



# PBA INFRASTRUCTURE LTD.

ISO 9001 : 2000  
ISO 14001:2004  
ISO 18001:2007

PBA:BSE:16

January 15, 2016

To,

The Manager - CRD Bombay Stock Exchange Ltd. Floor 25 <sup>th</sup> , P J Tower, Dalal Street, Mumbai - 400 001.	Asst. Vice President National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.
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**Sub: Submission of Quarterly Compliance Report on Corporate Governance Report for the Third Quarter ended 31<sup>st</sup> December, 2015 - Revised**


Dear Sir,

We are enclosing herewith the revised Compliance Report on Corporate Governance for the Third Quarter ended 31<sup>st</sup> December, 2015 of PBA Infrastructure Limited.

Kindly take it on record.

Thanking You,

Yours faithfully,  
**For PBA Infrastructure Ltd.**

  
**Ramlal Wadhawan**  
**(Chairman & MD)**  
**DIN NO. 00287661**

Encl: as above

**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 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.	RAMLAL WADHAWAN	00287661	CHAIRMAN	15.05.2015		1	1 - Audit Committee	NIL
MR.	NARAIN BELANI	02395693	EXECUTIVE	15.05.2015		1	1 - Stakeholders Relationship Committee	NIL
MR.	BHAGWATI PRASAD MANGAL	00134847	INDEPENDENT	10.11.2015	2 MONTHS	3	3 - Audit Committee 2 - Stakeholders Relationship	2 - Audit Committee
MS.	JACINTHA CASTELINO	01025145	INDEPENDENT	10.11.2015	2 MONTHS	1	1 - Audit Committee 1 - Stakeholders Relationship	1 - Stakeholders Relationship Committee

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	1. MR. BHAGWATI PRASAD MANGAL 2. MS. JACINTHA CASTELINO 3. MR. RAMLAL WADHAWAN	1. INDEPENDENT 2. INDEPENDENT 3. CHAIRPERSON
2. Nomination & Remuneration Committee	1. MR. RAMLAL WADHAWAN 2. MR. NARAIN BELANI 3. MR. BHAGWATI PRASAD MANGAL 4. MS. JACINTHA CASTELINO	1. CHAIRPERSON 2. EXECUTIVE 3. INDEPENDENT 4. INDEPENDENT
3. Risk Management Committee(if applicable)	N.A	N.A
4. Stakeholders Relationship Committee'	1. MS. JACINTHA CASTELINO 2. MR. BHAGWATI PRASAD MANGAL 3. MR. NARAIN P BELANI	1. INDEPENDENT 2. INDEPENDENT 3. EXECUTIVE

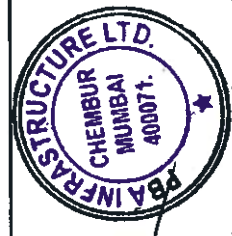
**&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen**

**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)
14.08.2015	10.11.2015	86 days

IV. Meeting of Committees			Maximum gap between any two consecutive meetings in number of days*
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	
10.11.2015		14.08.2015	86 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	Yes		
Whether shareholder approval obtained for material RPT	Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<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.			
<b>VI. Affirmations</b>			
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)			
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:			

**Ramlal Wadhawan, Chairman & MD, DIN - 00287661**



*Ramlal Wadhawan*

**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.