



# C & C CONSTRUCTIONS LIMITED

An ISO 9001:2008 Certified Company

Plot No. 70, Institutional Sector - 32, Gurgaon - 122001 (Haryana) INDIA

Tel : +91-124-4536666, Fax : +91-124-4536799

E-mail : candc@candcinfrastructure.com

Web. : www.candcinfrastructure.com

May 30, 2019

National Stock Exchange of India Limited,  
Dept. of Corporate Services  
Exchange Plaza  
Bandra-Kurla Complex, Bandra East  
Mumbai- 400051

*BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal street  
Mumbai - 400001*

Dear Sir,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended on March 31<sup>st</sup> 2019**

Please find annexed the Annual Secretarial Compliance Report of C & C Construction Limited for the year ended March 31<sup>st</sup>, 2019.

Hope you will find the same in order.

Thanking you,

For C & C Construction Limited

**FOR C&C CONSTRUCTIONS LTD.**

*Punit Kumar Trivedi*  
Punit Kumar Trivedi

Company Secretary

Company Secretary



**Secretarial Compliance Report of C & C Constructions Limited  
(CIN: L45201DL1996PLC080401) for the Year  
ended 31<sup>st</sup> March, 2019**

I, Santosh Kumar Pradhan, Company Secretary in Practice, have examined:

- (a) All the documents and records made available to us and explanation provided by **C & C Constructions Limited (hereinafter referred to as the Listed Entity)**,
- (b) The filling/ submissions made by the Listed Entity to the Stock Exchanges,
- (c) Website of the Listed Entity,
- (d) Any other document/ filling, as may be relevant, which has been relied upon to make this certification for the Year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of Compliance of the Provisions of:
  - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, 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;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India ( Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and participants) Regulation, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018:-**Not applicable during the Review period.**
- (f) Securities and Exchange Board of India (BuyBack of Securities) Regulations, 2018:-**Not applicable during the Review period.**
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014:- **Not applicable during the Review period.**



(h) Securities and Exchange Board of India (Issued and Listing of Debt Securities Regulation, 2008:- **Not applicable during the Review period.**

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulation, 2013:- **Not applicable during the Review period.**

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has Complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the practicing Company Secretary
1	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with regard to the payment of Listing fees to the Stock Exchanges.	The Listed Entity has not paid the annual listing fees to the Stock Exchanges for FY 2018-19.
2.	Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance with the requirements pertaining to the optimum composition of the Board.	The optimum combination of Executive & Non-executive Directors on the Board of the Listed Entity is not proper due to absence of requisite number of non-executive Directors as required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Listed Entity does not have requisite number of Independent Directors on the Board and there is no women director



**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

			in the board of the Listed Entity.
3.	Regulation 19 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non Compliance with the requirements of constitution of Nomination and Remuneration Committee	The constitution of Nomination and Remuneration Committee is not proper as required under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (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 my examination of those records.
- (c) The following are the details of actions taken against the listed entity by Stock Exchange (including under the standard Operating procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. 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.	National Stock Exchange of India Limited (NSE)	Non Compliance under Regulation of 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for giving in-adequate Notice period for the Board Meeting held on 12.02.2019	Fine of Rs. 11,800/-	The Listed Entity has paid the fine of Rs. 11,800/- through RTGS.
2.	National Stock Exchange of India Limited (NSE)	Non Compliance with Corporate Governance Requirements under Regulation of 17 of SEBI (Listing Obligations and	Fine of Rs. 5,42,800/-	The Listed Entity replied to NSE that Corporate Insolvency



**SANTOSH KUMAR PRADHAN**  
**COMPANY SECRETARIES**

		Disclosure Requirements) Regulations, 2015 regarding composition of Board		Resolution Process (CIRP) was initiated against it in the matter of ICICI Bank Limited Vs C & C Constructions Limited and to file the claim with the Interim Resolution Professional (IRP).
3.	Bombay Stock Exchange (BSE)	Non Compliance with Corporate Governance Requirements under Regulation of 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Board	Fine of Rs. 5,42,800/-	The Listed Entity replied to BSE that Corporate Insolvency Resolution Process (CIRP) was initiated against it in the matter of ICICI Bank Limited Vs C & C Constructions Limited and to file the claim with the Interim Resolution Professional (IRP).

Further, the Listed Entity has received notices NSE during the Review Period, which were replied by the Listed Entity. Except these, no other actions taken against the promoters/ directors/ material subsidiaries either by SEBI or 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.






**SANTOSH KUMAR PRADHAN  
COMPANY SECRETARIES**

- (d) The Listed Entity is not required to take any actions to comply with the observations made in the previous reports, as this is the first secretarial compliance report.
- (e) During the Audit, I observe that the Listed Entity has published its financial results in English Language in Hindi Newspaper. It is suggested to publish the financial results in Hindi in Hindi Newspaper, as Regulation 47(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires to publish the financial result in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.
- (f) During the Review Period, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the Listing Entity Vide Hon'ble NCLT order Dated 14.02.2019 in the matter of ICICI Bank Limited Vs C & C Constructions Limited and Mr. Navneet Kumar Gupta was appointed as an Interim Resolution professional.

Place: Ghaziabad  
Date: 30.05.2019

**For Santosh Kumar Pradhan  
Company Secretaries**

  
**Santosh Kumar Pradhan  
Proprietor  
C. P. No. : 7647  
FCS No. F6973**