms of Sections 149, 152, 160 read with Schedule IV of the Act, the Board of Directors of the Company, basis the recommendation of the N&RC, have reviewed the profile of Mr. Tapan Mitra and the declarations that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of opinion that he fulfills the criteria of independence. In the opinion of the Board, Mr. Tapan Mitra meets the fit and proper criteria and is a person of integrity, and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. Considering his vast expertise and knowledge in the field of tyre Industry, it would be in the interest of the Company that Mr. Tapan Mitra is appointed as an Independent Director on the Board of the Company. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Tapan Mitra as an Independent Director not liable to retire by rotation.

Details of Directors whose re-appointment as Independent Directors is proposed are provided to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Tapan Mitra setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

Your Directors, therefore, recommend the appointment of Mr. Tapan Mitra (DIN: 08445248) as an Independent Director of the Company, for a period of five (5) years, not liable to retire by rotation, as set forth in Item No. 6 of this Notice. Save and except Mr. Mitra and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution

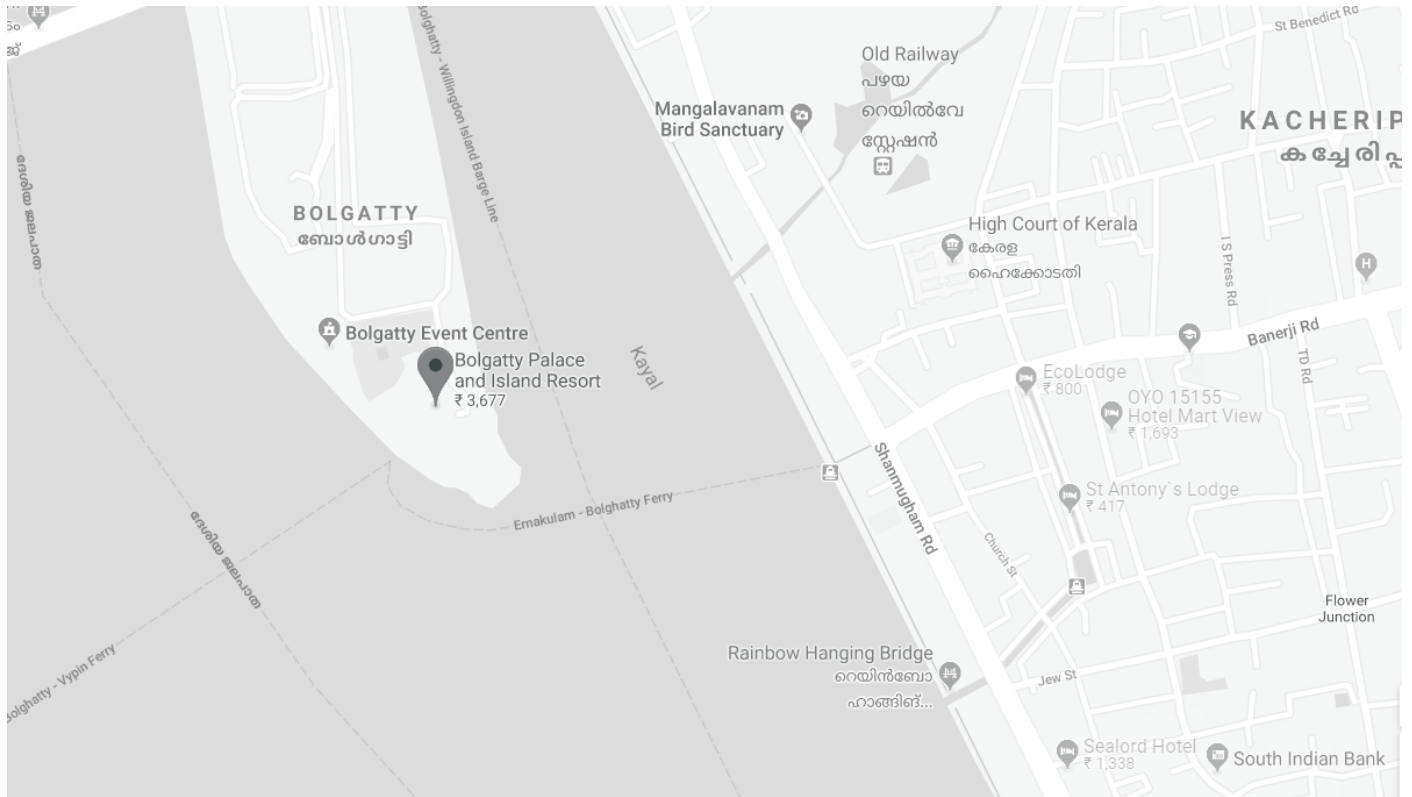
By the order of Board for
PTL ENTERPRISES LIMITED

Place: Gurugram
Dated: 5th June, 2019

Sd/-
PRADEEP KUMAR
COMPANY SECRETARY

PTL AGM

Venue - LAKE SIDE HALL, BOLGATTY PALACE AND ISLAND RESORT



BOARD'S REPORT

Dear Members,

On behalf of Board of Directors, we have pleasure in presenting the 58th Annual Report on the business and operations of the Company, along with the audited financial accounts for the financial year ended March 31, 2019.

FINANCIAL RESULTS

(₹ in lakhs)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Total Income	6613.33	7146.72
Profit Before Tax and Depreciation	5947.79	6175.93
Depreciation	121.34	118.53
Profit Before Tax	5826.45	6057.40
Provision for Tax – Current	1695.75	1574.39
Provision for Tax – Deferred	145.36	(100.38)
Net Profit after Tax	3985.34	4583.39

OPERATIONS AND THE STATE OF COMPANY'S AFFAIR

The total income of your Company for the year ended March 31, 2019 amounted to ₹ 6613.33 lakhs as against ₹ 7146.72 lakhs during the previous year. It includes lease rental of ₹ 6000 lakhs 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 for the year under review amounted to ₹ 3985.34 lakhs as against ₹ 4583.39 lakhs in the previous year and no amount has been transferred to general reserve during the FY 2018-19. Accounts for the current year have been prepared on the basis of Companies (Indian Accounting Standard) Rules, 2015 (IND AS).

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. There has been no change in the nature of the business of the Company.

DIVIDEND

Your Company is consistently paying dividend to shareholders. Your Board of Director has recommend payment of dividend of ₹ 2.50 per equity share of ₹ 2/- each for the FY 2018-19, for your approval. Your Company will have to pay dividend distribution tax amounting to ₹ 340.13 Lakhs, inclusive of surcharge. The total outgo on account of Dividend would be ₹ 1994.84 Lakhs.

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, from July 19, 2019 (Friday) to July 30, 2019 (Tuesday) (Both days are inclusive).

CORPORATE GOVERNANCE

The Company is maintaining highest standards of Corporate Governance and adhere to Corporate Governance requirements set out by the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Corporate Governance Report is presented in the separate section forming part of this Annual Report.

The Certificate on Corporate Governance dated 9th May, 2019 received from the Practising Company Secretary, M/s. Manoj Sharma & Associates, Company Secretary, is enclosed as Annexure- I.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report is presented in the separate section forming part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, approval of the members was obtained for continuation of directorship of Mr. Onkar S. Kanwar and Mr. U. S. Anand (non executive Director), who have attained the age of 75 years. The approval of shareholders was received on 5th January, 2019 by way of postal ballot pursuant to the provisions of section 110 of the Companies Act, 2013, and other applicable laws.

Mr. U.S. Anand DIN: (02055913) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. He hold office as Independent Directors of the Company up to September 21, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). It is proposed to re-appoint Mr.U.S. Anand as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Pursuant to section 161 of the companies Act, 2013, Mr. Sunil Tandon (DIN: 08342585) and Mr. Tapan Mitra (DIN:08445248) were appointed as an Additional Director (Independent) of the Company w.e.f. 5th February, 2019 and 9th May, 2019, respectively to hold office till the date of ensuing Annual General Meeting (AGM). The Company has received requisite notice, as provided under the section 160 of the Companies Act, 2013 from a member, proposing the appointment of Mr. Sunil Tandon and Mr. Tapan Mitra as an Independent Director not liable to retire by rotation.

Pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Neeraj Kanwar, Director of the Company, will retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

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(6) and Regulation 25(9) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Formalisation programme for independent directors was completed by the company during the year 2018-19.

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

Mr. Anil Kumar Sriwastawa	-	Chief Financial Officer (CFO)
Mr. Syamkumar P.	-	Manager
Mr. Pradeep Kumar	-	Company Secretary (CS)

The details regarding the number of Board and Committee meeting and number of meetings attended by the Directors has been given in detail under the section of Corporation Governance.

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

In terms of the provisions of Section 197 of the Companies Act, 2013 read with 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 Directors' Responsibility Statement, the Directors confirm:

- i) That in the preparation of the annual accounts, for the year ended 31st March, 2019, 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 as at 31.03.2019 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.

COMMITTEES OF BOARD

Pursuant to requirement under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has 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.

AUDIT COMMITTEE

The composition of Audit Committee of the Company as under:

Name of the Member	Category	Status
Mr. U.S. Anand	Independent Director	Chairman
Mr. B.K. Singh	Independent Director	Member
Mr. Neeraj Kanwar	Non Executive 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 formulated 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. The details of the policy can be referred to in section `Disclosures` - Whistle-Blower Policy / Vigil Mechanism of the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITIES (CSR) INITIATIVES

Your company has constituted a CSR Committee Comprises of Mr. Onkar S. Kanwar, Chairman, Mr. U.S. Anand, Independent Director and Mr. Harish Bahadur, Non-Executive Director.

The CSR Committee has formulated and recommended to the Board, corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company which had been approved by the Board. The CSR policy, may be accessed on the company's website at any time www.ptlenterprise.com. During the Financial Year under review your company has spent ₹ 96.91 lakhs on its CSR activities.

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

POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND INDEPENDENT DIRECTOR

Pursuant to the requirement under Section 134(3) (e) and 178 (3) of the Companies Act, 2013, the brief policy on Directors' Selection, appointment and remuneration is attached as Annexure - IV

which forms part of this report and the detailed policy can be referred on the website of the Company i.e. www.ptlenterprise.com.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year 2018-19, 4 (four) Board meetings were held. For details thereof, refer to the section `Board of Directors` - Number of Board Meetings, in Corporate Governance Report which forms integral part of this report.

AUDITORS AND AUDITOR'S REPORT

The Members of the Company appointed M/s SCV & Co. LLP, Chartered Accountants, Statutory Auditors of your Company for a period of four years from 2018-19 to 2021-22 in the Annual General Meeting of the Company held on 31st July, 2018.

AUDITORS' REPORT

The Audit Report does not contain any qualification, reservation or adverse remarks requiring any comment or explanation from the company. The notes on financial statements referred in the Auditor's Report are self explanatory.

No fraud has been reported by the Auditors to the Audit Committee or the Board.

SECRETARIAL AUDITORS

M/s RSMV & Co., Practising Company Secretaries has been appointed as Secretarial Auditors of the Company for the financial year 2019-20 pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report and Secretarial Compliance Report under Regulation 24AA of the SEBI (LODR) Regulations, 2015 submitted by Secretarial Auditors for the Financial Year 2018-19 in the prescribed form MR- 3 is attached as Annexure - V 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 2018-19 which call for any explanation from the Board of Directors.

DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits during the Financial Year 2018-19 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 2014 and further amendment thereto, 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.

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 Company has in place adequate internal Financial Control with reference to Financial Statement.

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 31st March, 2019 in the prescribed form MGT.9, pursuant to section 92(3) of the Companies Act, 2013 read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as Annexure VI, is also available on the website of the company i.e. www.ptlenterprise.com.

PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN OR INVESTMENTS MADE 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 2018-19 are attached as Annexure – VII 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

The Policy on related party transactions as approved by the Board has been uploaded on the Companies Website at www.ptlenterprise.com. 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 - VIII which forms part of this report.

The policy on materially related party transaction and on dealing with related party transaction as approved by the Board and the detail policy can be referred on the website of the Company i.e. www.ptlenterprise.com.

ANNUAL PERFORMANCE EVALUATION

Pursuant to applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

For annual performance evaluation of the Board as a whole, its Committee(s) and individual Directors including the Chairman of the Board, the Company has formulated a questionnaire to assist in evaluation of the performance. 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 all individual Directors. Every Director has to fill the questionnaire related to the performance of the Board, its Committees and individual Directors except himself. On the basis of the questionnaire, a format annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.

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.

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

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

No significant and material orders has been passed by any regulatory authority, court or tribunal which shall impact the going concern status and company's operations in future.

RISK MANAGEMENT POLICY

Your Company has laid down a comprehensive risk assessment and minimization procedures, which are reviewed by the Audit Committee/ Board periodically.

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.

The Board of directors states that applicable Secretarial Standards i.e. SS-1 and SS-2 relating to Meeting of the Board of Directors and General Meeting respectively have been duly followed by the Company.

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

Your Company has formulated 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 are grateful to the Central Government, State Governments of Kerala, bankers, business partners, stakeholders and employers for their continue support during the year under review.

For and on behalf of the Board of Directors

Place : Gurugram
Dated: 9th May, 2019

Sd/-
(ONKAR S KANWAR)
CHAIRMAN

Annexure-I

CERTIFICATE OF COMPANY SECRETARY IN PRACTICE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
PTL Enterprises Limited,

We have examined the compliance of conditions of Corporate Governance by PTL Enterprises Limited for the period April 1, 2018 to March 31, 2019, as stipulated in Regulations 17 to 27, clause (b) to (i) of sub-regulations (2) of Regulations 46 and paragraphs C,D and E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was 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 subject to the opinion as given in the secretarial audit report issued for the year ended 31st March 2019 and the Corporate Governance report.

The Company has not received any complaint from Investor's through SEBI/ Stock Exchanges as on March 31, 2019.

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 Manoj Sharma & Associates
COMPANY SECRETARIES**

Place : New Delhi
Dated: 09-05-2019

(Manoj Sharma)
FCS :7516 CP :11571

Details under section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014

Rule	Particulars	Details of Remuneration
5.1	The Ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.	All the directors have not received any remuneration, except the sitting fees, during the F.Y. 2018-19
5.2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary.	For Mr. Syam Kumar P (9.5 %) For Mr. Pradeep Kumar (Nil) *For Mr. Anil Shrivastawa (N.A.)
5.3	The percentage increase in the median remuneration of employees in the financial year.	18.89 % (Including LTS 2018 increase)
5.4	The number of permanent employees on the rolls of the company	705
5.5	Average percentile 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 in the managerial remuneration and justification thereof .	The average % managerial increase has been 9.6 % while for others it is about 19.04 %. This is based on our Remuneration policy that rewards people differently based on their contribution to the success of the company and also ensures that external market competitiveness and internal relatives are taken care of.

*Mr. Anil Shrivastawa was appointed on 1st April, 2018

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]

Outline of Projects:

All CSR programmes are developed in partnership with the stakeholders to ensure that they cater to specific needs, and further inculcate a sense of ownership amongst the community members. The CSR programmes and activities are aligned to national and international development goals. CSR activities in India are routed through the Apollo Tyres Foundation (registered in 2008).

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 are given in the Corporate Governance Report.
2. The Company has framed a CSR Policy in compliance with the provision of the Companies Act, 2013 and the same is placed on the Company website i.e. www.ptlenterprise.com.
3. The Composition of the CSR Committee.

As on March 31, 2019, 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
4. Average net profit of the company for last three financial years is ₹ 4,845.75 Lakhs
5. Prescribed CSR Expenditure (two per cent of the amount as in item 4 above): ₹ 96.91 Lakhs
6. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year: ₹ 96.91 Lakhs
 - (b) Amount unspent: **NIL**

(All figures are in lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
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	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
1	Terrace farming project in Kalamassery	Livelihood Enhancement Projects	Kalamassery, Kerala	0.51	0.51	0.51	Tropical Institute of Ecological Science
2	Apiculture project in Kalamassery	Livelihood Enhancement Projects	Kalamassery, Kerala	11.81	11.88	11.88	Jawaharlal Memorial Social Welfare and Public Co-Operation Centre

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
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	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through Implementing agency*
3	Soft skill Development Training program	Promoting Education	Kalamassery, Kerala	3.39	3.39	3.39	3J Consulting (P) Ltd.
4	Community solid waste management project;	Ensuring environmental sustainability	Clean My Village, Edathala, Kalamassery, Kerala	39.63	38.96	38.96	Plan@Earth & Pesticide Action Network India
5	Biodiversity- Science park maintenance	Ensuring environmental sustainability	Kalamassery, Kerala	20.47	20.01	20.01	Tropical Institute of Ecological Science
6	Play structure in Govt. schools	Ensuring environmental sustainability	Kalamassery, Kerala	10.62	8.34	8.34	Anthill Creations Foundation & Kairali Garden
7	Pond management project	Ensuring environmental sustainability	Therikulam, Kalamassery, Kerala	13.90	13.82	13.82	Tropical Institute of Ecological Science & Aboobacker M A
					Total	96.91	

Date : 9th May, 2019
Place : Gurugram

Sd/-
(Chairman of CSR Committee)

NOMINATION AND REMUNERATION POLICY

Introduction

In terms of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015, 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.

Applicability:-

The Policy is applicable to:

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

Objective

The Composition and Terms of Reference of the Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees.

Constitution of Committee

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.

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

Mr. U.S. Anand, Chairman
Mr. Onkar S. Kanwar, Member
Mr. Neeraj Kanwar, Member
Mr. B. K. Singh, Member

The Chairman of the Committee is an Independent Director.

The Policy focus on following areas:

- Criteria for Appointment & Removal of Director and members of Senior Management
- Disqualifications for Appointment of Directors
- Term / Tenure
- Managing Director/Whole-time Director
- Independent Director

- Removal
- Retirement
- Criteria for Determining Positive Attributes and Independence of Directors
- Criteria for determining positive attributes

Performance Evaluation:

Criteria for Evaluation of Directors and The Board

1. Executive Directors
2. Non Executive Director (including Independent Director)

Evaluation of Board Performance:

Remuneration of Directors, Key Managerial Personnel And Other Employees

1. Remuneration to Whole-time / Executive / Managing Director
2. Remuneration to Non-Executive / Independent Director
3. Remuneration to KMP, Senior Management Personnel and Other Employees.

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To

The Board of Directors

PTL ENTERPRISES LIMITED

3rd Floor, Areekal Mansion, Near Manorama Junction,
Panampilly Nagar,
Kochi-682036

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 books, papers, minute books, forms and returns filed and other records maintained by the company and also the information, details and explanation provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, 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 **PTL ENTERPRISES LIMITED** ("the Company") for the financial year ended on **31st March 2019** according to the provisions of the following Acts and Rules there under. We had also discussed with the management of the Company the various aspects of compliances by the Company of the Acts and Rules:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. 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, 2015;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2018 regarding the Companies Act and dealing with client;
- v. I further report that the Company has, in my opinion, complied with the provisions of Companies Act, 2013 and the rules made under that the Act and the Memorandum and Articles of Association of the Company, with regard to:
 - a) Maintenance of the various Statutory registers and documents making necessary entries therein;
 - b) Closure of the register of members;

- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
 - d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
 - e) Notice of Board Meetings and Committee Meetings of directors;
 - f) The 57th Annual General Meeting held on 31st July, 2018.
 - g) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - h) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - i) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and re-appointment of Directors including the Managing Director and Whole-time Director;
 - j) Payment of remuneration to Directors (only payment of sitting fees in respect of directors, as no other remuneration is paid to the directors) including the KMP;
 - k) Appointment and remuneration of Auditors;
 - l) Transfers and transmissions of the Company's shares and debentures, and issue and dispatch of duplicate certificates of shares;
 - m) Borrowings and registration, modification and satisfaction of charges wherever applicable;
 - n) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
 - o) Directors' report;
 - p) Contracts, common seal, registered office and publication of name of the Company; and
 - q) All other applicable provisions of the Act and the Rules made under the Act.
- vi. The following are the various laws applicable to the Company. According to the information/details/explanation provided to us, the Company has complied with the provisions of the said Acts and the Company has a mechanism to monitor the compliances of the said laws, to the extent applicable.
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
 - The Factories Act, 1948
 - The Payment of Wages Act, 1936
 - The Minimum Wages Act, 1948
 - Employees Provident Fund And Misc. Provisions Act, 1952
 - Employees State Insurance Act, 1948
 - The Payment of Bonus Act, 1965
 - The Environment (Protection) Act, 1986
 - Income Tax Act 1961, Wealth Tax Act, Goods And Services Tax Act, 2016 and rules made thereof.
 - Negotiable Instrument Act, 1881
 - Maternity Benefits Act 1961
 - Payment of Gratuity Act, 1972

- The Industrial Disputes Act, 1947
- The Child Labour (Regulation and Abolition) Act, 1970
- The Weekly Holidays Act, 1942
- Water (Prevention & Control of Pollution) Act 1974 and rules thereunder
- Air (Prevention & Control of Pollution) Act 1981 and rules thereunder
- The Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

We have also examined compliance with the SEBI (LODR) Regulations, 2015.

vii. The following are the legal cases filed by / against the company:

- PTL Enterprises Limited Vs State of Kerala & others (Kochi Metro Rail Limited)
The court also directed the state Government to deposit the amount in a fixed deposit with a bank with immediate effect. The Government of Kerala has deposited an amount of ₹ 23.00 Cr. in fixed deposit with State Bank of India.
- Two Cases Filed by Mr. Ombir Saini & Hari Ram & others are in Civil Court, Gurgaon, in respect of land at Sohna Road, in which PTL Enterprises Limited has also been made respondent.

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 the 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.

During the Audit period, the company has got the approval of the shareholders by way of Postal Ballot for the following:-

- Continuation of Mr. Onkar S. Kanwar (DIN: 00058921) as Non Executive Director w.e.f. and after April 1, 2019 - As a Special Resolution
- Continuation of Mr. U.S. Anand (DIN: 025055913) as a Non-Executive Independent Director w.e.f. and after April 1, 2019 - As a Special Resolution
- Adoption of new set of Memorandum of Association - As a Special Resolution
- Adoption of New set of Articles of Association.- As a Special Resolution

We also 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.

For and on behalf of RSMV & Co.

Manoj Sharma
(Partner)

Place: Delhi
Date: 30/04/2019

FCS: 7516 CP No.: 11571

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

To

The Board of Directors

PTL ENTERPRISES LIMITED

3rd Floor, Areekal Mansion, Near Manorama Junction,
Panampilly Nagar, Kochi-682036

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in the records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For and on behalf of **RSMV & Co.**

Manoj Sharma
(Partner)

Place: Delhi

Date: 30/04/2019

FCS: 7516 CP No.: 11571

Secretarial compliance report of PTL ENTERPRISES LIMITED for the year ended 31st March 2019

We have examined:

- (a) all the documents and records made available to us and explanation provided by PTL Enterprises Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) other regulations as applicable

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
During the period under review, there were no deviations in the compliance by the company.			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For and on behalf of **RSMV & Co.**

Manoj Sharma
(Partner)

Place: Delhi
Date: 30th April, 2019

FCS: 7516 CP No.: 11571

Annexure - VI

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019
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	CIN	L25111KL1959PLC009300
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"	3rd Floor, Areekal Mansion, Near Manaorama Junction, Panampilly Nagar, Kochi, Earnakulam, KL- 682036 Tel: +(0484) -4012046 Fax: (0484)-4012048
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	6491	97.23%

III Particulars of Holding, Subsidiary & Associate Companies

SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held (directly)	Applicable Section of Companies Act, 2013
1	SUNRAYS PROPERTIES AND INVESTMENTS COMPANY PRIVATE LIMITED	U74899DL1983PTC015890	HOLDING	69.82%	section 2(46)

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 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2500	0	2500	0	2500	0	2500	0	0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	46212899	0	46212899	69.82	46212899	0	46212899	69.82	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	46215399	0	46215399	69.82	46215399	0	46215399	69.82	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	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
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	46215399	0	46215399	69.82	46215399	0	46215399	69.82	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	598550	2600	601150	0.91	598550	2600	601150	0.91	0
C) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	4874800	0	4874800	7.37	4874800	0	4874800	7.37	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)									
(i) Foreign Portfolio Investors	70944	0	70944	0.10	69250	0	69250	0.10	0
(ii) Unclaimed Suspense A/C	478774	0	478774	0.72	503060	0	503060	0.76	0.04
SUB TOTAL (B)(1):	6023068	2600	6025668	9.10	6045660	2600	6048260	9.14	0.04
(2) Non Institutions									
a) Bodies corporates									
i) Indian	5214756	6000	5220756	7.89	4826535	6000	4832535	7.30	(0.58)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	5134506	727994	5862500	8.86	5507366	510693	6018059	9.09	0.23

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individuals shareholders holding nominal share capital in excess of ₹ 2 lakhs	518555	436750	955305	1.44	982755	141000	1123755	1.70	0.26
Clearing Members	50856	0	50856	0.07	12413	0	12413	0.01	(0.06)
Non Resident Indians	167263	10500	177763	0.26	323719	10600	334319	0.50	0.24
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Trusts	1920	0	1920	0.02	1920	0	1920	0.02	0
Non Resident Foreign	1458529	0	1458529	2.21	1368670	0	1368670	2.06	(0.15)
Resident HUF	219804	0	219804	0.33	233170	0	233170	0.35	0.02
SUB TOTAL (B)(2):	12766189	1181244	13947433	21.08	13256548	668293	13924841	21.04	(0.04)
Total Public Shareholding (B)= (B)(1)+(B)(2)	18789257	1183844	19973101	30.18	19302208	670893	19973101	30.18	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0		0	0	0	0
Grand Total (A+B+C)	65004656	1183844	66188500	100.00	65517607	670893	66188500	100.00	0

(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in share holding during the year	Remarks
		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		
INDIVIDUALS/HINDU UNDIVIDED FAMILY									
1	Mr. Onkar S Kanwar	2500	0	0	2500	0	0	0	
	Sub-Total(A)	2500	0	0	2500	0	0	0	
BODY CORPORATES									
1	Sunrays Properties & Investment Co. (P) Ltd	46212899	69.82	0	46212899	69.82	0	49.88	
	Sub-Total (B)	46212899	69.82	0	46212899	69.82	0	0	
	Non Resident Individuals								
	Sub-Total (C)	0	0	0	0	0	0	0	
	Grand Total (A+B+C)	46215399	69.82	0	46215399	69.82	0	0	

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Share holding at the beginning of the Year 01.04.2018		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	Sunrays Properties & Investment Co. Pvt Ltd				
	At the Beginning of the year 01.04.2018	46215399	69.82	46215399	69.82
	Date wise incre/decrease in promoters share holding during the year specifying the reasons for incre/decrease (e.g.allotment/transfer/ bonus/sweat equity etc.)	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year 31.03.2019	46215399	69.82	46215399	69.82

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

S. No	DPID/CLIENTID /FOLIO	Name of Shareholder	Shareholding at the beginning of the year					Commulative Shareholding	
			No. of Shares	% of total shares of the Company	Date of Change in shareholding	Increase / Decrease in Shareholding	Reason for Increase / Decrease	No. of shares	% of total shares of the Company
1	IN300239/10664696	Governor of Kerela	3374800	5.1	1/4/2018 31/03/2019	-	-	3374800	5.1
2	IN300239/10150207	Kerela State Industrial Development Corporation	1500000	2.27	1/4/2018 31/03/2019	-	-	1500000	2.27
3	IN303028/68749775	Rafique Dawood	1490000		1/4/2018 06/04/2018	-41381	Transfer	1490000 1448619	2.18
					20/04/2018	-18275	Transfer	1430344	2.16
					27/04/2018	-3245	Transfer	1427099	2.15
					22/06/2018	-500	Transfer	1426599	2.15
					6/7/2018	-4446	Transfer	1422153	2.14
					3/8/2018	-600	Transfer	1421553	2.14
					14/09/2018	-5545	Transfer	1416008	2.13
					21/09/2018	-50	Transfer	1415958	2.13
					23/11/2018	-1000	Transfer	1414958	2.13
					30/11/2018	-16539	Transfer	1398419	2.11
					7/12/2018	-800	Transfer	1397619	2.11
					28/12/2018	-1500	Transfer	1396119	2.11
					18/01/2019	-6881	Transfer	1389238	2.09
					25/01/2019	-13328	Transfer	1375910	2.07
					1/2/2019	-290	Transfer	1375620	2.07
					8/3/2019	-6950	Transfer	1368670	2.07
4	1201910103655800	Expert Global Ventures Pvt Ltd	1277596		01/04/2018 6/4/2018	-	-	1277596 1277596	1.93
					25/01/2019	-50000	Transfer	1277596 1227596	1.85
					8/3/2019	-50000	Transfer	1177596	1.8

S. No	DPID/CLIENTID /FOLIO	Name of Shareholder	Shareholding at the beginning of the year					Commulative Shareholding	
			No. of Shares	% of total shares of the Company	Date of Change in shareholding	Increase / Decrease in Shareholding	Reason for Increase / Decrease	No. of shares	% of total shares of the Company
5	1201910103655900	TTJ Ventures Private Limited	1274137		01/04/2018 06/04/2018 25/01/2019 8/3/2019	1274137- 22500 -50000 -50000	Transfer Transfer Transfer	1274137 1251637 1201637 1151637	1.89 1.81 1.74
6	IN300966/10536678	S S Texofab Private Limited	741864		1/4/2018 31/03/2019	-	-	741864	1.12
7	1302080000000019	Bank of India	598500		1/4/2018 31/03/2019	-	-	598500	0.09
8	IN300126/10626720	Kampani Consultants Ltd	337717		1/4/2018 31/03/2019	-	-	337717	0.51
9	IN300708/10656671	Investor Education and Protection Fund Authority Min of Corp Affairs	478574		1/4/2018 23/11/2018 31/03/2019	- 24486	- Transfer	478574 503060	0.72 0.76
10	IN300118/11559820	PTL Enterprises Ltd Unclaimed Suspense Account	792290		01/04/2018 06/04/2018 20/04/2018 19/07/2018 31/03/2019	- -151850 -550 -	- Transfer Transfer -	792290 640440 639890 639890	1.98 0.97 0.97 0.97

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP*	Shareholding at the beginning of the year		Cumulative shareholding 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 01.04.2018	2500	0	2500	0
	At the end of the year 31.03.2019	2500	0	2500	0
2	Mr. Neeraj Kanwar	0	0	0	0
3	Mr. Akshay Chudasama*	0	0	0	0
4	Mr. Sanjay M. Kaul	0	0	0	0
5	Mr. B. K. Singh	0	0	0	0
6	Mr. Harish Bahadur	0	0	0	0
7	Ms. Shivi Mohan Rastogi	0	0	0	0
8	Mr. U.S. Anand	0	0	0	0
9	Mr. Sunil Tandon	0	0	0	0
10	Mr. Anil Kumar Sriwastawa, CFO (KMP)	0	0	0	0
11	Mr. Pradeep Kumar, Company Secretary (KMP)	0	0	0	0
12	Mr. P. Syamkumar, Manager (KMP)	0	0	0	0

* Resigned w.e.f. 22nd November, 2018

V Indebtedness

₹ in Lakhs

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Unsecured Loans	(PCFC + Bank Overdraft)	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

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/WTM/Manager	Total Amount (in lakhs)
1	Gross salary	Mr. P. Syamkumar (Manager)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	₹ 15.66	₹ 15.66
	(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	-	-
	Total (A)	₹ 15.66	₹ 15.66
	Ceiling as per the Act*	567.468 lakhs	

*(being 10% of the net profit of the company calculated as per section 198 of the Companies Act, 2013.

B. Remuneration to other directors:

(Amt in ₹)

Sl. No	Particulars of Remuneration	Mr. U.S. Anand	Mr. B.K. Singh	Ms. Shivi Mohan Rastogi	Mr. Akshay Chudasama	Mr. Sunil Tandon
1	Independent Directors					
	(a) Fee for attending Board / Committee meetings	3.80	2.55	0.90	0.95	0.45
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	3.80	2.55	0.90	0.95	0.45
2	Other Non Executive Directors	Mr. Onkar S. Kanwar	Mr. Neeraj Kanwar	Mr. Harish Bahadur	Mr. Sanjay M. Kaul	
	(a) Fee for attending board/committee meetings		2.20	2.20	2.20	0.25
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	2.20	2.20	2.20	0.25	0.45
	Total (B)=(1+2)	6.00	4.75	3.10	1.20	0.45
	Total Managerial Remuneration				Total	15.50

Overall Ceiling as per the Act is ₹56.75 lakhs*

* Being 1% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	Company Secretary (Mr. pradeep Kumar (Amount in lakhs)	CFO (Mr. Anil Sriwastawa) (Amount in lakhs)	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	28.43	20.12	
	(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			
	Total (in lakhs)	28.43	20.12	

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on the behalf of the Board of Directors

Gurugram
9th May, 2019sd/-
Onkar S. Kanwar
Chairman

Annexure - VII

Particulars of Loans, Guarantees or investments under section 186 of the Companies Act, 2013 as on 31.03.2019

(₹ in lakhs)

	Name of the Body Corporate	Loans given	Investments	Guarantees given	Aggregate as on 31.03.2019
	In Wholly Owned subsidiaries	-	-	-	-
	In subsidiaries	-	-	-	-
	In JV/ Associates	-	-	-	-
	In Others	-	-	-	-
	Guarantees	-	-	-	-
	Shares	-	-	-	-
1	Cochin Co-operative Hospital Society 1 Share of ₹ 10,000/- each.	-	0.10	-	0.10
2	Premier Tyres Employees' Co-operative Stores 10 Shares of ₹ 100/- each.	-	0.01	-	0.01
3	Apollo Tyres Limited 3435000 shares	-	8180.08	-	8180.08
	TOTAL	0.00	8180.19	0.00	8180.19

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188 (1) OF THE COMPANIES ACT, 2013		
Form No. AOC - 2		
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)		
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		
1	Details of contracts or arrangements or transactions not at arm's length basis	Not Applicable
(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	Apollo Tyres Limited (Associates)
(b)	Nature of contracts / arrangements / transactions	Lease Agreement
(c)	Duration of the contracts / arrangements / transactions	Valid upto March 31, 2030
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	As per the Agreement
(e)	Date(s) of approval by the Board, if any	4-May-17
(f)	Amount paid as advances, if any	N.A.

REPORT ON CORPORATE GOVERNANCE

PTL Enterprises Limited's corporate governance system has the highest standards of ethical and responsible conduct of business to create value for all stakeholders. It continues to focus on good corporate governance, in line with emerging national standards. It understands and respects its fiduciary role in the corporate world. Besides following prescribed corporate governance norms as per the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013, the company voluntarily governs itself as per best standards of ethical and responsible conduct of business in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, consumers, lenders and the community at large.

This report, along with the report on Management Discussion and Analysis and additional shareholders information provides the information on the corporate governance compliance by your company as contained in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013.

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, 2019, PTL's composition of the Board is in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013. The Company's Board of Directors consist of Three Non Executive Directors. Four Non Executive Independent Directors (including a Woman Director), One Nominee Director.

Category of directors	No. of Directors	% of Total no. of Directors
Non Executive (Including Nominee Director)	4	50%
Non Executive Independent (Including women Director)	4	50%
Total	8	100%

The Company Policy is to maintain the optimum combination of Executive and Non-Executive Director. The Board is chaired by non-executive promoter Director.

Directors' Attendance Record and their other Directorships/ Committee memberships

As mandated in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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, 2019 are given below:

Name of the Director	Category	Attendance Particulars			No. of other Directorships and Committee memberships /chairmanships held*			
		Number of Board Meetings Held		Last AGM Attended 31.07.2018	Total Directorships	Directorship in listed entities (** Name of listed entities)	Committee Memberships	Committee Chairmanships
Mr. Onkar S. Kanwar	Promoter/ Chairman/ Non Executive Director	4	4	Yes	8	3	3	2
Mr. Neeraj Kanwar	Promoter/ Non Executive Director	4	4	Yes	5	3	3	-
Mr. Akshay Chudasama (Resigned w.e f. 22/11/2018)	Independent Director	3	3	Yes	4	4	5	-
Mr. B.K. Singh	Independent Director	4	3	Yes	1	1	1	-
Mr. Harish Bahadur	Non Executive Director	4	4	Yes	09	2	4	-
Mr. Sanjay M Kaul	Non Executive Director	4	1	No	8	1	-	-
Ms. Shivi Mohan Rastogi	Women Independent Director	4	2	No	1	1	-	-
Mr. U.S. Anand	Independent Director	4	4	Yes	4	2	6	1
Mr. Sunil Tandon (Appointed on 05/02/2019)	Independent Director	1	1	No	1	1	-	-

*Directorships, held by Directors as mentioned above, don't include directorship in foreign companies and companies under Section 8 of the companies Act, 2013, And in accordance with Regulation 26 of the Listing Regulations, Membership(s)/ Chairmanship(s) of only Audit Committee and Stakeholder's Relationship Committees in all other Public Companies have been considered.

** Name of the other listed entities.

Name of Director	Category	Name of Listed entities
Mr. Onkar S. Kanwar	Non Executive Director	Artemis Global Life Sciences Ltd.
	Non Executive Director	PTL Enterprises Ltd.
	Executive Director	Apollo Tyres Ltd.
Mr. Neeraj Kanwar	Executive Director	Apollo Tyres Ltd.
	Non Executive Director	PTL Enterprises Ltd.
	Non Executive Director	Artemis Global Life Sciences Ltd.
Mr. Akshay Chudasama (Resigned w.e f. 22/11/2018)	Executive Director	Apollo Tyres Ltd.
	Non Executive Director	Artemis Global Life Sciences Ltd.
	Non Executive Director	Raymond Ltd.
	Non Executive Director	Bata India Ltd
Mr. B.K. Singh	Non Executive Director	PTL Enterprises Ltd.
Mr. Harish Bahadur	Non Executive Director	PTL Enterprises Ltd.
	Non Executive Director	Artemis Global Life Sciences Ltd.
Mr. Sanjay M. Kaul	Non Executive Director	PTL Enterprises Ltd.
Ms. Shivi Mohan Rastogi	Non Executive Director	PTL Enterprises Ltd.
Mr. U.S. Anand	Non Executive Director	PTL Enterprises Ltd.
	Non Executive Director	Artemis Global Life Sciences Ltd.
Mr. Sunil Tandon (Appointed on 05/02/2019)	Non Executive Director	PTL Enterprises Ltd.

BOARD FUNCTIONING

Paperless Board Meetings

With a view to leverage technology and reducing paper consumption, the Company has adopted a web-based application for transmitting Board / Committee Agenda. The Directors of the Company receive the Agenda in electronic form through this application, which can be accessed through Browsers or iPads. The application meets high standards of security and integrity that is required for storage and transmission of Board / Committee Agenda in electronic form.

Information placed Before Board:

The Board has complete access to all the information available within the Company. The following information, inter-alia, is provided periodically by the management to the Board for its review:

- Quarterly/Half yearly/Yearly financial results and items arising out of Annual Accounts.
- Proceedings of various Committees of the Board (on quarterly basis)
- Internal/External Audit findings & recommendations (on quarterly basis)
- Report on Share Capital Audit (on quarterly basis).
- Related Parties Transactions (on quarterly basis).
- Compliance Reports: Share Capital Audit, Investors Complaints, Corporate Governance, Transfer/ Transmission/ Demat of shares (on quarterly basis).

- Investment/deployment of funds & borrowings (on quarterly basis).
- Annual Report (on Annual basis)
- Capital and Revenue Budgets (on Annual basis).
- Overall business scenario, operations of the company (on quarterly basis).
- Banking facilities and its utilization. (on quarterly basis).
- Sales Forecast, Margin outlook etc. (on quarterly basis).
- Global growth plans. (as and when required).
- Codes and Policies. (as and when required).

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 2018-19 the board of Directors met four times on- 10.05.2018, 31.07.2018, 13.11.2018 and 05.02.2019. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

ROLE OF INTERNAL AUDITOR

PTL Enterprises has an adequate Internal Control framework, which has been instituted considering the nature, size and risk in the business. The framework comprises, inter alia, of a well-defined organisation structure, roles and responsibilities, documented policies and procedures etc. Information Technology policies and processes were also updated to ensure that they satisfy the current business needs. This is complemented by a management information and monitoring system, which ensures compliance to internal processes, as well as with applicable laws and regulations. The operating management is not only responsible for revenue and profitability, but also for maintaining financial discipline and hygiene. In order to ensure efficient Internal Control systems, the Company also has a well established independent in-house Internal Audit function that is responsible for providing, assurance on compliance with operating systems, internal policies and legal requirements, as well as, suggesting improvements to systems and processes. The Internal Audit has a well laid down internal audit methodology, which emphasis on risk based internal audits using data analytics and tools. Mr. Praveen Moon, the Internal Auditor prepares a rolling annual internal audit plan, comprising of operational, financial, compliance and information systems audits.

DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS

There are no inter-se relationships between the Board members except Mr. Onkar S. Kanwar and Mr. Neeraj Kanwar being father and son.

SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

Mr. Onkar S. Kanwar, Non-executive Promoter Director is holding 2500 equity shares of Re. 2/- each in the Company. None of the other Directors hold any shares in the Company.

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 and the detail can be referred on the website of the Company i.e. <https://www.ptlenterprise.com/codes-and-policies.html>

SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

Sl. No.	Name of Directors	Expertise/Skill
1	Mr. Onkar S. Kanwar	Detailed profile given below.
2	Mr. Neeraj Kanwar	Detailed profile given below.
3	Mr. B.K. Singh	Having experience in Indian Revenue Services (Customs & Excise).
4	Mr. Harish Bahadur	Having experience of more than three decades in Accounts and Taxation and commercial matters. He has been holding responsible positions in Apollo Tyres Ltd.
5	Mr. Sanjay M. Kaul	IAS, a Nominee Director of Govt. of Kerala is the Special Secretary (Industries Department) with Govt. of Kerala.
6	Ms. Shivi Mohan Rastogi	Law Graduate and having experience as a practicing advocate.
7	Mr. U.S. Anand	Chartered Accountant, with over 38 years of experience. Having experience in the areas of Accounts, Finance, Taxation and Business development.
8	Mr. Sunil Tandon	He is engineering and management graduate having more than 25 years experience in the commercial matter and international business. He was president and Managing Directors of Apollo International Ltd.

(i) Profile of Mr. Onkar S. Kanwar :- As the Chairman of PTL Enterprises Ltd as well as chairman of Apollo Tyres Ltd, Mr. Onkar S. Kanwar is the chief architect of the Company's vision and value-driven business strategy. Under his able leadership Apollo became a professionally managed and a globally recognised tyre manufacturer. visionary entrepreneur, he plays a critical role in the articulation of Company's business philosophy.

Modernisation, excellence and quality are his guiding principles. Registered in 1972, Apollo Tyres under his guidance transformed itself from an Indian manufacturer of commercial vehicle tyres, to a global entity with a full-fledged product portfolio, spanning 3 continents. Mr. Onkar S. Kanwar is highly regarded for his constant emphasis on bettering the lives of people - be it employees, customers, business partners, shareholders or any other stakeholder - and responsiveness to change and continuous learning.

He is the Past President of the Federation of Indian Chambers of Commerce and Industry (FICCI) and a former Chairman of the Automotive Tyre Manufacturers' Association. Currently, apart from being the Chairman of BRICS business council, India, he is also a Member of the Board of Governors for the Indian Institute of Management (Kozhikode).

Mr. Onkar S. Kanwar has a keen interest in the field of education and health care. Artemis Health Sciences, promoted by him, is an enterprise focusing on state-of-the-art medical care and runs a cutting edge multi-specialty medical facility which focuses on holistic treatment. An initiative close to his heart is Apollo Tyres' HIV-AIDS awareness and prevention programme for the commercial vehicle driver community, implemented through Apollo Tyres Foundation's Health Care Centres located in large transshipment hubs across India.

A Science and Administration graduate from the University of California, Mr. Onkar S. Kanwar is a widely travelled individual. He devotes a large part of his time to reading and is passionate about learning modern management practices and their successful application in business.

He has been conferred with 'Ernst & Young Entrepreneur of the Year Award – Manufacturing' for the year 2012. He has recently been awarded with Hungarian 'Order of Merit', and Government of Japan's 'Order of the Rising Sun, Gold and Silver Star'

(ii) Profile of Mr. Neeraj Kanwar :- As the Director of PTL Enterprises Ltd and the Vice Chairman & Managing Director of Apollo Tyres, Mr. Neeraj Kanwar plays a pivotal role in Apollo's journey towards becoming one of the most admired

automotive tyre brands. Mr. Neeraj Kanwar has pioneered key initiatives in enhancing the competitiveness of the Company's operations and products across the Board. He is responsible for crafting Apollo's growth story -- taking the Company from US\$450 million to US\$2 billion within a 5 year time span. Under his able leadership Apollo acquired Dunlop Tyres International in South Africa and Zimbabwe in 2006, Vredestein Banden B V in the Netherlands in 2009, and the latest in the list is the setting up of a Greenfield facility in Hungary -- thereby transforming itself into a multi-geography Company with operations across geographies.

Mr. Neeraj Kanwar began his career with Apollo Tyres as Manager, Product & Strategic Planning, where he played a crucial role in creating a bridge between the two key functions of manufacturing and marketing. In 1998, he joined the Board of Directors and was promoted to Chief, Manufacturing and Strategic Planning. His people management skills helped him bring overarching changes in industrial relations, upgradation of technology and benchmarking on product and efficiency parameters.

In 2002, he took over as the Chief Operating Officer of the organisation, wherein he introduced value-driven process improvements in human resources and information technology. Mr. Neeraj Kanwar was appointed Joint Managing Director in 2006 and elevated to Vice Chairman in 2008, and soon after to Managing Director in 2009 for his initiatives in establishing the Company in the global arena.

Mr. Neeraj Kanwar is a people-centric leader and believes in empowering employees to enable them to undertake effective and efficient decisions at all times. Within Apollo, he is known for his affable management style, and combine work with liberal doses of fun.

An engineering graduate from Lehigh University in Pennsylvania, USA, Mr. Neeraj Kanwar is an avid sportsperson. He prefers to spend his leisure time with his family or playing tennis, swimming and travelling.

As a business leader, Mr. Neeraj Kanwar is associated with leading industry associations and was recently the Chairman of the Automotive Tyre Manufacturer's Association, India

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

CODE OF CONDUCT

The Code of Conduct is available on the website of the Company 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.

Adherence to ethical to ethical professional conduct is a must for every employee, including Board members and senior management personnel of PTL Enterprises Limited. 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 also forms part of the Code of Conduct.

SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The Independent Directors of the Company met separately on 18th March, 2019 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.

Detail reason for resignation of Mr. Akshay Kumar Chudasama (Independent director)

Mr. Akshay Kumar Chudasama (Independent director) has resigned w.e. f. 22.11.2018 before the expiry of his tenure due to personal reasons and work constraints , there were no any material reasons except mention earlier.

COMMITTEES OF THE BOARD

PTL has five Board level committees:

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

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 of Committee

As on March 31, 2019, the Audit committee comprises of the following 3 Members:

- 1. Mr. U.S. Anand (Chairman)
- 2. Mr. Neeraj Kanwar
- 3. Mr. B.K. Singh

Meetings and Attendance

During the financial year 2018-19, the Audit Committee met 4 times on 10.05.2018, 31.07.2018, 12.11.2018 and 05.02.2019. 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. U.S. Anand	Independent Director	Chairman	4	4
Mr. Neeraj Kanwar	Non - Independent Director	Member	4	3
Mr. B.K. Singh	Independent Director	Member	4	4

The KMP responsible for the finance function, the internal auditors 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 31.07.2018 to answer shareholders` queries.

Terms of reference of Audit committee

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:
 - i. 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.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the Management.
 - iv. Significant adjustments made in the financial statements arising out of audit finding.
 - v. Compliance with listing and other legal requirements relating to financial statement.
 - vi. Disclosure of any related party transactions
 - vii. 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.

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.
12. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review the functioning of the Whistle- Blower mechanism.

14. 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.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
16. Review and monitor the Auditor's independence, performance and effectiveness of Audit process.
17. Approval or any subsequent Modification of transactions of the company with related parties.
18. Scrutiny of inter- corporate loans and investments.
19. 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 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

Constitution of Committee

The Board of Directors had constituted a Remuneration Committee in the year 2014. The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

Composition of Committee

As on March 31, 2019, the Nomination and Remuneration Committee comprises of the following 4 Members:

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

Meetings and Attendance

During the financial year 2018-19, the Nomination and Remuneration Committee met twice on 10.05.2018 and 05.02.2019.

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. U.S. Anand	Independent Director	Chairman	2	2
Mr. Onkar S. Kanwar	Non Independent Director	Member	2	2
Mr. Neeraj Kanwar	Non Independent Director	Member	2	2
Mr. B.K. Singh	Independent Director	Member	2	2

The Chairman of the committee attended the annual general meeting (AGM) held on 31.07.2018 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 decide the remuneration of consultants engaged by the Committee.
6. 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.
7. Considering, approving and recommending to the Board changes in designation and increase in salary of the Directors, KMP and other employees.
8. 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.

NON-EXECUTIVE DIRECTORS (INCLUDING INDEPENDENT DIRECTORS)

All the non executive directors including the Independent Directors only received the sitting fees during the F.Y. 2018-19.

In accordance with the relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, 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.

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 Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the Listing Agreement, the performance evaluations 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.

REMUNERATION OF DIRECTORS, KMP/OTHER EMPLOYEE

On the appointment or re-appointment of Managing Director, Whole-time Director and KMPs, the Committee will recommend to the Board for their approval, the remuneration to be paid to them. The Committee shall recommend to the Board, all remuneration to be paid to the Senior Management Personnel. The remuneration to all other employees shall be as per HR policy of the Company.

The annual increment of remuneration for Managing Director/ Whole-time Directors shall be made on the basis of the resolution approved by the shareholders. The annual increment in Salary of KMP (other than Managing Director/ Whole-time Directors), Senior Management Personnel shall be recommended by the Committee to the Board. The annual increment in Salary for all other employees shall be made 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:

GENERAL

Nomination and Remuneration Committee shall recommend to the Board for its approval, 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.

The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

REMUNERATION TO NON EXECUTIVE DIRECTORS

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 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.

REMUNERATION OF KMP 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 be 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.

Payment of Remuneration/ sitting fee to KMP etc.

(i) NON EXECUTIVE DIRECTORS

Details of sitting fees paid to the Directors (Non Executive) for the financial year 2018-2019 is as under:

(₹in Lakhs)

Name of the Director	Sitting Fees	Salary & Perquisites	Superannuation Fund	Commission	Total
Mr. Onkar S Kanwar	2.20	0	0	0	2.20
Mr. Neeraj Kanwar	2.20	0	0	0	2.20
Mr. Akshay Chudasama	0.95	0	0	0	0.95
Mr. B.K. Singh	2.55	0	0	0	2.55
Mr. Harish Bahadur	2.20	0	0	0	2.20
Mr. Sanjay M Kaul*	0.25	0	0	0	0.25
Ms. Shivi Mohan Rastogi	0.90	0	0	0	0.90
Mr. U.S. Anand	3.80	0	0	0	3.80
Mr. Sunil Tandon	0.45	0	0	0	0.45
Total	15.50	-	-	-	15.50

*Sitting Fee paid to Govt. of Kerela

Apart from payment of sitting fee for attending the meetings of the Board/Committee of Directors, no other remuneration has been paid to the Directors.

During 2018-19, the Company did not advance any loan to any of its Directors.

During the year, there were no other pecuniary relationship of transactions of Non executive directors vis a vis the company. The Company has not granted any stock option to its non Executive directors and

Only sitting fee was paid to all Non executive directors, they are not liable to pay any remuneration apart from sitting fees.

(ii) EXECUTIVE/CFO/KMP/COMPANY SECRETARY

Details of salary paid to the KMP's for the financial year 2018-2019 is as under:

(in ₹)

Name	Sitting Fees	Salary & Perquisites	Superannuation Fund	Commission	Total
Mr. Anil Kumar Sriwastawa (CFO)	0	20,11,740	0	0	20,11,740
Mr. Pradeep Kumar (CS)	0	28,43,016	0	0	28,43,016
Mr. P Syamkumar (Manager)	0	15,65,892	0	0	15,65,892
Total	0	6,420,648	0	0	6,420,648

Service of Contract

pursuant to Section 203 and 2(49) of the Companies Act, 2013 and other applicable laws, Mr. Syamkumar P. was appointed as Manager for a term of period of 5 years with effect from 10.05.2018 with terms & conditions

C) STAKEHOLDERS' RELATIONSHIP/GRIEVANCES COMMITTEE

Composition of Committee

As on March 31, 2019, the Stakeholders Relationship/Grievances 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 financial year 2018-19, the Stakeholders' Relationship Committee met 3 times on 12.04.2018, 19.07.2018 and 02.11.2018. The time gap between any two meetings was less than four months.

The details of attendance of Stakeholders' Relationship committee meetings are as under:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Onkar S. Kanwar	Non Executive Director	Chairman	3	3
Mr. Neeraj Kanwar	Non Executive Director	Member	3	1
Mr. Harish Bahadur	Non Executive Director	Member	3	3
Mr. U.S. Anand	Independent Director	Member	3	3

Mr. Pradeep Kumar, Company Secretary and compliance officer, is Secretary to the committee.

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)
- 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

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**Composition of Committee**

As on March 31, 2019, 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 financial year 2018-19 the committee met 1 times on 10.05.2018. 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 General health awareness activity
- 2 Apiculture project in Kalamassery
- 3 Terrace farming project in Kalamassery
- 4 Community solid waste management project; Baseline
- 5 Biodiversity- Science park maintenance
- 6 Soft skill Development Training program
7. Pond management project

The formal CSR policy of the Company is available on the website of the Company www.ptlenterprise.com.

E) RISK MANAGEMENT COMMITTEE

Composition of Committee

As on March 31, 2019, the Risk Management Committee consists of the following members:

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

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.

To perform such other functions as may be deemed or prescribed fit by the Board

INVESTOR GRIEVANCE REDRESSAL

During the Financial Year 2018-19, the Status of the Complaint received/solved as follows:

Complaints pending as on 1st April, 2018	Complaints received during the year	Complaints disposed off during the year	Complaints pending as on 31st March, 2019
0	0	0	0

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.

GENERAL BODY MEETINGS

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

Financial Year	Category	Location of the meeting	Date	Time
2015-16	Annual General Meeting	Willingdon Hall, Vivanta Malabar (Taj), Willingdon Island, Kochi (Kerala).	08.08.2016	02.00 PM
2016-17	Annual General Meeting	Aangan, 5th Floor, Bharat Tourist House (BTH), D H Road, Gandhi Square, Kochi, Kerala	05.07.2017	11.00 A.M
2017-18	Annual General Meeting	Willingdon Hall, Vivanta Malabar (Taj), Willingdon Island, Kochi (Kerala).	31.07.2018	02.30P.M.

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

1. No Special resolution was passed in the Annual General Meeting for the year 2015-16
2. In the Annual General Meeting for the year 2016-17, Special Resolution was passed approving, Lease Agreement(Pursuant to the provisions of Section 180(1)(a), Section 188 of the Companies Act, 2013) dated

05.07.2017 with Apollo Tyres limited, for the extension Lease Agreement between the Company and Apollo Tyres limited from 01.04.2014 to 31.03.2030, on the lease rental of Rs. 60 Crore per annum was ratified and the Lease Rental from ₹ 50 Crore p.a. was enhanced to ₹ 60 Crores p.a. with Apollo Tyres Limited (Lessee, which is a related party to the company) for the remaining period of lease agreement.

3. No Special resolution was passed in the Annual General Meeting for the year 2017-18

Resolution passed through Postal Ballot

Resolution passed during FY 2019 : Pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and administration) Rules, 2014, the Company had conducted the following voting through Postal Ballot (Including Electronic Voting) and sent the Postal Ballot form to members. The following resolutions were passed through Postal Ballot:-

Pursuant to the requirement of Sub-Regulation 17(1A) in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies (Amendment) Act, 2017 w.e.f. 12.09.2018 : In view of said regulation, continuation of Mr. Onkar S. Kanwar and Mr. U.S. Anand, who have attained the age of 76 and 75 years respectively and thereafter shall require the approval of members by way or a Special Resolution.

1. Continuation of Mr. Onkar Kanwar as a Non-Executive Independent Director

Last Date of Dispatch of Postal Ballot Forms	Items approved by the shareholders	Date of Passing of Resolution	Ordinary/ Special Resolution
November 5th, 2018	Continuation of Mr. Onkar Kanwar (DIN 00058921) as Non Executive Director	January 5th, 2019	Special Resolution

Voting Pattern of the resolution passed through Postal Ballot, are as follows:

Continuation of Mr. Onkar S. Kanwar (DIN 00058921) as an Non Executive director

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	5	55	60
Total number of votes	4300	46544317	46548617
Total number of valid votes	4300	46544317	46548617
Votes cast in favour of the Resolution	4300	46542804	46547104
Votes cast against the Resolution	0	1513	1513
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

2. Continuation of Mr. U.S. Anand as a Non-Executive Independent Director

Last Date of Dispatch of Postal Ballot Forms	Items approved by the shareholders	Date of Passing of Resolution	Ordinary/ Special Resolution
November 5th, 2018	Continuation of Mr. U.S. Anand (DIN 02055913) as Non Executive Director	January 5th, 2019	Special Resolution

Voting Pattern of the resolution passed through Postal Ballot, are as follows:

Continuation of Mr. U. S. Anand (DIN 02055913) as an Non Executive director

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of the Resolution	4300	46545163	46549463
Votes cast against the Resolution	0	1913	1913
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Pursuant to the provisions of section 13 and 14 of the Companies Act, 2013 and all other applicable provisions.

3. Adoption of mandatory and non-mandatory new set of Memorandum of Association (MOA)

Last Date of Dispatch of Postal Ballot Forms	Items approved by the shareholders	Date of Passing of Resolution	Ordinary/ Special Resolution
November 5th, 2018	Adoption new set of Memorandum of Association	January 5th, 2019	Special Resolution

Voting Pattern of the resolution passed through Postal Ballot, are as follows:

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of the Resolution	4300	46546013	46550313
Votes cast against the Resolution	0	1063	1063
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

4. Adoption of new set of Articles of association (AOA)

Last Date of Dispatch of Postal Ballot Forms	Items approved by the shareholders	Date of Passing of Resolution	Ordinary/ Special Resolution
November 5th, 2018	Adoption of new set of Articles of association (AOA)	January 5th, 2019	Special Resolution

Voting Pattern of the resolution passed through Postal Ballot, are as follows:

Particulars	Physical	E-voting	Total
Number of Postal Ballots received	5	57	62
Total number of votes	4300	46547076	46551376
Total number of valid votes	4300	46547076	46551376
Votes cast in favour of the Resolution	4300	46545773	46550073
Votes cast against the Resolution	0	1303	1303
Number of invalid Postal Ballots	0	0	0
Number of invalid votes	0	0	0

Person who conducted the Postal Ballot exercises:

RSMV & Co

Manoj Sharma

Practicing Company secretary

Scrutinizer

PROCEDURE FOR POSTAL BALLOT

Where a Company is required or decides to pass any resolution by way of Postal Ballot, it shall send a notice to all the shareholders, along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a Postal Ballot because Postal Ballot means voting by post or through electronic means within a period of thirty days from the date of dispatch of the notice. Your Company has followed the aforesaid procedure stipulated in the Companies Act, 2013 and has carried out Postal Ballot for the item mentioned above.

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 Business Standard and in a Malayalam language newspaper in the State of Kerala.

Full version of the Annual/ Quarterly, Results, Report etc. for FY 2018-19 containing inter-alia, audited Financial Statements, Directors Report (including Management Discussion and Analysis, Corporate Governance 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.

Website: The Company's website 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 corporate. 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 exclusively for investor servicing, and the same is prominently displayed on the Company's website www.ptlenterprise.com.

INVESTOR RELATIONS

Investor Relations (IR) at PTL aims at providing accurate, transparent and timely information to the investors and serves 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

GENERAL SHAREHOLDER INFORMATION

Company Registration Details

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

ANNUAL GENERAL MEETING

Day	: -	Tuesday
Date	: -	July 30, 2019
Time	: -	02.00 P.M.
Venue	: -	Lake Side Hall Bolgatty Palace & Island Resort KTDC Ltd. Mulavukad P.O. Kochi- 682504

FINANCIAL YEAR (CALENDAR): 2019-20

Financial Reporting will be as follows:

- First Quarter- on or before August 14, 2019
- Half Yearly- on or before November 14, 2019
- Third Quarter- on or before February 14, 2020
- Fourth Quarter and Annual- on or before May 30, 2020

BOOK CLOSURE

The dates of Book Closure are from 19th July, 2019 (Friday) to 30th July, 2019 (Tuesday) (Both days are inclusive).

DIVIDEND PAYMENT

Final Dividend of ₹ 1654.71 lakhs per equity share of ₹ 2.5/- each for the financial year 2018-19 has been recommended by the Board of Directors to shareholders for their approval. The same shall be paid on or after 30th July, 2019 but within the statutory time limit.

DATES OF TRANSFER OF UNCLAIMED DIVIDEND

Pursuant to Section 125 of the Companies Act, 2013, unclaimed dividend for the financial year 2009-10 was transferred to the general revenue account of the Central Government/investor education and protection fund (IEPF) established by the Central Government on 28.08.2017.

The unclaimed dividend for the financial year 2011-2012 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 31.03.2018 are also available on the website of the Company 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
2011-2012	Final	50.00	08.08.2012	07.09.2019
2012-2013	Final	50.00	06.08.2013	05.09.2020
2013-2014	Final	50.00	29.09.2014	28.10.2021
2014-2015	Final	50.00	10.08.2015	09.09.2022
2015-2016	Final	50.00	08.08.2016	07.09.2023
2016-2017	Final	62.50	05.07.2017	05.08.2024
2017-2018	Final	100.00	31.07.2018	30.08.2025

UNCLAIMED/ UNDELIVERED SHARE CERTIFICATES

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	817	792290
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	4	152400
4	Number of shareholders along with shares held to whom shares were transferred from the suspense account during the year	4	152400
5	Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year	814	639890

TRANSFER OF SHARES TO IEPF

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 ("Act") read with Rule 6 (3) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules 2016") (as amended from time to time) ("Rules") and Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 24486 number. of shares (including 11 shares in CDSL, 25 shares in NSDL, 24450 shares in Physical Form) were transferred to the Investor Education and Protection Fund Authority. The voting rights of these shares shall remain frozen till the rightful owner of such shares claims the shares.

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 2018-19 to NSE and BSE has been paid.

*BSE Bombay Stock Exchange Ltd

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001

**NSE- National Stock Exchange of India Ltd

Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051

PTL's Stock Exchange codes –

ISIN No	INE034D01031
BSE Stock Code	509220
NSE	PTL

EQUITY EVALUATION DURING THE YEAR

As on March 31, 2019 the paid up equity share capital of the Company was ₹ 132377000 /- consisting of 66188500 equity shares of ₹ 2/- each.

STOCK MARKET PRICE DATA FOR THE FINANCIAL YEAR 2018-19

The Company's share price on NSE and Nifty Index

Month	NSE		Nifty Index		
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)
April, 2018	53.00	46.30	329416	10759.00	10111.30
May, 2018	51.25	36.00	569326	10929.20	10417.80
June, 2018	44.90	38.30	260724	10893.25	10550.90
July, 2018	46.50	39.45	496907	11366.00	10604.65
August, 2018	45.00	41.50	439418	11760.20	11234.95
September, 2018	46.00	42.10	261600	11751.80	10850.30
October, 2018	51.00	42.55	278552	11035.65	10004.55
November, 2018	50.00	44.50	253777	10922.45	10341.90
December, 2018	51.20	47.40	273596	10985.15	10333.85
January, 2019	54.00	48.50	468906	10987.45	10583.65
February, 2019	53.80	49.55	287006	11118.10	10585.65
March, 2019	55.55	50.15	300410	11630.35	10817.00

The Company's share price on BSE and Sensex

Month	BSE		Sensex		
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)
April, 2018	53.95	47.2	80222	35213.3	32972.56
May, 2018	58.00	48.3	164797	35993.53	34302.89
June, 2018	54.00	48.05	61421	35877.41	34784.68
July, 2018	53.60	45.35	171987	37644.59	35106.54
August, 2018	52.90	46.35	87048	38.989.65	37128.99
September, 2018	52.00	40.50	71596	38934.35	35985.63
October, 2018	48.00	39.50	80308	36616.64	33291.58
November, 2018	49.70	40.75	24512	36389.22	34303.38
December, 2018	45.80	40.25	25579	36554.99	34426.29
January, 2019	45.00	39.10	96601	36701.03	35375.51
February, 2019	40.55	36.00	34981	37172.18	35287.16
March, 2019	42.75	37.35	41806	38748.54	35926.94

REGISTRAR AND TRANSFER AGENT

Securities and Exchange Board of India (SEBI), through its Circular No. D& CC/FFTC 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

Alankit Heights, 1/13, 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 authorized officers of the Company. Such transfers take place on weekly basis. A summary of all the transfers/ transmissions etc. so approved by authorized 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and files a copy of the same with the Stock Exchanges.

DISTRIBUTION OF SHAREHOLDING

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class on March 31, 2019 along with the top 10 shareholders of the Company is given below:

Shareholding pattern by size as on March 31, 2019

Share Holding of nominal value of ₹	Shareholders		Shareholding	
	Number	% to Total	Number	% to Total
1-5000	10967	97.94	4099778	5.19
5001-10000	117	1.05	845926	1.28
10001-20000	56	0.50	779590	1.18
20001-30000	21	0.19	528982	0.80
30001-40000	6	0.05	204473	0.31
40001-50000	5	0.05	229341	0.35
50001-60000	5	0.05	382206	0.58
100001- to above	20	0.18	59118204	89.32
TOTAL	11197	100.00	66188500	100.00

Shareholding Pattern by ownership-

Table I - Summary Statement holding of specified securities						
Category (I)	Category of shareholder (II)	No. of Shares Underlying Outstanding convertible securities (X)	No. of Warrants (Xi)	No. of Shares Underlying Outstanding convertible securities & No. of Warrants) (X)	shareholding, as a % of Equity capital	Number of equity shares held in dematerialized form (XIV)
(A)	Promoter & Promoter Group	-	-	-	69.82	46215399
(B)	Public	-	-	-	30.18	19302208

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, 2019, 98.21% 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:

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

ADDRESS FOR CORRESPONDENCE

For share transfer / dematerialisation of shares,
payment of dividend and any other query relating
to the shares

Alankit Assignments Limited
Alankit Heights,
1E/13, Jhandewalan Extension,
New Delhi – 110055. INDIA
Tel: + 91-11- 42541234 / 42541958
Fax: + 91-11-42541201 / 23552001
Email: lalitap@alankit.com Website: www.alankit.com

Chief Compliance Officer

Mr. Pradeep Kumar
Company Secretary,
PTL Enterprises Ltd,
Apollo House, Institutional Area, Sector 32,
Gurugram - 122001.
Tel: 0124 – 2383002, 2383003
Fax: 0124 – 2383021, 2383017

Company's Registered Office Address

3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036

PLANT LOCATIONS

Kerala	Kalamassery, Alwaye, Kerala – 683104
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Other Disclosure

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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The policy has been disclosed on the website of the Company at <https://www.ptlenterprise.com/codes-and-policies.html>.

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, where ever necessary.

A confirmation as to material Related Party Transactions as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, is sent to the Stock Exchanges along with the quarterly compliance report on Corporate Governance.

SUBSIDIARY COMPANIES

The Company does not have any Subsidiary Company.

DISCLOSURES BY SENIOR MANAGEMENT & KMPS

The senior management personnel make disclosures to the Board periodically regarding

1. their dealings in the Company's share; and
2. 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

DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Company has followed prescribed Indian Accounting Standards 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.

Company is regular in filing all the required documents as per SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. The company has also complied with the requirements specified in Regulation 17 to 27 relating to corporate Governance under SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015. In terms of the provisions of the Regulation 46 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 and companies Act, 2013, Company has maintained proper working website and has uploaded all the required documents.

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.

Adoption of mandatory and non-mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

The Company has complied with all mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. The Company has adopted following non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015:-

- a) Risk Management Committee
- b) Reporting of Internal Auditors (The Internal Auditors of the Company report directly to the Audit Committee)

CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has received a certificate from a Company secretary in practice confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of the Corporate affairs or any such statutory authority. (Annexure A)

TOTAL FEE PAID TO THE STATUTORY AUDITOR

An amount of ₹ 4.35 lakh p.a. was paid to statutory auditor for all services provided to the company.

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.

During the Financial Year 2018-19, the Status of the Complaint received/solved as follows:

Complaints pending as on 1st April, 2018	Complaints received during the year	Complaints disposed off during the year	Complaints pending as on 31st March, 2019
0	0	0	0

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.

CFO AND MANAGER CERTIFICATION

The CFO and Manager Certification on the financial statements, as per Regulation 17 (8) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Annexure B).

COMPLIANCE CERTIFICATE:

Compliance certificate from a Practicing Company Secretary regarding compliance of conditions of corporate governance. (Annexure C)

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, 2019.

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 2018-19. The Board has accepted all the recommendations of the Committees which were mandatorily required.

For and on behalf of the Board of Directors

Place: Gurugram
Date: 09.05.2019

Sd/-
(Onkar S Kanwar)
Chairman

CERTIFICATE

(AS PER CLAUSE 10(I) OF ANNEXURE V READ WITH REGULATION 34 (3) AND 53(F)
OF SEBI ((LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015, AS AMENDED FROM TIME TO TIME)

We have examined:

- the draft report of the Corporate Governance of the Board of Directors of M/s. PTL Enterprises Limited (CIN No. L25111KL1959PLC009300) having its Registered Office at 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi Ernakulam Kerala - 682 036 for the Financial Year 2018-19;
- the records / documents produced to us for examination;
- the Directors' master data of the company, as available in the website of the Ministry of Corporate Affairs (MCA);
- the lists of disqualified directors published by the MCA from time to time on its website; and

On the basis of the above examination, we hereby certify that none of the Directors on the Board of the PTL Enterprises Limited has been debarred or disqualified from being appointed or continuing as directors of Companies by the Security and Exchange Board of India /Ministry of the Corporate Affairs or any such statutory authority.

This certificate is issued for the limited purpose of attaching with the Corporate Governance Report of the Company as prescribed by SEBI in terms of the Regulations mentioned above.

This certificate is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **RSMV& Co.**
Company Secretaries

Place: New Delhi
Dated: 09.05.2019

(**V. Ramsamy**)
Partner
FCS : 6191 ; CP : 6618

CEO AND MANAGER CERTIFICATE

[Under Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

To

The Board of Directors

PTL Enterprises Ltd

Dear Sir/ Madam,

Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to certify here as under that—

- 1) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2019 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 31.03.2019 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 31.03.2019;
 - 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.

Place : **Gurugram**
Dated: **9th May, 2019**

Sd/-
ANIL SRIWASTAWA
(CFO)

Sd/-
SHYAM KUMAR P
(MANAGER)

**CERTIFICATE OF COMPANY SECRETARY IN PRACTICE REGARDING COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

To

The Members

PTL Enterprises Limited,

We have examined the compliance of conditions of Corporate Governance by PTL Enterprises Limited for the period April 1, 2018 to March 31, 2019, as stipulated in Regulations 17 to 27, clause (b) to (i) of sub-regulations (2) of Regulations 46 and paragraphs C,D and E of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was 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 subject to the opinion as given in the secretarial audit report issued for the year ended 31st March 2019 and the Corporate Governance report.

The Company has not received any complaint from Investor's through SEBI/ Stock Exchanges as on March 31, 2019.

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 Manoj Sharma & Associates

COMPANY SECRETARIES

(Manoj Sharma)

FCS :7516 CP :11571

Place: New Delhi

Date: 09-05-2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INTRODUCTION AND INDIA MARKET OVERVIEW

After strong growth in 2017 and early 2018, global economic activity slowed notably in the second half of last year, reflecting a confluence of factors affecting major economies. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. The euro area economy lost more momentum than expected as consumer and business confidence weakened and car production in Germany was disrupted by the introduction of new emission standards; investment dropped in Italy as sovereign spreads widened; and external demand, especially from emerging Asia, softened. Elsewhere, natural disasters hurt activity in Japan.

Conditions have eased in 2019 as the US Federal Reserve signaled a more accommodative monetary policy stance and markets became more optimistic about a US–China trade deal, but they remain slightly more restrictive than in the fall.

India's economy in 2019 gained momentum as a result of the stabilization of Goods and Services Tax (GST) and India opening up more to foreign investors. The year 2018 witnessed quick recovery and India's growth accelerated to an estimated 7.3 per cent for 2018 - 19. The economy regained after a temporary slowdown due to demonetisation and the implementation of GST. Economic activity continued to recover with strong domestic demand and increase in consumption remained a major contributor to this growth. India emerged as the fastest growing major world economy in 2018 despite increased global vulnerabilities, such as rising oil prices, escalated trade wars between global partners, and the US monetary shutdown. During the year 2018, India made some important strides. It climbed another 23 points in the World Bank's ease of doing business index to the 77th position, for the first time.

AUTO SEGMENT

Despite the 7% plus growth rate of the Indian economy, the automobile segment failed to get traction hitting multiple speed breakers and was forced to shift gear to the slow growth lane. Liquidity concern and crunch, uncertainty around the forthcoming elections, price hikes, mandatory insurance, etc. took a toll on the Indian automobile market as it grew by 5.2% in FY2019 compared to strong 14.2% and 6.8% in FY2018 and FY2017 respectively. The passenger vehicle (PV), the poster child of Indian automobile, sputtered as it moved to the slow lane and posted a 2.7% growth rate, against a 7.9%, 9.2% and 7.2% for the previous three fiscals. Despite several product launches during the fiscal, sales failed to rev up, especially in the second half of the year. However, it is interesting to note that the overall value of purchase has gone up with customers upgrading from entry level hatchback to premium hatchbacks and compact SUVs. While commercial vehicle (CV) continued to be on a strong footing as it grew by 17.5% for the fiscal, two wheelers saw a sharp drop in growth to 4.9% as against 14.8% in the previous fiscal.

However, like FY2018, the auto sector continued to post strong numbers on the Exports front. Overall Exports in FY2019 grew by 14.5% as against 16% for FY2018 and a negative growth of 4% for FY2017. The growth was led by three wheelers which grew at a whopping 49% and two wheelers which grew by 16.5%.

TYRE SEGMENT

As the economy stepped back in the 7% plus zone and despite the slow growth by the overall automotive sector, the tyre industry had a good run during FY2019. The Automotive Tyre Manufacturers' Association has not shared any industry-specific numbers for FY2019. However, as per the estimates by ICRA, the revenue growth for tyre industry was pegged at 14-15% for the fiscal, with operating margin and net margin of 14% and 7% respectively. The CV industry, aided by good monsoon and an uptick in the economy, followed a growth path in line with the auto industry. The CV segment continues to account for the highest value within the industry.

INDUSTRY STRUCTURE AND DEVELOPMENTS

INDIA

The Indian tyre industry is directly dependent on the auto industry and any changes in the auto industry have an impact on the industry. For instance, new axle load norms were introduced in early part of FY2019 and this led to a drop in the vehicle demand in the second half of the year with a consequent hit on the tyre sales to the CV OEMs. Again the NonBanking Financial Company (NBFC) liquidity crunch impacted the truck purchases of small fleet operators and directly impacted the OEM sales in the industry. In FY2018, the government had introduced anti-dumping duty on Chinese tyres leading to drop in imports.

During the year, imports did not see a growth indicating that customers were looking at other factors rather than price. In the PV segment, one of the key trends visible was the continued Uberization phenomenon. With the success of ride-hailing services like Uber and Ola and availability of public transport, customers continued to postpone purchase of their second car and instead opted for higher value car as their first car. This is further validated by the fact that the demand for Compact SUV segment and premium cars/ premium hatchback and consequently demand for such tyres continued unabated during the year.

Concerns around raw material, especially natural rubber, continued to plague the industry. The production of natural rubber in India has been continuously dropping in the last 10 years, even as consumption has been on the increase. This has led to a huge demand-supply mismatch. During FY2019, the problem was further compounded by the Kerala floods. Over the years, other factors have added to the woes of the industry. Export obligation period has been reduced from 18 months to six months and the pre-import clearance has been made mandatory. Finally, only two ports, JNPT and the Chennai Port, have been permitted and there are now port restrictions in other ports. Further the industry continues to grapple with the inverted duty structure. While import of natural rubber is an option, the current inverted duty structure taxes imports of natural rubber at a higher rate of 25% compared that of finished tyre which has a duty of less than 10%. Beyond natural rubber, the variation in oil prices along with the weakening of the rupee against the US Dollar by 8% also added to the increase in raw material costs.

OPPORTUNITIES AND THREATS

SWOT Analysis

Strengths

- Tyre manufacturing facility leased to Apollo Tyres Ltd—a global player.
- Apollo Tyres has the advantage of a diversified market base across geographies and therefore, it is not dependent on the Indian market alone. Further, the Company working towards establishing and growing operations in other large markets.
- Experienced team of workers.
- Fixed Income from 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.
- Dependence on Apollo Tyres Limited.

Opportunities

- Production of Apollo Tyres leading to technology up gradation.
- Diversification into other sector through new investments.

Threats

- Economic downturn or slowdown in the key markets (India and Europe) can lead to
- decreased volumes and capacity utilisation.

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 sold/exported by Apollo Tyres Ltd.

OUTLOOK

According to IMF estimates, the world economy will grow 3.3% in 2019, the weakest since 2009, when the world economy shrank. However, the growth will pick up in 2020 to 3.6%. The slow growth in the global economy is due to the fall in the growth rate from 2.2% to 1.8% in the Advanced Economies. Nevertheless, the emerging and Markets and Developing Economies will continue to grow around 4.4%, albeit a tad slow than that of 2018 at 4.5%. As per the projections of the European Commission, the entire EU's GDP growth is expected to slow to 1.5% in CY2019, before rising slightly to 1.7% in CY20. Despite the negative outlook, the tyre industry is expected to be relatively stable for the year ahead. It is expected that the all-season tyres will continue to grow. There placement market for truck is another segment which should see good growth numbers.

INDIA

As per estimates from IMF, India's growth is expected to accelerate moderately to 7.5% in FY2020, driven by continued investment, improved export performance and resilient consumption. However, as per guidance from SIAM, the automobile sector in FY2020 will continue to be muted for PV sales and estimates the year to end with 5% growth over FY2019. While the first half of FY2020 is expected to remain tepid due to elections, the industry can expect a rise in demand in the second half of the year. With BS-VI coming into play in FY2021, the industry is gearing for a jump in prices by around 10-15% for petrol vehicles and around 20-25% for diesel variants. It is expected that customers will prepone buying thus boosting demand in second half of FY2020.

According to rating agency ICRA, the domestic tyre demand is expected to grow in the range of 7-9% over the five year period between FY2019 to FY2023. This will be hand in hand with investments made by the industry players over the same time frame. Moreover, a forecast of normal monsoon for 2019 will support the CV and Agriculture businesses especially for the replacement business given the uncertainties of an election year.

RISK AND CONCERNS

The Company has in place a robust risk management framework that identifies and evaluates business risks and opportunities. The Company recognises that these risks need to be handled effectively and mitigated to protect the interest of the shareholders and stakeholders, to achieve business objectives and create sustainable value and growth. The Company's Risk Management processes focus on ensuring that these risks are identified promptly; and a mitigation action plan is identified and monitored periodically to ensure that the risks are being addressed accordingly. The Company's Risk Management framework operates with the following objectives:

- Proactively identify and highlight risks to the right stakeholders
- Facilitate discussions around risk prioritisation and mitigation
- Provide a framework to assess risk capacity and appetite; develop systems to warn when the appetite is getting breached

Demand in the tyre industry is dependent on economic growth and/or infrastructure development. Any slowdown in the economic growth across regions impacts the industry fortunes.

Slower increase in radialisation level in truck tyre segment, than expected, may impact production. At the same time, an unexpected quicker increase in the level of radialisation can result in faster redundancy of cross ply capacities and create a need for fresh investments.

INFORMATION TECHNOLOGY /INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES

The Company believes that internal controls is one of the key pillars of governance, which provides freedom to the management within a framework of appropriate checks and balances. There is an established internal control system in place for the Company. 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 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 Indian accounting standards (INDAS). 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.

₹ in Lakhs

S. No.	Particulars	Year Ended	
		31.03.2019	31.03.2018
1.	Total Income	6613.33	7146.72
2.	Total Expenditure before Finance Cost and Depreciation	473.80	357.14
3.	Operating Profit	6139.53	6789.58
4.	Finance Cost	191.74	613.65
5.	Depreciation	121.34	118.53
6.	Profit Before Tax	5826.45	6057.40
7.	Provision for Tax		
	- Current	1695.75	1574.39
	- Deferred	145.36	(100.38)
8.	Profit after Tax/ Net Profit	3985.34	4583.39
9.	Extraordinary Item	NIL	NIL
10.	Net Profit after Extraordinary Items	3985.34	4583.39

MATERIAL DEVELOPMENT IN HUMAN RESOURCES /INDUSTRIAL RELATIONS

The Company' workers are 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.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS:

PARICULARS	2018-19	2017-18
Current Ratio	0.12	1.35

The decrease in current ratio was mainly attributable to increase in non current Investment in current year.

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

PARICULARS	2018-19	2017-18
Return on Net Worth	8.30%	10.10%

The decrease in return on net worth was mainly attributable to lower net profits in current year.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

PTL ENTERPRISES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of PTL ENTERPRISES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("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 state of affairs of the Company as at 31st March, 2019, its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were discussed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matter	Auditor's Response
1	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes C5(a) to the Ind AS Financial Statements.</p>	<p>Principal Audit Procedures</p> <p>We obtained details of completed tax assessments and demands till the year ended March 31, 2019 from the management. We involved our internal experts to evaluate the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. We met with management's tax team to understand the status of all significant provisions, and any changes to management's judgements in the year. We read correspondence with tax authorities and Company's external tax advisors/lawyers to evaluate our assessment of recorded estimates and evaluate the completeness of the provisions recorded and whether any change was required to management's position on these uncertainties.</p>

Information other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", 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 it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its manager in accordance with the provisions of section 197 read with Schedule V to the Act. The Company has not paid any remuneration to its directors during the year ended 31st March, 2019.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note C5(a) to the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SCV & Co. LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 000235N/N500089

Place: Gurugram
Dated: 9th May, 2019

(RAJIV PURI)
PARTNER
MEMBERSHIP No. 084318

Annexure “A” to the Independent Auditors’ Report

Annexure referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our Report of even date.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets verification has been conducted by the management during the year. All the fixed assets of the Company have not been physically verified by the management during the year but there is a regular phased programme of physical verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. Physical verification of inventory has been conducted by the management at reasonable intervals during the year. The discrepancies noticed on verification between the physical stocks and book records, which in our opinion were not material, have been properly dealt with in the books of account.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, 2013 in respect of investment made by it during the year. The Company has not given any loans, given guarantees or security during the year which are covered under provisions of section 185 and 186 of the Companies Act, 2013.
- v. According to the information and explanations provided by the management, we are of the opinion that the company has not accepted any deposits from public covered under section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under. Accordingly, the paragraph 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, the paragraph 3(vi) of the Order is not applicable to the Company.
- vii.(a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it to the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, as on 31st March, 2019 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and on the basis of our examination of the books of account, there are no dues of sales tax or goods and service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.

According to the information and explanations given to us, the following dues of income tax and service tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount involved (₹ in lakhs)*	Amount unpaid (₹ in lakhs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax demand	1565.15	1565.15	2014-2015	Commissioner of Income Tax (Appeals),
Income Tax Act, 1961	Income Tax demand	525.84	525.84	2013-2014	Commissioner of Income Tax (Appeals),
The Finance Act, 1994 (Service Tax)	Service Tax on Lease of Medical Equipment's	34.58	33.29	2012-2013 to 2014-2015	Commissioner of Appeals (Service Tax)
The Finance Act, 1994 (Service Tax)	Service Tax on Lease of Medical Equipment's	3.72	3.47	2015-2016	Commissioner of Appeals (Service Tax)

* Includes interest and penalty wherever mentioned in order

- viii. Based on our audit procedures and on the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Accordingly, paragraph 3(viii) of the Order is not applicable to the Company.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year nor it has raised money by way of term loans. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no fraud by the Company or any material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, provisions of paragraph 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013. Accordingly, provisions of paragraph 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For SCV & Co. LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 000235N/N500089

Place: Gurugram
Dated: 9th May, 2019

(RAJIV PURI)
PARTNER
MEMBERSHIP No. 084318

Annexure “B” To the Independent Auditor’s Report

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of the independent Auditor’s Report of even date to the members of PTL Enterprises Limited on the Ind AS Financial Statements for the year ended March 31, 2019)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of PTL ENTERPRISES LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance

with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SCV & Co. LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No. 000235N/N500089

Place: Gurugram
Dated: 9th May, 2019

(RAJIV PURI)
PARTNER
MEMBERSHIP No. 084318

BALANCE SHEET AS ON MARCH 31, 2019
₹ Lakhs

Particulars	Notes	As on March 31, 2019	As on March 31, 2018
A. Assets			
1. Non-current assets			
(a) Property, plant and equipment	B1	59,357.59	59,477.92
(b) Capital work-in-progress		298.86	-
(c) Financial assets			
i. Investments	B2	7,651.57	4,294.39
ii. Loans	B3	121.49	116.24
(d) Income tax assets (net)	B4	1,329.47	1,285.16
(e) Other non-current assets	B5	43.29	-
Total non-current assets		68,802.27	65,173.71
2. Current assets			
(a) Inventories	B6	-	-
(b) Financial assets			
i. Cash and cash equivalents	B7	67.19	1,738.55
ii. Bank balances other than (i) above	B8	93.46	80.70
iii. Loans	B9	37.06	40.21
(c) Other current assets	B10	1.75	1.44
Total current assets		199.46	1,860.90
Total assets (1+2)		69,001.73	67,034.61
B. Equity and liabilities			
1. Equity			
(a) Equity share capital	B11	1,323.77	1,323.77
(b) Other equity	B12	47,465.40	45,880.73
Total equity		48,789.17	47,204.50
Liabilities			
2. Non-current liabilities			
(a) Financial liabilities			
i. Other financial liabilities	B13	2,251.59	2,086.83
(b) Provisions	B14	898.92	579.74
(c) Deferred tax liabilities (net)	C2	12,219.29	12,238.85
(d) Other non-current liabilities	B15	3,223.26	3,546.30
Total non-current liabilities		18,593.06	18,451.72
3. Current liabilities			
(a) Financial liabilities			
i. Trade payables			
- total outstanding dues of micro enterprises and small enterprises: and		-	-
- total outstanding dues of creditors other than micro enterprises and			
small enterprises	B16	449.94	387.03
ii. Other financial liabilities	B17	606.76	425.07
(b) Provisions	B18	25.55	78.88
(c) Other current liabilities	B19	537.25	487.41
Total current liabilities		1,619.50	1,378.39
Total liabilities (2+3)		20,212.56	19,830.11
Total equity and liabilities (1+2+3)		69,001.73	67,034.61

See accompanying notes forming part of the financial statements

As per our attached Report of even date

For SCV & Co. LLP

 Chartered Accountants
 Firm Regn No. 000235N/N500089

Rajiv Puri
 Partner
 Membership no : 084318

Onkar S. Kanwar
 Chairman
 DIN No.00058921

Harish Bahadur
 Director
 DIN No.00032919

For and on behalf of the Board of Directors

U.S. Anand
 Director
 DIN No.02055913

 Place : Gurugram
 Date : May 09, 2019

Anil K. Sriwastawa
 Chief Financial Officer

Pradeep Kumar
 Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

₹ Lakhs

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
1. Revenue from operations	B20	6,322.15	6,026.42
2. Other income	B21	291.18	1,120.30
3. Total income (1 + 2)		6,613.33	7,146.72
4. Expenses			
(a) Employee benefit expenses	B22	237.37	88.57
(b) Finance costs	B23	191.74	613.65
(c) Depreciation and amortization expense	B1	121.34	118.53
(d) Other expenses	B24	236.43	268.57
Total expenses		786.88	1,089.32
5. Profit before tax (3 - 4)		5,826.45	6,057.40
6. Tax expense			
- Current tax		1,695.75	1,574.39
- Deferred tax		145.36	(100.38)
Total tax expense	C2	1,841.11	1,474.01
7. Profit for the year (5 - 6)		3,985.34	4,583.39
8. Other comprehensive income (OCI)			
(i) Items that will not be reclassified to profit or loss			
(a) Gain / (Loss) on remeasurement of defined benefit plan		(143.90)	(196.22)
(b) Gain / (Loss) on changes in fair value of investment in equity instruments carried at fair value through OCI		(825.82)	297.20
(c) Deferred tax adjustment on revaluation		26.83	(92.00)
(ii) Income tax relating to items (a & b)		138.09	22.52
Other comprehensive income for the year, net of tax		(804.80)	31.50
9. Total comprehensive income for the year (7 + 8)		3,180.54	4,614.89
10. Earnings per equity share (face value of ₹ 2/- each)	C18		
- Basic		6.02	6.92
- Diluted		6.02	6.92

See accompanying notes forming part of the financial statements

As per our attached Report of even date

For SCV & Co. LLP
Chartered Accountants
Firm Regn No. 000235N/N500089

For and on behalf of the Board of Directors

Rajiv Puri
Partner
Membership no : 084318

Onkar S. Kanwar
Chairman
DIN No.00058921

Harish Bahadur
Director
DIN No.00032919

U.S. Anand
Director
DIN No.02055913

Place : Gurugram
Date : May 09, 2019

Anil K. Sriwastawa
Chief Financial Officer

Pradeep Kumar
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

i) Equity Share Capital

Particulars	₹ Lakhs
Balance as on March 31, 2017	1,323.77
Changes in equity share capital during the year	-
Balance as on March 31, 2018	1,323.77
Changes in equity share capital during the year	-
Balance as on March 31, 2019	1,323.77

ii) Other Equity

Particulars	Reserves and surplus					Items of other comprehensive income			Grand Total	
	Capital reserve	Capital redemption reserve	Revaluation reserve	General reserve	Retained earnings	Total	Equity instrument through other comprehensive income	Remeasurement of defined benefit plans		Total
Balance as on March 31, 2017	0.10	49.97	29,584.19	1,700.00	10,970.48	42,304.74	-	(43.12)	(43.12)	42,261.62
Profit for the year					4,583.39	4,583.39			-	4,583.39
Other comprehensive income (net of tax)							262.58	(139.07)	123.51	123.51
Dividend paid					(827.36)	(827.36)			-	(827.36)
Dividend tax paid					(168.43)	(168.43)			-	(168.43)
Deferred tax adjustment on revaluation			(92.00)			(92.00)			-	(92.00)
Transfer / adjustment			(26.83)		26.83	-			-	-
Balance as on March 31, 2018	0.10	49.97	29,465.36	1,700.00	14,584.91	45,800.34	262.58	(182.19)	80.39	45,880.73
Profit for the year					3,985.34	3,985.34			-	3,985.34
Other comprehensive income (net of tax)							(729.63)	(102.00)	(831.63)	(831.63)
Dividend paid					(1,323.77)	(1,323.77)			-	(1,323.77)
Dividend tax paid					(272.10)	(272.10)			-	(272.10)
Deferred tax adjustment on revaluation			26.83			26.83			-	26.83
Transfer / adjustment			(26.83)		26.83	-			-	-
Balance as on March 31, 2019	0.10	49.97	29,465.36	1,700.00	17,001.21	48,216.64	(467.05)	(284.19)	(751.24)	47,465.40

As per our attached Report of even date

For SCV & Co. LLP

Chartered Accountants

Firm Regn No. 000235N/N500089

Rajiv Puri

Partner

Membership no : 084318

Onkar S. Kanwar

Chairman

DIN No.00058921

Harish Bahadur

Director

DIN No.00032919

U.S. Anand

Director

DIN No.02055913

Place : Gurugram

Date : May 09, 2019

Anil K. Sriwastawa

Chief Financial Officer

Pradeep Kumar

Company Secretary

For and on behalf of the Board of Directors

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

₹ Lakhs

		Year ended March 31, 2019	Year ended March 31, 2018
A	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
(i)	Net profit before tax	5,826.45	6,057.40
	Adjustments for:		
	Depreciation and amortization	121.34	118.53
	Profit on sale of property, plant and equipment (net)	(21.36)	(4.31)
	Provision for obsolete stores and spares	-	5.52
	Interest income	(150.50)	(138.74)
	Dividend income	(46.50)	-
	Income on account of financial liabilities measured at amortised cost	(322.15)	(359.75)
	Finance charges	191.74	613.65
	Liabilities/provisions no longer required written back	(72.82)	(948.33)
(ii)	Operating profit before working capital changes	5,526.20	5,343.97
	Adjustments for change in working capital:		
	Loans and other financial assets	(2.10)	(17.78)
	Other non-current assets	-	1.67
	Other current assets	(0.31)	3.83
	Other financial liabilities	141.95	1,082.01
	Trade payable	62.91	(284.76)
	Other non-current liabilities	(0.89)	24.43
	Other current liabilities	122.66	82.56
	Provisions	121.95	61.57
(iii)	Cash generated from operations	5,972.37	6,297.50
	Direct taxes paid (net of refund)	(1,740.06)	(1,544.45)
	Net cash from operating activities	4,232.31	4,753.05
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of property, plant & equipment (including capital work in progress)	(373.45)	(188.77)
	Sale of property, plant & equipment	51.65	527.83
	Investment made in equity shares	(4,183.00)	(3,997.08)
	Interest received	150.50	138.74
	Dividend received	46.50	-
	Net cash used in investing activities	(4,307.80)	(3,519.28)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
	Payment of dividend	(1,323.77)	(827.36)
	Payment of dividend distribution tax	(272.10)	(168.43)
	Net cash used in financing activities	(1,595.87)	(995.79)
	Net (decrease) / increase in cash & cash equivalents (A+B+C)	(1,671.36)	237.98
	Cash & cash equivalents as at beginning of the year	1,738.55	1,500.57
	Cash & cash equivalents as at the end of the year	67.19	1,738.55
	Balances with banks		
	On current accounts	67.19	28.85
	Deposits with original maturity of less than three months	-	1,709.66
	Cash in hand	-	0.04
		67.19	1,738.55

As per our attached Report of even date

For SCV & Co. LLP
Chartered Accountants
Firm Regn No. 000235N/N500089

For and on behalf of the Board of Directors

Rajiv Puri
Partner
Membership no : 084318

Onkar S. Kanwar
Chairman
DIN No.00058921

Harish Bahadur
Director
DIN No.00032919

U.S. Anand
Director
DIN No.02055913

Place : Gurugram
Date : May 09, 2019

Anil K. Sriwastawa
Chief Financial Officer

Pradeep Kumar
Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENT

1 General information:

PTL Enterprises Ltd., (formerly known as Premier Tyres Ltd.) ("PTL") was incorporated as a public limited Company in the year 1959. The Company registered office is situated at 3rd floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi- 682036. The tyres manufacturing facility of PTL at Kalamassery, Kerala, is leased out to Apollo Tyres Limited on long term basis. All production is done by Apollo Tyres Limited. The Company is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

2 Significant accounting policies:

2.1 Basis of preparation and statement of compliance :

The financial statements have been prepared to comply in all material respects with the Notified accounting standard under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on an accrual basis except for certain financial instruments which are measured as fair values at the end of each reporting period as explained in the accounting policies below.

The accounting policies have been consistently applied by the Company except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

Historical Cost is generally based on the fair value of the consideration given in exchange of goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and / or disclosure purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the assets or liabilities either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements were authorised for issue by the Company's Board of Directors on 9th May, 2019.

2.2 Use of estimates and judgements :

The preparation of financial statements in conformity with Ind AS 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.

2.3 Property, plant and equipments (PPE):

Property, plant and equipments 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 PPE 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. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such assets beyond its previously assessed standard of performance.

Tangible assets not ready for the intended use on the date of the balance sheet are disclosed as "Capital work in progress". Leasehold land is amortized over the period of lease proportionately.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

2.4 Intangible assets:

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

Intangible assets are stated at original cost less accumulated amortisation and impairment losses, if any

The intangible assets are amortized over their respective individual estimated useful life on a straight line basis, commencing from the date the asset is available to the Company for its use. The amortization period is reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

2.5 Depreciation:

Depreciation on PPE is provided on the straight-line basis at the rates specified in Schedule II of the Companies Act, 2013.

2.6 Borrowing costs:

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

2.7 Financial instruments:

(i) Initial recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

(ii) Subsequent measurement:

a) Financial assets carried at amortized cost:

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets carried at fair value through other comprehensive income:

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognised in other comprehensive income.

c) Financial assets carried at fair value through profit or loss:

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amount approximate fair value due to the short maturity of these instruments.

e) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

(iii) Derecognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(iv) Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The method used to determine fair value include available quoted market prices and discounted cash flow analysis. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

For financial assets and liabilities maturing within one year from the balance sheet date and which are not carried at fair value, the carrying amounts approximates fair value due to the short maturity of these instruments.

2.8 Classification of financial assets:

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option :

- Business model test : the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows :
- Cash flow characteristic test : the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

2.9 Investments in equity instrument at fair value through other comprehensive income (FVTOCI):

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investment in equity instruments. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

The Company has equity investments in certain entities which are not held for trading. The Company has elected the fair value through other comprehensive income irrevocable option for such investments. Dividend on these investments are recognised in profit or loss.

2.10 Inventories:

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.

2.11 Revenue recognition:

The Company recognises revenue when the Company satisfies a performance obligation by transferring a promised service (i.e., an asset) to a customer. An asset is transferred when the customer obtains control of that asset and it is probable that the Company will collect the consideration to which it will be entitled in exchange for the services that will be transferred to the customer.

Revenue is measured at the transaction price. The transaction price is the amount of consideration, taking into account contractually defined terms of payment and its customary business practice, to which Company expects to be entitled in exchange for transferring promised services to a customer, excluding amounts collected on behalf of third parties i.e excluding taxes or duties collected on behalf of the government.

Other Income:

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

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably).

2.12 Employee benefits:

(i) Short term employee benefits:

All employee benefits due wholly within twelve months of rendering of services are classified as short term employee benefits. Benefits like salaries, wages, leave salary, contribution to provident fund/ employee state insurance contributions etc. paid or payable during the reporting period and the expected bonus expense are recognised as an expense on an undiscounted basis in the period in which the employee renders the related service.

(ii) Long term employee benefits:

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

(iii) Post-employment benefits:

a) Defined contribution plan:

The state governed provident fund scheme, employees' state insurance scheme and employees pension scheme are defined contribution plans. The Company has no obligation, other than the contribution payable to the provident fund scheme, employees' state insurance scheme and employees pension scheme. The contribution paid /payable under the schemes is recognised as an expense during the period in which employee renders the related service.

b) Defined benefit plan:

The company's gratuity is defined benefit retirement plan. The Company's liability towards gratuity is determined using the projected unit credit method which recognises each period of service as giving rise to additional unit of employee benefit entitlement.

The liability is provided based on actuarial valuation certified by consulting actuary. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) relating to retirement benefit plans are recognised in other comprehensive income which are not reclassified to profit or loss in subsequent periods.

2.13 Taxes on income:

The accounting treatment followed for taxes on income is to provide for current income tax and deferred income tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for

current and prior period is the aggregate amount of income tax determined as payable in respect of taxable income for the period, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date. Deferred income tax asset and liability are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred tax are not provided on the undistributed earnings of subsidiaries where it is expected that the earnings of the subsidiary will not be distributed in the foreseeable future. The Company offsets current tax asset and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.14 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 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 statement of profit and loss. Income earned during construction period is deducted from the total of the indirect expenditure.

2.15 Provisions:

- i) Provision is recognised (for liabilities that can be measured by using a substantial degree of estimation) when:**
 - a) the Company has a present obligation as a result of a past events.
 - b) a probable outflow of resources embodying economic benefits is expected to settle the obligation ; and
 - c) the amount of the obligation can be reliably estimated.
- ii) Contingent liability is disclosed in case there is ;**
 - a) possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company : or
 - b) a present obligation arising from past events but is not recognised because :
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation : or
 - (ii) a reliable estimate of the amount of the obligation cannot be made.

2.16 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.

2.17 Impairment:

(i) Financial assets:

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing components is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit and loss.

(ii) Non-financial assets:

Intangible assets and property, plant and equipment:

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment loss to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.18 Earning per share (EPS):

Basic EPS are computed by dividing the net profit or loss for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earning per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.19 Leases:

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Lease under which the risks and rewards incidental to ownership are not transferred to lessee is classified as operating lease.

Company as a lessor:

Amount due from lessees under finance lease are recognized as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases. Rental income from operating leases is recognized on a straight line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern of the users' benefits or the payments to the lessor are structured to increase in line with expected general inflation.

Company as a lessee:

Assets acquired under finance lease are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under an operating lease are recognised as an expense in the statement of profit and loss on straight line basis over the lease term unless another systematic basis is more representative of the time pattern of the users' benefits or the payments to the lessor are structured to increase in line with expected general inflation.

2.20 Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

3 New Standards issued but not yet effective and have not been early adopted:

As set out below, amendments to standards are effective for annual periods beginning on or after April 1, 2019, and have not been applied in preparing these financial statements.

IND AS 116 Leases:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases, and related interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the under-lying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The effective date for adoption of Ind AS 116 is annual periods beginning on or "after April 1, 2019.

The standard permits two possible methods of transition:

Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

Modified retrospective – Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

- its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

- an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods.

The Company is evaluating the requirements of the new standard and its impact, if any, on the financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax

Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition - i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The Company will adopt the standard on April 1, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The Company is evaluating the requirements of the amendment and its impact, if any, on the financial statements.

Amendment to Ind AS 12 – Income Taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

Amendment to Ind AS 19 – Plan amendment, Curtailment or Settlement-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

NOTES FORMING PART OF THE FINANCIAL STATEMENT

B1 Property, Plant and Equipment

₹ Lakhs

Particulars	Freehold land	Leasehold land	Buildings & roads	Plant and equipments	Electrical installations	Computers	Furniture and fixtures	Vehicles	Total
Gross Block									
As on March 31, 2017	56,849.63	529.38	2,580.38	10.96	0.13	3.23	2.25	37.94	60,013.90
Additions	-	-	150.27	-	-	-	-	38.50	188.77
Disposals	0.64	529.38	-	-	-	-	-	-	530.02
As on March 31, 2018	56,848.99	-	2,730.65	10.96	0.13	3.23	2.25	76.44	59,672.65
Additions	-	-	31.30	-	-	-	-	-	31.30
Disposals	-	-	-	0.14	-	0.76	0.73	40.10	41.73
As on March 31, 2019	56,848.99	-	2,761.95	10.82	0.13	2.47	1.52	36.34	59,662.22
Accumulated Depreciation									
As on March 31, 2017	-	6.49	73.56	1.37	0.04	0.25	0.38	0.61	82.70
Depreciation expense	-	-	104.60	1.37	0.04	1.31	0.40	10.81	118.53
Eliminated on disposal of assets	-	6.49	-	-	0.01	-	-	-	6.50
As on March 31, 2018	-	-	178.16	2.74	0.07	1.56	0.78	11.42	194.73
Depreciation expense	-	-	107.83	1.37	0.03	1.12	0.32	10.67	121.34
Eliminated on disposal of assets	-	-	-	0.10	-	0.76	0.37	10.21	11.44
As on March 31, 2019	-	-	285.99	4.01	0.10	1.92	0.73	11.88	304.63
Net Block									
As on March 31, 2019	56,848.99	-	2,475.96	6.81	0.03	0.55	0.79	24.46	59,357.59
As on March 31, 2018	56,848.99	-	2,552.49	8.22	0.06	1.67	1.47	65.02	59,477.92

Financial Assets (Non-Current)
B2 Investments
₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Non-Current		
Investment carried at fair value through other comprehensive income (fully paid)		
Investment in equity instruments - quoted		
34,35,000 (15,50,000) equity shares of ₹1/- each (fully paid up) in Apollo Tyres Limited	7,651.46	4,294.28
Others		
Investment in shares - unquoted		
1 (1) share of ₹ 10,000/- each in Cochin Co-operative Hospital Society	0.10	0.10
10 (10) shares of ₹ 100/- each in Premier Tyres Employees' Co-operative Stores	0.01	0.01
	7,651.57	4,294.39
Aggregate value of quoted investments	7,651.46	4,294.28
Market value of quoted investments	7,651.46	4,294.28
Aggregate value of unquoted investments	0.11	0.11
Note:		
Cost of quoted investments is	8,180.08	3,997.08

B3 Loans
₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Unsecured, considered good		
Security deposits	120.85	115.60
Claim receivable	0.64	0.64
	121.49	116.24

Non-Financial Assets (Non-Current)
B4 Income Tax Assets (Net)
₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Income tax *	1,329.47	1,285.16
(Net of provision for tax of ₹ 13,924.29 Lakhs (₹ 12,228.55 Lakhs))	1,329.47	1,285.16

* including TDS and Advance Tax

B5 Other Non-Current Assets

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Unsecured, considered good		
Capital advances	43.29	-
	43.29	-

B6 Inventories

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
(valued at lower of cost and net realisable value)		
Stores and spares	5.52	5.52
Less: Provision for obsolete stores and spares	(5.52)	(5.52)
	-	-

Financial Assets (Current)**B7 Cash and Cash Equivalents**

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Balances with banks		
On current accounts	67.19	28.85
Deposits with original maturity of less than three months #	-	1,709.66
Cash in hand	-	0.04
	67.19	1,738.55

Includes accrued interest on Sweep-in Fixed Deposits ₹ Nil (₹ 28.85 Lakhs)

B8 Other Bank Balances

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Balances with banks		
- On unclaimed dividend accounts	93.46	80.70
	93.46	80.70

B9 Loans

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
(Unsecured, considered good)		
Advances to employees	31.61	34.76
Advances recoverable - others	5.45	5.45
	37.06	40.21

Non-Financial Assets (Current)

B10 Other Current Assets

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Prepaid expenses	1.75	1.44
	1.75	1.44

B11 Equity Share Capital

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Authorised		
10,00,00,000 Nos. (10,00,00,000 Nos.) equity shares of ₹ 2/- each	2,000.00	2,000.00
	2,000.00	2,000.00
Issued, subscribed & fully paid up		
6,61,88,500 Nos. (6,61,88,500 Nos.) equity shares of ₹ 2/- each	1,323.77	1,323.77
	1,323.77	1,323.77

a. Reconciliation of the equity shares at the beginning and at the end of the year

Particulars	As on March 31, 2019		As on March 31, 2018	
	No. of Shares	₹ Lakhs	No. of Shares	₹ Lakhs
Shares outstanding at the beginning of the year	66,188,500	1,323.77	66,188,500	1,323.77
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	66,188,500	1,323.77	66,188,500	1,323.77

b. Shares held by the Holding / Ultimate Holding Company and / or their subsidiaries & associates:

Name of the Shareholder	As on March 31, 2019		As on March 31, 2018	
	No. of Shares	₹ Lakhs	No. of Shares	₹ Lakhs
Sunrays Properties & Investment Co. Pvt Ltd (Holding Company)	46,212,899	924.26	46,212,899	924.26

c. Details of Shareholders holding more than 5% of the Paid up Share Capital of the Company:

Name of the Shareholder	As on March 31, 2019		As on March 31, 2018	
	No. of Shares	% age	No. of Shares	% age
Sunrays Properties & Investment Co. Pvt Ltd (Holding Company)	46,212,899	69.82%	46,212,899	69.82%
Governor of Kerala	3,374,800	5.10%	3,374,800	5.10%

d. Terms / rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share, where voting is held by electronic voting / ballot paper. In case of Poll, each holder of equity share is entitled to Number of votes against Number of shares held.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity share holders.

B12 Other Equity

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
General reserve	1,700.00	1,700.00
Capital reserve	0.10	0.10
Capital redemption reserve	49.97	49.97
Other reserves	1,750.07	1,750.07
Revaluation reserve	29,465.36	29,465.36
Retained earnings (including remeasurement of defined benefit plans)	16,717.02	14,402.72
Equity instrument through other comprehensive income	(467.05)	262.58
Total Other Equity	47,465.40	45,880.73

i) General reserve

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	1,700.00	1,700.00
Addition during the year	-	-
Closing balance	1,700.00	1,700.00

ii) Capital reserve

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	0.10	0.10
Addition during the year	-	-
Closing balance	0.10	0.10

iii) Capital redemption reserve

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	49.97	49.97
Addition during the year	-	-
Closing balance	49.97	49.97

iv) Revaluation reserve

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	29,465.36	29,584.19
Deferred tax adjustment on revaluation	26.83	(92.00)
Transfer to retained earning	(26.83)	(26.83)
Closing balance	29,465.36	29,465.36

v) Retained earnings (including remeasurement of defined benefit plans)

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	14,402.72	10,927.36
Profit for the year	3,985.34	4,583.39
Items of OCI recognised directly in retained earnings		
- Remeasurement of defined benefit plans, net of tax	(102.00)	(139.07)
Dividend paid - ₹ 2 per share (₹ 1.25 per share)	(1,323.77)	(827.36)
Dividend tax paid	(272.10)	(168.43)
Transfer from revaluation reserve	26.83	26.83
Closing balance	16,717.02	14,402.72

vi) Equity instrument through other comprehensive income

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Opening balance	262.58	-
Movement during the year	(729.63)	262.58
Closing balance	(467.05)	262.58

Description of nature and purpose of each reserve

General reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purpose. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income.

Capital reserve

The same has been created in accordance with provisions of the Act.

Capital redemption reserve

The same has been created in accordance with provisions of the Act.

Revaluation reserve

Revaluation reserve represents freehold land and building revalued during the year ended March 31, 2016 as per independent valuer report.

Retained earnings

Retained earnings represents the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions to shareholders etc.

Reserve for equity instruments through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net of amount reclassified to retained earnings when those assets have been disposed of.

Financial Liabilities (Non-Current)**B13 Other Financial Liabilities**

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Security deposits received	2,251.59	2,084.88
Others	-	1.95
	2,251.59	2,086.83

Non-Financial Liabilities (Non-Current)**B14 Provisions**

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Provisions for employee benefits		
Provision for gratuity (refer note C1)	816.67	520.91
Provision for leave encashment (refer note C1)	82.25	58.83
	898.92	579.74

B15 Other Non-Current Liabilities

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Deferred income	3,223.26	3,546.30
	3,223.26	3,546.30

Financial Liabilities (Current)**B16 Trade Payables**

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises (refer note C10)	-	-
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	449.94	387.03
	449.94	387.03

B17 Other Financial Liabilities

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Unclaimed dividends	93.46	80.70
Payable to employees	160.77	152.50
Outstanding liabilities		
- Employee related payables	91.43	85.99
- Others	261.10	105.88
	606.76	425.07

Non-Financial Liabilities (Current)**B18 Provisions**

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Provision for employee benefits		
Provision for gratuity (refer note C1)	19.18	69.69
Provision for leave encashment (refer note C1)	6.37	9.19
	25.55	78.88

B19 Other Current Liabilities

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Amount payable to statutory authorities	214.22	165.26
Deferred income	323.03	322.15
	537.25	487.41

B20 Revenue from Operations

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Income from lease/services	6,000.00	5,666.67
Income on account of financial liabilities measured at amortised cost	322.15	359.75
	6,322.15	6,026.42

B21 Other Income

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income on bank deposits	143.93	138.74
Interest income others	6.57	-
Dividend income	46.50	-
Liabilities /provisions no longer required written back	72.82	948.33
Profit on sale of property, plant and equipment (net)	21.36	4.31
Miscellaneous income	-	28.92
	291.18	1,120.30

B22 Employee Benefit Expenses

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	5,415.51	4,334.58
Contribution to provident and other funds	406.96	387.63
Staff welfare	19.95	18.12
	5,842.42	4,740.33
Less: Reimbursement of expenses from Apollo Tyres Ltd.	5,605.05	4,651.76
	237.37	88.57

B23 Finance Costs

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Finance charge on financial liabilities measured at amortised cost	191.74	613.65
	191.74	613.65

B24 Other Expenses

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Power & fuel	1,312.81	1,233.82
Rent	3.90	3.78
Insurance	5.36	5.45
Rates and taxes	7.37	18.05
Directors' sitting fees	15.50	13.60
Travelling, conveyance and vehicle	7.62	5.20
Printing, stationery & communication	1.89	3.13
Advertisement & publicity	12.21	6.55
Corporate social responsibility (refer note C14)	96.91	71.64
Legal & professional	63.38	107.02
Bank charges	0.12	0.16
Support service fee of computer & other ATL facilities	8.47	8.55
Repair and maintenance	1.30	0.04
Provision for obsolete stores and spares	-	5.52
Statutory auditors remuneration (refer note C11)	4.35	3.50
Miscellaneous	9.46	18.24
	1,550.65	1,504.25
Less: Reimbursement of expenses from Apollo Tyres Ltd.	1,314.22	1,235.68
	236.43	268.57

NOTES FORMING PART OF THE FINANCIAL STATEMENT

C. OTHER NOTES

C1 Employee benefit liability

A. Defined contribution plans

Contributions are made to the Company's employees provident fund trust/regional provident fund, employee state insurance, labour welfare fund and employee deposit linked insurance in accordance with the respective fund rules. The interest rate payable to the beneficiaries every year is being notified by the Government.

The amount of contribution made by the Company to employees provident fund trust/regional provident fund is ₹381.89 Lakhs (₹ 358.30 Lakhs) and other funds is ₹ **25.07 Lakhs** (₹ 29.33 Lakhs).

B. Defined benefit plans

a. Post employment benefit plans

Gratuity

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 as per the Payment of Gratuity Act, 1972.

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

Changes in the present value of defined benefit obligation

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Present value of obligation as at the beginning of the year	2,316.57	2,058.79
Current service cost	134.94	109.31
Interest cost	178.37	148.23
Actuarial (gain) / loss pertaining to Apollo Tyres Ltd.	365.07	36.25
Actuarial (gain) / loss pertaining to PTL	143.90	196.22
Benefits paid	(254.63)	(232.23)
Present value of obligation as at the end of the year	2,884.22	2,316.57

Changes in the fair value of plan assets

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Fair value of plan assets as at the beginning of the year	1,725.97	837.25
Expected return on plan assets	132.90	60.28
Employer contribution / Cost pertain for service cost	79.06	1,024.42
Employer contribution / Cost pertain for actuarial (gain) / loss	365.07	36.25
Benefits paid	(254.63)	(232.23)
Fair value of plan assets as at the end of the year	2,048.37	1,725.97

Net asset / (liability) recognised in the balance sheet

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Fair value of plan assets as at the end of the year (a)	2,048.37	1,725.97
Present value of obligation as at the end of the year (b)	2,884.22	2,316.57
Net asset / (liability) recognized in the balance sheet (a - b)	(835.85)	(590.60)

Net expense recognised in the statement of profit and loss

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current service cost	134.94	109.31
Interest cost (net)	45.47	87.95
Expense recognised in the statement of profit and loss	180.41	197.26
Cost pertain to Apollo Tyres Ltd.	(79.06)	(1,024.42)
Net expense recognized in the statement of profit and loss	101.35	(827.16)

Other comprehensive income

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Actuarial (gain) / loss recognised in other comprehensive income	143.90	196.22

Principal assumptions

Particulars	As on March 31, 2019	As on March 31, 2018
Discounting rate	7.65	7.70
Future salary increase *	6.00	6.00
Retirement age (years)	58	58
Mortality table	IALM (2006-08)	IALM (2006-08)
Ages (withdrawal rate%)		
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

* The estimates of future salary increase takes into account inflation, seniority, promotion and other relevant factors.

Sensitivity analysis

₹ Lakhs

Impact of change in	Discount rate	Salary increase
Present value of obligation as at the end of the year	2,884.22	2,884.22
Impact due to increase of 0.50%	(90.02)	96.78
Impact due to decrease of 0.50%	95.71	(91.80)

b. Other long term employee benefits

Long term compensated absences

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

Changes in the present value of defined benefit obligation

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Present value of obligation as at the beginning of the year	194.49	186.33
Current service cost	13.64	10.40
Interest cost	14.97	13.42
Actuarial (gain) / loss pertaining to Apollo Tyres Ltd.	119.59	102.78
Actuarial (gain) / loss pertaining to PTL	7.88	1.60
Benefits paid	(113.29)	(120.04)
Present value of obligation as at the end of the year	237.28	194.49

Changes in the fair value of plan assets

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Fair value of plan assets as at the beginning of the year	126.47	58.70
Expected return on plan assets	9.74	4.23
Employer contribution / Cost pertain for service cost	6.15	80.80
Employer contribution / Cost pertain for actuarial (gain) / loss	119.59	102.78
Benefits paid	(113.29)	(120.04)
Fair value of plan assets as at the end of the year	148.66	126.47

Net asset / (liability) recognised in the balance sheet

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Fair value of plan assets as at the end of the year (a)	148.66	126.47
Present value of obligation as at the end of the year (b)	237.28	194.49
Net asset / (liability) recognized in the balance sheet (a - b)	(88.62)	(68.02)

Net expense recognised in the statement of profit and loss

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current service cost	13.64	10.40
Interest cost (net)	5.23	9.19
Net actuarial (gain) / loss	7.88	1.60
Expense recognised in the statement of profit and loss	26.75	21.19
Cost pertain to Apollo Tyres Ltd.	(6.15)	(80.80)
Net expense recognized in the statement of profit and loss	20.60	(59.61)

Principal assumptions

Particulars	As on March 31, 2019	As on March 31, 2018
Discounting rate	7.65	7.70
Future salary increase	6.00	6.00
Retirement age (years)	58	58
Mortality table	IALM (2006-08)	IALM (2006-08)
Ages (withdrawal rate%)		
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

* The estimates of future salary increase takes into account inflation, seniority, promotion and other relevant factors.

Sensitivity analysis

₹ Lakhs

Impact of change In	Discount rate	Salary increase
Present value of obligation as at the end of the year	237.28	237.28
Impact due to increase of 0.50%	(8.80)	9.51
Impact due to decrease of 0.50 %	9.41	(8.97)

C2 Income taxes

i) Reconciliation between average effective tax rate and applicable tax rate

Particulars	2018 - 19		2017 - 18	
	₹ Lakhs	Rate (%)	₹ Lakhs	Rate (%)
Profit before tax	5,826.45		6,057.40	
Income tax using the Company's domestic tax rate	1,696.66	29.12%	1,763.91	29.12%
Tax effect of				
Change in enacted tax rate	-	-	(22.87)	(0.38%)
Non deductible expenses	24.70	0.42%	23.86	0.39%
Exempt income - Dividend	(13.54)	(0.23%)	-	-
Unabsorbed capital loss as per Income Tax Act, 1961	(151.89)	(2.61%)	-	-
Others	285.18	4.89%	(290.89)	(4.80%)
Income tax expense recognised in the statement of profit and loss	1,841.11	31.60%	1,474.01	24.33%

ii) Components of deferred tax liabilities (net)

Year ended March 31, 2019

₹ Lakhs

Particulars	Opening balance	Recognised in statement of profit and loss	Recognized in/reclassified from OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	12,659.11	14.20	(26.83)	12,646.48
Others	(262.84)	328.79	-	65.95
Fair value of equity instruments	34.62	-	(34.62)	-
Gross deferred tax liability (a)	12,430.89	342.99	(61.45)	12,712.43
Tax effect of items constituting deferred tax assets				
Fair value of equity instruments	-	-	61.57	61.57
Carry forward losses	-	151.89	-	151.89
Employee benefits	192.04	35.27	41.90	269.21
Others	-	10.47	-	10.47
Gross deferred tax assets (b)	192.04	197.63	103.47	493.14
Net deferred tax liability (a-b)	12,238.85	145.36	(164.92)	12,219.29

Year ended March 31, 2018

₹ Lakhs

Particulars	Opening balance	Recognised in statement of profit and loss	Recognized in/reclassified from OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	12,615.08	(47.97)	92.00	12,659.11
Others	121.58	(384.42)	-	(262.84)
Fair value of equity instruments	-	-	34.62	34.62
Gross deferred tax liability (a)	12,736.66	(432.39)	126.62	12,430.89
Tax effect of items constituting deferred tax assets				
Employee benefits	466.91	(332.01)	57.14	192.04
Gross deferred tax assets (b)	466.91	(332.01)	57.14	192.04
Net deferred tax liability (a-b)	12,269.75	(100.38)	69.48	12,238.85

C3 Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and long-term/short-term borrowings.

Capital of the Company (total equity) as on March 31, 2019 is ₹ **48,789.18 Lakhs** (₹ 47,204.50 Lakhs).

C4 Disclosures on financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the financial statements.

a) Financial assets and liabilities

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities as at March 31, 2019 and March 31, 2018:

Financial assets and financial liabilities carried at amortized cost:

₹ Lakhs

Particulars	As on March 31, 2019		As on March 31, 2018	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	67.19	67.19	1,738.55	1,738.55
Other bank balance	93.46	93.46	80.70	80.70
Loans - Current	37.06	37.06	40.21	40.21
Loans - Non-Current	121.49	121.49	116.24	116.24
	319.20	319.20	1,975.70	1,975.70
Financial liabilities				
Trade payables	449.94	449.94	387.03	387.03
Other financial liabilities - Current	606.76	606.76	425.07	425.07
Other financial liabilities - Non-Current	2,251.59	2,251.59	2,086.83	2,086.83
	3,308.29	3,308.29	2,898.93	2,898.93

Financial assets carried at fair value through OCI:

₹ Lakhs

Particulars	As on March 31, 2019		As on March 31, 2018	
	Carrying value	Fair value	Carrying value	Fair value
Investments in equity instruments	7,651.57	7,651.57	4,294.39	4,294.39

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of quoted equity shares, quoted corporate debt instruments and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e; as prices) or indirectly (i.e; derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

There has been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2019 and March 31, 2018.

Fair value measurement as at March 31, 2019 for financial assets measured at fair value:

₹ Lakhs

Particulars	Fair value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investments in equity instruments	7,651.57	7,651.46	-	0.11

Fair value measurement as at March 31, 2018 for financial assets measured at fair value:

₹ Lakhs

Particulars	Fair value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investments in equity instruments	4,294.39	4,294.28	-	0.11

The following table provides an analysis of fair value of financial instruments that are not measured at fair value on recurring basis, grouped into Level 1 to Level 3 categories:

Fair value measurement as at March 31, 2019 for financial assets / liabilities not measured at fair value:

₹ Lakhs

Particulars	Fair value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Loans (Non-current financial asset)	121.49	-	-	121.49
Other non-current financial liabilities	2,251.59	-	-	2,251.59

Fair value measurement as at March 31, 2018 for financial assets / liabilities not measured at fair value:

₹ Lakhs

Particulars	Fair value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Loans (Non-current financial asset)	116.24	-	-	116.24
Other non-current financial liabilities	2,086.83	-	-	2,086.83

The short-term financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.

Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

b) Financial risk management

In the course of its business, the Company is exposed primarily to liquidity and credit risk, which may impact the fair value of its financial instruments.

The Company has a risk management policy which covers the risks associated with the financial assets and liabilities such as credit risks. The risk management policy is approved by the board of directors.

i) Market risk (Equity price risk)

Equity price risk is related to the change in market reference price of the investments in equity securities.

The fair value of some of the Company's investments measured at fair value through other comprehensive income exposes the Company to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Company's investment in quoted equity securities as at March 31, 2019 and March 31, 2018 was ₹ 7,651.57 Lakhs and ₹ 4,294.39 Lakhs respectively. A 10% change in equity price as at March 31, 2019 and March 31, 2018 would result in an impact of ₹ 765.16 Lakhs and ₹ 429.44 Lakhs respectively.

(Note: The impact is indicated on equity before consequential tax impact, if any).

ii) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk, principally consist of investments classified as fair value through profit or loss, trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of exposure to credit risks.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk as at March 31, 2019 was ₹ **319.20 Lakhs** (₹ 1,975.66 Lakhs as at March 31, 2018) being the total of the carrying amount of balances with banks, short term deposits with banks and other financial assets excluding equity investments.

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade receivables and other receivables, and other loans or receivables that are neither impaired nor past due, there were no indications as at March 31, 2019, that defaults in payment obligations will occur.

iii) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2019:

₹ Lakhs

Particulars	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cash flows
Trade payables	449.94	-	-	-	449.94
Other financial liabilities	606.76	-	-	6,024.36	6,631.12
Total	1,056.70	-	-	6,024.36	7,081.06

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2018:

₹ Lakhs

Particulars	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year	Total contractual cash flows
Trade payables	387.03	-	-	-	387.03
Other financial liabilities	425.07	-	-	6,051.34	6,476.41
Total	812.10	-	-	6,051.34	6,863.44

C5 Contingent liabilities and capital commitments

a Contingent liabilities

Claims against Company not acknowledged as debts:

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Income tax *	3,088.29	3,088.29
Service tax **	38.30	34.58

* Apart from this, amount of ₹ **4,368.90 Lakhs** (₹ 4,368.90 Lakhs) are in appeals which have been decided by Appellate authorities in the Company's favour but on which the department has gone for further appeal which in the opinion of the Company, is not sustainable and the probability of cash outflow is considered remote.

** Service tax matter relate to taxability of lease of medical equipment under the service tax.

b Capital Commitments

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for	810.48	-

C6 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 Lakhs and the premium with other capitalized cost was being amortized over a period of 90 years. Monthly lease rental, lighting expenses, water charges etc. were debited as revenue expenditure. During the previous year, the company had surrendered the lease hold land and had further paid registration charges of ₹ 10.53 Lakhs.

C7 The Company has leased out its plant to Apollo Tyres Ltd. till the financial year ended March 31, 2030. The lease rent, which is renewable as per the lease agreement at a rate to be mutually agreed, amount to ₹ 6,000 Lakhs for the year, has been credited to the statement of profit and loss.

Lease income recognised in the statement of profit and loss is ₹ **6,322.15 Lakhs** (₹ 6,026.42 Lakhs) including income from unwinding of deferred income (ie rental income on account of financial liabilities measured at amortised cost) of ₹ **322.15 Lakhs** (₹ 359.75 Lakhs).

The total of future minimum lease receivables under non-cancellable operating leases is as below

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
(i) Not later than one year	6,000.00	6,000.00
(ii) later than one year and not later than five years	24,000.00	24,000.00
(iii) later than five years	36,000.00	42,000.00
Total	66,000.00	72,000.00

C8 Disclosure required by section 186(4) of the Companies Act 2013

Investment made - at cost

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
Apollo Tyres Limited (refer note B2) 34,35,000 (15,50,000) equity shares of ₹ 1/- each (fully paid up)	8,180.08	3,997.08

C9 Operating segments

Ind AS 108 “Operating Segment” (“Ind AS 108”) establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the “management approach” as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company’s performance and allocates resources on overall basis. The Company’s sole operating segment is therefore ‘Income from lease of plant to Apollo Tyres Limited.

Geographical information

Geographical information analyses the company’s revenue and non current assets by the Company’s country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographical location of the customers and segment assets which have been based on the geographical location of the assets. Company’s revenue is derived from domestic customer only.

Accordingly, there are no additional disclosure to be provided under Ind AS 108, other than those already provided in the financial statements.

Information about major customers

Revenue from one customer amounting to ₹ **6,000.00 Lakhs** (₹ 5,666.67 Lakhs), arising from sale of services.

C10 Disclosure required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

₹ Lakhs

Particulars	As on March 31, 2019	As on March 31, 2018
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year; and the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	-	-

The management has confirmed that none of the suppliers have confirmed that they are registered under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006.

C11 Payments to statutory auditors:

₹ Lakhs

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
For audits and quarterly reviews	3.35	2.85
For tax audit	0.50	0.50
For certification fee and other services	0.50	0.15
Total	4.35	3.50

C12 Disclosure of the relationship and transactions in accordance with Ind AS 24 Related Party Disclosures

(A) Name of the related parties and nature of relationship

Particulars	2018-19	2017-18
Holding Company	Sunrays Properties & Investment Co. Pvt. Ltd	Sunrays Properties & Investment Co. Pvt. Ltd
Fellow Subsidiaries	Classic Auto Tubes Ltd.	Classic Auto Tubes Ltd.
	Sunrays Global Consultants LLP	Sunrays Global Consultants LLP
	CATL Financial Services LLP	CATL Financial Services LLP
	Vilas Polymers Ltd.	Vilas Polymers Ltd.
	CATL Singapore PTE *	N.A.
	Premedium Pharmaceuticals Pvt. Ltd.*	N.A.
Enterprises owned or significantly influenced by KMP	Apollo Tyres Ltd.	Apollo Tyres Ltd.
KMP (Key Managerial Personnel) **	Non - Executive Directors	Non- Executive Directors
	Mr. Onkar S. Kanwar	Mr. Onkar S. Kanwar
	Mr. Neeraj Kanwar	Mr. Neeraj Kanwar
	Mr. Akshay Chudasama #	Mr. Akshay Chudasama
	Mr. Birendra Kumar Singh	Mr. Birendra Kumar Singh
	Mr. Harish Bahadur	Mr. Harish Bahadur
	Mr. Sanjay Kaul	Mr. Sanjay Kaul
	Ms. Shivi Mohan Rastogi	Ms. Shivi Mohan Rastogi
	Mr. Sunil Tandon ##	N.A.
	Mr. U.S. Anand	Mr. U.S. Anand

* Incorporated during the year

** KMP's reported as per IND AS 24 "Related Party Disclosures"

Mr. Akshay Chudasama resigned w.e.f. 22/11/2018.

Mr. Sunil Tandon appointed as Additional Director w.e.f. 05/02/2019.

(B) Transactions with related parties
Financial year 2018-19
₹ Lakhs

Particulars	Enterprises owned or significantly influenced by KMP	Key Managerial Personnel	Holding Company	Total
Income from lease/services	6,000.00	-	-	6,000.00
Reimbursement of expenses received / receivable	6,919.27	-	-	6,919.27
Reimbursement of expenses paid	8.15	-	-	8.15
Rent paid	3.72	-	-	3.72
Payment for services received	8.47	-	-	8.47
Investment in equity shares of Apollo Tyres Ltd.	4,183.01	-	-	4,183.01
Dividend paid	-	-	924.26	924.26
Directors sitting fees				
Mr. Onkar S. Kanwar	-	2.20	-	2.20
Mr. Neeraj Kanwar	-	2.20	-	2.20
Mr. Harish Bahadur	-	2.20	-	2.20
Mr. Akshay Chudasama	-	0.95	-	0.95
Mr. Birendra Kumar Singh	-	2.55	-	2.55
Mr. U.S. Anand	-	3.80	-	3.80
Ms. Shivi Mohan Rastogi	-	0.90	-	0.90
Mr. Sanjay M Kaul - Nominee of Government of Kerala	-	0.25	-	0.25
Mr. Sunil Tandon	-	0.45	-	0.45
	-	15.50	-	15.50

₹ Lakhs

Amount outstanding as on March 31, 2019	Enterprises owned or significantly influenced by KMP	Key Managerial Personnel	Holding Company	Total
Trade payable				
Apollo Tyres Ltd.	425.13	-	-	425.13
Other liabilities				
Apollo Tyres Ltd.	6,000.00	-	-	6,000.00

Financial year 2017-18

₹ Lakhs

Particulars	Enterprises owned or significantly influenced by KMP	Key Managerial Personnel	Holding Company	Total
Income from lease/services	5,666.67	-	-	5,666.67
Reimbursement of expenses received / receivable	5,887.44	-	-	5,887.44
Security deposit received	1,000.00	-	-	1,000.00
Rent paid	3.78	-	-	3.78
Payment for services received	8.55	-	-	8.55
Investment in equity shares of Apollo Tyres Ltd.	3,997.07	-	-	3,997.07
Dividend paid	-	-	577.66	577.66
Directors sitting fees				
Mr. Onkar S. Kanwar	-	2.20	-	2.20
Mr. Neeraj Kanwar	-	1.55	-	1.55
Mr. Harish Bahadur	-	2.20	-	2.20
Mr. Akshay Chudasama	-	0.95	-	0.95
Mr. Birendra Kumar Singh	-	2.15	-	2.15
Mr. U.S. Anand	-	3.60	-	3.60
Ms. Shivi Mohan Rastogi	-	0.70	-	0.70
Mr. Sanjay M Kaul - Nominee of Government of Kerala	-	0.25	-	0.25
	-	13.60	-	13.60

₹ Lakhs

Amount Outstanding as on March 31, 2018	Enterprises owned or significantly influenced by KMP	Key Managerial Personnel	Holding Company	Total
Trade payable				
Apollo Tyres Ltd.	363.14	-	-	363.14
Other liabilities				
Apollo Tyres Ltd.	6,000.00	-	-	6,000.00

C13 Government of Kerala, had acquired in the year ended 31st March, 2015 measuring 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 ₹ 2,936.28 Lakhs. 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 ₹ 2,325.54 Lakhs after deducting TDS of ₹ 23.49 Lakhs, however the same were not allowed to be presented by the KMRP and they have filed a complaint to Finance Department (Government of Kerala) to reexamine the rates fixed by DLPC. The Company has filed a WRIT petition against KMRP in Kerala High court. The Kerala high court disposed off the WRIT petition filed by the Company by its judgment dated 21st March 2016, directing the Government to examine whether any revisionary right has been reserved with the Government at the time of assignment of land in favour and take a decision. The Additional Chief Secretary (General Administration), Kerala Government has passed its decision vide order no Ext.P19 dated 31st March 2017 holding that the Government is having revisionary right over the land assigned to PTL Enterprises Limited and the Company is entitled to get compensation only the amount paid by it at the time of assignment. The Company has again filed a WRIT petition on 5th April 2017 challenging the order dated 31st March, 2017 of the Government and the court has passed an interim order directing the Government to deposit the amount of ₹ 2,325.54 Lakhs in Fixed Deposit earning maximum interest in a Nationalised bank/ Treasury Deposit and produce the receipt before the High Court. This amount has been deposited by the Government with the Court. In view of the above, since the revenue is not certain, the Company has not recognised this income and related TDS.

C14 Expenditure towards Corporate Social Responsibility (CSR) Activities

In accordance with the provisions of section 135 of the Act, the Board of Directors of the Company had constituted a CSR committee. The details for CSR activities are as follows:

₹ Lakhs		
Particulars	2018-19	2017-18
i) Gross amount required to be spent by the Company during the year	96.91	71.64
ii) Amount spent during the year on the following:		
(a) Construction / acquisition of any asset	-	-
(b) On purposes other than (a) above	96.91	71.64
iii) Details of related party transactions		
(a) Contribution during the year ended March 31, 2019	-	-
(b) Payable as on March 31, 2019	-	-

C15 Reconciliation of liabilities from financing activities

Ind AS-7 require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirements. This does not have any impact on the financial statements, accordingly, the reconciliation is not disclosed.

C16 Events after the balance sheet date

The Board of Directors have recommended a final dividend of ₹ **2.50** (₹ 2.00) per share amounting to ₹ **1,654.71 Lakhs** (₹1,323.77 Lakhs) on Equity Shares of ₹ 2/- each for the year, subject to approval from Shareholders. Dividend distribution tax on such dividend amounts to ₹ **340.13 Lakhs** (₹ 272.10 Lakhs).

C17 Disclosure under Ind AS - 115 "Revenue from contracts with customers"

The Company's primary business activity is leasing out of its tyre manufacturing facility to Apollo Tyres Limited and the necessary disclosures has been given in Note C7 of the financial statements, accordingly, there are no disclosures to be provided under IND AS 115 "Revenue from contracts with customers".

C18 Earnings per share (EPS)

The numerator and denominator used to calculate basic and diluted earnings per share

Particulars	2018-19	2017-18
Basic and diluted earnings per share		
Profit attributable to the equity shareholders used as numerator (₹ Lakhs) - (A)	3,985.34	4,583.39
The weighted average number of equity shares outstanding during the year used as denominator - (B)	66,188,500	66,188,500
Basic / Diluted earnings per share (₹) – (A) / (B) (Face value of ₹ 2 each)	6.02	6.92

For and on behalf of the Board of Directors

Onkar S. Kanwar
Chairman
DIN No.00058921

Harish Bahadur
Director
DIN No.00032919

U.S. Anand
Director
DIN No.02055913

Place : Gurugram
Date : May 09, 2019

Anil K. Sriwastawa
Chief Financial Officer

Pradeep Kumar
Company Secretary

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