Punj Lloyd Ltd
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www.punjlloyd.com

Punj Lloyd™

April 30, 2015

National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400051	BSE Limited Department of Corporate Services 25th Floor P J Towers Dalal Street Mumbai – 400001

Symbol: PUNJLLOYD

Dear Sir/Madam,

Pursuant to the provisions of the Listing Agreement, we are attaching herewith three copies of the Notice of the Extra-Ordinary General Meeting (EGM) of the members of Punj Lloyd Limited to be held on May 30, 2015.

Further, in terms of Clause 16 of the Listing Agreement, we would like to inform that 23rd May 2015 has been fixed as the record date/ cut off date for the purpose of reckoning the equity shareholders/beneficial owners, who shall be allowed remote e-voting and vote on poll at the EGM.

This is for your information 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 Extra-Ordinary General Meeting of the members of Punj Lloyd Limited will be held on Saturday, the 30th day of May, 2015 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana, to transact the following Special Business:-

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(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 FURTHER 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."

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

Dinesh Thairani
Group President – Legal & Company Secretary

Place: Gurgaon
Date: 29th April, 2015

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 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 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 24th April, 2015. 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, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, 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 Special Business to be transacted at the meeting is annexed hereto.
8. The Notice of the Extra-Ordinary General Meeting containing the instructions for remote 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 & 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, if any, 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. **Remote 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, as amended up to date, 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 remote e-voting services provided by M/s. National Securities Depository Limited (NSDL). The facility for voting by ballot/polling paper shall also be made available at the EGM and members attending the EGM who have not already cast their vote by remote e-voting shall be able to exercise their right 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. Mr. Ashok Kumar Verma, Chartered Accountant (Membership No: 81700) has been appointed as the Scrutinizer for conducting the remote e-voting process and voting by ballot/ polling paper at the EGM in a fair and transparent manner.

    Remote e-voting is optional. The remote e-voting shall be open from 27th May, 2015 (9.00 A.M.) to 29th May, 2015 (5.00 P.M.) (both days inclusive). The remote e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd May, 2015 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 remote e-voting shall not be allowed beyond 5.00 P.M. on 29th May, 2015.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice and holding shares as of the cut-off date i.e. 23rd May, 2015 may obtain the login ID and password by sending an email to evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 222 990.

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

a) Use the following URL for e-voting: https://evoting.nsdl.com
b) In case a Member receives an email from NSDL (for members whose e-mail IDs are registered with the Registrar & 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 PDF file viz; 'remote e-voting.pdf' attached to the email, which is password protected. Please open the PDF file as per the instructions given in the email. Those Members who are already registered with NSDL for e-voting may use their existing User ID and Password. In case a Member receives physical copy of the notice (for members whose e-mail id is not registered with the Registrar & 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 provided at the bottom of the Attendance Slip enclosed.
c) Enter the login credentials i.e., User ID and Password. Your Folio No/DP ID- Client ID will be your User ID. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your votes.
d) After entering the details appropriately, click on "LOGIN".
e) 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 (@,#,$,etc.). The system will prompt you to change your Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential for casting your vote in a secure manner.
f) You need to login again with the new credentials.
g) On successful login, the system will prompt you to select the EVEN i.e. Punj Lloyd Limited.
h) On the voting page, the number of Equity Shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear.
i) If you desire to cast all the votes assenting/dissenting to the resolution, then enter all Equity Shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
j) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
k) Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
l) Corporate/Institutional Members (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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through 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 documents should be in the naming format "Corporate Name___EVEN No."
m) The Portal will remain open for voting from 9.00 A. M. on 27th May 2015 to 5.00 P.M. on 29th May 2015.
n) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of https://evoting.nsdl.com or contact . National Securities Depository Limited on 1800 222 990 (toll free).
o) Mr. Ashok Kumar Verma, Chartered Accountant, (Membership No.: 81700) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
p) The Scrutinizer shall immediately after the conclusion at 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 make, within 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
q) The manner in which members have cast their votes, that is, affirming or negating the resolution, shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in 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 EGM, details relating to members, such as their names, Folio Nos., DP ID, Client ID 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.
r) 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 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 NSDL "https://evoting.nsdl.com" within 48 hours of conclusion of the EGM.

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 under the supervision of 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 in the EGM either personally or through proxy, only shall be entitled to vote in 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 NSDL "https://evoting.nsdl.com" and also informed to the stock exchanges where the securities of the Company are listed within 48 hours of conclusion of the EGM.

12. A route map and prominent land mark for easy location to the venue of EGM is given on the back of the proxy form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, TO THE AFORESAID RESOLUTION

To support the growth plans and for meeting the capital expenditure of several projects of the Company, its joint ventures and the projects being implemented, your Company has approached various banks and financial institutions (hereinafter collectively referred to as the "Lenders") for obtaining financial assistance(s), from time to time, in the nature of term loan, each such assistance(s) being separate and distinct from the other, aggregating a sum not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred crores only) (hereinafter referred to as the "Facility"). One of the terms and conditions of the sanction of some of the Lenders, for extending the above facility is that in the event of default, such Lender(s) may convert their respective outstanding loan amount under the Facility into equity shares of 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.

The proposed resolution is an enabling resolution under the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013, that in the event of default (as may be specified by Lenders under the financing documents executed or to be executed in respect of the Facility), such Lenders may be entitled, at their option, to convert the entire or part of their respective outstanding loan under the Facility into equity shares of the Company in accordance with the applicable laws as is/ may be prescribed by appropriate regulatory authority. This option of conversion will be available to such Lender(s) only when this special resolution is passed prior to any drawdown from such Lender under the Facility. Hence, this enabling resolution.

The Board recommends the resolution for approval of the members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of this Resolution.

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

Dinesh Thairani
Group President – Legal & Company Secretary

Place : Gurgaon
Date: 29th April, 2015

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 Saturday, the 30th day of May 2015 At 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana and at any adjournment thereof in respect Special Resolution indicated below:

Resolution No.	Description	For*	Against*
1.	Conversion of Debt/Loan into Equity Shares	☐	☐

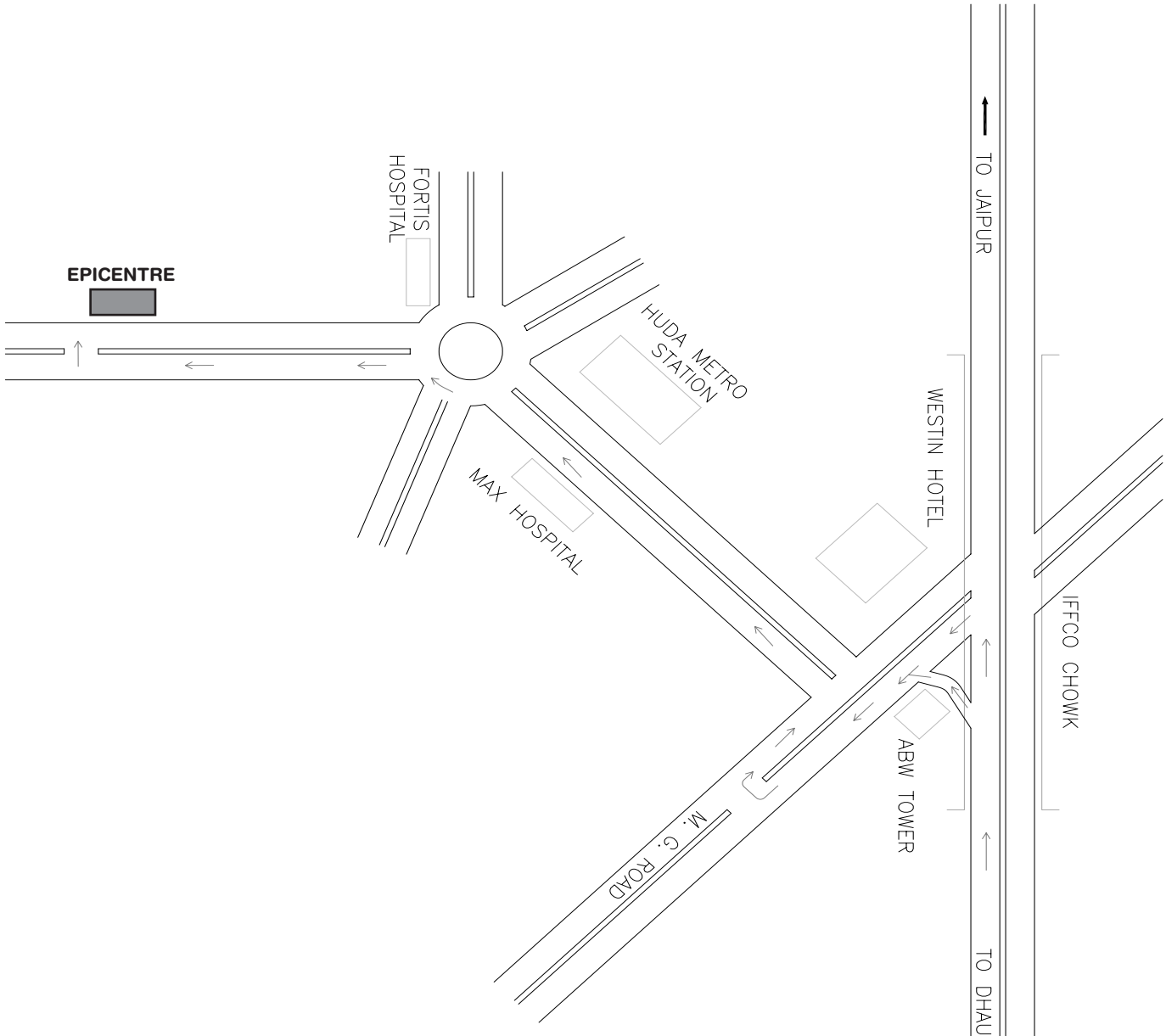
Signed this…..… day of…….…… 2015

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.

ROUTE MAP TO THE VENUE OF EGM



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: May 30, 2015
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 Saturday, May 30, 2015 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon – 122 002, 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: May 30, 2015

EVEN (E Voting Event Number)	User ID	Password

Note: Please read the instructions printed under the note no.10 of the Notice of the Extra-Ordinary General Meeting. The e-voting will commence on May, 27, 2015 (from 9:00 A.M.) and will close on May 29, 2015 (at 5.00 P.M.) The voting module shall be disabled by M/s. National Securities Depository Limited for voting after 5:00 P.M. on May 29, 2015.