

# ***PTL ENTERPRISES LIMITED***

*(Formerly Premier Tyres Limited)*



## ***44<sup>TH</sup> ANNUAL REPORT 2004-2005***

# **PTL ENTERPRISES LIMITED**

*(Formerly Premier Tyres Limited)*

## **44<sup>TH</sup> ANNUAL REPORT**

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# ***PTL ENTERPRISES LIMITED***

*(Formerly Premier Tyres Limited)*

## **BOARD OF DIRECTORS**

**ONKAR S.KANWAR**

:

**CHAIRMAN**

**JOHN MATHAI**

:

**KERALA GOVERNMENT NOMINEE**

**K.JACOB THOMAS**

:

**KERALA GOVERNMENT NOMINEE**

**K.JOSE CYRIAC**

**NEERAJ KANWAR**

**N.SREEKUMAR**

**P.N.WAHAL**

**U.S.OBEROI**

## **COMPANY SECRETARY**

**PRADEEP KUMAR**

## **AUDITORS**

**H.N. MEHTA ASSOCIATES**

## **REGISTERED OFFICE**

**6<sup>TH</sup> FLOOR, CHERUPUSHPAM BLDG.**

**SHANMUGHAM ROAD,**

**KOCHI – 682 031 (KERALA).**

**TEL. NOS. (0484) 2381808, 2372767**

**FAX NO.: (0484) 2370351**

## **BANKERS**

**BANK OF INDIA**

**ICICI BANK LTD.**

## **WORKS**

**KALAMASSERY**

**ALWAYE,**

**KERALA – 683 104.**

# PTL ENTERPRISES LTD.

Regd.Office: 6<sup>th</sup> Floor, Cherupushpam Building, Shanmugham Road, Kochi-682 031 (Kerala)

## NOTICE

**NOTICE** is hereby given that the Forty Fourth Annual General Meeting of the Members of **PTL ENTERPRISES LTD.** will be held as under :-

<b>DAY</b>	:	Thursday
<b>DATE</b>	:	21 <sup>st</sup> July, 2005
<b>TIME</b>	:	3.00 P.M.
<b>PLACE</b>	:	Sowbagh, Bharat Hotel (BTH), Durbar Hall Road, Ernakulam, Kochi – 682 016.

to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2005 and the Report of the Directors and of the Auditors thereon.
2. To appoint a Director in place of Mr. K. Jacob Thomas, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. N. Sreekumar, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT M/s. H.N.Mehta Associates, Chartered Accountants, the retiring auditors, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for Auditing the Accounts for the year 2005-2006 and the Board of Directors be and is hereby authorised to fix their remuneration plus travelling and out of pocket expenses for audit."

### SPECIAL BUSINESS

5. 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 Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the authorised share capital of the company be increased from the existing Rs.14,00,00,000/- (Rupees Fourteen Crore only ) divided into 1,40,00,000 (One Crore Forty Lac only) equity shares of Rs.10/- each to Rs.20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs.10/- each."

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

**"RESOLVED THAT** the existing clause V of the Memorandum of Association of the Company be substituted by the following new Clause V, namely:-

**"V. The authorized share capital of the company is Rs.20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs.10/- each with the rights privileges and conditions attaching thereto, as are provided by the Articles of Association of the Company for the time being, with power to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 or provided by the Articles of Association of the Company for the time being'."**

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

**"RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and further subject to any other laws and regulations, as may be applicable, existing Article 3 of the Articles of Association be substituted by the following new Article 3, namely:-

**"3. The authorized share capital of the company is Rs.20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore only) equity shares of Rs.10/- each."**

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

**"RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors under the provisions of Section 293 (1) (d) and all other applicable provisions, if any, of the Companies Act, 1956 to borrow from time to time monies together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) from Financial Institutions/Banks/ Bodies Corporate upto an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores) notwithstanding that such borrowings may exceed the aggregate of the Paid-up Capital and its free reserves i.e. to say reserves not set apart for any specific purpose."

9. 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 Section 293 (1) (a) and all other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a Committee thereof) to create Mortgage(s) and/or Charge(s) and/or Hypothecation in addition to the Mortgage(s)/Charge(s)/Hypothecation(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties and assets of all kinds of the Company,

both present and future and/or the whole or any part of the undertaking(s) of the Company in the form of first and/or second and/or pari-passu/subservient mortgage/charge and/or floating charge to secure in favour of the Financial Institution(s)/Bank(s), Lender(s), Agent(s), and Trustee(s), for securing the borrowing of the Company availed/to be availed by way of loans(s) (in foreign currency and/or rupee currency) and/or securities (comprising fully/partly Convertible Debentures and/or Non-convertible Debenture) with or without detachable or non-detachable warrants and/or secured premia notes and/or floating rates notes/bonds or other debt instrument(s), issued/to be issued by the Company from time to time and working capital facilities sanctioned/to be sanctioned by the bankers/financial institution/bodies corporate or any other lender to the Company for an amount not exceeding in aggregate Rs.100 crore together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as result of devaluation/revaluation/fluctuation in rates of Exchange and all other monies payable by the Company to the Trustees of the holders of the said debentures/financial institutions/banks/other lenders and incurred in terms of Loan Agreement(s)/ Heads of Agreement(s), Debenture Trust Deed(s) or any other documents, entered into/to be entered into between the Company and Lender(s)/ Agent(s) and Trustee(s) in respect of the said loan(s)/ borrowing(s)/debenture(s) and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and Lender(s)/Agent(s)/Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of Directors of the Company or Committee thereof and/or one or more officer(s) of the Company approved by the Board, be and are hereby authorised to finalize, settle, alter, vary the terms and conditions in consultation with the debenture trustees, financial institutions/banks/other lenders and execute/modify all necessary document(s)/deed(s) writing(s)/paper(s)/ agreement(s) and to do all other act(s), deed(s), matter(s) and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating Mortgages/Charges/Hypothecation as aforesaid."

By order of the Board  
For PTL Enterprises Ltd.



(PRADEEP KUMAR)  
COMPANY SECRETARY

Place: Gurgaon  
Dated: 6<sup>th</sup> June, 2005

## NOTES

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself and the proxy need not be a member of the Company. The enclosed proxy form, if intended to be used, should reach the Registered Office of the Company duly completed not less than forty eight hours before the scheduled time of the Meeting.**
2. The relative Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special business set out above is annexed hereto.
3. The Register of Members and Share Transfer Books shall remain closed from 1<sup>st</sup> July, 2005 to 21<sup>st</sup> July, 2005 (both days inclusive) for the purpose of Annual General Meeting.
4. Equity shares of the Company have been splitted from Rs.100/- to 10 equity Shares of Rs.10/- each w.e.f. 3<sup>rd</sup> June, 2002. Members who have not surrendered the share certificates, are requested to send the same for splitting.
5. The members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant (DP). These changes will be automatically reflected in Company's records which help the Company to provide efficient and better service to members.
6. Please bring your copy of the Annual Report to the Meeting.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the Meeting and also at the Meeting.
8. Members intending to require information about Accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the AGM.
9. Members holding shares in the same name(s) under different folios are requested to apply for consolidation of such folios by sending relevant share certificates.
10. The shares of the Company are under compulsory Demat list of SEBI w.e.f. 2<sup>nd</sup> January, 2002. The trading in equity shares can now be only in Demat Form. In case you have not demated your shares, you may do so by opening an account with a Depository Participant and complete dematerialization formalities.
11. Information under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking reappointment at the Annual General Meeting (Item No.2 & 3 of Ordinary Business) is given after the explanatory statement in respect of special business.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

### **Item No. 5 to 7**

As you are aware, the company is planning to commence new business, inter alia, of setting up of Hospital, Medical Colleges and manufacturing of Medical equipments etc. In order to facilitate expansion of capital base for the said purposes, it is proposed to increase the authorised share capital of the company from Rs.14 Crore to Rs.20 Crore by creation of 60 lac additional equity shares of Rs.10/- each.

As a consequence of the above, it is necessary to alter the Capital clause of the Memorandum and Articles of Association of the Company. As per the provisions of Sections 94 and 31 of the Companies Act, 1956, the increase in the authorised capital and alteration of the Articles of Association of the Company respectively require the consent of the shareholders.

The board of directors recommend resolutions set out at item no. 5 to 7 for your consideration and approval.

None of the directors of the company is concerned or interested in the resolutions.

### **Item No.8 & 9**

The approval of the shareholders is sought to permit the Board to borrow monies in excess of the Company's paid-up capital and free reserves pursuant to the provisions of Section 293 (1) (d) of the Companies Act, 1956.

In view of the Company's proposal to venture into Health Care Business, your Board thinks it necessary to have overall ceiling of borrowings upto Rs.100 Crore. The said borrowings may have to be secured by creation of charges against immovable and movable properties of the Company to the extent of Rs.100 Crore.

Section 293 (1)(a) of the Companies Act, 1956, provides, inter-alia, that the Board of Directors of Public Ltd. Company shall not without the consent of the members in general meeting, sell, lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole of any such undertaking.

The Directors recommend the resolutions for the approval of the Members set out at Item No. 8 and 9 for your consideration and approval.

None of the Directors is concerned or interested in the resolution.



**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES**

**Item No. 2**

Mr. K. Jacob Thomas aged about 69 years is a graduate in Science and is an industrialist. He joined the Board of Directors of the Company in the year 1995. His experience is focused in the areas of Plantation Management.

Mr. Jacob Thomas is a director and member of committees of Board of other companies as under:

Managing Director : Vaniampara Rubber Co. Ltd. and Comfoams Ltd.

Director : Apollo Tyres Ltd and Vanrub Pvt Ltd.

Mr. Jacob Thomas also holds membership of committees in the following other companies:-

Audit : Member (Apollo Tyres Ltd.)

Shareholders'/Investors' Transfer/Grievance : Chairman (Apollo Tyres Ltd.)

Remuneration : Member (Apollo Tyres Limited)

**Item No. 3**

Mr. N. Sreekumar, aged about 56 years, joined the Board of Directors of the Company in the year 1997.

He is B.Sc. (Engg.), PGDIE and L.L.B. He has vast experience of manufacturing technologies and management of plant operations. He is not a Director in any other Company.

By order of the Board  
For PTL Enterprises Ltd.



**(PRADEEP KUMAR)**  
**COMPANY SECRETARY**

Place: Gurgaon

Dated: 6<sup>th</sup> June, 2005

# PTL ENTERPRISES LTD.

## DIRECTORS' REPORT

Dear Member,

Your directors have pleasure in presenting the annual report and audited accounts of the company for the financial year ended 31<sup>st</sup> March, 2005.

FINANCIAL RESULTS	YEAR ENDED 31st March, 2005 (Rs/ Lac)	YEAR ENDED 31st March, 2004 (Rs/ Lac)
Other income	866.70	737.42
Profit before depreciation	749.72	360.94
- Depreciation	21.61	16.93
Profit before tax	728.11	344.01
- Provision for Tax – Current	269.39	127.73
- Provision for Tax – Deferred	8.58	26.29
Profit after tax	450.14	189.99
Add :Depreciation written back for earlier years	43.41	-
Net profit	493.55	189.99

### OPERATIONS

During the year under review, gross income amounted to Rs. 866.70 lacs as against Rs. 737.42 lacs during the previous year. It includes lease rental of Rs.750 lacs (previous year Rs.575 lacs) received from Apollo Tyres Ltd. (ATL), the holding company, in accordance with the terms of the Lease Agreement executed with ATL. After providing for depreciation of Rs.21.61 lacs (previous year Rs.16.93 lacs), provision for current tax of Rs 269.39 lacs (Previous year Rs.127.73 lacs) and provision for Deferred Tax of Rs.8.58 lacs (Previous year Rs.26.29 lacs), the profit amounted to Rs.450.14 lacs. After writing back excess provision of depreciation amounting to Rs.43.41 lacs in respect of earlier years due to change in accounting policy, the net profit amounted to Rs.493.55 lacs as against Rs.189.99 lacs in the previous year. The accumulated losses have come down to Rs. 68.16 lacs from Rs.561.71 lacs in the previous year.

Your directors have extended the lease arrangement with ATL for one more year till 31<sup>st</sup> March, 2006.

### DIVIDEND

No dividend is being recommended by the Directors for the year under review.

### SUBSIDIARY COMPANY

M/s.Aanchal Consultancy Services Pvt. Ltd has ceased to be the subsidiary of PTL Enterprises Ltd.during the year consequent upon sale of all shares held by the company.