

Punj Lloyd Ltd

Corporate Office I, 78 Institutional Area, Sector 32, Gurugram 122 001, India

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info@punjlloyd.com

www.punjlloyd.com



June 24, 2020

BSE Limited

Department of Corporate Services

25th Floor

P J Towers

Dalal Street

Mumbai – 400001

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex

Bandra (East)

Mumbai – 400051

Scrip Code: 532693/PUNJLLOYD

Symbol: PUNJLLOYD

Sub: Annual Secretarial Compliance Report under Regulations 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2020

Dear Sir/ Madam,

Please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2020 issued by M/s Chirag & Associates, Practicing Company Secretaries.

You are requested to please take the same on record.

Thanking You,

Yours faithfully,

For PUNJ LLOYD LIMITED

A handwritten signature in black ink, appearing to read "Dinesh Kumar".

Dinesh Kumar

Company Secretary

Encl.: As above.

Registered Office

Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India

T +91 11 2646 6105 F +91 11 2642 7812

CIN: L74899DL1988PLC033314



CHIRAG & ASSOCIATES

COMPANY SECRETARIES

13, 3rd Floor, Balbir Singh Complex, Jwala Heri Market,
Paschim Vihar, New Delhi - 110063
Email: fcs.chirag@gmail.com

**Secretarial Compliance Report of Punj-Lloyd Limited
(CIN: L74899DL1988PLC033314) for the yearended March 31, 2020**

We Chirag & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **Punj-Lloyd Limited** (hereinafter called "the Company"),
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (As amended up to date)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during this financial year 2019-20)**.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during this financial year 2019-20).**
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during this financial year 2019-20).**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during this financial year 2019-20).**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Company by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:-

S. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1	BSE	Discrepancy/Non Compliance in the Corporate Governance Report for the Quarter ended 31 st March 2019. 'Punj Lloyd Ltd. does not have Woman Director on the Board'.	E-mail dated April 16, 2019	The Company is under Corporate Insolvency Resolution Process (CIRP) from March 8, 2019.*
2	BSE	Non Compliance with the provisions of Regulation 17(1),18(1),19(1),19(2),20(2),21(2) of SEBI (LODR) Regulations, 2015	Letter No. LIST/COMP/Reg.27(2) & Reg. 17 to 21/Mar19/532693/37/2019-20 dated May 2, 2019, in which penalty has been imposed upon the Company under the	In terms of the provisions of Regulation 15 (2A) of SEBI (LODR) Regulations, 2015, inter alia, it is stated that the Provisions of Regulation 17 shall not be applicable during the

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			provisions of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018, towards non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015.	insolvency resolution process period in respect of a listed entity which is undergoing CIRP.
3	BSE	Non Compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 for March 2019	E-mail dated June 03, 2019	The Company is under Corporate Insolvency Resolution Process from March 8, 2019. **
4	NSE	Non Compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 for March 2019	Email dated June 11, 2019	Do
5	BSE	Non Submission of financial results for the Quarter ended March, 31, 2019.	Letter No. LIST/COMP/532693/Reg.33-Mar 19/99/2019-20 dated June 17, 2019 sent via your email dated June 17, 2019	do
6	NSE	Notice for Non-Compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/CG/FINES/83721 dated June 17, 2019 sent through email dated June 18, 2019.	do
7	BSE	Non Submission of Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015 for quarter ended June 30, 2019	Letter No. LIST/COMP/Reg. 27(2) & Reg. 17 to 21 / Jun-19/532693/135/2019-20 dated July 31, 2019.	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**
8	NSE	Non-compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Letter No. NSE/LIST/FR /89160 dated August 29, 2019.	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**

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9	BSE	Non-compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Letter No. LIST/COMP/532693/Reg.33-Jun 19/164 /2019-20 dated August 30, 2019.	do
10	NSE	Notice for Non-compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/CG/FINES/89295 dated August 30, 2019.	do
11	BSE	Discrepancy / Non-compliance in the Corporate Governance Report for the quarter ended September 2019	Email dated October 22, 2019	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.*
12	BSE	Notice for Non-Compliance of Listing Regulation 33	Letter No. LIST/COMP/532693/Reg.33-Sep-19/239 /2019-20 dated December 02, 2019.	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**
13	NSE	Notice for Non-Compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/REG-33/FINES/96524 dated December 02, 2019.	do
14	BSE	Notice for Non-Compliance of Listing Regulation 33	Letter No. LIST/COMP/532693/Reg.34-March 19extn./298/2019-20 dated February 14, 2020.	do
15	BSE	Non Submission of Annual Report for the year ended March 31 st , 2019	Email dated February 14, 2020 duly enclosed with letter No. LIST/COMP/532693/Reg.34-Mar19extn./298/2019-20 dated February 14, 2020 with reference to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of Annual Report by listed entities for the F.Y. 2018-19.	do



16	NSE	Non Submission of Annual Report for the year ended March, 31 st 2019.	Email dated February 14, 2020 duly enclosed with letter No. NSE/LIST-SOP/RE-34/FINES/101840 dated February 14, 2020 with reference to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of Annual Report by listed entities for the F.Y. 2018-19.	do
17	BSE	Non-Submission of financial results for the Quarter ended December,31 st 2019.	Letter No. LIST/COMP/532693/Reg.33-Dec-19/321/2019-20 dated March 03, 2020.	do

- (d) The Company has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary, in the previous reports.	Observations made in the secretarial compliance report for the year ended on March 31, 2019	Actions taken by the listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company has acknowledged and paid the penalty towards Non-Compliance with the requirements pertaining to the composition of Board including failure to appoint a Woman Director under Regulation 17(1)	The Company has acknowledged and paid the penalty towards Non-Compliance with the requirements pertaining to the composition of Board including failure to appoint a Woman Director under Regulation 17(1)	Fine payable by the Company Rs.2,06,500/- as on January 31, 2019 levied vide letter No. LIST / COMP / Reg. 17 to 21 / Dec - 18 / 532693 / 1093 / 2018-19 dated 31.01.2019	The Company has acknowledged and paid the penalty

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2	The Company has acknowledged and paid the penalty towards Non-Compliance with the requirements pertaining to the composition of Board including failure to appoint a Woman Director under Regulation 17(1)	The Company has acknowledged and paid the penalty towards Non-Compliance with the requirements pertaining to the composition of Board including failure to appoint a Woman Director under Regulation 17(1)	Fine payable by the Company Rs.2,06,500/- levied vide letter No. NSE / LIST – SOP / FINES / 72800 / 102 of Rs. 206500 dated 31.01.2019	The Company has acknowledged and paid the penalty
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Note: Punj Lloyd Limited is undergoing Corporate Insolvency Resolution Process (CIRP) of the Insolvency and Bankruptcy Code, 2016 (Code) vide Hon'ble NCLT order dated March 8, 2019. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Ashwani Mehra who was appointed by the National Company Law Tribunal, Principal Bench, New Delhi by order dated May 22, 2019. The powers of the Board stands suspended as per Section 17 of the Code and such powers are being exercised by Resolution Professional.

* Further, in terms of Regulation 15(2A) of SEBI (LODR) Regulations, 2015, the provisions specified in regulation 17, 18, 19, 20 and 21 are not applicable during the CIRP period.

** For the letters/emails received from the Exchange(s) for non-Submission of Corporate Governance Report under Regulation 27(2) and Financial Results under Regulation 33 of SEBI (LODR) Regulations, 2015 the Company has suitably explained the causes of not complying with the provisions of Corporate Governance Report, delay in publishing Financial Results and requested the Stock Exchange(s) to waive the penalty imposed upon the Company in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018.

M/s Chirag & Associates
(Company Secretary)

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M. No: 9810011111
CP No: 18463

UDIN: A050931B000367566

Place: New Delhi
Date: 23rd June, 2020