PUNJ LLOYD LIMITED

CIN : L74899DL1988PLC033314
Regd. Office: Punj Lloyd House, 17-18, Nehru Place, New Delhi 110 019
Website: www.punjlloyd.com **Email:** info@punjlloyd.com
Tel: +91 124 262 0123 **Fax:** +91 124 262 0111

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Punj Lloyd Limited will be held on Tuesday, the 30th Day of September, 2014 at 10:30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon, to transact the following business:-

Private placement of Non Convertible Debentures
To consider and if thought fit, to pass with or without modification(s), the following resolution 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."

"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."

By Order of the Board of Directors
For **PUNJ LLOYD LIMITED**

Dinesh Thairani
Group President – Legal & Company Secretary

Place: Gurgaon
Date: September 3, 2014

NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

   A Proxy Form is attached to the Notice.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Notice is being sent to all the Members, whose names appear in the Register of Members as on August 29, 2014 (cut off date). The notice of the meeting is also displayed / posted on the website of the company www. punjlloyd.com.
5. Members holding Equity Shares in physical form are requested to notify any change in their address, to the Registrar & Share Transfer Agents of the Company - M/s. Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 and Members holding Equity Shares in dematerialised form are requested to contact their respective Depository Participants for updation of their addresses, email id, bank account details if any.
6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip for attending the Meeting.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Business to be transacted at the meeting is annexed hereto.
8. The Notice of the Extra-Ordinary General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s), unless a member has requested for a hard copy of the same.
9. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website [www.punjlloyd.com] for their download. The physical copies of the documents referred to in the notice will be available at the Company's Registered Office for inspection during 11:00 A.M. to 1:00 P.M. on all working days up to the date of the Extra-Ordinary General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@punjlloyd.com].
10. **E-voting**
    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) on the item

mentioned in the notice by electronic means through e-voting services provided by M/s. Karvy Computershare Private Limited. The e-voting shall be open from September 24, 2014 (10.00 A.M.) to September 26, 2014 (5.00 P.M.) (both days inclusive). Mr. Ashok Kumar Verma, Chartered Accountant (Membership No: 81700) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on August 29, 2014 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.

The result of the e-voting along with the result of the poll conducted at the EGM and the Scrutinizer's Report shall be sent to stock exchanges, where the securities of the Company are listed and placed on the Company's website "www.punjlloyd.com" and on the website of Karvy "https://evoting.karvy.com" within two (2) days of passing of the resolution at the EGM.

The detailed procedure and instructions for e-Voting is as follows:

a. To use the following URL for e-voting: https://evoting.karvy.com
b. Enter the login credentials i.e., user id and password. In case of a member whose e-mail id is registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s), unless he/she has requested for a hard copy of the same, the user id and password is given in the e-mail. In case of a member whose e-mail id is not registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) or in case of a member having requested for a hard copy of the same, the user id and password is mentioned in the Attendance Slip enclosed. Your Folio No./DP ID Client ID will be your user Id.
c. After entering the details appropriately, click on LOGIN.
d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
e. You need to login again with the new credentials.
f. On successful login, the system will prompt you to select the EVEN (E Voting Event Number) as mentioned in the email in case of members receiving the documents in electronic form and in the Attendance Slip, in case of a member receiving the documents in physical form.
g. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option "ABSTAIN" in case you wish to abstain from voting.
h. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
j. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at ashok@kvaca.com with a copy marked to punjlloyd@karvy.com
k. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently or vote on such resolution on poll at the Extra-Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
l. The Portal will remain open for voting from: 10.00 a.m. on September 24, 2014 to 5.00 p.m. on September 26, 2014 (both days inclusive).
m. In case of any queries, you may refer the 'Frequently Asked Questions (FAQs) for shareholders' and 'e-voting user manual for shareholders', available at the download section of https://evoting.karvy.com or contact M/s. Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).

11. Poll at the Meeting

After the item of the notice have been discussed, the Chairman will order poll in respect of the item. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website : www.punjlloyd.com within two day from the date of EGM of the Company and on the website of Karvy "https://evoting.karvy.com" and also informed to the stock exchanges where the securities of the Company are listed within two (2) days of the EGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement pursuant to section 102 of the Companies Act, 2013 ("Act") sets out all material facts to the business mentioned in the accompanying Notice dated September 3, 2014.

In order to augment the long term resources for repayment of high cost debt, ongoing capital expenditure, and for general corporate purposes, the company proposes to invite subscription to secured/unsecured redeemable Non Convertible Debentures ("NCDs") including bonds, in one or more tranches within the overall borrowing limits of the company.

As per Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") including bonds, on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations made for such NCDs, including bonds, during the year.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, made thereunder, for the NCDs including bonds, which may have been already issued or may be issued from time to time on a private placement basis, in one or more tranches, during the 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.

The Directors commend the resolution in the accompanying Notice, for the approval of the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

By Order of the Board of Directors
For **PUNJ LLOYD LIMITED**

Dinesh Thairani
Group President – Legal & Company Secretary

Place : Gurgaon
Date : September 3, 2014

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management and Administration) Rules, 2014]
CIN: L74899DL1988PLC033314
Name of the Company: **PUNJ LLOYD LIMITED**
Registered Office: Punj Lloyd House, 17-18, Nehru Place, New Delhi - 110019

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of .....Equity Shares of the above named company, hereby appoint:

1. Name: _____
   Address:_____
   E-mail Id:_____
   Signature:_____, or failing him
2. Name: _____
   Address:_____
   E-mail Id:_____
   Signature:_____, or failing him
3. Name: _____
   Address:_____
   E-mail Id:_____
   Signature:_____

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, the 30th day of September, 2014 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon and at any adjournment thereof in respect of the resolution indicated below:

Resolution No.	Description	For*	Against*
1.	Private placement of Non Convertible Debentures	☐	☐

Signed this…..… day of…….…… 2014

1. Signature of Proxy holder(s) .....
2. Signature of Proxy holder(s) .....
3. Signature of Proxy holder(s) .....
4. Signature of Shareholder .....

Notes :

* 1. Please put a 'X' in the Box in the appropriate column against the resolution. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.
3. Also please refer to Note No. 1 of the Notice convening the Extra-Ordinary General Meeting.

PUNJ LLOYD LIMITED

CIN : L74899DL1988PLC033314

Regd. Office: Punj Lloyd House, 17-18, Nehru Place, New Delhi 110 019

Website: www.punjlloyd.com **Email:** info@punjlloyd.com

Tel: +91 124 262 0123 **Fax:** +91 124 262 0111

ATTENDANCE SLIP

Extra-Ordinary General Meeting Date: September 30, 2014

Place: Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana

Regd. Folio*/DP ID & Client ID/No. of Shares	:
Name of the Shareholder	:
Address of the Shareholder	:

* Applicable for investors holding shares in physical form.

I hereby record my presence at Extra-Ordinary General Meeting of Punj Lloyd Limited held on Tuesday, September 30, 2014 at 10:30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana.

Member/Proxy's Name (In Block Letters) **Signature of Member/Proxy**

NOTE:

1. Please complete the attendance slip and hand it over at the entrance of the meeting hall. Only Members/Representatives of the Corporate Members or Proxies are allowed to attend the meeting.
2. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorisation should be deposited with the Company.

ELECTRONIC VOTING PARTICULARS

Extra-Ordinary General Meeting

Date: September 30, 2014

EVEN (E Voting Event Number)	User ID	Password

Note: Please read the instructions printed under the note no.10 to the Notice of the Extra-Ordinary General Meeting. The e-voting will commence on September 24, 2014 (from 10:00 A.M.) and will close on September 26, 2014 (at 5.00 P.M.)The voting module shall be disabled by M/s. Karvy Computershare Private Limited for voting after 5:00 P.M. on September 26, 2014.