



July 10, 2018

**BSE Limited**  
Department of Corporate Services  
25th Floor, PJ 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 ended on June 30, 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".

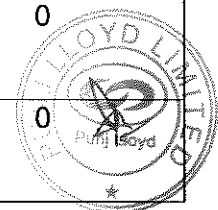
**DINESH THAIRANI**  
Group President - Legal & Company Secretary

Encl: As above

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

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

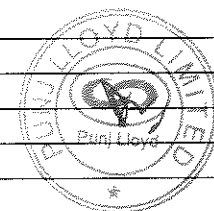
| I. Composition of Board of Directors |                       |  |  |   |                                |   |  |  |
|--------------------------------------|-----------------------|--|--|---|--------------------------------|---|--|--|
| Title (Mr./ Ms.)                     | Name of the Director  | PAN & DIN  | Category (Chairperson/ Executive/ Non-Executive/Independent/Non 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<br>PAN : AAFPP1942D   | Chairperson/<br>Executive  | July 1, 2013**  | N.A                            | 1   | 3  | 0  |
| Mr.                                  | Shiv Punj             | DIN : 03227629<br>PAN : AVIPP2692J   | Executive  | March 25, 2016  | N.A                            | 1   | 1  | 0  |
| Mr.                                  | Atul Kumar Jain       | DIN : 02208079<br>PAN : ACBPJ9814G   | Executive  | August 10, 2016 to<br>May 29, 2018<br>( date of<br>cessation) | N.A                            | 1(ceased to<br>be director<br>w.e.f May<br>29,2018)               | 1 ( ceased to<br>member of Audit<br>committee w.e.f<br>May 29, 2018)                   | 0  |
| Mr.                                  | Uday Jit Singh Walia  | DIN : 02393545<br>PAN :AAVPW7849Q  | Non-Executive<br>/ Independent<br>Director                             | September 25, 2015  | 2 years, 9 months and 6 days   | 1   | 3  | 1  |
| Mr.                                  | Phiroz Adi Vandrevala | DIN : 01778976<br>PAN : AAAPV0608F   | Non-Executive<br>/ Independent<br>Director                             | August 04, 2014   | 3 years, 10 months and 28 days | 2   | 1  | 1  |
| Mr.                                  | Rajat Khare           | DIN : 00452419<br>PAN : ANQPK6572J<br>he is not a Citizen of India and has surrendered his Pan Card. | Non-Executive<br>/ Independent<br>Director                             | May 20, 2016  | 2 years, 1 month and 12 days   | 1   | 1  | 0  |
| Mr.                                  | Shravan Sampath       | DIN : 02590066<br>PAN : AVFPS0173A   | Non-Executive<br>/ Independent<br>Director                             | May 27, 2016  | 2 years, 1 month and 5 days    | 1   | 4  | 0  |
| Ms.                                  | Jyoti Punj            | DIN : 00675900<br>PAN : ADEPP0943L   | Non-Executive  | August 18, 2016   | N.A                            | 1   | 0  | 0  |

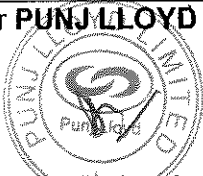


\*To be filled only for Independent Director, Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

\*\* Re- appointed as Chairman & Managing Director of the Company w.e.f July 1, 2018

| <b>II. Composition of Committees</b>   |  |   |  |
|--|--|---|--|
| <b>Name of Committee</b>   | <b>Name of Committee members</b>                           | <b>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</b> |  |
| 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   |  |
| <b>III. Meeting of Board of Directors</b>  |  |   |  |
| <b>Date(s) of Meeting (if any) in the previous quarter</b>   | <b>Date(s) of Meeting (if any) in the relevant quarter</b> | <b>Maximum gap between any two consecutive (in number of days)</b>                |  |
| February 14, 2018  | April 26, 2018   | 70 days   |  |
|  | May 7, 2018  | 10 days   |  |
|  | May 30, 2018   | 22 days   |  |
| <b>IV. Meeting of Committee</b>  |  |   |  |
| <b>Date(s) of meeting of the committee in the relevant quarter</b>   | <b>Whether requirement of Quorum met (details)</b>         | <b>Date(s) of meeting of the committee in the previous quarter</b>                | <b>Maximum gap between any two consecutive meetings In number of days*</b> |
| <b>Audit Committee</b>   |  |   |  |
| May 30, 2018   | Yes (Two Independent Directors were present)               | February 14, 2018   | 104 days   |
| <b>Nomination And Remuneration Committee</b>   |  |   |  |
| --   | --   | February 14, 2018   | --   |
| <b>Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee</b>   |  |   |  |
| --   | --   | February 14, 2018   | --   |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional |  |   |  |



| <b>V. Related Party Transactions</b>  |                                      |
|---|--------------------------------------|
| <b>Subject</b>  | <b>Compliance status (Yes/No/NA)</b> |
| 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                                  |
| <b>Note</b>   |                                      |
| <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>  |                                      |
| <b>VI. Affirmations</b>   |                                      |
| <p>4. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities). N.A.</li> </ol> <p>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.</p> <p>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.</p> <p>8. <del>The report and/or</del> 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</p> |                                      |
| <p>For <b>PUNJ LLOYD LIMITED</b></p>  <p><b>Dinesh Thairani</b><br/>Group President-Legal &amp; Company Secretary</p>  |                                      |