

**Punj Lloyd Ltd**

Corporate Office II, 95 Institutional Area, Sector 32, Gurgaon 122 001, India

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**April 6, 2018**

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

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

**Scrip Code: 532693/PUNJLLOYD**

**Symbol: 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 on March 31, 2018.

You are 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

**Registered Office**

Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India

CIN : L74899DL1988PLC033314

# Compliance Report on Corporate Governance for quarter ended March 31, 2018

1. Name of Listed Entity : **Punj Lloyd Limited**  
 2. Quarter ending : **March 31, 2018**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/No minee)	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	1	0
Mr.	Uday Jit Singh Walia	DIN : 02393545 PAN : AAVPW7849Q	Non-Executive / Independent Director	September 25, 2015	2 years, 6 months and 6 days	1	3	1
Mr.	Phiroz Adi Vandrevale	DIN : 01778976 PAN : AAAPV0608F	Non-Executive / Independent Director	August 04, 2014	3 years, 7 months and 28 days	2	1	1
Mr.	Rajat Khare	DIN : 00452419 PAN : ANQPK6572J	Non-Executive / Independent Director	May 20, 2016	1year, 10 months and 12 days	1	1	0
Mr.	Shravan Sampath	DIN : 02590066 PAN : AVFPS0173A	Non-Executive / Independent Director	May 27, 2016	1year, 10 months and 5 days	1	4	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 Vandrevala	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 Vandrevala	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 11, 2017	February 14, 2018	94 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 14, 2018	Yes (Two Independent Directors were present)	November 11, 2017	94 days
Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee			
February 14, 2018	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

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**VI. Affirmations**

4. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. 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.
6. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
7. 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.
8. ~~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**

## Annexure II

## Compliance Report on Corporate Governance for Financial Year ended 31st March, 2018 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>	
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) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b>  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   <b>Dinesh Thairani</b> Group President-Legal & Company Secretary		