

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



October 18, 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: Disclosure under Regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

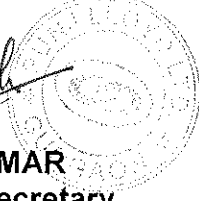
Pursuant to the provisions of captioned regulation, please find enclosed herewith compliance report on Corporate Governance for the quarter ended on September 30, 2021.

You are kindly requested to take the same on record.

Thanking You,

Yours faithfully

For **PUNJ LLOYD LIMITED**



DINESH KUMAR
Company Secretary

Encl: As above

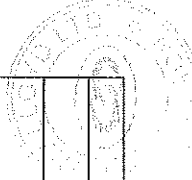
Registered Office

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

Compliance Report on Corporate Governance for quarter ended September 30, 2021#

1. Name of Listed Entity : Punj Lloyd Limited
2. Quarter ending : September 30, 2021

| I. Composition of Board of Directors** | | | | | | | | | | | | |
|--|---------------------------------------|--|--|-----------------------------|------------------------|-------------------|----------|----------------|--|--|--|--|
| Title (Mr./Ms.) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure * | Date of Birth | No. of Directorship in listed entities including this entity | No of Independent Directorship in listed entities including this listed entity | Number of memberships in Audit / Stakeholder Committee(s) including this listed entity | No. of post of Chairpersons on in Audit / Stakeholder Committee held in listed entities including this listed entity |
| Mr. | Atul Punj | PAN : AAFPP1942D DIN : 00005612 | Chairperson / Executive | 26/09/1988 | July 1, 2018 | - | N.A. | 27/10/ 1957 | 1 | 0 | 0 | 0 |
| * 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. | | | | | | | | | | | | |
| ** CIRP proceedings commenced in the Company vide order dated March 08, 2019 passed by Hon'ble NCLT Principal Bench, New Delhi and IRP was appointed. Out of 4 (Four) Directors on the Board of the Company on March 08, 2019 3 (Three) Independent Directors Resigned on March 08, 2019. Currently Mr. Atul Punj holds the position of Chairman & Managing Director & Group CEO in the Company. The Resolution Professional appointed in the Company vide order dated May 22, 2019 passed by Hon'ble NCLT Principal Bench, New Delhi. | | | | | | | | | | | | |
| II. Composition of Committees - ALL THE COMMITTEES MENTIONED IN REGULATION 18,19 & 20 UNDER SEBI(LODR) REGULATIONS, 2015 STAND SUSPENDED PURSUANT TO APPOINTMENT OF IRP BY HON'BLE NCLT, PRINCIPAL BENCH NEW DELHI VIDE ITS ORDER DATED MARCH 8, 2019 AND APPOINTMENT OF RP BY HON'BLE NCLT, PRINCIPAL BENCH NEW DELHI VIDE ITS ORDER DATED MAY 22, 2019 | | | | | | | | | | | | |
| Name of Committee \$ | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) | Date of Appointment | Date of Cessation | | | | | | | |
| 1. Audit Committee | N.A. | N.A. | N.A. | N.A. | N.A. | | | | | | | |



| | | | | | | |
|--|------|------|------|------|------|------|
| 2. Nomination & Remuneration Committee | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| 3. Risk Management Committee (if applicable) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| 4. Stakeholders Relationship Committee | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

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 | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

IV. Meeting of Committee

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|------------------------------|--|---|---|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

Audit Committee

| | | | | | |
|------|------|------|------|------|------|
| N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
|------|------|------|------|------|------|

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

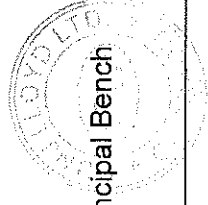
V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of audit committee obtained | No.# |
| Whether shareholder approval obtained for material RPT | No.# |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | No.# |

Note

- 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.
- If status is "No" details of non-compliance may be given here.

The Corporate Insolvency Resolution Process (CIRP) has been initiated Vide Order (w.e.f) Dated March 8, 2019 By Hon'ble NCLT, Principal Bench New Delhi in the Company.



VI. Affirmations***

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). N.A.~~
 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.~~
- *** Due to Commencement of CIRP in the Company w.e.f. March 8, 2019, the Board of the Company stands Suspended and provisions specified in Regulation 17, 18, 19 & 20 of SEBI (LODR) Regulations, 2015, are not applicable
- \$ Not Applicable as the Company is undergoing Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016

For PUNJ LLOYD LIMITED



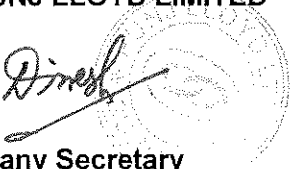
Dinesh

Dinesh Kumar
Company Secretary

ANNEXURE III

Compliance Report on Corporate Governance for six months ended on September 30, 2021

1. Name of Listed Entity: **Punj Lloyd Limited**
2. Six Month Ending: **September 30, 2021**

| I. Affirmations \$ | | |
|---|--------------------------------------|---|
| Broad Heading | Regulation Number | Compliance Status (Yes/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 | 46(2) | Resolution Professional is in the process of compiling the Annual Report as at 31/3/2021 and the same shall be submitted in due course of time. |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | \$ |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | \$ |
| Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting | 20(3) | \$ |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Resolution Professional is in the process of compiling the Annual Report as at 31/ 3/ 2021 |
| Note: | | |
| <ol style="list-style-type: none"> 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. | | |
| \$ Not Applicable as the Company is undergoing Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 | | |
| For PUNJ LLOYD LIMITED | | |
|  | | |
| Company Secretary | | |

ANNEX IV

Half year ending – 30th September, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | / | |
| Promoter Group or any other entity controlled by them | / | |
| Directors (including relatives) or any other entity controlled by them | NIL | |
| KMPs or any other entity controlled by them | / | |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | | / | / |
| Promoter Group or any other entity controlled by them | | NIL | |
| Directors (including relatives) or any other entity controlled by them | / | | |
| KMPs or any other entity controlled by them | / | | |



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | NIL | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**Name & Designation
CEO / CFO**

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company.
 - b) by the listed entity t/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions.
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

