

**PUNJAB COMMUNICATIONS LIMITED**

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31ST DECEMBER, 2017**

1. Name of Listing Entity

Punjab Communications Limited

2. Quarter ending

31st December, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/Non-Executive/independent/ Nominee) <sup>§</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	R.K. Verma, IAS	AANPV9299B & 01541990	Chairman - Non-Executive/ Nominee	10.08.17	N.A	2	Nil	Nil
Mr.	Vikas Pratap, IAS	AFUPP1016N & 01129385	Sr. VC & MD - Executive/ Nominee	20.11.14	N.A	1	Nil	Nil
Ms.	Shruti Singh, IAS	BAZPS8748D & 06571472	Sr. V.Chairperson - Non-Executive/ Nominee	09.08.16	N.A	1	Nil	Nil
Mr.	Rajiv Dewan	AAOPD9617N & 00007988	Independent - Non-Executive	12.01.15	36 M <sup>+</sup>	2	4	2
Mr.	V.P. Chandan	AAAPC3682L & 00225793	Independent - Non-Executive	12.01.15	36 M <sup>+</sup>	1	2	2
Ms.	Neena Singh	ADSPS0377F & 00233352	Independent - Non-Executive	31.03.15	33 M	2	2	Nil
<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange. <sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. <sup>*</sup> 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. <sup>(+)</sup> Mr. Rajiv Dewan and Mr. V.P. Chandan were originally appointed on 27.11.2003 as Independent Director(s), however subsequent to notification of the provisions of Companies Act, 2013 they were appointed for a term of 5 years w.e.f 12.01.2015.								
<b>II. Composition of Committees</b>								
Name of Committee			Name of Committee members		Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>			
1. Audit Committee			1. Mr. V.P. Chandan 2. Mr. Rajiv Dewan 3. Ms. Neena Singh		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee			
2. Stakeholders Relationship Committee <sup>†</sup>			1. Mr. V.P. Chandan 2. Mr. Rajiv Dewan 3. Ms. Neena Singh		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee			
3. Nomination & Remuneration Committee			1. Mr. V.P. Chandan 2. Mr. Rajiv Dewan 3. Ms. Neena Singh		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee			
<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen								
<b>III. Meeting of Board of Directors</b>								
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)		
17th August, 2017			14th November, 2017			88 Days		
<b>IV. Meeting of Committees (Audit Committee)</b>								
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*		
14th November, 2017		Yes (2/3)		17th August, 2017		88 Days		
* 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> refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p><b>Note</b></p> <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>	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
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)	Yes, as on date of this report.
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.	Yes
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.	Yes
5. This 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:	Yes, the same has been placed before the Board in their Meeting held on 14/11/2017
For Punjab Communications Limited  Sd/- Naresh Kumar Mehandru Compliance Officer	