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

July 03, 2018

BSE Limited
Department of Corporate Services
25th Floor, P J Towers
Dalal Street
Mumbai – 400001

Scrip Code: 532693 / Scrip ID: PUNJLLOYD

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

Symbol: PUNJLLOYD

Dear Sir/Madam,

Sub: Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

We wish to inform you that an Extraordinary General Meeting of the members of the Company (EGM) is scheduled to be held on Monday, the 30th day of July, 2018 at the Zest at Apparel House, Institutional Area, Sector 44, Gurugram – 122003 (Haryana) at 10.30 A.M., inter alia to consider and approve the following:

S. No.	Resolutions Description
1	**Ordinary Resolution** To sub-divide the preference share of face value of Rs. 10/- each into 5 Preference Shares of Rs. 2/- each and increase in Authorised Share Capital of the Company
2.	**Special Resolution** To authorize the lenders to convert their outstanding facilities into equity and/or other security(s) in terms of Section 62(3) of the Companies Act, 2013
3.	**Special Resolution** Restructuring of outstanding facilities including conversion of certain portion of outstanding facilities into Compulsory Convertible Preference Shares
4	**Special Resolution** To issue equity shares to Mr. Atul Punj, Promoter of the Company on preferential basis
5	**Special Resolution** To authorize the Board of Directors to borrow in excess of the Paid-up Capital and Free Reserves of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013
6	**Special Resolution** To authorize the Board of Directors to create mortgage/charge on the assets of the Company including whole or substantially the whole of undertaking(s) of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013

A copy of the EGM Notice is attached for your reference and record

Thanking You,

Yours faithfully

For Punj Lloyd Limited

Dinesh Thairani
Group President - Legal & Company Secretary

Encl: As above

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 Extraordinary General Meeting of the members of Punj Lloyd Limited will be held on Monday, the 30th day of July, 2018 at 10:30 A.M. at The Zest at Apparel House, Institutinal Area, Sector - 44, Gurugram – 122003, Haryana to transact the following business:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules made there under, each Preference Share of face value of Rs. 10/- (Rupees Ten) each in the existing Authorized Share Capital of the Company be and is hereby sub-divided into 5 Preference Shares of Rs. 2/- (Rupees Two) each and the Authorised Capital of the Company be reclassified from Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Two) each to Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 2/- (Rupees Two) each.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules made there under, the Authorised Capital of the Company be increased from Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 2/- (Rupees Two) each to Rs. 7,000,00,00,000/- (Rupees Seven Thousand Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 3440,00,00,000 (Three Thousand Four Hundred Forty Crore) Preference Shares of Rs.2/- (Rupees Two) each.

   RESOLVED FURTHER THAT pursuant to Section 13 read with Section 61 and all applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the rules made there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following:

   "V. The Authorised Share Capital of the Company is Rs. 7,000,00,00,000 (Rupees Seven Thousand Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 3440,00,00,000 (Three Thousand Four Hundred Forty Crore) Preference Shares of Rs.2/- (Rupees Two) each."

   RESOLVED FURTHER THAT, 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) be and is hereby authorized to do all such acts, deeds, matters and things and to execute such documents or writings as may be necessary, proper or expedient, including but not limited to filing necessary documents for the purposes of giving effect to this resolution and for matters connected therewith or ancillary or incidental thereto."

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

   "RESOLVED THAT, pursuant to Section 62 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/continued 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(s), fund based and non fund based working capital facility(s) aggregating to a sum not exceeding Rs. 17,780,00,00,000/- (Rupees Seventeen Thousand Seven Hundred and Eighty Crore Only) (**"Facilities"**), conversion of Facilities (or part thereof) into term loan(s) and/or any other facility(s) and/or convertible securities, as a part of the restructuring under guidelines issued by Reserve bank of India on "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP. BC. 101/21.04.048/2017-18 (**"Restructuring Circular"**), in terms of which, the Facilities are proposed to be restructured as follows: the Facilities will be restructured into such sustainable and unsustainable debt as may be agreed amongst the Lenders and the Company from time to time, whereupon the sustainable

debt shall not be exceeding Rs. 10,900,00,00,000/- (Rupees Ten Thousand Nine Hundred Crore Only) and be subject to such terms and conditions as Lenders may deem fit, and with such securities as may be decided amongst the Lenders and the Board, from time to time, and credit facilities aggregating to Rs. 6,680,00,00,000/- (Rupees Six Thousand Six Hundred and Eighty Crore Only) forming unsustainable debt be converted into the compulsory convertible preference shares, and the term loan of Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) forming part of the Facilities, to be restructured as may be agreed amongst the relevant lender and the Company, subject to such terms and conditions as stated in the resolution mentioned herein below.

RESOLVED FURTHER THAT in the event of breach of terms and conditions, subject to which the sustainable debt and unsustainable debt are restructured by the Lenders or breach of any terms and conditions mentioned in the definitive documents as may be executed from time to time to evidence/record the restructuring of the Facilities, consent of the Company be and is hereby given under section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 that Lenders shall apart from the other remedial and enforcement rights that they may have shall also have either jointly or severally, for whole or any part thereof, the right at their option to convert their outstanding Facilities to equity shares and/or any other security(ies), convertible/ non convertible, redeemable/ non redeemable 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 Restructuring Circular at the time of such conversion.

RESOLVED FURTHER THAT on receipt of notice of conversion in terms of the Resolution Plan, for the conversion of Facilities (or part thereof) and/or compulsory convertible preference shares issued to the Lenders pursuant to the Resolution Plan / definitive documents as may be executed between the Lenders and the Company in respect of the restructuring of the Facilities, 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 and/or any other security(ies), convertible/ non convertible, redeemable/ non redeemable 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."

3. 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 the Companies Act, 2013 ("**the Act**") including Sections 42, 55, and 62(1) and all other applicable provisions, if any, of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India **(SEBI)**, the listing agreement entered into between the Company and BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, any other applicable laws in force, and enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), if required, of concerned statutory authorities and subject to such condition(s) and modification(s) as may be imposed or prescribed by any of them while granting such approvals, consents, permissions sanctions, and which may be agreed to 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), consent of the members be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, not exceeding 3340,00,00,000 number of compulsory convertible preference shares ("**CCPSs**") of the Company of face value of Rs.2/- each at par on preferential basis, for an overall value not exceeding Rs. 6,680,00,00,000/- (Rupees Six Thousand Six Hundred and Eighty Crore Only) to the following lenders ("**Lenders**") pursuant to the conversion of a part of the outstanding debt and interest accrued on term loans into CCPSs as per the Resolution Plan under the Reserve bank of India on "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP. BC. 101/21.04.048/2017-18 being implemented in respect of the Company, in such proportion and upon such detailed terms and conditions as may be agreed between the Company and the Lenders:

S. No.	Name of the Lender
1	Andhra Bank
2	Axis Bank Limited
3	Bank of Baroda
4	Bank of India
5	Central Bank of India
6	DBS Bank Limited
7	Assets Care & Reconstruction Enterprise Ltd.
8	Dhanlakshmi Bank
9	HDFC Bank Limited
10	ICICI Bank Limited
11	IDBI Bank Limited
12	Indian Overseas Bank
13	Jammu & Kashmir Bank Limited
14	Karur Vysya bank
15	Oriental Bank of Commerce
16	RBL Bank
17	State Bank of India
18	Standard Chartered Bank
19	L&T Infrastructure Finance Company Limited
20	SREI Infrastructure Finance Company Limited
21	Life Insurance Corporation of India (LIC)
22	International Finance Corporation
23	Tata Capital Finance Services Limited
24	United Bank of India
25	Canara Bank
26	UCO Bank
27	Export Import Bank of India
28	Indian Bank
29	IndusInd Bank

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RESOLVED FURTHER THAT the CCPSs to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and inter alia on the following terms and conditions:

1. The CCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of Capital.
2. The CCPS holders shall be participating in surplus assets and profits, on winding up after the entire capital has been re-paid.
3. The CCPS holders shall be participating in surplus funds.
4. The CCPS holders shall have the voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013.
5. The payment of dividend on CCPS as and when applicable as per the terms of issue shall be on cumulative basis. The CCPS holder shall have a right to vote on all the resolutions placed before the Company, if the dividend in respect of CCPS has not been paid to the CCPS holders for a period of 2 (two) years or more.
6. Each CCPS may be converted into Equity Shares at a price calculated in accordance with applicable law as per the terms and conditions of issue of the CCPS:
   (a) at the end of 10 (Ten) years from the date of allotment; and/ or
   (b) upon payment of the entire sustainable debt owed to the CCPS holders by the Company, if a minimum of 66% (by value) of the CCPS holders decide to convert CCPS into Equity Shares; and/ or
   (c) If any default is made in servicing or repayment of any portion of the sustainable debt owed to the Lenders.
7. The Equity Shares to be allotted on conversion of the CCPS, shall rank pari-passu with the then existing Equity Shares of the Company in all respects.
8. The CCPS holders shall have the right to attend the general meetings of the Company.
9. The conversion price for the CCPS into equity can only be determined with reference to the 'Reference Date', which will be determined once the lenders approve the resolution plan in accordance with the circular issued by Reserve Bank of India titled "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP. BC. 101/21.04.048/2017-18. Hence, Company shall arrange the certification, for the conversion price to convert CCPS into equity shares, prior to issuance of CCPS, in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time read with aforesaid circular issued by Reserve Bank of India.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the CCPSs and listing of the CCPSs and/ or equity shares upon conversion of the CCPS with the Stock Exchange(s) to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as they may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said CCPSs and/or issue of equity shares upon conversion of such CCPS, including dealing with fractional shares, if any, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the CCPSs, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit."

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

"**RESOLVED THAT** pursuant to: (i) the provisions of Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014; (ii) the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended; (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iv) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended; (v) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory/ regulatory authority; (vi) the listing agreement entered into by the Company with the BSE and NSE, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to 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 members be and is hereby accorded to create, issue, offer and allot 1,76,62,900 (One Crore Seventy Six Lakh Sixty Two Thousand Nine Hundred) Equity Shares of the Company of the face value of Rs. 2/- (Rupees Two) each at a price of Rs. 19.05 (Rupees Nineteen and Paise Five Only) per Equity Share on a preferential basis to Mr. Atul Punj.

RESOLVED FURTHER THAT the Equity Shares to be issued in terms of this resolution shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the Equity Shares and listing of the Equity Shares with the Stock Exchange(s) as appropriate and for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as they may deem fit including condition(s),

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modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Equity Shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the Equity Shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit."

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the Members of the Company at the 26th Annual General Meeting of the Company held on August 04, 2014 and Pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of the Company on such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, including the restructured facilities under the proposed Resolution Plan under the RBI Guidelines bearing number DBR. No. BP.BC. 101/21.04.048/2017-18 on "Resolution of Stressed Asset – Revised Framework" dated February 12, 2018, and as may be agreed between the Lenders and the Company, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Banker in the ordinary course of Business) may exceed the aggregate paid up share capital of the Company and its free reserves provided however that the total borrowings outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs. 10,000,00,00,000 (Rupees Ten Thousand Crore Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the Members of the Company at the 26th Annual General Meeting of the Company held on August 04, 2014 and Pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create mortgage/ hypothecation and/or charge in addition to the existing mortgages/ charges/hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan / credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time including the restructured facilities under the proposed Resolution Plan under the RBI Guidelines bearing number DBR. No. BP.BC. 101/21.04.048/2017-18 on "Resolution of Stressed Asset – Revised Framework" dated February 12, 2018, and as may be agreed between the Lenders and the Company together with interest, costs, charges, expenses and any other money payable by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."

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

DINESH THAIRANI
Group President –Legal & Company Secretary

Place: Gurugram
Date: June 29, 2018

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 this 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 9:00 A.M. to 6:00 P.M., provided that not less than three days of notice in writing is given to the Company.

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. Members holding Equity Shares in physical form are requested to notify any change in their address, to the Registrar & Share Transfer Agent of the Company - M/s. Karvy Computershare

PUNJ LLOYD LIMITED

Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032 and Members holding Equity Shares in dematerialized form are requested to contact their respective Depository Participants for updation of their addresses, e-mail id, bank account details, if any.

5. Members who hold shares in dematerialized 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.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.

7. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with Registrar & Share Transfer Agent of the Company/ Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. The Notice of the Extraordinary General Meeting and instructions for e-voting, along with the Attendance Slip, Proxy Form are being sent by electronic mode to all members whose e-mail addresses are registered with the Registrar & Share Transfer Agent of the Company /Depository Participant(s) unless a member has requested for a hard copy of the same.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar & Share Transfer Agent of the Company / Depository Participant(s) of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.

11. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website [www.punjlloyd.com] for their download. The physical copies of the aforesaid documents and documents, if any, referred to in the notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Company's Registered Office and the Corporate Office during 11:00 A.M. to 1:00 P.M. on all working days upto the date of the Extraordinary 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 e-mail id: *investors@punjlloyd.com*.

12. **Remote E-voting**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, July 23, 2018, i.e. cut-off date are entitled to vote on the Resolutions set forth in this Notice. Remote e-voting is optional. The remote e-voting period will commence at 9:00 a.m. on Friday, July 27, 2018 and will end at 5:00 p.m. on Sunday, July 29, 2018. The facility for voting by ballot/polling paper shall also be made available at the Extraordinary General Meeting ("EGM") and members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

Mr. Ashok Kumar Verma, Chartered Accountant (Membership No: 81700) has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process and voting by ballot/ polling paper at the EGM in a fair and transparent manner.

The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

I. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the EGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from Karvy:

(i) Launch an internet browser and open https://evoting.karvy.com

(ii) Enter the login credentials (i.e. User ID and Password). The Event No. + Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering the above details Click on – Login.

(iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, $, etc.). The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.

(v) On successful login, the system will prompt you to select the E-Voting Event.

(vi) Select the EVENT of Punj Lloyd Limited and click on - Submit.

(vii) Now you are ready for e-voting as "Cast Vote" page opens.

(viii) Cast your vote by selecting appropriate option and click on "Submit". Click on "OK" when prompted.

(ix) Upon confirmation, the message "Vote cast successfully" will be displayed.

(x) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at ashok@kvaca.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(b) In case of Shareholders receiving physical copy of the Notice of EGM and Attendance Slip:

(i) Initial password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xi) above, to cast vote.

II. In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) and "remote e-voting user manual" available in the downloads section of Karvy's e-voting website https://evoting.karvy.com.

III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.

IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Monday, July 23, 2018. Members are eligible to cast vote electronically only if they are holding shares as on that date.

V. The voting period shall commence at 9:00 a.m. on Friday, July 27, 2018 and will end at 5:00 p.m. on Sunday, July 29, 2018. The e-voting module shall be disabled by Karvy at 5:00 p.m. on Sunday, July 29, 2018.

VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

VII. Members who have acquired shares after the dispatch of the Notice of EGM and before the cut- off date i.e. July 23, 2018 may obtain the user ID and Password for exercising their right to vote by electronic means as given below:

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> PJL1234567

b. If e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1-800-3454-001.

d. Member may send an e-mail request to evoting@karvy.com

The Scrutinizer shall immediately after the conclusion of the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, in writing, within 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report to the Chairman or any person authorized by him, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The manner in which members have cast their votes, that is, affirming or negating the resolution(s), shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast at the EGM. However, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the EGM, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the EGM, details relating to members, (such as their names, folios, number of shares held and such other information that the scrutinizer may require), who have cast votes through remote e-voting but not the manner in which they have cast their votes.

The result of the remote e-voting along with the result of the poll conducted at the EGM and the Scrutinizer's Report shall be sent to the 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 48 hours of conclusion of the EGM.

13. Poll at the Meeting

After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting, and being present at the EGM either personally or through proxy, only shall be entitled to vote at the EGM. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website: www.punjlloyd.com within 48 hours of conclusion of the EGM 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 48 hours of conclusion of the EGM.

14. A route map and prominent land mark for easy location to the venue of EGM is given on the last page of this Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

For the purpose of enabling the Company to issue requisite number of equity shares or preference shares on exercise of option for conversion of loan into shares by the lenders of the Company, the Authorised Share Capital of the Company needs to be altered.

It is proposed first to sub-divide each Preference Share of face value of Rs. 10 each in the Authorized Share Capital of the Company, into 5 Preference Shares of Rs. 2 each. The Existing Authorised Capital of the Company pursuant to such sub-division shall be changed from Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 2/- (Rupees Two) each.

After sub-division, it is proposed to increase the Authorised Capital of the Company from Rs.100,00,00,000/- (Rupees One Hundred Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 5,00,00,000 (Five Crore) Preference Shares of Rs. 2/- (Rupees Two) each to Rs. 7,000,00,00,000 (Rupees Seven Thousand Crore Only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 3440,00,00,000 (Three Thousand Four Hundred Forty Crore) Preference Shares of Rs.2/- (Rupees Two) each for the purpose of issue of preference shares to the Lenders of the Company for conversion of a part of outstanding debt of the Company and issue of Equity shares to the Promoters/Investors for fresh infusion of funds in the Company.

In terms of Sections 13 and 61 of the Companies Act 2013, approval of members by way of Ordinary Resolution is required for the above sub-division/increase/alteration in the Authorised Capital of the Company and consequent alteration in the capital clause of the Memorandum of Association of the Company.

None of Directors/ Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the members.

ITEM NO. 2

The Company has availed various credit facilities aggregating to a sum not exceeding Rs. 17,780,00,00,000 (Rupees Seventeen Thousand Seven Hundred and Eighty Crore Only) (both fund based and non-fund based) (the **"Facilities"**) from various banks and financial institutions (the **"Lenders"**) for the purposes and upon the terms and conditions set out in the financing documents executed in this regard between the Company and the Lenders. The Company has, owing to various reasons and factual considerations, been unable to service its obligations towards the Lenders with respect to the Facilities. Due to such inability of the Company, the Company approached the Lenders to implement a resolution plan in order to restructure the Facilities in terms of the guidelines issued by Reserve bank of India on "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP. BC. 101/21.04.048/2017-18 (the **"Resolution Plan"**).

The Company hereby proposes that the Facilities shall be restructured in terms of the Resolution Plan by segregating into:

(a) Sustainable debt not exceeding Rs. 10,900,00,00,000/- (Rupees Ten Thousand Nine Hundred Crore Only) comprising of (i) sustainable portion of the outstanding principal amount of the fund based limits being part of the Facilities up to the 31st December, 2017; (ii) amount pertaining towards non-fund based limits being part of the Facilities; and (iii) amount crystalized due to expected devolvement of non-fund based limits pertaining to the Facilities;

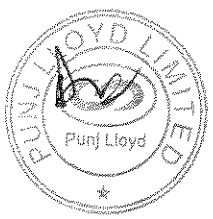
(b) Unsustainable debt not exceeding Rs. 6,680,00,00,000/- (Rupees Six Thousand Six Hundred and Eighty Crore Only) comprising of (i) unsustainable portion of corporate term loan of CAP Lenders and other lenders; (ii) unsustainable portion of the working capital loan; (iii) overdue interest on fund based working capital and term loans (including CTL) as on 31st December, 2017; and (iv) future interest on remainder fund based working capital and term loans (including CTL) for a period of 15 (fifteen) months from 1st January, 2018; and

(c) Loan against specific property, not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) - It is clarified that Standard Chartered Bank, the lender for the aforementioned loan, shall continue to have the benefit of the first charge already created on the particular property against the aforesaid loan and shall not have benefit of any other security(ies), so far as this loan is concerned, under the Resolution Plan. Further, it is clarified that as part of the restructuring exercise, Standard Chartered Bank shall restructure the aforementioned loan on such terms as may be agreed amongst Standard Chartered Bank and the Company,

as detailed below:

Sustainable Debt Portion of the Facilities:

- Sustainable portion of fund based working capital of the Corrective Action Plan ("CAP") been lent by lenders who either participated in CAP or shall now be part of the Resolution Plan ("CAP Lenders"), ("FBWC") aggregating to approximately Rs. 1,000,00,00,000/- (Rupees One Thousand Crore Only) (as of 31st December, 2017) – by revising, inter-alia, the interest rate and repayment schedule.
- Sustainable portion of term loans of the CAP Lenders aggregating to approximately Rs. 333,00,00,000/- (Rupees Three Hundred Thirty Three Crore Only) (as of 31st December, 2017) – by revising, inter-alia, the interest rate and repayment schedule.
- Sustainable portion of term loans and working capital facilities of Other Lenders aggregating to approximately Rs. 230,00,00,000/- (Rupees Two Hundred Thirty Crore Only) (as of 31st December, 2017) – by revising, inter-alia, the interest rate and repayment schedule.
- Sustainable portion of working capital term loan facilities of the CAP Lenders aggregating to approximately Rs. 186,00,00,000/- (Rupees One Hundred Eighty Six Crore Only) (carved out of the non-fund based exposure (LC/BG), already crystalized as on the 31st December, 2017) - by revising, inter-alia, the interest rate and repayment schedule.
- Working capital term loan facilities of the CAP Lenders aggregating to approximately Rs. 1,268,00,00,000 (Rupees One Thousand Two Hundred Sixty Eight Crore Only) (carved out from the likely crystallization of the non-fund based exposure (LC/BG), post 31st December, 2017) – 27.5% of such amount, as and when crystalized, shall be treated as sustainable portion (upto a maximum amount aggregating to approximately Rs. 349,00,00,000/- (Rupees Three Hundred Forty Nine Crore Only). The sustainable portion will be re-phased with revised terms and conditions.



- The credit facilities aggregating to approximately Rs.114,00,00,000/- (Rupees One Hundred Fourteen Crore Only) owed to IFCI Limited, SREI Infrastructure Limited and Mahindra & Mahindra Financial Services Limited.

  Separately, the following non-fund based Facilities shall continue as under:

- Existing non-fund based working capital - bank guarantee facilities (NFBWC-BG) and letter of credit facilities (NFBWC-LC) of the CAP Lenders, not exceeding Rs. 9,337,00,00,000 (Rupees Nine Thousand Three Hundred Thirty Seven Crore Only) (as of 31st December, 2017) – by revising, inter-alia, the commission rate and certain other terms as may be agreed between the Company and the Lenders

The figures mentioned above are subject to debt reconciliation confirmation to be received from each of the lenders, however it is clarified that the final reconciled amount shall not exceed the overall limit for which approval is being sought from the members of the Company.

Unsustainable Debt Portion of the Facilities:

- Unsustainable portion of Corporate Term Loan of CAP Lenders aggregating to approximately Rs. 970,00,00,000/- (Rupees Nine Hundred Seventy Crore Only) (as of 31st December, 2017);
- Unsustainable portion of term loan and working capital facilities of Other Lenders, aggregating to approximately Rs. 530,00,00,000/- (Rupees Five Hundred Thirty Crore Only) (as of 31st December, 2017);
- Unsustainable portion of WCTL-I, aggregating to approximately Rs. 490,00,00,000/- (Rupees Four Hundred Ninety Crore Only) (carved out of the non-fund based exposure (LC/BG), already crystalized as on 31st December, 2017);
- Unsustainable portion of Fund based working capital facilities, aggregating to approximately Rs. 2,485,00,00,000/- (Rupees Two Thousand Four Hundred Eighty Five Crore Only) (carved out of the fund based exposure, already crystalized as on 31st December, 2017);
- WCTL-II aggregating to about Rs. 1,268,00,00,000/- (Rupees One Thousand Two Hundred Sixty Eight Crore Only) (carved out from the likely crystallization of the non-fund based exposure (LC/ BG), post 31st December, 2017) – 72.5% as unsustainable portion (upto a maximum amount aggregating to approximately Rs. 919,00,00,000 (Rupees Nine Hundred Nineteen Crore Only);

The credit facilities that may form part of unsustainable debt shall be converted into the compulsory convertible preference shares ("CCPS").

Further, interest accrued on the Facilities upto 31st December, 2017 and the interest to be accrued on the facilities after 31st December, 2017, for a period of 15 months beginning from January 1, 2018, shall be converted into CCPS as provided below:

- Funded Interest Term Loan in respect of working capital facilities of the CAP Lenders ("FITL-WC"), aggregating to Rs. 533,00,00,000 (Rupees Five Hundred Thirty Three Crore Only) (comprising of Rs. 372,00,00,000 [Rupees Three Hundred Seventy Two Crore Only] as on 31st December, 2017 and Rs. 162,00,00,000 [Rupees One Hundred Sixty Two Crore Only] of future interest for a period of 15 (Fifteen) months beginning from January 1, 2018).
- Funded Interest Term Loan in respect of term loan facilities of the Lenders ("FITL-TL"), aggregating to Rs. 482,00,00,000 (Rupees Four Hundred Eighty Two Crore Only) (comprising of Rs. 351,00,00,000 (Rupees Three Hundred Fifty One Crore Only) as on 31st December, 2017 and Rs. 132,00,00,000 (Rupees One Hundred Thirty Two Crore Only) of future interest for a period of 15 (Fifteen) months beginning from January 1, 2018).

Loan Against Specific Property:

- Loan against specific property, not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) - It is clarified that Standard Chartered Bank, the lender for the aforementioned loan, shall continue to have the benefit of the first charge already created on the particular property against the aforesaid loan and shall not have benefit of any other security(ies), so far as this loan is concerned, under the Resolution Plan.
- Further, it is clarified that as part of the restructuring exercise, Standard Chartered Bank shall restructure the aforementioned loan on such terms as may be agreed amongst Standard Chartered Bank and the Company.

The figures mentioned above are subject to debt reconciliation confirmation to be received from each of the lenders, however it is clarified that the final reconciled amount shall not exceed the overall limit for which approval is being sought from the members of the Company.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorise the Lenders to convert their outstanding sustainable debt to equity shares and/or any other security(ies), convertible/ non convertible, redeemable/ non redeemable in the Company. Further, it is clarified that the security to be created in favour of the lenders as part of Resolution Plan shall in no manner less than the security been offered to them in respect of the earlier borrowings made by the Company which are proposed to be restructured in terms of Resolution Plan as per Restructuring Circular.

None of Directors/ Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the members.

ITEM NO. 3

The Company has availed of various credit facilities (both fund based and non-fund based) (the **"Facilities"**) from various banks and financial institutions (the **"Lenders"**) for the purposes and upon the terms and conditions set out in the financing documents executed in this regard between the Company and the Lenders. The Company has, owing to various reasons and factual considerations, been unable to service its obligations towards the Lenders with respect to the Facilities. Due to such inability of the Company, the Company approached the Lenders to implement a resolution plan in order to restructure the Facilities in terms of the guidelines issued by Reserve Bank of India on "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP.BC. 101/21.04.048/2017-18 (the **"Resolution Plan"**).

In terms of the Resolution Plan, it is proposed that the Company shall issue compulsorily convertible preference shares to the Lenders as part of the conversion of the unsustainable portion of the debt of the Company owed to the Lenders and conversion of interest accrued on term loan facilities granted by the Lender(s), on a monthly basis (i.e. every month end), for a period of 15 (Fifteen) months commencing from 1st August, 2018. As part of the Resolution Plan, the Promoters of the Company shall also infuse further funds amounting to Rs. 200,00,00,000 (Rupees Two Hundred Crore Only) in one or more tranches on or before July 31, 2019.

In terms of Regulation 70(5) of the SEBI (Issue of Capital and Disclosure

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Requirements) Regulations, 2009 the CCPSs so allotted shall be locked-in for a period of 1 (One) year from the date of their allotment.

The disclosures in compliance with Rule 9 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 are as follows:

(a) The objects of the preferential issue

The issue is being made as conversion of a part of outstanding debt and interest accrued on term loan facilities granted by the Lender(s) into compulsory convertible preference shares (CCPS) as per Resolution Plan to be implemented by the Company as may be agreed between the Company and the Lenders.

(b) The total number of CCPS to be issued: Not exceeding 3340,00,00,000 (Three Thousand Three Hundred Forty Crore) number of CCPS of face value of Rs. 2/- (Rupees Two) each.

(c) The price or price band at/within which the allotment is proposed;

The CCPS shall be issued at par.

(d) The change in control, if any, in the company that would occur consequent to the preferential offer;

No change in control would occur upon allotment of the CCPS.

(e) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The Promoters, Directors or Key Managerial Personnel do not have the intention to subscribe to the offer.

(f) The shareholding pattern of the issuer before and after the preferential issue of CCPS

S. No.	Category	Pre Issue		Post Issue	
		No. of CCPSs held	% of holding	No. of CCPSs held	% of holding
A	**Promoters Shareholding:**				
1	Indian:				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub-Total	NIL	NIL	NIL	NIL
2	Foreign :				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub-Total	NIL	NIL	NIL	NIL
	Sub-Total (A)	NIL	NIL	NIL	NIL
B	**Non-Promoters' Shareholding**				
1	**Institutional Investors:**				
	Foreign Portfolio Investors	NIL	NIL	NIL	NIL
	Financial Institutions / Banks	NIL	NIL	3340,00,00,000	100
2	**Non-Institutions:**				
	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	NIL	NIL	NIL	NIL
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	NIL	NIL	NIL	NIL
	NBFCs Registered with RBI	NIL	NIL	NIL	NIL
	Clearing Members	NIL	NIL	NIL	NIL
	IEPF	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
	NRI	NIL	NIL	NIL	NIL
	Trust	NIL	NIL	NIL	NIL
	Sub-Total (B)	NIL	NIL	3340,00,00,000	100
	Grand Total (A) + (B)	NIL	NIL	3340,00,00,000	100

(g) The time within which the preferential issue shall be completed

The allotment of CCPS pursuant to this resolution passed by the shareholders, shall be completed within the period as may be mutually agreed between the Company and the Lenders.

While it is envisaged that there will be upfront issuance of CCPS to the Lenders with respect to the conversion of the unsustainable debt, the issuance of the CCPS on account the conversion of interest accrued on term loan facilities granted by the Lender(s) shall take place monthly over a period of 15 (Fifteen) months commencing from 1st August, 2018 as and when the interest accrues. It is envisaged that the offer to the Lenders for the CCPS shall be in a staggered manner in multiple tranches of issuances as per applicable law.

(h) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

The CCPSs will be issued and allotted to certain Lenders of the Company pursuant to the conversion of a part of the outstanding debt and interest accrued on term loans into CCPSs as per the Resolution Plan being implemented in respect of the Company, in such proportion and upon such detailed terms and conditions as may be agreed between the Company and the Lenders.

(i) Disclosures, similar to the disclosures specified in part G of Schedule VIII, if the Company or any of its promoters or Directors is a willful defaulter.

N.A.

(j) The relevant date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities.

As per the Reserve Bank of India on "Resolution of Stressed Assets – Revised Framework" dated February 12, 2018 bearing number DBR. No. BP.BC. 101/21.04.048/2017-18 (**"Restructuring Circular"**), in the case of conversion of convertible securities into equities, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities. The price of the resultant shares upon conversion of the CCPS into equity shares shall be determined as per the Restructuring Circular which is as under:

"the issue price of the equity shall be the lower of (i) or (ii) below:

(i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the 'reference date' or the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the 'reference date', whichever is lower; and

(ii) Book value: Book value per share to be calculated from the audited balance sheet as on March 31st of the immediate preceding financial year (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring, if any. The balance sheet shall not be more than a year old. In case the audited balance sheet as on March 31st of the immediate preceding financial year is not available the total book value of the borrower company shall be reckoned at Re.1."

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(k) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

S. No.	Name of the Lenders	Approximate Percentage (%) of Preference Share Capital post Preferential Offer*
1.	Andhra Bank	2.15
2.	Axis Bank Limited	2.13
3.	Bank of Baroda	2.03
4.	Bank of India	1.17
5.	Central Bank of India	7.84
6.	DBS Bank Limited	0.00
7.	Assets Care & Reconstruction Enterprise Ltd.	1.21
8.	Dhanlakshmi Bank	0.76
9.	HDFC Bank Limited	1.73
10.	ICICI Bank Limited	9.58
11.	IDBI Bank Limited	15.66
12.	Indian Overseas Bank	2.55
13.	Jammu & Kashmir Bank Limited	5.81
14.	Karur Vasya Bank	1.04
15.	Oriental Bank of Commerce	4.29
16.	RBL Bank	1.13
17.	State Bank of India	19.70
18.	Standard Chartered Bank	4.21
19.	L&T Infrastructure Finance Company Limited	1.23
20.	SREI Infrastructure Finance Company Limited	0.06
21.	Life Insurance Corporation of India (LIC)	2.93
22.	International Finance Corporation	1.67
23.	Tata Capital Finance Services Limited	0.19
24.	United Bank of India	5.91
25.	Canara Bank	2.65
26.	UCO Bank	2.37
27.	Export Import Bank of India	0.00
28.	Indian Bank	0.00
29.	Indusind Bank	0.00
	Total	**100.00**

*The percentage mentioned hereinabove may change consequent to the future NFB devolvements, if any.

(l) Additional details in respect of the CCPSs

a) The CCPSs shall be participating, cumulative and convertible at the end of 10 (Ten) years from the date of allotment at the option of the Lenders.

b) Dividend @ 0.01% per annum on cumulative basis.

c) The basis on which the price has been arrived at

The CCPS are being issued at par.

(d) The manner of issue of shares

The issue of CCPSs pursuant to this resolution and allotment of CCPSs, shall be completed within the period as may be mutually agreed between the Company and the Lenders.

While it is envisaged that there will be upfront issuance of CCPS to the Lenders with respect to the conversion of the unsustainable debt, the issuance of the CCPS on account the conversion of interest accrued on term loan facilities granted by the Lender(s) shall take place monthly over a period of 15 (Fifteen) months commencing from 1st August, 2018 as and when the interest accrues. It is envisaged that the offer to the Lenders for the CCPS shall be in a staggered manner in multiple tranches of issuances as per applicable law.

(e) The Terms of Redemption, including tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion

Each CCPS may be converted into Equity Shares at a price calculated in accordance with applicable law as per the terms and conditions of issue of the CCPS:

(i) at the end of 10 (Ten) years from the date of allotment; and/ or

(ii) upon payment of the entire sustainable debt owed to the CCPS holders by the Company, if a minimum of 66% (by value) of the CCPS holders decide to convert CCPS into Equity Shares; and/ or

(iii) If any default is made in servicing or repayment of any portion of the sustainable debt owed to the Lenders.

For the purposes of calculation of the price of the resultant equity shares, in terms of the Restructuring Circular, in the case of conversion of convertible securities into equities, the 'reference date' shall be the date on which the bank approves the conversion of the convertible securities into equities. For the purposes of (i) above, the 'reference date' shall be the date on which the Lenders approve the Resolution Plan, and for the purposes of (ii) and (iii) above, the 'reference date' shall be the date on which the Lenders approve the conversion of the CCPS into equity shares.

(f) The manner and modes of redemption

Each CCPS shall either be converted into equity shares in the manner stated above or bought back as per applicable law and subject to necessary consents/approvals, if any.

(g) The Expected dilution in equity share capital upon conversion of preference shares

The expected dilution upon conversion of the CCPS into equity shares would be dependent on the conversion price of the CCPS, which is to be determined in accordance with applicable law.

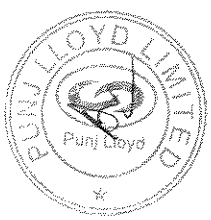
None of Directors/ Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the members.

ITEM NO. 4

The Company has availed of various credit facilities (both fund based and non-fund based) (the **"Facilities"**) from various banks and financial institutions (the **"Lenders"**) for the purposes and upon the terms and conditions set out in the financing documents executed in this regard between the Company and the Lenders. The Company has, owing to various reasons and factual considerations, been unable to service its obligations towards the Lenders with respect to the Facilities. Due to such inability of the Company, the Company approached the Lenders to implement a Resolution Plan in order to restructure the Facilities (the "Resolution Plan").

In terms of the Resolution Plan, it is proposed that the Promoters of the Company shall also infuse further funds amounting to Rs. 200,00,00,000 (Rupees Two Hundred Crore Only) in one or more tranches on or before July 31, 2019 in such form and manner as may be agreed with the Lenders. However in terms of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, the Promoters cannot acquire more than 5% of the voting rights in a financial year without giving open offer.



The disclosures in compliance with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are as follows:

(a) The objects of the preferential issue

As part of the Resolution Plan to be implemented by the Company as may be agreed between the Company and the Lenders, the Promoters of the Company have to infuse further funds amounting to Rs. 200,00,00,000 (Rupees two Hundred Crore) in one or more tranches on or before July 31, 2019 in such form and manner as may be agreed with the Lenders. The preferential issue is being made to enable the Promoters to subscribe to the capital of the Company as envisaged in the Resolution Plan.

(b) The Total number of shares or other securities to be issued

1,76,62,900 (One Crore Seventy Six Lakh Sixty Two Thousand Nine Hundred) number of Equity Shares of Rs. 2/- (Rupees Two) each shall be issued.

(c) The price or price band at/within which the allotment is proposed;

The Equity Shares are proposed to be allotted at a price of Rs. 19.05 (Rupees Nineteen and Paise Five Only) per Equity Share i.e. at a premium of Rs. 17.05 (Rupees Seventeen and Paise Five Only) per Equity Share.

(d) The basis on which the price has been arrived at alongwith report of the registered valuer

The price has been calculated on the basis of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) 2009.

(e) Relevant date with reference to which the price has been arrived at

The Relevant date in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 is June 29, 2018.

(f) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to Mr. Atul Punj, Promoter of the Company.

(g) The proposal/intention of the promoters, directors or key management personnel of the issuer to subscribe to the offer

Mr. Atul Punj, Promoter of the Company shall subscribe to the offer.

(h) The shareholding pattern of the issuer before and after the preferential issue of Equity Shares

S. No.	Category	Pre Issue (as on March 31, 2018)		Post Issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
A	Promoters Shareholding:				
1	Indian:				
	Individual	21,851,400	6.51	40,944,840	11.59
	Bodies Corporate	20,485,401	6.10	20,485,401	5.80
	Sub-Total	42,336,801	12.62	61,430,241	17.39
2	Foreign:				
	Individual	1,430,540	0.43	-	-
	Bodies Corporate	75,691,430	22.55	75,691,430	21.43
	Sub-Total	77,121,970	22.98	75,691,430	21.43
	Sub-Total (A)	119,458,771	35.60	137,121,671	38.82
B	Non-Promoters' Shareholding				
1	Institutional Investors:				
	Foreign Portfolio Investors	47,625	0.01	47,625	0.01
	Financial Institutions / Banks	23,032,569	6.86	23,032,569	6.52
2	Non-Institutions:				
	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	146,505,434	43.66	146,505,434	41.47
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	14,037,401	4.18	14,037,401	3.98
	NBFCs Registered with RBI	219,785	0.07	219,785	0.06
	Clearing Members	1,278,601	0.38	1,278,601	0.36
	IEPF	333,339	0.10	333,339	0.10
	Bodies Corporate	24,230,442	7.22	24,230,442	6.86
	NRI	6,403,028	1.91	6,403,028	1.81
	Trust	48,750	0.01	48,750	0.01
	Sub-Total (B)	216,136,974	64.40	216,136,974	61.18
	Grand Total (A) + (B)	335,595,745	100.00	353,258,645	100.00

(i) The time within which the preferential issue shall be completed

The allotment of Equity Shares pursuant to this resolution shall be completed within a period of 15 (Fifteen) days from the date of passing of this resolution.

(j) The name of the proposed allottee and percentage of post preferential offer capital that may be held by them and the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue.

The Equity Shares will be allotted to Mr. Atul Punj, who is the ultimate beneficial owner of the shares and will hold 5.41% of the post preferential issue capital and there will be no change in control of the Company consequent to the preferential issue.

(k) An undertaking that the Company shall re-compute the price of the specified securities in terms of the provision of regulations where it is required to do so

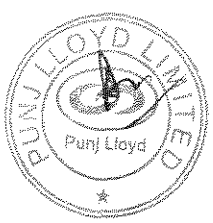
The Company undertakes that if required, the price shall be re-computed in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(l) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(m) Disclosures, similar to the disclosures specified in part G of Schedule VIII, if the Company or any of its promoters or Directors is a willful defaulter.

N.A.



Save and except Mr. Atul Punj, to whom the Equity Shares are proposed to be allotted and Mr. Shiv Punj, Ms. Jyoti Punj, Directors and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice

The Board recommends the Special Resolution set out at item No. 4 of the Notice for approval of the members.

ITEM NO. 5

The Members of the Company at their 26th Annual General Meeting held on August 04, 2014 approved the Special Resolution under Section 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors of the Company to borrow upto Rs 10,000,00,00,000 (Rupees Ten Thousand Crore Only).

As stipulated in terms of the explanatory statements mentioned in relation to other items that form part of this notice for meeting of members of the Company, members are aware that the Company has availed financial assistance from various banks and financial institutions from time to time in the nature of term loan assistance(s), fund based and non fund based working capital facility(s), conversion of non fund based facility(s) into term loan(s) and/or any other facility(s) (hereinafter collectively referred to as the **"Facilities"**).

Now, since, the Company has, owing to various reasons and factual considerations, been unable to service its obligations towards the Lenders with respect to the Facilities, it is proposed that the Facilities availed by the Company may be restructured as per the proposed Resolution Plan under RBI Guidelines bearing number DBR. No. BP. BC. 101/21.04.048/2017-18 on "Resolution of Stressed Asset – Revised Framework" dated February 12, 2018.

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

Accordingly, consent of members by way of Special Resolution is being sought under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to empower the Board of Directors to avail the restructured facilities as per the Resolution Plan as may be agreed amongst the Lenders and the Company from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution at Item No. 5 for approval of the members.

ITEM NO. 6

In the 26th Annual General Meeting of the Company held on August 04, 2014, members of the Company had by way of a Special Resolution passed, accorded their consent to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create mortgage and / or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan obtained or as may be obtained from any financial institution or person or persons together with interest, costs, charges, expenses and any other money payable by the Company.

As stipulated in terms of the explanatory statements mentioned in relation to other items that form part of this notice for meeting of members of the Company, members are aware that the Company has availed financial assistance from various banks and financial institutions from time to time in the nature of term loan assistance(s), fund based and non fund based working capital facility(s), conversion of non fund based facility(s) into term loan(s) and/or any other facility(s) (hereinafter collectively referred to as the **"Facilities"**).

Now, since, the Company has, owing to various reasons and factual considerations, been unable to service its obligations towards the Lenders with respect to the Facilities, it is proposed that the Facilities availed by the Company may be restructured as per the proposed Resolution Plan under RBI Guidelines bearing number DBR. No. BP. BC. 101/21.04.048/2017-18 on "Resolution of Stressed Asset – Revised Framework" dated February 12, 2018.

In terms of Section 180(1)(a) of the Companies Act, 2013 consent of the Company is required by way of a Special Resolution to create mortgage and/or charge on the movable/ immovable properties of the Company. It is clarified that the security to be created in favour of the lenders as part of Resolution Plan shall in no manner less than the security been offered to them in respect of the earlier borrowings made by the Company which are proposed to be restructured in terms of Resolution Plan as per Restructuring Circular.

Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/ hypothecation and/or charge (in addition to the existing mortgages/ charges/hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company to secure the restructured facilities as per a Resolution Plan as may be agreed amongst the Lenders and the Company from time to time as set out in Item No. 6 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the members.

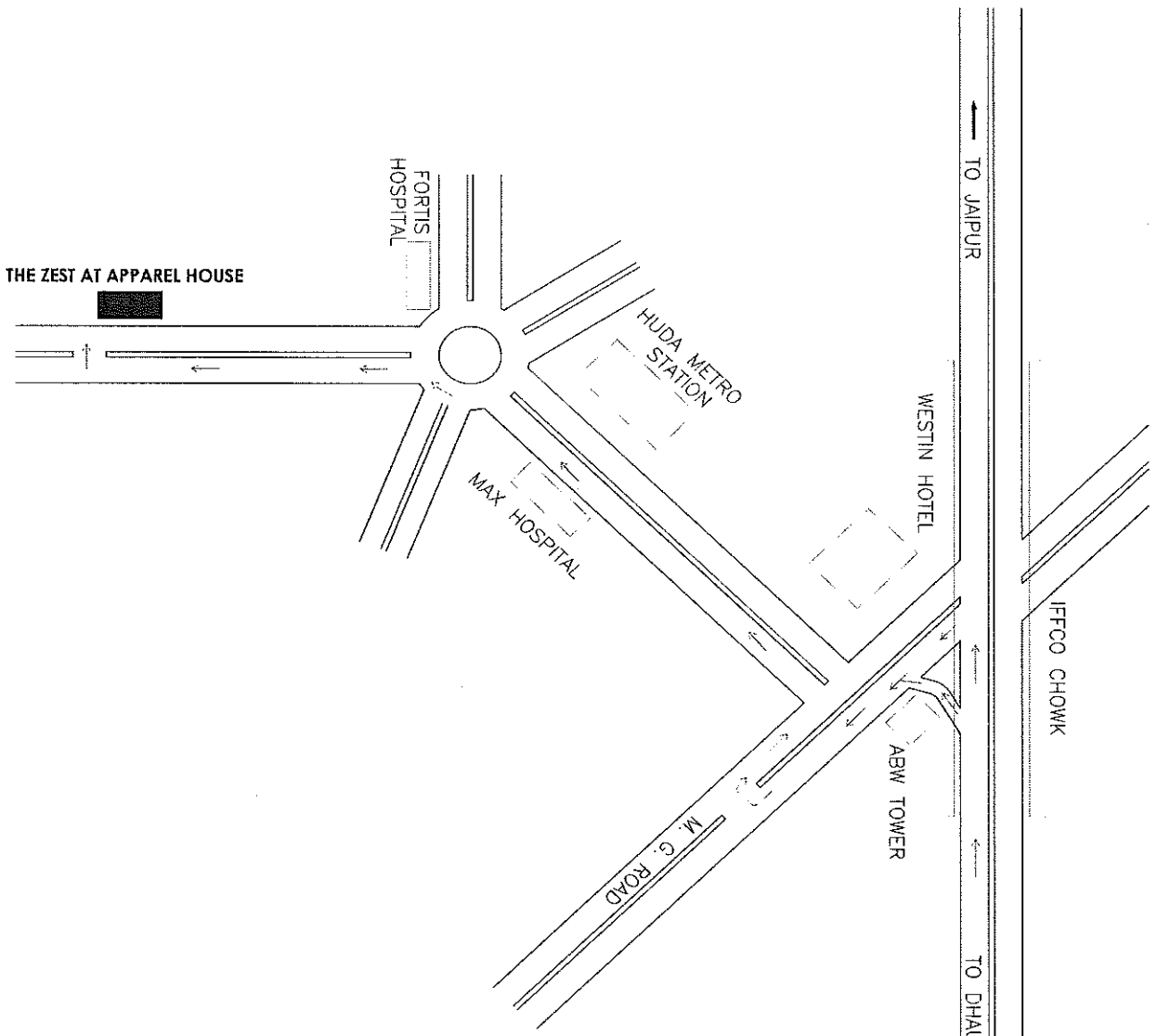
By Order of the Board of Directors
For **PUNJ LLOYD LIMITED**

DINESH THAIRANI
Group President –Legal
& Company Secretary

Place: Gurugram
Date: June 29, 2018

PUNJ LLOYD LIMITED
Punj Lloyd

ROUTE MAP TO THE VENUE OF EGM



PUNJ LLOYD LIMITED
Punj Lloyd

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) holding ..... Equity Shares of the above named Company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 30th day of July, 2018 at 10.30 A.M. at The Zest at Apparel House, Institutional Area, Sector - 44, Gurugram - 122003, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	To sub-divide the Preference Share of face value of Rs.10/- each into 5 Preference Shares of Rs.2/- each and increase in Authorised Share Capital of the Company		
2.	To authorize the lenders to convert their outstanding facilities into equity and/or other security(s) in terms of Section 62(3) of the Companies Act, 2013		
3.	Conversion of Debt/Loan into Compulsory Convertible Preference Shares		
4.	To issue Equity Shares to Mr. Atul Punj, Promoter of the Company on preferential basis		
5.	To authorize the Board of Directors to borrow in excess of the Paid-up Capital and Free Reserves of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013		
6.	To authorize the Board of Directors to create mortgage/charge on the assets of the Company including whole or substantially the whole of undertaking(s) of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013		

Signed this..... day of..... 2018

Affix Revenue Stamp Re.1/-

1. Signature of Proxy holder(s) .....

Signature of shareholder .....

2. Signature of Proxy holder(s) .....

3. Signature of Proxy holder(s) .....

Notes :

* 1. Please put a 'X' in the Box (i.e. 'for' or 'against') in respect of the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, 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 Extraordinary General Meeting.
3. Also please refer to Note No.1 of the Notice convening the Extraordinary General Meeting.

PUNJ LLOYD LIMITED