

Punj Lloyd Ltd

Corporate Office I, 78 Institutional Area, Sector 32, Gurugram 122 001, India
T +91 124 262 0123, F +91 124 262 0111
info@punjlloyd.com
www.punjlloyd.com



June 24, 2021

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 Regulation 24A for the year ended March 31, 2021

Dear Sir/ Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and under Regulation 24A, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2021.

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", with a long horizontal stroke extending to the right.

Dinesh Kumar
Company Secretary

Encl.: As above.

Registered Office

17 - 18 Nehru Place, New Delhi 110 019, India
CIN: L74899DL1988PLC033314



**Secretarial Compliance Report of Punj-Lloyd Limited
(CIN: L74899DL1988PLC033314) for the year ended March 31, 2021**

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 company,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 ("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 2020-21)**,
- (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 2020-21)**.
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during this financial year 2020-21)**.

We have also examined the books and records of the Company and the documents and records made available to us and explanation provided by the Company in respect of compliance with the provisions of

- (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 2020-21);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (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 2020-21).**
- (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 in so far 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	SEBI	Non-compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015)	Letter No. SEBI/HO/DDHS/DDHS/O W/13283/P/2020/1 dated August 14, 2020	Reply Letter sent to the Stock Exchanges and SEBI
2	NSE	Notice for Non-compliance of Listing Regulation 33	Letter no. NSE/LIST-SOP/REG33/FINES/1016 61 dated August 18, 2020	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**
3	BSE	Notice for Non-Compliance of Listing Regulation 33	Email dated August 18, 2020	Do
4	NSE	Notice for Non-compliance of Listing Regulation 33	Letter no. NSE/LIST-SOP/REG33/FINES/1016 62 dated October 16, 2020	Do
5	BSE	Notice for Non-Compliance of Listing Regulation 33	Email dated October 16, 2020	Do

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6	BSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated December 08, 2020	Do
7	BSE	Notice for Non-Compliance of Listing Regulation 33	Email dated December 14, 2020	Do
8	NSE	Notice for Non-compliance of Listing Regulation 33	Letter no. NSE/LIST-SOP/COMB/FINES/0813 dated December 14, 2020	Do
9	NSE	Default in payment of Principal amount and payment of interest on Non Convertible Debentures (NCDs)	Email dated December 29, 2020	Reply Letter sent to the Stock Exchanges
10	BSE	Notice for Non-Compliance of Listing Regulation 34	Email dated January 08, 2021	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**
11	NSE	Notice for Non-compliance of Listing Regulation 34	Letter no. NSE/LIST-SOP/REG-34/FINES/0814 dated January 08, 2021	Do
12	BSE	Notice for Non-Compliance of Listing Regulation 33	Email dated January 08, 2021	Do
13	NSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated February 22, 2021	Reply Letter sent to the Stock Exchanges
14	NSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated February 23, 2021	Do
15	BSE	Notice for Non-Compliance of Listing Regulation 33	Email dated March 15, 2021	The Company is under Corporate Insolvency Resolution Process from March 8, 2019.**
16	NSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated March 24, 2021	Reply Letter sent to the Stock Exchanges
17	NSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated March 30, 2021	Do

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(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, 2020	Actions taken by the listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	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'.	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	Non Compliance with the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) of SEBI (LODR) Regulations, 2015	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 provisions of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/7 dated May 3, 2018, towards non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015.	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 insolvency resolution process period in respect of a listed entity which is undergoing CIRP.

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 COMPANY SECRETARY



3	Non Compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 for March 2019	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	Non Compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 for March 2019	Non Compliance with Regulation 33 of SEBI(LODR) Regulations, 2015 for March 2019	Email dated June 11, 2019	Do
5	Non Submission of financial results for the Quarter ended March, 31, 2019.	Non Submission of financial results for the Quarter ended March, 31, 2019.	Letter No. LIST/COMP/5326 93/ Reg.33-Mar 19/99/2019-20 dated June 17, 2019 sent via your email dated June 17, 2019	Do
6	Notice for Non-Compliance of Listing Regulation 33	Notice for Non-Compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/CG/FINES/8 3721 dated June 17, 2019 sent through email dated June 18, 2019.	Do
7	Non Submission of Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015 for quarter ended June 30, 2019	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-19/532693/135/2 019-20 dated July 31, 2019.	The Company is under Corporate Insolvency Resolution Process from March 8, 2019. **
8	Non-compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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. **
7	Non Submission of Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015 for quarter ended June 30, 2019	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-19/532693/135/2 019-20 dated July 31, 2019.	The Company is under Corporate Insolvency Resolution Process from March 8, 2019. **
8	Non-compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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	Non-compliance as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	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	Notice for Non-compliance of Listing Regulation 33	Notice for Non-compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/CG/FINES/89295 dated August 30, 2019.	Do
11	Discrepancy / Non-compliance in the Corporate Governance Report for the quarter ended September 2019	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	Notice for Non-Compliance of Listing Regulation 33	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	Notice for Non-Compliance of Listing Regulation 33	Notice for Non-Compliance of Listing Regulation 33	Letter No. NSE/LIST-SOP/REG-33/FINES/96524 dated December 02, 2019.	Do
14	Notice for Non-Compliance of Listing Regulation 33	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	Notice for Non-Compliance of Listing Regulation 33	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
16	Notice for Non-Compliance of Listing Regulation 33	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



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15	Non Submission of Annual Report for the year ended March 31 st , 2019	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/5326 93/ 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
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16	Non Submission of Annual Report for the year ended March, 31 st 2019	Non Submission of Annual Report for the year ended March, 31 st 2019.	Email dated February 14, 2020 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	Non-Submission of financial results for the Quarter ended December,31 st 2019.	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
18	Non Submission of financial results for the Quarter ended December 31 st 2019	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

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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 vide 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 the 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 Stock 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 Secretaries)



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M. No: A50931

CP No: 18463

UDIN: A050931C000500017

Place: New Delhi
Date: 23rd June, 2021

Place: New Delhi
Date: 23rd June, 2021