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

March 19, 2013

National Stock Exchange of India Limited
Exchange Plaza
Bandra – Kurla Complex
Bandra (E)
Mumbai .

Dear Sir/Madam,

Sub: Disclosure pursuant to SEBI (Substantial Acquisition of Shares & Takeovers) Regulations and SEBI (Prohibition of Insider Trading) Regulations

Pursuant to the provisions of Regulation 13 (6) of SEBI (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29 of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and we are enclosing herewith disclosure given by HDFC Asset Management Company Ltd regarding reduction in the aggregate shareholding by the HDFC Mutual fund.

This is for your information and records.

Thanking You,

Yours Faithfully
for **PUNJ LLOYD LTD.**

Authorised Signatory

Encl. As above

Pages 117-8

By Fax and Hand Delivery

March 18, 2013

Mr. Dinesh Thairani
Company Secretary
Punj Lloyd Limited
Punj Lloyd House
17-18, Nehru Place
New Delhi – 110 019
Tel.: 011- 2620 0123
Fax: 011- 2620 0111

Dear Sir,

Sub: Disclosure pursuant to Regulation 13(3) of SEBI (Prohibition of Insider Trading) Regulations, 1992 and Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We refer to our letter dated November 2, 2012 wherein we had informed that the holding of the Schemes of HDFC Mutual Fund in Punj Lloyd Limited ("the Company") as on October 31, 2012 was 7.16% of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 66,41,91,490/- comprising 33,20,95,745 equity shares of Rs. 2/- each).
Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been a decrease in the shareholding of the Company by the Schemes of

HDFC Mutual Fund by 2.08% vis-à-vis the percentage holdings reported on October 31, 2012. As on March 15, 2013, the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is 5.08% of the paid up equity share capital of the Company.

As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, please find enclosed the details of change in the shareholding as prescribed in Form C.

As per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 please find enclosed the details of change in the shareholding in Annexure B.

Thanking you,

Yours faithfully,
For HDFC Asset Management Company Limited

Dinesh Bhakade
Senior Manager – Compliance
Encl: As above.

C.C.

1. Listing Department
   National Stock Exchange of India Limited
   Exchange Plaza,
   Bandra - Kurla Complex
   Bandra (E)
   Mumbai – 400 051.
   Tel.: 022 - 2659 8235 / Fax: 022-2659 8237

2. Listing Department
   Bombay Stock Exchange Limited
   Phiroze Jeejeebhoy Towers
   Dalal Street
   Mumbai – 400 023.
   Fax: 022-2272 1919

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulation 13 (3) and (6)]
Regulation 13(3) -- Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name & address of shareholders	Shareholding prior to acquisition/ sale	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.)
HDFC Trustee Company Limited A/C - HDFC Equity Fund	1,04,93,444 shares amounting to 3.16% of the paid up share capital	Sale of 4,750,537 equity shares amounting to 1.43% of the paid up share capital	Sale	March 18, 2013	Market Sale
		Interscheme Sale of 8,00,000 equity shares amounting to 0.24% of the paid up share capital	Interscheme Sale		Interscheme Sale
HDFC Trustee Company Limited A/C – HDFC Growth Fund	13,32,000 shares amounting to 0.40% of the paid up share capital	Purchase of 500,000 equity shares amounting to 0.15% of the paid up share capital	Purchase		Market Purchase
		Interscheme Purchase of 8,00,000 equity shares amounting to 0.24% of the paid up share capital	Interscheme Purchase		Interscheme Purchase
		Sale of 2,632,000 equity shares amounting to 0.79% of the paid up share capital	Sale		Market Sale

Address of Shareholder: HDFC Mutual Fund, PAN No.: AAATH1809A, Ramon House, 3rd Floor, H. T. Parekh Marg, 169 Backbay Reclamation, Churchgate, Mumbai - 400 020, Tel - 022 - 66316333

Name & address of shareholders	Shareholding prior to acquisition/ sale	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.)
HDFC Trustee Company Limited A/C – HDFC Top 200 Fund	69,05,000 shares amounting to 2.08 % of the paid up share capital.	NIL		March 18, 2013	N.A.
HDFC Trustee Company Limited A/C – HDFC TaxSaver	14,55,000 shares amounting to 0.44 % of the paid up share capital.	NIL			N.A.
HDFC Trustee Company Limited A/C – HDFC Infrastructure Fund	27,00,000 shares amounting to 0.81% of the paid up share capital.	NIL			N.A.
HDFC Trustee Company Limited A/C – HDFC MF Monthly Income Plan – Long Term Plan	7,02,000 shares amounting to 0.21% of the paid up share capital.	NIL			N.A.
HDFC Trustee Company Limited A/C – HDFC MF Monthly Income Plan – Short Term Plan	1,81,528 shares amounting to 0.05% of the paid up share capital.	NIL			N.A.
TOTAL	2,37,68,972 equity shares amounting to 7.16% of the paid up equity share capital.				

Address of Shareholder: HDFC Mutual Fund, PAN No.: AAATH1809A, Ramon House, 3rd Floor, H. T. Parekh Marg, 169 Backbay Reclamation, Churchgate, Mumbai - 400 020, Tel - 022 - 66316333

No. & % of shares/voting rights post-acquisition/sale			Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Scheme	No. of Shares	% of the paid up share capital **						
HDFC Equity Fund	49,42,907	1.49	Details in Annexure A					
HDFC Growth Fund	NIL	NIL	Details in Annexure B					
HDFC Top 200 Fund	69,05,000	2.08	No Transactions					
HDFC TaxSaver	14,55,000	0.44	No Transactions					
HDFC Infrastructure Fund	27,00,000	0.81	No Transactions					
HDFC MF Monthly Income Plan – Long Term Plan	7,02,000	0.21	No Transactions					
HDFC MF Monthly Income Plan – Short Term Plan	1,81,528	0.05	No Transactions					
Total	1,68,86,435	5.08						

Address of Shareholder: HDFC Mutual Fund, PAN No.: AAATH1809A, Ramon House, 3rd Floor, H. T. Parekh Marg, 169 Backbay Reclamation, Churchgate, Mumbai - 400 020, Tel - 022 - 66316333

HDFC Equity Fund

Annexure A

Trade Date	Trading Member through whom the trade was executed	SEBI Registration No. of the Trading Member	Exchange on which the trade was executed	Transaction	Buy Quantity	Buy Value (Amount in Rs.)	Sell Quantity	Sell Value (Amount in Rs.)	% of shares / voting rights post-acquisition / Sale
01-Nov-12	Opening Balance				10,493,444				3.16
22-Nov-12	Mangal Keshav Securities Ltd.	INB 230977432	NSE	Sale	-	-	200,000	9,992,747.00	0.06
22-Nov-12	DIRECT	Not Applicable	BSE	Interscheme Sale	-	-	800,000	40,000,000.00	0.24
11-Jan-13	Dolat Capital Market Limited	INB 230710031	NSE	Sale	-	-	260,500	15,540,135.40	0.08
14-Jan-13	Spark Capital Advisors (I) Pvt. Ltd.	INB 231256232	NSE	Sale	-	-	1,000,000	57,208,876.00	0.30
16-Jan-13	HDFC Securities Ltd.	INB 231109431	NSE	Sale	-	-	200,000	11,456,358.00	0.06
22-Jan-13	Religare Capital Markets Ltd.	INB 231302630	NSE	Sale	-	-	150,000	8,337,316.00	0.05
23-Jan-13	Religare Capital Markets Ltd.	INB 011302636	BSE	Sale	-	-	94,270	5,053,465.20	0.03
23-Jan-13	Religare Capital Markets Ltd.	INB 231302630	NSE	Sale	-	-	116,029	6,226,595.22	0.03
04-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	300,000	16,256,997.00	0.09
05-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	500,000	25,333,910.00	0.15
06-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	239,738	12,228,096.01	0.07
12-Feb-13	ICICI Securities Ltd.	INB 011286854	BSE	Sale	-	-	48,000	2,394,720.00	0.01
12-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	152,000	7,587,121.60	0.05
18-Feb-13	ICICI Securities Ltd.	INB 011286854	BSE	Sale	-	-	61,000	2,938,476.00	0.02
18-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	218,000	10,498,103.60	0.07
19-Feb-13	Systematix Shares & Stocks (I) Ltd.	INB 011132736	BSE	Sale	-	-	59,000	2,817,967.00	0.02
19-Feb-13	Systematix Shares & Stocks (I) Ltd.	INB 231132730	NSE	Sale	-	-	141,000	6,743,589.80	0.04
22-Feb-13	ICICI Securities Ltd.	INB 011286854	BSE	Sale	-	-	85,000	3,926,465.00	0.03
22-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	295,000	13,743,875.50	0.09
25-Feb-13	ICICI Securities Ltd.	INB 230773037	NSE	Sale	-	-	106,000	4,796,028.40	0.03
25-Feb-13	ICICI Securities Ltd.	INB 011286854	BSE	Sale	-	-	25,000	1,130,867.00	0.01
15-Mar-13	Philip Capital (India) Private Limited	INB231250334	NSE	Sale	-	-	500,000	24,244,752.00	0.15
15-Mar-13	Closing Balance				4,942,907				1.49

BDFC Growth Fund

Annexure II

Trade Date	Trading Member through whom the trade was executed	SEBI Registration No. of the Trading Member	Exchange on which the trade was executed	Transaction	Buy Quantity	Buy Value (Amount in Rs.)	Sell Quantity	Sell Value (Amount in Rs.)	% of shares / voting rights post-acquisition / Sale
01-Nov-12	Opening Balance				1,332,000				
02-Nov-12	Senator Securities Pvt. Ltd.	INB 231168734	NSE	Purchase	500,000	26,423,122.00	-	-	0.40
22-Nov-12	DIRECT	Not Applicable	BSE	Interscheme Purchase	800,000	40,000,000.00	-	-	0.15
08-Jan-13	Prabhudas Lilladher Private Limited	INB 230597738	NSE	Sale	-	-	640,000	39,099,962.00	0.24
08-Jan-13	Prabhudas Lilladher Private Limited	INB 010502855	BSE	Sale	-	-	60,000	3,664,728.00	0.19
05-Mar-13	Motilal Oswal Securities Limited	INB 011041257	BSE	Sale	-	-	332,000	13,342,990.00	0.02
05-Mar-13	Motilal Oswal Securities Limited	INB 231041238	NSE	Sale	-	-	1,600,000	64,313,784.00	0.10
15-Mar-13	Closing Balance				-				0.48

Annexure-B

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Punj Lloyd Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund ▪ HDFC Equity Fund ▪ HDFC Top 200 Fund ▪ HDFC TaxSaver ▪ HDFC Infrastructure Fund ▪ HDFC MF Monthly Income Plan – Long Term Plan ▪ HDFC MF Monthly Income Plan – Short Term Plan		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition/disposal under consideration, holding of **: a) Shares carrying voting rights	23,768,972	7.16	7.16
b) Voting rights (VR) otherwise than by shares	0	0.000	0.000
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.000	0.000
Total (a+b+c) ***(% share holding calculated on Paid up share capital comprising of 33,20,95,745 equity shares of Rs. 2/- each)***	**23,768,972**	**7.16**	**7.16**
Details of ~~acquisition~~/sale: a) Shares carrying voting rights ~~acquired~~/sold	6,882,537	2.08	2.08
b) VRs acquired /sold otherwise than by shares	0	0.00	0.00
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0.00	0.00
Total (a+b+c)	**6,882,537**	**2.08**	**2.08**
After the ~~acquisition~~/sale, holding of: a) Shares carrying voting rights	16,886,435	5.08	5.08
b) VRs otherwise than by shares	0	0.000	0.000
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	0	0.000	0.000
Total (a+b+c) (% share holding calculated on Paid up share capital comprising of 33,20,95,745 equity shares of Rs. 2/- each)	**16,886,435**	**5.08**	**5.08**

6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 15, 2013
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	33,20,95,745 equity shares of Rs. 2/- each
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	33,20,95,745 equity shares of Rs. 2/- each
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.

Note -: Percentages given above are rounded off to two decimal places.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For HDFC Asset Management Company Limited

Dinesh Bhakade
Senior Manager - Compliance

Place: Mumbai
Date: March 18, 2013