Punj Lloyd Ltd

Corporate Office II, 95 Institutional Area, Sector 32, Gurgaon 122 001, India T +91 124 262 0769 F +91 124 262 0777 www.punjlloyd.com



January 14, 2019

**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

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

Dear Sir/Madam,

Pursuant to the provisions of captioned regulation, please find enclosed herewith compliance report on Corporate Governance for the quarter ended on December 31, 2018.

You are kindly requested to take the same on record.

Thanking You,

Yours faithfully

For PUNJ LLOYD LIMITED

DINESH THAIRANI

**Group President-Legal & Company Secretary** 

Encl: As above

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

Name of Listed Entity : Punj Lloyd Limited
 Quarter ending : December 31, 2018

entity in continuity without any cooling off period.

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/E xecutive/ Non- Executive/ independent/N ominee)	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, 2018 (Reappointed as Chairman & Managing Director for a period of 5 years w.e.f July 01, 2018)	N.A	· 1	3	**************************************
Mr.	Uday Jit Singh Walia	DIN : 02393545 PAN :AAVPW7849Q	Non-Executive / Independent Director	September 25, 2015	3 years, 3 Months and 7 days	1	2	1
Mŗ.	Phiroz Adi Vandrevala	DIN: 01778976 PAN: AAAPV0608F	Non-Executive / Independent Director	August 04, 2014	4 years, 4 month and 28 days	2	1	1
Mr.	Shravan Sampath	DIN: 02590066 PAN: AVFPS0173A	Non-Executive / Independent Director	May 27, 2016	2 years, 7 months and 5 days	1	4	0

Executive / Independent / Nomin	ma of Committee	II. Composition of Committees											
2. Mr. Atul Punj   Executive   Independent   Independent   Independent   2. Mr. Shravan Sampath   Independent   Independent   2. Mr. Uday Walia   Independent   Independen	tie of Committee					gory (Chairperson / Executive / Non- cutive / Independent / Nominee)							
3. Mr. Shravan Sampath Independent  2. Nomination & Remuneration Committee  1. Mr. Phiroz Adi Vandrevala 2. Mr. Uday Walia Independent 3. Mr. Shravan Sampath Independent 1. Mr. Stakeholders Relationship Committee  1. Mr. Uday Walia Independent 1. Mr. Uday Walia Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 2. Mr. Atul Punj Executive  1. Mr. Uday Walia Chairperson/ Independent 4. Executive  1. Mr. Uday Walia Chairperson/ Independent 4. Executive  1. Mr. Uday Walia Chairperson/ Independent 4. Executive  1. Mr. Uday Walia Chairperson/ Independent Maximum gap between any two munipher of Quorum met (details) Committee In the previous quarter  2. Mr. Atul Punj Executive  2. Mr. Atul Punj Maximum gap between any two meetings In number of Quorum met (details) Committee In the previous quarter  3. Mr. Atul Punj Chairperson/ Independent Committee In the previous quarter  4. Maximum gap between any two munipherson of the Committee In the previous quarter  4. Maximum gap between any two munipherson of the Committee In the previous quarter  4. Maximum gap between any two munipherson of the Committee In the previous quarter  5. Atule Punj Chairperson/ Independent Chairperson/ Independent Chairperson/ Independent Chairperson/ Independent Chairperson/ Independent Chairper	Audit Committee		1. Mr. Phiro:	z Adi Vandrevala	Chairpe								
3. Mr. Shravan Sampath				Puni									
2. Mr. Uday Walia 3. Mr. Shravan Sampath Independent 3. Mr. Alay Walia 4. Stakeholders Relationship Committee  III. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous quarter  August 14, 2018  October 25, 2018*  Date(s) of meeting of the committee  Date(s) of meeting of the committee  Date(s) of meeting of the quarter quarter  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 25, 2018  Yes   Nomination and Remuneration Committee  October 25, 2018  Yes   * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its													
2. Mr. Uday Walia 3. Mr. Shravan Sampath  3. Risk Management Committee (if applicable) 3. Risk Management Committee (if applicable) 4. Stakeholders Relationship Committee 5. Mr. Atul Punj 6. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting (if any) in the previous quarter  Date(s) of Meeting of Committee  Date(s) of Meeting of Committee  Date(s) of Meeting of Committee  Date(s) of Meeting of the committee in the relevant quarter  Date(s) of meeting of the committee (details)  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 25, 2018*  October 25, 2018*  Directors were present)  New Time Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its	Invitation 9 Demonstration Com-	naitte e	1 Mr Dhiro	- Adi Mandrovalo	Chairna	room / Indonondont							
3. Risk Management Committee (if applicable)  N.A.  N.A.  4. Stakeholders Relationship Committee  1. Mr. Uday Walia 2. Mr. Atul Punj Executive  1. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter  August 14, 2018  Date(s) of Meeting (if any) in the relevant quarter  Date(s) of Meeting (if any) in the relevant quarter  October 25, 2018*  Total ays  October 27, 2018*  Naximum gap between any two number of days  October 27, 2018*  Naximum gap between any two number of days  October 27, 2018*  Naximum gap between any two number of days  October 27, 2018*  Naximum gap between any two number of days  Total ays  October 27, 2018*  Naximum gap between any two meeting of the committee in the previous quarter  Audit Committee  October 25, 2018*  Ves (Two Independent August 14, 2018  Total ays  Total ays  Total ays  August 14, 2018  Total ays  T	tomination & Remuneration Comm	millee											
3. Risk Management Committee (if applicable)  4. Stakeholders Relationship Committee  1. Mr. Uday Walia 2. Mr. Atul Punj Executive  11. Meeting of Board of Directors  Date(s) of Meeting (if any) in the previous quarter August 14, 2018  Date(s) of Meeting (if any) in the relevant quarter  October 25, 2018*  Date(s) of meeting of the committee  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 27, 2018*  October 25, 2018*  August 14, 2018  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 27, 2018  October 27, 2018*  October 28, 2018*  October 2					<u> </u>								
4. Stakeholders Relationship Committee    1. Mr. Uday Walia   2. Mr. Atul Punj   Executive			S. IVII. SHI'AV	ran Sampam	maepen	<u>ueni</u>							
III.   Meeting of Board of Directors   Date(s) of Meeting (if any) in the previous quarter   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 number of days)	Risk Management Committee (if a	ipplicable)	N.A.		N.A.								
III.   Meeting of Board of Directors   Date(s) of Meeting (if any) in the previous quarter   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 number of days)	Stakohaldara Balatianahin Committae		1 Mr Hday	Walia	Chairnerson/Independent								
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 number of days	Stakeholders Relationship Committee												
Date(s) of Meeting (if any) in the previous quarter  August 14, 2018  Date(s) of Meeting (if any) in the relevant quarter  August 14, 2018  October 25, 2018*  October 27, 2018*  Totober 27, 2018*  Date(s) of meeting of Committee  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 25, 2018*  Yes (Two Independent August 14, 2018  October 27, 2018*  Directors were present)  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018  Yes  The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its			Z, Wit. 7 (tol 1	unj.	LXCCUIIV	,,,							
Date(s) of Meeting (if any) in the previous quarter  August 14, 2018  Date(s) of Meeting (if any) in the relevant quarter  August 14, 2018  October 25, 2018*  October 27, 2018*  To days  October 27, 2018*  October 27, 2018*  Date(s) of meeting of the committee  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 26, 2018*  October 27, 2018*  Pes (Two Independent August 14, 2018  October 27, 2018*  October 27, 2018*  October 28, 2018  Yes  To days  To	Meeting of Board of Directors	 S											
October 25, 2018*   71 days	Date(s) of Meeting (if any) in the previous		Date(s) of N	<del>-</del> '	Maximum gap between any two consecutive								
IV. Meeting of Committee  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018*  October 25, 2018*  October 27, 2018*  Yes (Two Independent October 27, 2018*  October 27, 2018*  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018  October 25, 2018  Yes  The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining itee				<del></del>									
IV. Meeting of Committee  Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018* Yes (Two Independent October 25, 2018* Directors were present)  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018 Yes  Nomination and Remuneration Committee  October 25, 2018 Yes  * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining itee.	August 14, 2018												
Date(s) of meeting of the committee in the relevant quarter  Audit Committee  October 25, 2018* Yes (Two Independent October 27, 2018 Yes)  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018 Yes  The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining itee.													
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Audit Committee  October 25, 2018* Yes (Two Independent August 14, 2018 71 days October 27, 2018* Directors were present) 73 days  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee October 25, 2018 Yes  Nomination and Remuneration Committee October 25, 2018 Yes  * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its			et (details)	committee in the previous	meetings In number of days*								
October 25, 2018* Yes (Two Independent October 27, 2018* Directors were present)  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018 Yes  Nomination and Remuneration Committee  October 25, 2018 Yes  * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its				quarter									
October 27, 2018* Directors were present) 73 days  Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee  October 25, 2018 Yes  Nomination and Remuneration Committee  October 25, 2018 Yes  * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its			•										
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October 25, 2018  Yes   Nomination and Remuneration Committee  October 25, 2018  Yes    * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its			<u> </u>		73 days								
Nomination and Remuneration Committee  October 25, 2018 Yes  * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its	keholders' Relationship Comm	ittee cum Sh	areholders/Inve	estors Grievance Committee									
October 25, 2018 Yes * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its			es										
October 25, 2018  Yes   * The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its	mination and Remuneration Co	mmittee											
* The Board Meeting Held on October 25, 2018 was adjourned and the adjourned meeting was held on October 27, 2018 for remaining its	······································		es	E-16			·						
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		er 25, 2018 wa	as adjourned and	d the adjourned meeting was held	on Octobe	er 27, 2018 for remain	ning items of ager						
ν. ελοιαίου εαιτή είαποαυπομό	ne Board Meeting Held on Octobe			7	<u> </u>								
Subject Compliance status (Yes	ne Board Meeting Held on Octobe Related Party Transactions					Compliance status	s (Yes/No/NA)						
Whether prior approval of audit committee obtained Yes	Related Party Transactions		4			Yes							
Whether shareholder approval obtained for material RPT N.A.	Related Party Transactions bject	nittee obtaine	:u			3.1.0							
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee Yes	Related Party Transactions  bject  ether prior approval of audit comm					N.A.	1.74 A						

- 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
  - 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