



# PBA INFRASTRUCTURE LTD.

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

PBA;SE;2016

Date : 13.04.2016

To,

The Manager – CRD Bombay Stock Exchange Floor 25th, P J Tower, Dalal Street, Mumbai – 400001.	Asst. Vice President National Stock Exchange of India Ltd. “Exchange Plaza”, Bandra-Kurla Complex Bandra – E, Mumbai – 400051
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**Sub: Submission of Quarterly and Yearly Compliance Report on Corporate Governance for the quarter and year ended on 31<sup>st</sup> March, 2016.**

Dear Sir,

Please find enclosed the Quarterly and Yearly Compliance Report on Corporate Governance as per Regulation 27(2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I) and (Annexure II) for the quarter and year ended 31<sup>st</sup> March, 2016 of PBA Infrastructure Limited.

Thanking you,

For PBA Infrastructure Limited

CS Stenna Fernandes  
Compliance Officer

ACS : 41581 / COP : 15998



Encl : A/A



# PBA INFRASTRUCTURE LTD.

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## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: **PBA Infrastructure Limited**

2. Quarter ending: **31<sup>st</sup> March, 2016**

#### **I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Catego ry (Chair person /Execu tive/N on- Execu tive/inde pend ent/N omine e) &	Date of Appoi ntmen t in the curren t term /cessa tion	Tenure*	No of Directo rship in listed entities includin g this listed entity  (Refer Regulat ion 25(1) of Listing Regulat ions)	Number of members hips in Audit/ Stakehol der Committ ee(s) including this listed entity  (Refer Regulatio n 26(1) of Listing Regulatio ns)	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	Chairp erson	15/05/ 2015		1	1- Audit Committ ee	NIL





Mr.	Narain Belani	02395693	Executive	15/05/2015		1	1-Stakeholder's Relationship Committee	NIL
Mr.	Bhagwati Prasad Mangal	00134847	Independent Director	10/11/2015	4 months	3	3 - Audit Committee 2-Stakeholder's Relationship Committee	2- Audit Committee
Ms.	Jacintha Castelino	01025145	Independent Director	10/11/2015	4 months	1	1- Audit Committee 1-Stakeholder's Relationship Committee	1-Stakeholder's Relationship Committee

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

&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.







<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>5</sup></i>	
1. Audit Committee	Mr. Bhagwati Prasad Mangal Ms. Jacintha Castelino Mr. Ramlal Wadhawan	Independent Director Independent Director Chairperson	
2. Nomination & Remuneration Committee	Mr. Ramlal Wadhawan Mr. Narain Belani Mr. Bhagwati Prasad Mangal	Chairperson Executive Independent Director	
3. Risk Management Committee(if applicable)	N.A	N.A	
4. Stakeholders Relationship Committee'	Ms. Jacintha Castelino Mr. Bhagwati Prasad Mangal Mr. Narain Belani	Independent Director Independent Director Executive	
<p>&amp;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</p>			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
10.11.2015	12.02.2016	92 days (approx)	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12.02.2016	Yes	10.11.2015	92 days (approx)
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			





<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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
<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>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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.</p>	
<b>For PBA Infrastructure Limited</b>	
 <b>CS Stenna Fernandes</b> <b>Compliance Officer</b> <b>ACS : 41581 / COP : 15998</b>	

**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.



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# PBA INFRASTRUCTURE LTD.

## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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
New name and the old name of the listed entity	NA





<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA





<i>Maximum Directorship &amp; Tenure</i>	<i>25(1) &amp; (2)</i>	<b>Yes</b>
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	<b>Yes</b>
<i>Familiarization of independent directors</i>	<i>25(7)</i>	<b>Yes</b>
<i>Memberships in Committees</i>	<i>26(1)</i>	<b>Yes</b>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	<b>Yes</b>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	<b>NA</b>
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	<b>Yes</b>

**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 PBA Infrastructure Limited**

  
**CS Stenna Fernandes**  
**Compliance Officer**  
**ACS : 41581 / COP : 15998**

