Punj Lloyd Ltd

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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

Dinesh Kumar Company Secretary

Encl.: As above.

CHIRAG & ASSOCIATES



Regd Office:-Shop No. 13, 3rd Floor, Balbir Singh Complex, Jwala Heri, Paschim Vihar, New Delhi-110063 M: +91-9992426711, 9518192284 E-mail: fcs.chirag@gmail.com

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

- 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 Regulations, 2008; (Not applicable during this financial year 2020-21).

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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 & ASSO

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	Defualt 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
7	NSE	Notice for Anonymous Complaint against Punj Lloyd Limited	Email dated March 30, 2021	Do & ASSO
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		Can the Can	mant tolla il topo la	ANYSECR
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(d) The Company has taken the following actions to comply with the observations made in previous reports:

	Observations of the Practicing Company Secretary, in the previous reports.	The state of the s	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 31st 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 31st 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.*
	Non Compliance with the provisions of Regulation 17(1),18(1),19(1),19(2), 20(2),21(2) of SEBI (LODR) Regulations, 2015 Regulations, 2015 Regulations, 2015 Regulations of the Band Compliance of the Band Regulation of the Band Compliance With the provisions of Regulations, 2015 Regul	Non Compliance with the provisions of Regulation 17(1),18(1),19(1),1 9(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/C MD/CIR/P/2018/7 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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with the

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.	LetterNo. LIST/COMP/5326 93/ Reg.33-Mar 19/99/2019-20 dated June 17, 2019 sent via your email dated	Do
2	ticks of argument that	to C site it	June 17, 2019	The State of h
6	Notice for Non-Compliance of Listing Regulation 33	Notice for Non-Compliance of Listing Regulation 33		Table Search Tourist Do Call
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5	Non Submission of Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015 for quarter ended June 30, 2019	Corporate Governance Report as per Regulation 27 (2) of SEBI (LODR) Regulations, 2015 for quarter ended June 30, 2019	19/532693/135/2 019-20 dated July 31, 2019	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	NSE/LIST/FR /89160 dated	Resolution Process from March 8, 2019.**
7	Non Sulminent of Corps (to Coverse of Report on pur Regulator 27 (2) of Stati	Har bumbled of Greenal Greenal Greenal Har south	Line No Little Office Sittle Sittle In the State of Sec	ad G & A
	Regulators 2015 for quanto endes Ario 20, 2019	al form (, 0.24) the above to be the pearly today! day (0.0.251)	(hi neg	CP NO.
8	Regulator 35 of SCDI stancer 35 of SCDI stancer of Egapos a cold EmcLation	per Regulation 3- of Selfa (Latin) Ost (Data)	Middle Str. 5	7 000 + 00000

9	Non-compliance as per			
+	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		532693/Reg 33- Jun 19/164 /2019-20 dated August 30, 2019.	Do
10	Notice for Non- compliance of Listing Regulation 33	The second secon	NSE/LIST-	Do
11	Discrepancy / Non- compliance in the Corporate Governance Report for the quarter ended September 2019	compliance in the Corporate	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/	
13	Notice for Non-Compliance of Listing Regulation 33		Letter No. NSE/LIST- SOP/REG- 33/FINES/96524 dated December 02, 2019	Tree Demony is a state of more way.
14	Notice for Non-Compliance of Listing Regulation 33	Notice for Non-	532693/Reg.34- March 19extn /298/2019 -20 dated February 14, 2020,	hard a 2019? Ind Document from from hard a 2019?
3	Retical for Man- Con Rence of Libing Regulation 33	Note the Po- Child of Constant Lift of Constant of	21.2 Long N N, Sulst- S, 1/31.3 31.50 N 1574	Sall Sall Sall Sall Sall Sall Sall Sall
	Notice for Note- Committee of faiting Hegulia of 33	Kill ha kir dis Cha pipmga - si Liai kg Magadami aip	ditd fermon 012019 Lime Fall	hirag de



Reg. 34- Mar/19extn //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 5.3 11 20 20 Augustions 12 30 Augustions 13 4 5 Augustions 14 5 Augustions 15 5 Augustions 16 5 Augustions 17 5 Augustions 18 5 Augustions 19 5.3 10 Augustions 19 5.3 10 Augustions 10 Augustions 10 Augustions 10 Augustions 10 Augustions 10 Augustions 11 Augustions 12 Augustions 13 Augustions 14 Augustions 15 Augustions 16 Augustions 17 5 Augustions 18 5 Augustio	5	Non Submission of Annual Report for the year ended March 31st, 2019	Non Submission of Annual Report for the year ended March 31st, 2019	Email dated February 14, 2020 duly enclosed with letter No. LIST/COMP/5326 93/	
Obligations and Disclosure Requirements). Regulations, 2015 regarding submission of Annual Report by listed entities for the F.Y. 2018–19.				Mar19extn./298/ 2019-20 dated February 14, 2020 with reference to Regulation 34 of Securities and Exchange Board	Do
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AG & ASSOC				Highlyness 2 F 6 Copyriding a name from 100 A mount He principy as 110 orders for	See BS

6	Non Submission of Annual Report for the year ended March, 31st 2019	Non Submission of Annual Report for the year ended March, 31st 2019.	February 14, 2020 duly enclosed with letter No. NSE/LIST-SOP/RE-34/FINES/101840 dated February 14, 2020 with reference to	Do
10	Non Julyanana of Annon Report to see yes inded Maco, 3192210	Are not be part as	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,31st 2019.	Non-Submission of financial results for the Quarter ended December,31st 2019.	Letter No. LIST/COMP/	Do
			Control to Strage Control of the Con	OR NEW
	Nor-Divariance; of financial results to the Cuenter anded December 31° 2019	Grand medal to the Desire areas		Eo .

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.

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M/s Chirag & Associated (Company Secretaries

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Place: New Delhi

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