

PTL ENTERPRISES LIMITED

***49th Annual Report
2009-2010***

PTL ENTERPRISES LIMITED

49TH ANNUAL REPORT

CONTENTS

	Page Nos.
Board of Directors	1
Notice	2
Directors' Report	7
Report on Corporate Governance	11
Management Discussion and Analysis Report	22
Auditors' Report	26
Balance Sheet	31
Profit & Loss Account	32
Cash Flow Statement	33
Schedules	34
Significant Accounting Policies & Notes on Accounts.....	40
Balance Sheet Abstract and Company's General Business Profile	48
Consolidated Annual Accounts	51
Information Pertaining to Subsidiary Companies U/S 212 (8) of the Companies Act, 1956	71

PTL ENTERPRISES LIMITED

BOARD OF DIRECTORS

ONKAR S. KANWAR	:	CHAIRMAN
NEERAJ KANWAR		
HARISH BAHADUR		
K.JACOB THOMAS		
P. PRABAKARAN	:	KERALA GOVERNMENT NOMINEE
PALLAVI SHROFF		
T. BALAKRISHNAN	:	KERALA GOVERNMENT NOMINEE
U.S.OBEROI		
U.S. ANAND		

COMPANY SECRETARY

PRADEEP KUMAR

AUDITORS

H. N. MEHTA ASSOCIATES

REGISTERED OFFICE

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

BANKERS

STATE BANK OF INDIA
YES BANK
BANK OF INDIA
ICICI BANK LTD.

WORKS

KALAMASSERY
ALWAYE,
KERALA – 683 104.

PTL ENTERPRISES LIMITED

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

NOTICE

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

DAY	:	Wednesday
DATE	:	28 th July, 2010
TIME	:	2:30 P.M.
PLACE	:	Willingdon Hall Taj Malabar, Willingdon Island Kochi – 682 003

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, 2010 and the Report of the Directors and of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr.Neeraj Kanwar, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.K.Jacob Thomas who retires by rotation, and being eligible, offers himself for re-appointment.
5. 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 financial year 2010-2011 and the Board of Directors be and are hereby authorised to fix their remuneration plus travelling and out of pocket expenses for audit.”

SPECIAL BUSINESS

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

“RESOLVED that Mr.U.S.Anand, who was appointed by the Board of Directors of the Company as an additional Director w.e.f. 20th October, 2009 and who holds office as such upto the date of the 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.”

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 372A and other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments, bodies, financial institutions or other lenders, who have granted term loans to the Company, as may be required, consent of the Company be and is hereby accorded to incorporate a wholly-owned subsidiary company with the name “PTL Energy Pvt. Ltd.” or any other name as may be allowed by the Registrar of Companies or concerned authorities for the purpose of entering into generation, distribution and trading of power and other related activities and a sum not exceeding Rs.25 lacs be invested in the said company by way of subscription of equity shares notwithstanding that the aggregate of all the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

RESOLVED FURTHER THAT the Board of Directors/Committee of Directors of the Company be and are hereby severally authorized to take necessary steps for incorporation of a subsidiary company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

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



(PRADEEP KUMAR)
COMPANY SECRETARY

Place : Gurgaon
Dated : 28th May, 2010

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 16th July, 2010 to 28th July, 2010 (both days inclusive) for payment of dividend on equity shares. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
4. 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 will help the Company to provide efficient and better services to the members.
5. Please bring your copy of the Annual Report to the Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 5.00 p.m. on any working day prior to the date of the Meeting and also at the Meeting.
7. 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 Annual General Meeting.
8. 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.
9. 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.
10. Information under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/reappointment at the Annual General Meeting (Item No.3, 4 and 6) is given after the explanatory statement.
11. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government pursuant to Section 205C of the Companies Act, 1956 on the dates mentioned below. Kindly, note that after such transfer, the members will not be entitled to claim such dividend :-

Financial Year Ended	Due Date of Transfer
31.03.2008	17.08.2015
31.03.2009	22.08.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 6**

Mr.U.S.Anand was appointed by the Board of Directors as an Additional Director on the Board of your Company with effect from 20th October, 2009. Pursuant to section 260 of the Companies Act, 1956, Mr.U.S.Anand, holds office upto the date of forthcoming Annual General Meeting. A notice under section 257 of the Companies Act, 1956 has been received from a member along with a deposit of Rs.500/- proposing the candidature of Mr.Anand as a Director of the Company.

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

None of the Directors of the Company except Mr.U.S.Anand, himself is concerned or interested in the resolution.

Item No. 7

As part of its expansion and diversification plans, your Company is considering various alternatives involving trading and/or generation of power. The above business is already covered under the Memorandum and Articles of Association of the Company. It is now proposed to form a wholly-owned subsidiary for the purpose of implementation of power project by way of a separate subsidiary Company and a sum not exceeding Rs.25 lacs would be required to be initially invested by way of subscription of shares in such company.

The proposal to subscribe shares in a subsidiary company would attract provisions of Section 372A of the Companies Act, 1956, inter-alia requiring approval of the shareholders by way of Special Resolution.

The Board of Directors recommend the resolution for approval of members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES**Item No. 3**

Mr. Neeraj Kanwar, aged about 39 years, graduated from Lehigh University, USA, with a focus on Industrial Engineering and Management Systems. He joined the Board of Directors of the Company in the year 1997.

Mr. Neeraj Kanwar began his career with Apollo Tyres in 1995 as Manager, Product & Strategic Planning, and steadily rose up the ranks to become the Chief of Manufacturing in 1998, the COO in 2002 and eventually Vice Chairman and Managing Director in 2009.

Recently, Mr. Neeraj Kanwar had the unique distinction of being elected as the youngest Chairman of Automotive Tyres Manufacturers' Association (ATMA), the apex body of the Indian tyre industry.

Mr. Neeraj Kanwar is holding directorship of the following companies:-

Apollo Tyres Ltd.	Vice Chairman & Managing Director
Apollo Automotive Tyres Ltd.	Director
Apollo Radial Tyres Ltd.	Director
Sunlife Trade Links Pvt. Ltd.	Director
Apollo (South Africa) Holdings (Pty.) Ltd.	Director
Apollo Tyres Zrt.	Director

Artemis Medicare Services Ltd.	Director
Apollo Tyres Pte. Ltd.	Director
Apollo Tyres AG	Director
Apollo (Mauritius) Holdings Pvt. Ltd.	Director
Apollo Tyres Cooperatief U.A.	Director
Apollo Vredestein B.V. (Supervisory Board)	Director

He is also a member of Shareholders'/Investor's Transfer/Grievance Committee of Apollo Tyres Ltd and member of Audit Committee of Artemis Medicare Services Ltd.

He is not holding any shares in the Company.

Item No. 4

Mr.K.Jacob Thomas, aged about 74 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.K.Jacob Thomas is holding directorship of the following companies:-

Vaniampara Rubber Co. Ltd.	-	Managing Director
Comfoams Ltd.	-	Managing Director
Apollo Tyres Ltd.	-	Director
Vanrub Pvt. Ltd.	-	Director

Mr.Thomas is also a Chairman of Shareholders'/Investors' Transfer/Grievance Committee and Member of Audit Committee of Apollo Tyres Ltd.

He is holding 7500 shares of the Company.

Item No. 6

Mr.U.S.Anand, aged about 67 years, is a Chartered Accountant, with over 35 years of experience. He joined the Board of Directors of the Company in the year 2009 His experience is focused in the areas of Accounts , Finance, Taxation and Business development.

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 : 28th May, 2010

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report and Audited Accounts of your Company for the financial year ended March 31, 2010.

FINANCIAL RESULTS

	Year Ended (Rs./lacs)	
	31.03.2010	31.03.2009
Other income	2727.68	2676.07
Profit before depreciation	1915.40	1709.66
- Depreciation	14.64	15.98
Profit before tax	1900.76	1693.68
- Provision for Tax – Current	668.90	592.43
- Provision for Tax – Deferred	(10.49)	(14.49)
- Provision for Fringe Benefit Tax	-	1.10
Net Profit after Tax	1242.35	1114.64
- Extra Ordinary Items	(945.69)	-
Net Profit after Extra Ordinary Items	296.66	1114.64
Balance brought forward from Previous Year	2242.74	1637.84
Profit available for appropriations	2539.40	2752.48
Appropriations :-		
- Dividend to Equity shareholders	330.94	264.75
- Dividend tax	54.96	44.99
- Transfer to General Reserve	200.00	200.00
Balance carried forward	1953.50	2242.74

OPERATIONS

Your Directors are pleased to report that gross income for the year ended 31st March, 2010 amounted to Rs.2727.68 lacs as against Rs.2676.07 lacs during the previous year, registering an increase of 1.93%. It includes lease rental of Rs.2500 lacs received from Apollo Tyres Ltd. (ATL), in accordance with the terms of the Lease Agreement executed with ATL. After providing for depreciation and tax, net profit amounted to Rs.1242.35 lacs as against Rs.1114.64 lacs in the previous year, recording an increase of Rs.11.46%. The extra ordinary item represents, transfer, by way of gift, of 15,75,000 shares held by the Company in its subsidiary "Artemis Health Sciences Ltd." to CEO of its healthcare business towards his contribution in developing healthcare business as part of growth and diversification plans of the Company. The net profit, after providing for extra ordinary items, amounted to Rs.296.66 lacs, as against Rs.1114.64 lacs in the previous year.

DIVIDEND

Your directors recommend dividend of Re.0.50 per equity share for the financial year 2009-10, for your approval. There will be no tax deduction at source on dividend payments, but your company will have to pay dividend distribution tax amounting to Rs.54.96 lacs inclusive of surcharge.

The dividend, if approved, shall be payable to the shareholders registered in the books of the company and the beneficial owners as per details furnished by the depositories, determined with reference to the book closure from 16th July, 2010 to 28th July, 2010 (both days inclusive).

SUBSIDIARY COMPANIES

Your Directors decided to seek exemption under Section 212 of the Companies Act, 1956, from annexing Annual Reports of the subsidiary companies viz. Artemis Health Sciences Ltd., Artemis Medicare Services Ltd., Artemis Life Sciences Pvt. Ltd., Artemis Mediequipments Pvt. Ltd. and Artemis Medical Institute & Hospitals Pvt. Ltd. for the financial year ended 31st March, 2010.

The Central Government vide its letter No.47/294/2010-CL-III dated 9th April, 2010, has accorded its approval under Section 212 (8) of the Companies Act, 1956, from annexing the accounts of the above subsidiary companies. 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 of the Company.

EXPANSION/DIVERSIFICATION/FUTURE OUTLOOK

During the year under review, your super-specialty hospital in Gurgaon by the name of "Artemis Health Institute" owned by subsidiary company "Artemis Medicare Services Ltd." has been successfully accredited by NABH (National Accreditation Board for Hospitals & Healthcare). Prestigious NABH accreditation symbolizes for high quality care for patients & safety by credential medical staff. Your hospital operations remained smooth during the year under review. All efforts were made by the hospital to provide super-specialty services of International standards primarily related to cancer, cardiology, orthopedics, renal transplant, endoscopy and In-vitro Fertilization. It continues to serve several national and international patients in varied segments.

Your hospital has hosted First Joint International Conference on Head, Neck & Thoracic Oncology organized jointly by Artemis Health Institute, Gurgaon & Memorial Sloan Kettering Cancer Centre (MSKCC), New York called ASK'10 (Artemis Sloan Kettering, 2010), marking the beginning of the tie up between Artemis & MSKCC. Conference was attended by senior doctors across the globe, primarily from United States, England, Middle East and African countries.

Your directors are optimistic of favourable growth in the coming year for this foray at all levels. As part of its expansion and diversification plans, the company is considering various proposals involving trading and/or generation of power. However, these are at preliminary stage and the members shall be kept informed on the progress on the subject from time to time.

COST AUDIT

Your Company is in the process of filing an application with the Central Government for availing exemption from the requirements of Cost Audit as your Company does not have its own production and 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 are self explanatory.