

Punj Lloyd Ltd

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October 12, 2017

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, 2017.

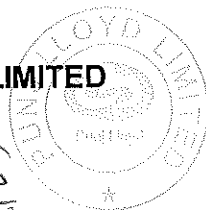
You are kindly requested to take the same on record.

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

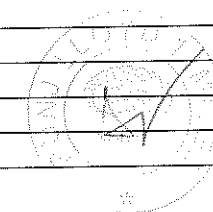
Compliance Report on Corporate Governance for quarter ended September 30, 2017

1. Name of Listed Entity : Punj Lloyd Limited
 2. Quarter ending : September 30, 2017

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 year and 6 days	1	4	1
Mr.	Phiroz Adi Vandrevala	DIN : 01778976 PAN : AAAPV0608F	Non-Executive / Independent Director	August 04, 2014	3 years, 1 month and 28 days	2	1	1
Mr.	Rajat Khare	DIN : 00452419 PAN : ANQPK6572J	Non-Executive / Independent Director	May 20, 2016	1year, 4 month and 12 days	1	1	0
Mr.	Shravan Sampath	DIN : 02590066 PAN : AVFPS0173A	Non-Executive / Independent Director	May 27, 2016	1year, 4 months and 5 days	1	5	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.

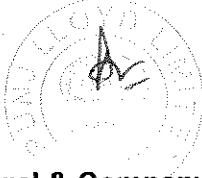
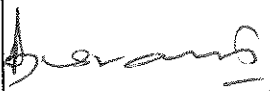
II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	
1. Audit Committee	1. Mr. Phiroz Adi Vandrevala	Chairperson / Independent	
	2. Mr. Rajat Khare	Independent	
	3. Mr. Atul Punj	Executive	
	4. Mr. Shravan 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)	
May 27, 2017	August 10, 2017	74 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 10, 2017	Yes (Three Independent Directors were present)	May 27, 2017	74 days
Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee			
August 10, 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**



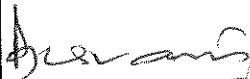

Dinesh Thairani

Group President-Legal & Company Secretary

ANNEXURE III

Compliance Report on Corporate Governance for six months ended on September 30, 2017

1. Name of Listed Entity: **Punj Lloyd Limited**
2. Six Month Ending: **September 30, 2017**

I. Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)^{refer note below}
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>Note:</p> <ol style="list-style-type: none"> 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. 		
<p>For PUNJ LLOYD LIMITED</p> <p> </p> <p>Dinesh Thairani Group President – Legal & Company Secretary</p>		