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

July 01, 2011

National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai 400 051

Dear Sir/Madam,

Disclosure pursuant to the Listing Agreement

This is to inform you that it is proposed to alter the Objects Clause of Memorandum of Association of the Company by addition thereto two new sub-clauses in the Other Objects Clause III (C) of the Memorandum of Association of the Company.

The alteration to the Memorandum of Association is proposed to be carried out by way of Postal Ballot Process in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time.

The Notice setting out the details of the alteration and the Postal Ballot Form is being sent to the Members/Shareholders.

A copy of the Notice being sent to the Members/Shareholders is annexed hereto for your information and records.

Thanking you,

Yours faithfully,
for Punj Lloyd Limited

Dinesh Thairani
Group Head-Legal & Company Secretary

Encl: As above

PUNJ LLOYD LIMITED

Regd. Off. : Punj Lloyd House, 17-18, Nehru Place, New Delhi 110 019
Corporate Office: 78, Institutional Area, Sector 32, Gurgaon- 122 001

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members,

NOTICE is hereby given that Punj Lloyd Limited ("the Company") proposes to pass the enclosed resolution by members by way of voting through the postal ballot process, in accordance with the provisions of Section 192A of the Companies Act, 1956 as amended from time to time ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time.

The present business of the Company comprises of providing integrated design, engineering, procurement, construction and project management services in the energy and infrastructure sectors with the operations spread over the Middle East, Africa, the Caspian, Asia Pacific and South Asia.

The Company has identified significant opportunities to expand into manufacturing, assembly and repair of general and special purpose equipments, machines, devices and equipments, their parts and accessories for agricultural, construction, mining, power and industrial applications, manufacturing and repair of components and parts for the railway industry, internal combustion engines, components for the power sector generation equipment and other railroad equipments.

In addition, the company foresees extensive opportunity in manufacturing and selling of fabricated structural products.

The Company is, therefore, seeking your approval as required under the provisions of Section 16, 17, 149(2A) and other applicable provisions of the Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules") to the alteration in the Other Objects Clause of the Memorandum of Association and to commence any of the new business activities.

Accordingly, the draft Special Resolution and the Explanatory Statement setting out material facts and reasons are being sent to you along with the Postal Ballot Form for your consideration and approval. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the scrutinizer on or before 5.00 p.m. on August 05, 2011. Your assent/ dissent received after August 05, 2011 would be strictly treated as if a reply from you has not been received, which is in accordance with the Postal Ballot Rules aforesaid.

The Company has appointed Mr. Ashok Kumar Verma, Chartered Accountant as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms received, and the results of the Postal Ballot will be announced thereafter.

The result of the Postal Ballot shall also be displayed at the Corporate Office and the Registered Office of the Company and posted on the Company's website www.punjlloyd.com, besides being communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the company are listed.

All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during the office hours on all working days, except holidays between 11:00 a.m. to 1:00 p.m. up to the date of declaration of the results i.e. August 09, 2011.

Special Resolution to be passed through Postal Ballot:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED that** pursuant to Sections 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter the Other Objects Clause III (C) of the Memorandum of Association of the Company, by inserting the following new sub-clauses 45 & 46, immediately after the existing sub-clause 44 thereof:

45. To manufacture, assemble, fabricate, engineer, design, repair, buy and sell and to act as importer, exporter, stockist, dealer and agent for all types of fabricated structural products, plant, machinery, equipments, their parts and accessories for agricultural, industrial, construction, mining and power sectors, non electrical general purpose machinery and equipments, special purpose machines and equipments and machinery of any other description and to provide service, maintenance, support for the same and to conduct all or any of the activities connected therewith.

46. To manufacture, assemble, fabricate, engineer, design, repair, buy and sell and to act as importer, exporter, stockist, dealer and agent for internal combustion engines, railway / tramway coaches and wagons, locomotive(s), their parts and accessories and other railroad equipments and to provide service, maintenance, support for the same and to conduct all or any of the activities connected therewith.

RESOLVED further that pursuant to the provisions of Section 149(2A) and all other applicable provisions, if any, of the Companies Act, 1956 the approval of the members of the Company be and is hereby accorded to commence and carry on all or any of the new business and activities as included in clause 45 & 46 of the Other Objects Clause of the Memorandum of Association of the Company as amended above, at such time as the Board may deem fit.

RESOLVED further that the Board be and is hereby authorized, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

By Order of the Board of Directors
for Punj Lloyd Limited

Dinesh Thairani
Group Head- Legal & Company Secretary

Place : Gurgaon
Date : May 30, 2011

Explanatory Statement pursuant to Section 173(2) and Section 192A(2) of the Companies Act, 1956 ("the Act") setting out all the material facts pertaining to the Special Resolution

The resolution mentioned in the accompanying Notice relates to the alteration in the Other Objects Clause III (C) of the Memorandum of Association of the Company with respect to inclusion of new objects therein.

The present business of the Company comprises of providing integrated design, engineering, procurement, construction and project management services in the energy and infrastructure sectors with the operations spread over the Middle East, Africa, the Caspian, Asia Pacific and South Asia.

The Company has identified significant opportunities to expand into manufacturing, assembly and repair of general and special purpose equipments, machines, devices and equipments, their parts and accessories for agricultural, construction, mining, power and industrial applications, manufacturing and repair of components and parts for the railway industry, internal combustion engines, components for the power sector generation equipment and other railroad equipments.

In addition, the company foresees extensive opportunity in manufacturing and selling of fabricated structural products.

The aforesaid proposed Other Objects, more particularly described in the notice, can conveniently and advantageously be combined and carried out with the existing objects / activities of the Company.

Pursuant to the provision of Section 16, 17 read with Section 192A of the Companies Act, 1956, alteration in the Other Objects Clause of the Memorandum of Association requires approval of the members by way of Special Resolution through Postal Ballot. Further, as per the provisions of Section 149(2A) of the Companies Act, 1956, approval of the members is required for commencement of any new business activity set out in the Other Objects Clause of the Memorandum of Association of the Company.

Therefore, the approval of the members is accordingly sought for the amendment to the Object Clause and for commencement of new business as set out in the notice.

A copy of a) the existing Memorandum and Articles of Association of the Company and b) the Memorandum of Association and Articles of Association incorporating the proposed amendments thereto will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days up to the date of declaration of the result of the Postal Ballot.

None of the Directors of the Company is, in any way, concerned or interested in this Resolution.

The Board of Directors of the Company recommends the resolution as set out in the notice for approval of the members through Postal Ballot.

By Order of the Board of Directors
for Punj Lloyd Limited

Dinesh Thairani
Group Head - Legal & Company Secretary

Place: Gurgaon
Date: May 30, 2011

Encl.: 1. Postal Ballot Form
2. Postage-Prepaid Envelope