

PTL ENTERPRISES LIMITED

(Formerly Premier Tyres Limited)



45th Annual Report 2005-2006

PTL ENTERPRISES LIMITED

(Formerly Premier Tyres Limited)

45TH ANNUAL REPORT

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PTL ENTERPRISES LIMITED

(Formerly Premier Tyres Limited)

BOARD OF DIRECTORS

ONKAR S. KANWAR	:	CHAIRMAN
K.JACOB THOMAS		
K.JOSE CYRIAC	:	KERALA GOVERNMENT NOMINEE
NEERAJ KANWAR		
N. SREEKUMAR	:	MANAGER (UNDER THE COMPANIES ACT, 1956)
P.A.S. RAO		
P.N.WAHAL		
T. BALAKRISHNAN	:	KERALA GOVERNMENT NOMINEE
U.S.OBEROI		

COMPANY SECRETARY : AUDITORS

PRADEEP KUMAR	H.N.MEHTA ASSOCIATES
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REGISTERED OFFICE

6TH FLOOR, CHERUPUSHPAM BLDG. SHANMUGHAM ROAD,
KOCHI – 682 031 (KERALA).
TEL. NOS. (0484) 2381902 - 3
FAX NO.: (0484) 2370351

BANKERS

BANK OF INDIA
ICICI BANK LTD

WORKS

KALAMASSERY
ALWAYE,
KERALA – 683 104.

PTL ENTERPRISES LTD.

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

NOTICE

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

DAY	:	Friday
DATE	:	25 th August, 2006
TIME	:	11.00 A.M.
PLACE	:	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 31st March, 2006 and the Report of the Directors and of the Auditors thereon.
2. To appoint a Director in place of Mr. P.N. Wahal, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. U.S. Oberoi, 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 2006-2007 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 Mr. P.A.S. Rao, who was appointed by the Board of Directors of the Company as an Additional Director w.e.f. 31st October, 2005 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose his candidature for the office of the Director, be and is hereby appointed as a Director of the company, liable to retire by rotation.”

6. 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 269 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as ‘the Act’ including any modification(s) or re-enactment(s) thereof for the time being in force), Mr. N. Sreekumar, be and is hereby appointed as Manager, with or without such designation, with substantial powers of management under the overall supervision and control of the Board of Directors of the Company, for a period of 5 years with effect from 1st December, 2005 on no-remuneration basis. Mr. N. Sreekumar will be entitled to reimbursement of all out of pocket expenses incurred by him in connection with his official duties.

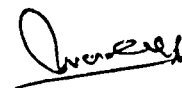
RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘the board’ which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary and/or modify the terms and conditions of appointment including remuneration and perquisites payable to Mr. N. Sreekumar in such manner as may be agreed to between the Board and Mr. N. Sreekumar within and in accordance with the limits prescribed in Schedule XIII of the Act or in accordance with the changes that may be effected in Schedule XIII of the Act and/or any amendments and/or modifications that may be made by the central government in that behalf from time to time or any amendments or re-enactment of the relevant provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things, deeds and matters as in its absolute discretion it may consider necessary, expedient or desirable and to settle any question there to, in order to give effect to the foregoing resolution or otherwise considered by the Board to be in the best interest of the company.”

7. 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) upto an amount not exceeding Rs.500 crore (Rupees Five Hundred Crore) notwithstanding that such borrowings may exceed the aggregate of the paid-up capital and its free reserves i.e. reserve not set apart for any specific purpose.”

By order of the Board
For PTL Enterprises Ltd.



(PRADEEP KUMAR)
COMPANY SECRETARY

Place: Gurgaon

Dated: 4th May, 2006

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 23rd August, 2006 to 25th August, 2006 (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. 3rd 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. 2nd 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 and 3 of Ordinary Business) is given after the explanatory statement. Information under the aforesaid clause in respect of Item No. 5 to 7 of Special Business is given in the explanatory statement.

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

Item No. 5

Mr. P.A.S. Rao, a leading advocate and a qualified company secretary, was appointed by the board as an Additional Director on the Board of your Company w.e.f. 31st October, 2005. He holds office upto the date of the Annual General Meeting, pursuant to section 260 of the Act. A notice under section 257 of the Act, has been received from a member alongwith a deposit of Rs.500/- proposing the candidature of Mr. P.A.S. Rao as a Director of the Company.

Mr. P.A.S. Rao is a Director and member of the Board of other Companies viz. M & M Auto Industries Ltd. and Apollo International Ltd.

Mr. Rao also holds membership of Audit Committee of Apollo International Ltd.

He is not holding any shares of the company.

The Board of Directors recommend resolution set out at item no. 5 for your consideration and approval.

None of the Directors of the Company except Mr. P.A.S. Rao himself is concerned or interested in the resolution.

Item No. 6

Mr. N. Sreekumar, aged 57 years, holds a Bachelor's Degree in Mechanical Engineering from Trivandrum, Kerala and a Bachelor's Degree in Law and a Post Graduate Diploma in Industrial Engineering from NITIE, Bombay. He has over 33 years of experience in the tyre industry and was awarded the Management Leadership Award in 1996-1997 for his exemplary contribution in the field of Management by the Trichur Management Association. He has been the vice-chairman, Cochin Chamber of Commerce, Chairman of the Indian Institute of Industrial Engineering, Kerala Chapter.

Mr. N. Sreekumar is not on the Board of any other Company. He is not holding any shares of the Company.

Mr. N. Sreekumar was appointed as a Manager for a period of 5 years w.e.f. 1st December, 2005 on a non-remuneration basis.

The resolution for the appointment of Mr. N. Sreekumar as a Manager requires approval of the company in General Meeting in pursuance of sections 269 read with Schedule XIII of the Companies Act, 1956.

The Board of Directors recommend resolution set out at item no. 6 for your consideration and approval.

None of the directors, except Mr. N. Sreekumar is interested in the resolution.

Item No. 7

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 expansion plans, your Board thinks it necessary to have borrowing limits upto Rs.500 crore. The Board of Directors recommend the resolution set out at Item No.6 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. P.N. Wahal aged about 56 years is a Chartered Accountant and Company Secretary by profession. He joined the Board of Directors of the Company in the year 1995.

His experience is focused in the areas of corporate laws, finance, accounts and general management.

Mr. P.N. Wahal is a Director on the Board of other Companies viz. Apollo (Mauritius) Holdings Pvt. Ltd., Artemis Health Sciences Pvt Ltd., Artemis Life Sciences Pvt. Ltd., Artemis Diagnostic Research Services Pvt. Ltd. and Artemis Hospitals Pvt. Ltd.

He is not holding any shares of the company.

Item No. 3

Mr. U.S. Oberoi aged about 62 years is a Commerce Graduate. He joined the Board of Directors of the Company in the year 1995.

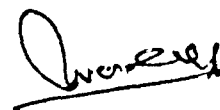
Mr. Oberoi has more than 41 years experience in marketing, commercial, projects and management affairs.

He holds directorship on the Board of Apollo Tyres Ltd., Apollo Automotive Tyres Ltd., Apollo Radial Tyres Ltd., Travel Tracks Pvt. Ltd. and Liberty India Trans Travel Pvt. Ltd.

He is also member of Shareholder's/ Investors' Transfer/Grievance Committee of Apollo Tyres Ltd.

He is not holding any shares of the Company.

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



(PRADEEP KUMAR)
COMPANY SECRETARY

Place: Gurgaon

Dated: 4th May, 2006

DIRECTORS' REPORT

Dear Member,

Your Directors have pleasure in presenting the Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2006.

FINANCIAL RESULTS

	Year Ended (Rs./lacs)	
	31.03.2006	31.03.2005
Other income	1117.68	866.70
Profit before depreciation	1023.29	749.74
- Depreciation	18.86	21.61
Profit before tax	1004.43	728.13
- Provision for Tax – Current	344.80	269.39
- Provision for Tax – Deferred	(3.48)	8.58
- Provision for FBT	0.44	-
Profit after tax	662.67	450.16
Add : Depreciation written back for earlier years	-	43.41
Net profit	662.67	493.57

OPERATIONS

During the year under review, gross income amounted to Rs.1117.68 lacs as against Rs. 866.70 lacs during the previous year. It includes lease rental of Rs.1000 lacs (previous year Rs.750 lacs) received from Apollo Tyres Ltd. (ATL), in accordance with the terms of the Lease Agreement executed with ATL. After providing for depreciation and current/deferred tax, the net profit amounted to Rs. 662.67 lacs as against Rs. 493.57 lacs in the previous year.

The Company has been able to set off all the past losses and record net surplus of Rs.594.53 lacs as at 31st March, 2006.

DIVIDEND

No dividend is being recommended by the Directors for the year under review, in order to preserve resources for investment into health care business being undertaken by the Company.

SUBSIDIARY/HOLDING COMPANY

During the year under review, "Artemis Health Sciences Pvt. Ltd." has become a wholly owned subsidiary of the Company. Your Company has acquired controlling interest in the equity capital of "Artemis Medicare Services Pvt. Ltd.", "Artemis Life Sciences Pvt. Ltd.", "Artemis Diagnostic Research Services Pvt. Ltd." and "Artemis Hospitals Pvt. Ltd." through its subsidiary "Artemis Health Sciences Pvt. Ltd." making all of them subsidiaries of your Company.

During the year, "Constructive Finance Pvt. Ltd." has become the Holding Company of your Company with effect from 29th March, 2006 on account of sale of the entire shareholding by "Apollo Tyres Ltd."

Your Directors have decided to seek exemption under Section 212 of the Companies Act, 1956 from annexing Annual Reports of the subsidiary companies for the year ended 31st March, 2006. However, the information of the subsidiary companies is annexed with the consolidated accounts attached herewith.

The copy of the Annual Report of the subsidiary companies will be made available to the shareholders on request and will also be kept for inspection by any shareholder at the Registered Office and Corporate Office of PTL and its subsidiary companies.

EXPANSION PROGRAMME/FUTURE OUTLOOK

As part of its growth plan, the Company has entered into health care business comprising of setting up of Hospitals, Diagnostic and Research centres etc. This may involve joint venture, strategic investment etc.

During the year, the Company has undertaken project to set up a 200 beds multi-specialty hospital in Sector-51, Gurgaon through its subsidiary "Artemis Medicare Services Pvt. Ltd." for which 8.3 acres of freehold land has been allotted by HUDA.

The master plan for the site, the concept design and schematic design of the hospital has been finalised. HUDA also has approved the building plan. Besides execution of hospital project, work is in progress for setting up of R&D facility for basic Life Sciences in the field of Stem Cell research.

COST AUDIT

Your Company is filing an application with the Central Govt. for exempting it from the requirements of Cost Audit as your Company does not have its own production as the Plant has been leased out to Apollo Tyres Ltd.

AUDITORS' REPORT

The comments on the statement of accounts referred to in the Report of the Auditors have been suitably explained by way of notes to the accounts as referred in the Auditors' Report.

DIRECTORS

Mr. P.A.S. Rao was appointed as an Additional Director of the Company w.e.f. 31st October, 2005 and will hold office upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 has been received from a member proposing his appointment as a Director of the Company at the ensuing Annual General Meeting.

Mr. P.N. Wahal and Mr. U. S. Oberoi, Directors retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-appointment.

The Govt. of Kerala nominated Mr. T. Balakrishnan in place of Mr. John Mathai on the Board of the Company w.e.f. 1st July, 2005. The Board places on record its appreciation for the contribution made by Mr. John Mathai during his tenure of directorship.

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

As the plant was leased out to Apollo Tyres Ltd. during the financial year ended 31st March, 2006 and the Company is not carrying out any manufacturing activity of its own, no information is required to be furnished under Section 217 (1) (e) of the Companies Act, 1956.