Punj Lloyd Ltd
Corporate Office I, 78 Institutional Area, Sector 32, Gurgaon 122 001, India
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August 5, 2014

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 26th Annual General Meeting of the Company held on August 4, 2014, 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

Punj Lloyd™

Outcome of Voting of Annual General Meeting
{as per Clause 35A of Listing Agreement}

Date of Annual General Meeting	4rth August, 2014	
Total number of shareholders as on record date: 20th June, 2014	372,941	
No. of shareholders present in the meeting either in person or through proxy	**Promoters & Promoter Group**	**Public**
	9	2938
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 all the resolutions was:

1. E-voting conducted between July 29, 2014 (10.00 A.M.) to July 31, 2014 (5.00 P.M.) and
2. Poll conducted at the Annual General Meeting.

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

Resolution No. 1 : To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,303	0.02	32,931	372	98.88	1.12
Total	332,095,745	136,321,750	41.05	136,321,378	372	100.00	0.00

Resolution No. 2: To appoint a director in place of Mr. Luv Chhabra (holding DIN 00005413), who retires by rotation and being eligible offers himself for re-appointment.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,203	0.02	23,456	9,747	70.64	29.36
Total	332,095,745	136,321,650	41.05	136,311,903	9,747	99.99	0.01

Resolution No. 3: To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (Registration No. 001076N), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the Fourth consecutive Annual General Meeting of the Company (subject to ratification of their appointment at each Annual General Meeting) and fix their remuneration.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	12,912,273	24.93	12,882,724	29,549	99.77	0.23
Public – others	156,913,998	33,203	0.02	28,081	5,122	84.57	15.43
Total	332,095,745	133,252,682	40.12	133,218,011	34,671	99.97	0.03

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Resolution No. 4: Appointment of Dr. Naresh Kumar Trehan as an Independent Director of the Company for a term up to five years.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	12,882,724	3,098,517	80.61	19.39
Public – others	156,913,998	33,203	0.02	22,557	10,646	67.94	32.06
Total	332,095,745	136,321,650	41.05	133,212,487	3,109,163	97.72	2.28

Resolution No. 5: Appointment of Mr. Phiroz Adi Vandrevala as an Independent Director of the Company for a term up to five years.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,982,953	30.86	15,982,953	0	100.00	0.00
Public – others	156,913,998	31,491	0.02	20,995	10,496	66.67	33.33
Total	332,095,745	136,321,650	41.05	136,311,154	10,496	99.99	0.01

Resolution No. 6: Appointment of Ms. Ekaterina Alexandra Sharashidze as an Independent Director of the Company for a term up to five years.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	112,068	15,869,173	0.70	99.30
Public – others	156,913,998	33,203	0.02	22,957	10,246	69.14	30.86
Total	332,095,745	136,321,650	41.05	120,442,231	15,879,419	88.35	11.65

Resolution No. 7: Appointment of Mr. Maniedath Madhavan Nambiar as an Independent Director of the Company for a term up to five years.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,203	0.02	22,757	10,446	68.54	31.46
Total	332,095,745	136,321,650	41.05	136,311,204	10,446	99.99	0.01

Resolution No. 8: Appointment of Mr. Puthucode Narayanswami Krishnan as a Director of the Company liable to retire by rotation.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,203	0.02	22,257	10,946	67.03	32.97
Total	332,095,745	136,321,650	41.05	136,310,704	10,946	99.99	0.01

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Resolution No. 9: Appointment and payment of remuneration to Mr. Puthucode Narayanswami Krishnan as Director Finance and CFO of the Company.

(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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	7,362,379	8,618,862	46.07	53.93
Public – others	156,913,998	33,203	0.02	21,972	11,231	66.17	33.83
Total	332,095,745	136,321,650	41.05	127,691,557	8,630,093	93.67	6.33

Resolution No. 10: Appointment of Mr. Jayarama Prasad Chalasani as a Director of the Company liable to retire by rotation.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,203	0.02	22,257	10,946	67.03	32.97
Total	332,095,745	136,321,650	41.05	136,310,704	10,946	99.99	0.01

Resolution No. 11: Appointment and payment of remuneration to Mr. Jayarama Prasad Chalasani as Managing Director and Group CEO of the Company.

(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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	7,362,379	8,618,862	46.07	53.93
Public – others	156,913,998	33,203	0.02	22,182	11,021	66.81	33.19
Total	332,095,745	136,321,650	41.05	127,691,767	8,629,883	93.67	6.33

Resolution No. 12: Payment of remuneration to Mr. Luv Chhabra as Whole time Director of the Company.

(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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	11,879,310	4,101,931	74.33	25.67
Public – others	156,913,998	33,203	0.02	22,012	11,191	66.30	33.70
Total	332,095,745	136,321,650	41.05	132,208,528	4,113,122	96.98	3.02

Resolution No. 13: To authorize the Board of Directors of the Company to appoint Branch Auditors.

(Resolution required - Ordinary)

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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,981,241	0	100.00	0.00
Public – others	156,913,998	33,303	0.02	29,851	3,452	89.63	10.37
Total	332,095,745	136,321,750	41.05	136,318,298	3,452	100.00	0.00

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Resolution No. 14: To authorize the Board of Directors of the Company to borrow sums upto Rs.10,000 crores.

(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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,253,238	728,003	95.44	4.56
Public – others	156,913,998	33,303	0.02	27,176	6,127	81.60	18.40
Total	332,095,745	136,321,750	41.05	135,587,620	734,130	99.46	0.54

Resolution No. 15: To authorize the Board of the Directors of the Company to mortgage/hypothecate/ charge the assets of the Company including whole or substantially whole of the Undertaking(s) of the Company.

(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)]*10	(4)	(5)	6) = [(4)/(2)]*10	7) = [(5)/(2)]*10
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	51,789,099	15,981,241	30.86	15,253,238	728,003	95.44	4.56
Public – others	156,913,998	33,303	0.02	20,756	12,547	62.32	37.68
Total	332,095,745	136,321,750	41.05	135,581,200	740,550	99.46	0.54

# voting rights are in proportion to shares held as on 20th June, 2014.
$ excludes invalid votes.

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