

Punj Lloyd Ltd

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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

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 December 31, 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

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

1. Name of Listed Entity : Punj Lloyd Limited
 2. Quarter ending : December 31, 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.	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
Mr.	Phiroz Adi Vandrevala	DIN : 01778976 PAN : AAPV0608F	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

*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.

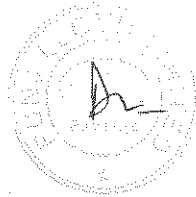
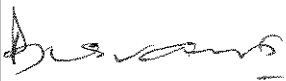
II. Composition of Committees			
Name of Committee		Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee		1. Mr. Phiroz Adi Vandrevala	Chairperson / Independent
		2. Mr. Atul Punj	Executive
		3. Mr. Shravan Sampath	Independent
2. Nomination & 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)
August 14, 2018		October 25, 2018*	71 days
		October 27, 2018*	73 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			
October 25, 2018*	Yes (Two Independent Directors were present)	August 14, 2018	71 days
October 27, 2018*			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 items of agenda			
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