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Punj Lloyd™

October 29, 2014

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

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

Symbol: PUNJLLOYD

Scrip Code: 532693 / Scrip ID: PUNJLLOYD

Dear Sir/Madam,

Pursuant to Clause 31(d) the Listing Agreement, we are enclosing herewith the certified true copy of the minutes of the Extra-Ordinary General Meeting of the Company held on Tuesday, 30th September, 2014 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon.

This is for your information and record.

Thanking You,

Yours faithfully
For **Punj Lloyd Limited**

Dinesh Thairani
Group President – Legal & Company Secretary

Encl: As above

MINUTE BOOK

MINUTES OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PUNJ LLOYD LIMITED HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT 10:30 A.M. AT EPICENTRE, APPAREL HOUSE, SECTOR 44, GURGAON.

PRESENT:

396 Members were present in person and 6 Members were present through their proxies.

Mr. Atul Punj	- Chairman .
Mr. J.P. Chalasani	- Managing Director & Group CEO
Mr. Luv Chhabra	- Director –Corporate Affairs
Mr. P.N. Krishnan	- Director Finance
Dr. Naresh Kumar Trehan	- Director*

* Chairman of Stakeholders' Relationship Committee cum Shareholders/Investors Grievance Committee and Nomination and Remuneration Committee

IN ATTENDANCE:

Mr. Dinesh Thairani - Group President - Legal & Company Secretary

The necessary documents and statutory registers as required under the provisions of Companies Act 2013 were kept at the meeting for inspection by the members.

CHAIRMAN

Mr. Atul Punj, Chairman, took the Chair.

QUORUM AND NOTICE

Mr. Dinesh Thairani, Company Secretary welcomed the members to the meeting and after confirming the presence of requisite quorum, requested the Chairman to proceed with the business of the meeting.

The Chairman informed the members that the Notice dated September 3, 2014 convening the Extra-Ordinary General Meeting (EGM) of the Company was sent to all the Members of the Company in accordance with the provisions of the Companies Act, 2013. With the consent of all the Members present, the Notice having already been circulated amongst the members was taken as read.

The Chairman thereafter informed the members that in light of the Introduction of Companies Act 2013, the Company had introduced e-voting facility to its members for voting on items included in the Notice of EGM, through electronic mode on the e-voting platform made available by Karvy Computershare Pvt. Ltd. He then informed the members that Mr. Ashok Kumar Verma, Chartered Accountant of M/s. Kumar Verma & Associates, who had been appointed as the Scrutinizer for the e-voting, had handed over to him the results of e-voting in a sealed envelope.

He then announced that poll would be taken on the item included in the Notice of the EGM and invited the members who did not cast their vote through e-voting facility to participate in the poll either in person or through proxy.

For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal &

The Chairman then requested Mr. Dinesh Thairani, Company Secretary to take over the conducting of the poll proceedings and took leave of the members.

Mr. Dinesh Thairani, Company Secretary then introduced to the members Mr. Ashok Kumar Verma, who had been appointed as Scrutinizer for the poll to be conducted at the EGM.

Mr. Ashok Kumar Verma ('the Scrutinizer') then locked and sealed an empty polling box in the presence of the members and proxies.

The Scrutinizer distributed the polling papers to the members and proxies present at the meeting.

After all the members and proxies present in the hall had cast their polling papers in the polling box, Mr. Dinesh Thairani, Company Secretary informed the members that the results of poll along with the results of the e-voting would be declared within two days of the EGM and declared the meeting as closed.

The Scrutinizer then opened the polling box in the presence of two persons as witnesses viz. Mr. Chetan Sharma and Mr. Shankar Kumar Jha. All the polling papers were taken out from the polling box and initialled and numbered by the Scrutinizer.

The Scrutinizer then reconciled the polling papers 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

The scrutinizer on 1st October, 2014 submitted his report on poll conducted at the EGM and also the Combined results of e-voting and poll to Mr. Dinesh Thairani, who had been authorised by the Chairman to announce the results of e-voting and poll.

On the basis of the Scrutinizer's Report, the results of e-voting and poll conducted at the EGM was as under:

Private placement of Non Convertible Debentures

The following resolution was proposed as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other applicable rules, as may be amended from time to time, the approval of the Company, be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee thereof) for making offer(s) or invitation(s) to, subscribe to Non-Convertible Debentures, including bonds, on a private placement basis, in one or more tranches from time to time, during a period of one year from the date of passing of this resolution within the overall borrowing limits of the Company, as approved by the Members, from time to time."

FOR PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary

"**RESOLVED FURTHER** that Non-Convertible Debentures including bonds, if any issued by the Company on or after 1st April, 2014 shall be deemed to have been issued pursuant to the approval granted in terms hereof."

"**RESOLVED FURTHER** that the Board be and is hereby authorised to finalise the terms and conditions, including pricing of such Non-Convertible Debentures, including bonds, to be issued by the Company from time to time, and to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution."

The results of e-voting and poll on the above item was:

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	21	96	117	398873	127508654	127907527	99.43
Dissent	0	17	17	0	733768	733768	0.57
Total	21	113	134	398873	128242422	128641295	100.00

Accordingly, out of 128641295 E-votes and Poll polled; 127907527 votes were cast ASSENTING to the Special Resolution constituting 99.43 % of the votes polled; 733768 votes were cast DISSENTING to the Special Resolution constituting 0.57 % of the votes polled on the Special Resolution.

Thus, the Special Resolution as contained in the Notice of the EGM was passed with requisite majority.

For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary

Date: October 29, 2014
Place: Gurgaon

CHAIRMAN