Punj Lloyd Ltd
Corporate Office I, 78 Institutional Area, Sector 32, Gurgaon 122 001, India
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info@punjlloyd.com
www.punjlloyd.com

Punj Lloyd™

May 30, 2015

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

Symbol: **PUNJLLOYD**

BSE Limited
Department of Corporate Services
25th Floor
P J Towers
Dalal Street
Mumbai – 400001

Scrip Code: **532693** / Scrip ID: **PUNJLLOYD**

Re: Information under Clause 35A of Listing Agreement

Dear Sir/Madam,

In terms of Clause 35A of the Listing Agreement, We are enclosing herewith the details regarding the voting results of the Extra-Ordinary General Meeting of the Company held on May 30, 2015 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana, as per the prescribed format.

This is for your information and records.

Thanking You,

Yours faithfully,

For **PUNJ LLOYD LIMITED**

Dinesh Thairani
Group President – Legal & Company Secretary

Encl: as above

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Outcome of Voting of Extra-Ordinary General Meeting
{as per Clause 35A of Listing Agreement}

Date of Extra-Ordinary General Meeting	May 30, 2015	
Total number of shareholders as on Cut-Off date: May 23, 2015	3,60,259	
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public
	7	344
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public
	No Video Conference	No Video Conference.

Agenda wise

The mode of voting for the resolution was:

1. E-voting conducted between May 27, 2015 (9.00 A.M.) to May 29, 2015 (5.00 P.M.) and
2. Poll conducted at the Extra-Ordinary General Meeting.

Given below is the combined result of e-voting and Poll.

Resolution No. 1: Conversion of Debt/Loan into Equity Shares.

(Resolution required - Special)

Category	Shares Held #	Votes Polled $	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	122,635,560	120,307,206	98.10	120,307,206	0	100.00	0.00
Public – Institutional Holders	32,036,131	8,523,507	26.61	1,313,262	7,210,245	15.41	84.59
Public – others	177,424,054	518,927	0.29	391,392	127,535	75.42	24.58
Total	332,095,745	129,349,640	38.95	122,011,860	7,337,780	94.33	5.67

# voting rights are in proportion to shares held as on May 23, 2015.
$ excludes invalid votes.

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EXTRA-ORDINARY GENERAL MEETING OF PUNJ LLOYD LIMITED HELD ON 30TH DAY OF MAY, 2015 AT 10.30 A.M. AT EPICENTRE, APPAREL HOUSE, SECTOR 44, GURGAON - 122002, HARYANA

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 and also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the Special Resolution proposed in the Notice of the Extra-Ordinary General Meeting held on 30th Day of May, 2015 at 10.30 A.M. At Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana (EGM).

The e-voting was open from: 9.00 a.m. on May 27, 2015 to 5.00 p.m. on May 29, 2015.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, shareholders/beneficiary owners holding shares either in physical or in dematerialized form, as on the Cut-off date i.e. 23rd May, 2015 were allowed to vote through remote e-voting and at the EGM by means of poll.

In line with the provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2015, voting by Show of Hands was not permitted at the EGM, since e-voting facility had been offered to the Shareholders. Therefore, at the EGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Ashok Kumar Verma as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the Polling Papers received till the conclusion of the EGM and thereafter unblocked the votes cast through remote e-voting received up to 5.00 p.m. on May 29, 2015 and submitted their Report on May 30, 2015.

The Consolidated Results as per the Scrutinizer's Report dated May 30, 2015 is as follows:-

Particulars	% Votes in favour	% Votes Against
Special Resolution : Conversion of Debt/Loan into Equity Shares	94.33	5.67

Based on the consolidated Report of the Scrutinizer, the Special Resolution as set out in the Notice of the EGM have been duly approved by the Shareholders with requisite majority.

For **Punj Lloyd Limited**

Dinesh Thairani
Group President – Legal & Company Secretary

Date: May 30, 2015

KUMAR VERMA & ASSOCIATES
Chartered Accountants
807, New Delhi House, Barakhamba Road
Connaught Place, New Delhi-110001
Tel/Fax : 23318038-39, 23753793-94
e-mail : info@kvaca.com

Consolidated Report of Scrutinizer on voting through Ballot paper and through remote e-voting

To,

The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
Of Punj Lloyd Limited held on 30th Day of May, 2015 at 10.30 A.M.
At Epicentre, Apparel House, Sector 44, Gurgaon.

Dear Sir,

1 I, Ashok Kumar Verma, Partner of Kumar Verma & Associates, a Chartered Accountant Firm having its registered office at 807, New Delhi House, Barakhamba Road, Connaught Place, New Delhi-110001, have been appointed by the Board of Directors of Punj Lloyd Limited ("the company") as Scrutinizer for the purpose of scrutinizing the:-

i) remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended ("Rules") and

ii) process of voting by poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the proposed resolution contained in the notice to the Extra-Ordinary General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 30th May, 2015 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon.

2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and for poll at the EGM on the resolutions contained in the Notice of Extra-Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the EGM Notice. In case of remote e-voting, our report is based on the reports generated from the e-voting platform provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the company to provide e-voting facilities and in case of poll at EGM, our report is based on counting of votes cast by the members through ballot paper.

3 The remote e-voting period remained opened from 27th May, 2015 (9.00 A.M.) to 29th May, 2015 (5.00 P.M.) (both days inclusive) and was disabled therafter.

4 The members holding shares as on the "cut off" date i.e. 23rd May, 2015 were entitled to vote on the proposed resolutions by remote e-voting or voting through ballot paper at EGM.

5 The member's details, such as their names, folios/DP ID CLIENT ID, number of shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of National Securities Depository Limited (https://evoting.nsdl.com, in order to ensure that such members did not vote again through ballot paper at the EGM.

6 After the time fixed for the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.

7 The locked ballot box was subsequently opened by me in the presence of two witnesses not in the employment of the Company viz. Mr. Sumit Aggarwal and Mr. Aashish Verma and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar & Transfer Agent of the Company ('the RTA') and the authorizations / proxies lodged with the Company.

8 In case of Poll, 11 (Eleven) poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. Basis of acceptance and rejection is given in Annexure.

KUMAR VERMA & ASSOCIATES * FRN 04012N New Delhi * Chartered Accountants *

9 After counting the votes cast by the members and proxy holders present at the EGM through Ballot paper, the votes caste through remote e-voting were unblocked on 30th May, 2015 at aorund 3.33 P.M. in the presence of two witnesses, Mr. Sumit Aggarwal and Mr. Aashish Verma who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

i) (SUMIT AGGARWAL) S/O Harish Chandra Aggarwal E-2/11, Model Town-2, Delhi-110009

ii) (AASHISH VERMA) S/O ASHOK K. VERMA R/O 53, BHARAT NAGAR DELHI-110052

10 In the case of remote e-voting, e-votes by 2 (Two) members were treated as invalid due to non submission of relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote.

11 The Consolidated Report of Scrutinizer on the result of voting through Ballot paper and through remote e-voting is as under :-

i) Special Resolution : Conversion of Debt/Loan into Equity Shares

Particulars	No. of members voted#			No. of votes cast by them			
	Remote - evoting	Ballot paper at EGM	Total	Remote - evoting	Ballot paper at EGM	Total	% of total number of valid votes cast
Number	311	105	416	129,380,374	9,112	129,389,486	
Less: Invalid votes	2	11	13	38,588	541	39,129	
Less: Abstained from Voting*	-	5	5	-	717	717	
Valid votes	309	89	398	129,341,786	7,854	129,349,640	
Assent / Favour	249	94	343	122,004,006	7,854	122,011,860	94.33
Dissent / Against	60	-	60	7,337,780	-	7,337,780	5.67
	309	94	403	129,341,786	7,854	129,349,640	100.00

* 5 (Five) shareholders have not excercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

12 Accordingly, out of 129349640 E-votes and Poll polled; 122011860 votes were cast ASSENTING to the Sepcial Resolution constituting 94.33 % of the votes polled; 7337780 votes were cast DISSENTING to the Special Resolution constituting 5.67 % of the votes polled on the Special Resolution.

Thus, the Special Resolution as contained in Item No. 1 is passed with requisite majority.

13 The register and all other papers and relevant records relating to remote e-voting and poll shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Extra-Ordinary General Meeting and thereafter, the same will be handed over to the Company.

Thanking you,

Yours faithfully,

Ashok Kumar Verma
Partner, Kumar Verma & Associates
(M. No. 081700 & FRN 004872N)

Place: New Delhi
Date: 30th May, 2015

KUMAR VERMA & ASSOCIATES FRN 004872 N New Delhi Chartered Accountants

For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary

ANNEXURE

A. BASIS OF ACCEPTANCE

I. PHYSICAL POLL FORM:

- The assent or dissent has been given by any other mark, the Poll Paper has been considered.
- Joint shareholder(s) has / have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
- Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated / cast has been considered.
- Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

- Member has voted only through e-voting i.e. electronic mode.

B. BASIS OF REJECTION

I. PHYSICAL POLL FORM:

- Shareholder has not put any mark on either assent or dissent.
- Poll paper is not signed.
- Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
- The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
- Shareholder has put tick mark for both assent and dissent without indicating number of shares.
- In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution I Power of Attorney / Letter of Authority not provided to the Company I Registrar and Share Transfer Agent.
- The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
- If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
- If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
- If the Identity of the Person Voting is not known and there is no other way to trace his / her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.

KUMAR VERMA & ASSOCIATES Chartered Accountants

- If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

II. VOTING THROUGH ELECTRONIC MODE:

- Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-Voting has been treated as 'Invalid'.
- Institutional Member (other than Individuals, HUF, NRI etc.) has not sent scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorised signatory.
- Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.

