Punj Lloyd Ltd
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June 30, 2015

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

Dear Sir/Madam,

Sub: Disclosure Pursuant to Clause 31 of the Listing Agreement

Pursuant to the provisions of Clause 31 of the Listing Agreement, please find enclosed copy of the proceedings of Extraordinary General Meeting concluded on May 30, 2015.

You are requested to take note of the above information in your record.

Thanking You,

Yours faithfully,

For **PUNJ LLOYD LIMITED**

Dinesh Thairani
Group President-Legal & Company Secretary

Encl: a/a

MINUTE BOOK

MINUTES OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PUNJ LLOYD LIMITED HELD ON SATURDAY THE 30TH DAY OF MAY , 2015 AT 10:30 A.M. AT EPICENTRE, APPAREL HOUSE, SECTOR 44, GURGAON.

PRESENT:

337 Members were present in person and 17 Members were present through their proxies.

Mr. Atul Punj	- Chairman .
Mr. J.P. Chalasani	- Managing Director & Group CEO
Mr. P.N. Krishnan	- Director Finance
Mr. M.M. Nambiar*	- Director

Chairman of Stakeholders' Relationship Committee Cum Shareholders/ Investors Grievance Committee and member of Nomination and Remuneration Committee authorised by its Chairman, Mr. Phiroz A. Vandrevala to attend this Meeting

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, Group President – Legal & 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 29th April, 2015 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 compliance with the provisions of the Companies Act, 2013 the Company has provided e-voting facility to its members whose name is recorded in the register of members or in the registered beneficial owners maintained by the depositories as on the cut- off date i.e. 23rd May, 2015 for voting on the resolution included in the Notice of the EGM on the e-voting platform made available by Karvy Computershare Pvt. Ltd.

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 remote e-voting facility to participate in the poll either in person or through proxy.

CERTIFIED TRUE COPY

For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary

He then proposed the following resolution as a Special Resolution:

CONVERSION OF DEBT/LOAN INTO EQUITY SHARES

"RESOLVED THAT, pursuant to Section 62(3) and other applicable provisions, if any, of the Companies act 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board in respect of the financial assistance to be availed from various banks and financial institutions (hereinafter collectively referred to as the **"Lenders"**) from time to time in the nature of term loan assistance, each such assistance being separate and distinct from the other, however, all such term loan assistance(s) aggregate to a sum not exceeding Rs. 1500 Crores (Rupees One Thousand and Five Hundred Crores only) (hereinafter collectively referred to as the **"Facility"**), such that in the event of default as mentioned under the financial documents, to be executed for availing the Facility, some of the Lenders at their option may be able to convert their outstanding Facility to equity shares in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion."

"**RESOLVED FURHTER THAT,** on receipt of notice of conversion, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders."

"RESOLVED FURTHER THAT, the equity shares to be allotted and issued to such Lenders pursuant to its exercising the right of conversion shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorised 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 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 E- Voting and 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 shall be placed on the website of the Company and on the website of National Securities Depository Limited within 48 hours of the conclusion of this EGM.

The Scrutinizer then opened the polling box in the presence of two persons as witnesses viz. Mr. Sumit Aggarwal and Mr. Aashish Verma . 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.

After counting the votes cast by the members and proxy holders present at the EGM through Ballot Paper, the votes cast through remote e-voting were unblocked on 30th May, 2015 at around 3.33 P.M. in the presence of two witnesses, Mr. Sumit Aggarwal and Mr. Aashish Verma who were not in employment of the Company

The scrutinizer on 30th May, 2015 submitted his consolidated report on poll conducted at the EGM and remote e-voting 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:

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

Particulars	Number of members voted			Number of Votes cast by them			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	94	249	343	7854	122,004,006	122,011,860	94.33
Dissent	-	60	60	-	7,337,780	7,337,780	5.67
Total	94	309	403	7854	129,341,786	129,349,640	100.00

Accordingly, out of 129349640 E-votes and Poll polled; 122011860 votes were cast , ASSENTING to the Special Resolution constituting 94.33 % of the votes polled; 7,337,780 votes were cast DISSENTING to the Special Resolution constituting 5.67% 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.

Date: June 26, 2015
Place: Gurgaon

sd/-
CHAIRMAN

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For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary