

**Punj Lloyd Ltd**

Corporate Office I, 78 Institutional Area, Sector 32, Gurugram 122 001, India

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www.punjlloyd.com



**October 15, 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 half year ended on September 30, 2018.

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

**Registered Office**

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

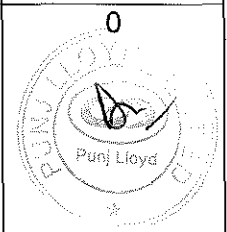
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CIN: L74899DL1988PLC033314

## Compliance Report on Corporate Governance for quarter ended September 30, 2018

1. Name of Listed Entity : Punj Lloyd Limited  
 2. Quarter ending : September 30, 2018

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, 2018 (Reappointed as Chairman & Managing Director for a period of 5 years w.e.f July 01, 2018)	N.A	1	3	0
Mr.	Shiv Punj	DIN : 03227629 PAN : AVIPP2692J	Executive	March 25, 2016 to August 27, 2018 ( date of cessation)	N.A	1 (ceased to be director w.e.f August 27, 2018)	1 (ceased to be member of Stakeholder Committee w.e.f August 27, 2018)	0
Mr.	Uday Jit Singh Walia	DIN : 02393545 PAN : AAVPW7849Q	Non-Executive / Independent Director	September 25, 2015	3 years and 6 days	1	3	1
Mr.	Phiroz Adi Vandrevala	DIN : 01778976 PAN : AAAPV0608F	Non-Executive / Independent Director	August 04, 2014	4 years, 1 month and 28 days	2	1	1
Mr.	Rajat Khare	DIN : 00452419 PAN : ANQPK6572J he is not a Citizen of India and has surrendered his Pan Card.	Non-Executive / Independent Director	May 20, 2016 to August 11, 2018 ( date of cessation)	2 years, 2 months and 22 days	1 (ceased to be director due to Vacation of Office under 167(1)(b) of the Companies Act, 2013 w.e.f August 11, 2018)	1 (ceased to member of Audit committee w.e.f August 11, 2018)	0



Mr.	Shravan Sampath	DIN : 02590066 PAN : AVFPS0173A	Non-Executive / Independent Director	May 27, 2016	2 years, 4 months and 5 days	1	4	0
Ms.	Jyoti Punj	DIN : 00675900 PAN : ADEPP0943L	Non-Executive	August 18, 2016 to August 27, 2018 ( date of cessation)	N.A	1 (ceased to be director w.e.f August 27, 2018)	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. Atul Punj	Executive
	3. Mr. Shravan Sampath	Independent
2. Nomination & Remuneration Committee	1. Mr. Phiroz Adi Vandrevala	Chairperson / Independent
	2. Mr. Uday Walia	Independent
	3. Mr. Shravan Sampath	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

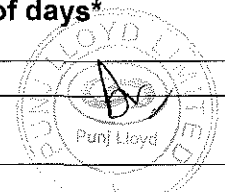
## III. Meeting of Board of Directors

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)
April 26, 2018	August 14, 2018	10 days
May 7, 2018		22 days
May 30, 2018		75 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 August 14, 2018	Yes (Two Independent Directors were present)	May 30, 2018	75 days

\*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**


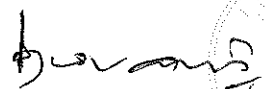
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**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 III

## Compliance Report on Corporate Governance for six months ended on September 30, 2018

1. Name of Listed Entity: **Punj Lloyd Limited**
2. Six Month Ending: **September 30, 2018**

<b>I. Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p>For <b>PUNJ LLOYD LIMITED</b></p> <p> </p> <p><b>Dinesh Thairani</b> Group President – Legal &amp; Company Secretary</p>		