

Punj Lloyd Ltd

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April 12, 2017

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

BSE Limited
Department of Corporate Services
25th Floor
P J Towers
Dalal Street
Mumbai – 400001

Symbol: PUNJLLOYD

Scrip Code: 532693/PUNJLLOYD

Sub: Disclosure under Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of captioned regulation, please find enclosed herewith, compliance report on Corporate Governance for the quarter and financial year ended March 31, 2017.

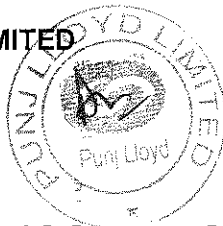
You are kindly requested to take the same on record.

Thanking You,

Yours faithfully

For PUNJ LLOYD LIMITED

A handwritten signature in black ink, appearing to read "Dinesh Thairani".



DINESH THAIRANI
Group President-Legal & Company Secretary

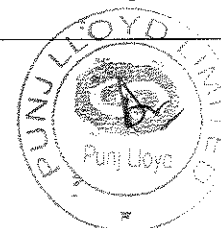
Encl: As above

Compliance Report on Corporate Governance for quarter ended March 31, 2017

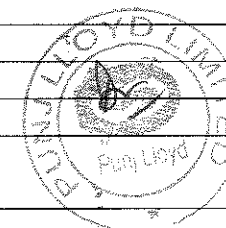
1. Name of Listed Entity : Punj Lloyd Limited
2. Quarter ending : March 31, 2017

i. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this list entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Atul Punj	DIN : 00005612 PAN : AAFPP1942D	Chairperson/ Executive	July 1, 2013	N.A	1	2	0
Mr.	Shiv Punj	DIN : 03227629 PAN : AVIPP2692J	Executive	March 25, 2016	N.A	1	1	0
Mr.	Atul Kumar Jain	DIN : 02208079 PAN : ACBPJ9814G	Executive	August 10, 2016	N.A	1	0	0
Mr.	Uday Jit Singh Walia	DIN : 02393545 PAN : AAVPW7849Q	Non-Executive / Independent Director	September 25, 2015	1 year, 6 months and 6 days	1	5	1
Mr.	Phiroz Adi Vandrevala	DIN : 01778976 PAN : AAAPV0608F	Non-Executive / Independent Director	August 04, 2014	2 years, 7 months and 28 days	2	1	1
Mr.	Rajat Khare	DIN : 00452419 PAN : ANQPK6572J	Non-Executive / Independent Director	May 20, 2016	10 months and 12 days	1	1	0
Mr.	Shravan Sampath	DIN : 02590066 PAN : AVFPS0173A	Non-Executive / Independent Director	May 27, 2016	10 months and 5 days	1	7	0
Ms.	Jyoti Punj	DIN : 00675900 PAN : ADEPP0943L	Non-Executive	August 18, 2016	N.A	1	0	0

*To be filled only for Independent Director, Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



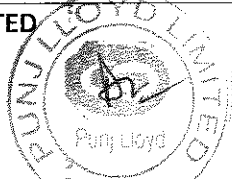
II. Composition of Committees				
Name of Committee		Name of Committee members		Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee		1. Mr. Phiroz Adi Vandrevale		Chairperson / Independent
		2. Mr. Rajat Khare		Independent
		3. Mr. Atul Punj		Executive
		4. Mr. Shravan Sampath		Independent
2. Nomination & Remuneration Committee		1. Mr. Phiroz Adi Vandrevale		Chairperson / Independent
		2. Mr. Rajat Khare		Independent
		3. Mr. Uday Walia		Independent
3. Risk Management Committee (if applicable)		N.A.		N.A.
4. Stakeholders Relationship Committee		1. Mr. Uday Walia		Chairperson/ Independent
		2. Mr. Atul Punj		Executive
		3. Mr. Shiv Punj		Executive
III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
November 30, 2016		February 11, 2017		72 days
IV. Meeting of Committee				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee				
February 11, 2017	Yes (Two Independent Directors were present)	November 30, 2016	72 days	
Stakeholders Relationship Committee				
February 11, 2017	Yes	-	-	
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
V. Related Party Transactions				
Subject			Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained			Yes	
Whether shareholder approval obtained for material RPT			N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			Yes	



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities). N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. ~~The report and/or~~ the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

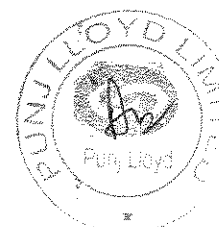
For PUNJ LLOYD LIMITED



Dinesh Thairani
Group President-Legal & Company Secretary

Compliance Report on Corporate Governance for Financial Year ended 31st March, 2017 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes



<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For PUNJ LLOYD LIMITED





Dinesh Thairani
Group President-Legal & Company Secretary