

**PUNJAB COMMUNICATIONS LIMITED**  
**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31ST DECEMBER, 2015**

1. Name of Listing Entity Punjab Communications Limited  
2. Quarter ending 31st December, 2015

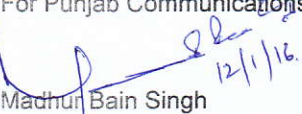
<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/Non-Executive/independent/ Nominee) <sup>§</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including 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.	Anirudh Tewari, IAS	AAYPT2062P & 02682553	Chairman - Non-Executive/ Nominee	13.05.15	N.A	2	Nil	Nil
Mr.	Vikas Pratap, IAS	AFUPP1016N & 01129385	VC & MD - Executive/ Nominee	20.11.14	N.A	1	Nil	Nil
Mr.	R.K. Chaudhuri, IAS	AAMPC7196H & 06941397	Vice Chairman - Non-Executive/ Nominee	03.07.14	N.A	1	Nil	Nil
Mr.	Rajiv Dewan	AAOPD9617N & 00007988	Independent - Non-Executive	27.11.03	12 Y*	2	4	1
Mr.	V.P. Chandan	AAAPC3682L & 00225793	Independent - Non-Executive	27.11.03	12 Y*	1	2	2
Ms.	Neena Singh	ADSPS0377F & 00233352	Independent - Non-Executive	31.03.15	9 M	3	2	Nil
Mr.	A.K. Pathak	AAQPP8147F & 00474919	Executive	13.08.12	N.A	1	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 * : 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. * : However, Mr. Rajiv Dewan and Mr. V.P. Chandan were appointed as Independent Director(s) for a period of 5 years as per the provisions of Companies Act, 2013 (read with relevant rules) w.e.f. 01-10-2014 and 01-10-2014 respectively.								

<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 4. Mr. A.K. Pathak	Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Executive
2. Nomination & Remuneration Committee	1. Mr. V.P. Chandan 2. Mr. Rajiv Dewan 3. Ms. Neena Singh 4. Mr. A.K. Pathak	Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Executive
3. Risk Management Committee(if applicable)	1. Mr. A.K. Pathak 2. Mr. J.S. Bhatia 3. Mr. Rajiv Dewan 4. Ms. Neena Singh 5. Mr. Madhur Bain Singh	Executive Director CFO Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Company Secretary
4. Stakeholders Relationship Committee'	1. Mr. V.P. Chandan 2. Mr. Rajiv Dewan 3. Ms. Neena Singh 4. Mr. A.K. Pathak	Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee Executive
<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)
12th August, 2015	10th November, 2015	90 Days

<b>IV. Meeting of Committees</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*
10th November, 2015	Yes (2/2)	12th August, 2015	90 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) 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
<b>Note</b> 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.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - <u>No. One shortage of Independent Director. The Company is in the process of complying with the required composition of Board of Directors.</u> 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) 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. 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: - <u>Being the first quarter, the Corporate Governance Report was not placed before the Board of Directors in the previous quarter.</u>
For Punjab Communications Limited  Madhur Bain Singh Company Secretary 