PUNJAB COMMUNICATIONS LIMITED

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED ON 31ST MARCH, 2018

1. Name of Listing Entity

Punjab Communications Limited

2. Quarter ending

31st March, 2018

Title	Name	PAN ^{\$}	Category	Date of	Tenure	No of	Number of	No of post of
(Mr. / Ms)	of the Director	& DIN	(Chairperson /Executive/Non- Executive/in dependent/ Nominee) ^{&}	Appoint ment in the current term /cessation	*	Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	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.	V.P. Chandan	AAAPC3682L & 00225793	Independent - Non-Executive	12.01.15	39 M ⁺	1	2	2
Ms.	Neena Singh	ADSPS0377F & 00233352	Independent - Non-Executive	31.03.15	36 M	2	2	Nil

^{\$}PAN number of any director would not be displayed on the website of Stock Exchange.

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.

(+) Mr. V.P. Chandan were originally appointed on 27.11.2003 as Independent Director, however subsequent to notification of the provisions of Companies Act, 2013 he was appointed for a term of 5 years w.e.f 12.01.2015.

II. Composition of Committees				
Name of Committee		Category (Chairperson/Executive/Non- Executive/independent/Nominee) ^{\$}		
1. Audit Committee *		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee		
2. Stakeholders Relationship Committee *		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee		
3. Nomination & Remuneration Committee *		Independent-Non-Executive/Nominee Independent-Non-Executive/Nominee		

[&]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

** Sh. Rajiv Dewan who resigned as Director w.e.f. 14/02/2018 was a member of these Committees. Accordingly, the Committees have two members now.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any, quarter		Maximum gap between any two consecutive (in number of days)		
any) in the previous quarter	quarter		two consecutive (in number of days)		
14th November, 2017	13th February, 2018		90 Days		
IV. Meeting of Committees (Audit Committee)					
Date(s) of meeting of	Whether	Date(s) of meeting of the	Maximum gap between		
the committee in the relevant quarter	requirement of Quorum met (details)	committee in the previous quarter	any two consecutive meetings in number of days*		
13th February, 2018	Yes (3/3)	14th November, 2017	90 Days		
* This infromation has to be mandatorily be given for audit committee, for rest of the committees giving this infromation is optional					

[&]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.

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		

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.

2. If status is two details of non-compliance may be given here.	
VI. Affirmations	
The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes - Sh. Rajiv Dewan Independent Director has resigned on 14.02.2018 & accordingly as per LODR Regulation, the Company is in the process of appointing a new Independent Director in his place.
 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 	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 13/02/2018
For Punjab Communications Limited	
Sd/- Naresh Kumar Mehandru Compliance Officer	

PUNJAB COMMUNICATIONS LIMITED

CORPORATE GOVERNANCE REPORT FOR THE HALF YEAR ENDED ON 31ST MARCH, 2018

1. Name of Listing Entity

Punjab Communications Limited

2. Half Year ending

31st March, 2018

I Affirmations					
Broad heading	Regulation Number	Compliance status (Yes/	s/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	, ,	Yes - business responsibil	ty report not applicable.		
Presence of Chairperson of Audit Committee at the Annual General Meeting		Yes			
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	,	Yes			
· ·	34(3) read with para C of Schedule V	Yes			
Note 1 In the column "Compliance Status" Board has been composed in accordant	·	-			

- 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.

For Punjab Communications Limited

Sd/-

Naresh Kumar Mehandru Compliance Officer

PUNJAB COMMUNICATIONS LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2018

1. Name of Listing Entity Punjab Communications Limited

2. Year ending 31st March, 2018

I. Disclosure on website in terms of Listing R	egulations			
Item	Compliance status (Yes/No/NA) refer note below			
Details of business			Yes	
Terms and conditions of appointment of indepen	Yes			
Composition of various committees of board of d	Yes			
Code of conduct of board of directors and senior	Yes			
Details of establishment of vigil mechanism/ Whi	Yes			
Criteria of making payments to non-executive dir	NA - No such payment made to non-executive director other than sitting fee during the financial year.			
Policy on dealing with related party transactions			Yes	
Policy for determining 'material' subsidiaries	NA - Both the Subsidiaries are under the process of winding-up.			
Details of familiarization programmes imparted to	independent directors		Yes	
Contact information of the designated officials of responsible for assisting and handling investor g			Yes	
email address for grievance redressal and other	relevant details		Yes	
Financial results			Yes	
Shareholding pattern			Yes	
Details of agreements entered into with the media companies and/or their associates			NA - No such agreement executed	
New name and the old name of the listed entity				
II Annual Affirmations				
Particulars	Regulation Number		Compliance status (Yes/No/NA) refer note below	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes		
Board composition	17(1)	Direction according the Cappoing appoins a contraction according a contr	- Sh. Rajiv Dewan Independent tor has resigned on 14.02.2018 & dingly as per LODR Regulation, Company is in the process of inting a new Independent Director place.	
Meeting of Board of directors	17(2)	Yes		
Review of Compliance Reports	17(3)	Yes	Yes	
Plans for orderly succession for appointments	17(4)	Yes		
Code of Conduct	17(5)	Yes		
Fees/compensation	17(6)	Yes		
Minimum Information Compliance Certificate	17(7)	Yes -	Yes Yes - will be obtain in the forthcoming Board Meeting.	
Risk Assessment & Management	17(9)	Yes		
Performance Evaluation of Independent Directors	17(10)		Yes - will be obtain in the forthcoming Board Meeting.	
Composition of Audit Committee	18(1)	Yes		
Meeting of Audit Committee	· · ·			
Composition of nomination & remuneration committee	19(1) & (2)	Yes		
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	D 10 605	
Composition and role of risk management committee	21(1),(2),(3),(4)		s per Regulation 21(5)	
Vigil Mechanism	22	Yes		
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes		
Prior or Omnibus approval of Audit Committee for all related party transactions			No such transaction took place g the financial year.	

Approval for material related party transactions	23(4)	NA - No such transaction took place during the financial year.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Punjab Communications Limited

Sd/-

Naresh Kumar Mehandru Compliance Officer