Punj Lloyd Ltd
Corporate Office I, 78 Institutional Area, Sector 32, Gurgaon 122 001, India
T +91 124 262 0123 F +91 124 262 0111
www.punjlloyd.com

November 05, 2012

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

Dear Sir/Madam,

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

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

This is for your information and records.

Thanking You,

Yours Faithfully

for **PUNJ LLOYD LTD.**

Dinesh Thairani
Group President - Legal & Company Secretary

Encl. As above

HDFC MUTUAL FUND

By Fax and Hand Delivery - No. of pages = 1 + 10 = 11

November 2, 2012

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

Dear Sir,

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

We refer to our letter dated April 29, 2009 wherein we had informed that the holding of the Schemes of HDFC Mutual Fund in Punj Lloyd Limited ("the Company") as on April 28, 2009 was 5.124% of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 66,41,91,490/- comprising 33,20,95,745 equity shares of Rs. 2/- each).

Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been a increase in the shareholding of the Company by the Schemes of HDFC Mutual Fund by 2.033% vis-à-vis the percentage holdings reported on April 29, 2009. As on October 31, 2012, the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is 7.157% of the paid up equity share capital of the Company.

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

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

PUNJ LLOYD LIMITED
Punj Lloyd

HDFC Asset Management Company Limited
A Joint Venture with Standard Life Investments

Compliance Department: 3rd Floor, Mistry Bhawan, 122, Backbay Reclamation,Dinshaw Vachha Road, Churchgate, Mumbai - 400 020.
Tel.: 6631 6333 Fax: 6658 0203 Website: www.hdfcfund.com

Registered Office: Ramon House, 3rd floor, H.T. Parekh Marg, 169, Backbay Reclamation, Churchgate, Mumbai 400 020.

Thanking you,

Yours faithfully,
For HDFC Asset Management Company Limited

Dinesh Bhakade
Senior Manager – Compliance

Encl: As above.

C.C.

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

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

PUNJ LLOYD LIMITED
Punj Lloyd

Annexure-B

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

1. Name of the Target Company (TC)	Punj Lloyd Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund ▪ HDFC Arbitrage Fund ▪ HDFC Capital Builder Fund ▪ HDFC Equity Fund ▪ HDFC Growth Fund ▪ HDFC Top 200 Fund ▪ HDFC Prudence Fund ▪ HDFC Long Term Advantage Fund ▪ HDFC TaxSaver ▪ HDFC Infrastructure Fund ▪ HDFC MF Monthly Income Plan – Short Term Plan ▪ HDFC MF Monthly Income Plan – Long Term Plan ▪ HDFC Mid-Cap Opportunities Fund		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t.total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition/disposal under consideration, holding of **:			
a) Shares carrying voting rights	23,168,972	6.976	6.976
b) Voting rights (VR) otherwise than by shares	0	0.000	0.000
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.000	0.000
Total (a+b+c) ***(% share holding calculated on Paid up share capital comprising of 33,20,95,745 equity shares of Rs. 2/- each)***	**23,168,972**	**6.98**	**6.98**
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold	6,00,000	0.181	0.181
b) VRs acquired /sold otherwise than by shares	0	0.00	0.00
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	0	0.00	0.00
Total (a+b+c)	**6,00,000**	**0.18**	**0.18**

PUNJ LLOYD LIMITED

After the acquisition/sale, holding of: a) Shares carrying voting rights	**23,768,972**	**7.16**	**7.16**
b) VRs otherwise than by shares	0	**0.000**	**0.000**
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	0	**0.000**	**0.000**
Total (a+b+c) (% share holding calculated on Paid up share capital comprising of 33,20,95,745 equity shares of Rs. 2/- each)	**23,768,972**	**7.16**	**7.16**
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 31, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	33,20,95,745 equity shares of Rs. 2/- each		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	33,20,95,745 equity shares of Rs. 2/- each		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

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

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

For **HDFC Asset Management Company Limited**

Dinesh Bhakade
Senior Manager - Compliance

Place: Mumbai
Date: November 2, 2012

ANNEXURE FOR BROKERS

Sr. No.	Company Name	Stock Exch.	BSE Regn No.	NSE Regn No.
1	Aditya Birla Money Limited	BSE, NSE	INB 011347037	INB 231347031
2	Alchemy Share & Stock Brokers Pvt. Ltd	NSE, BSE	INB 010972132	INB 230972136
3	Amit Nalin Securities Pvt. Ltd	BSE, NSE	INB 010980731	INB 230980733
4	Anand Rathi Share and Stock Brokers Ltd.	BSE, NSE	INB 010676931	INB 230676935
5	Antique Stock Broking Ltd.	BSE, NSE	INB 011298933	INB 231298739
6	Asian Markets Securities Pvt. Ltd.	BSE, NSE	INB 010877137	INB 230977135
7	Avendus Securities Private Limited	BSE, NSE	INB 011292639	INB 231294639
8	Batlivala & Karani Securities India Pvt. Ltd.	BSE, NSE	INB 011040533	INB 231040537
9	BRICS Securities Ltd.	BSE, NSE	INB 011205730	INB 231205734
10	Centrum Broking Private Limited	BSE, NSE	INB 011251130	INB 231251134
11	CLSA India Ltd.	BSE, NSE	INB 010826432	INB 230826436
12	Credit Suisse Securities (India) Pvt Ltd.	BSE, NSE	INB 010970631	INB 230970637
13	Dalal & Broacha Stock Broking Pvt. Ltd.	BSE, NSE	INB 010980633	INB 230980634
14	Deutsche Equities India Pvt. Ltd.	BSE, NSE	INB 011196830	INB 231196834
15	DSP Merrill Lynch Limited	BSE, NSE	INB 011348134	INB 231348138
16	East India Securities Ltd.	NSE, BSE	INB 010813435	INB 230813439
17	Edelweiss Securities Ltd.	NSE, BSE	INB 010895739	INB 230895733
18	Emkay Global Financial Services Limited	BSE, NSE	INB 010901838	INB 230901838
19	Enam Securities Pvt. Ltd	BSE, NSE	INB 010468332	INB 230468336
20	Geojit BNP Paribas Financial Services Ltd.	BSE, NSE	INB 011337236	INB 231337230
21	HSBC Securities and Capital Markets (I) Ltd.	BSE, NSE	INB 010791730	INB 230791734
22	ICICI Securities Ltd.	BSE, NSE	INB 011286854	INB 230773037
23	IDFC Securities Ltd.	BSE, NSE	INB 011291433	INB 231291437
24	Indiabulls Securities Ltd.	BSE, NSE	INB 010875632	INB 230875632
25	Inventure Growth & Securities Ltd.	BSE, NSE	INB 010901730	INB 230901739
26	J P Morgan India Pvt. Ltd.	BSE, NSE	INB 010675237	INB 230675231
27	Jet Age Securities Pvt. Ltd.	BSE, NSE	INB 010765433	INB 230765437
28	JM Financial Institutional Securities Private Limited	BSE, NSE	INB 011296630	INB 231296634
29	Kotak Securities Ltd.	BSE, NSE	INB 010808153	INB 230808130
30	Macquarie Capital Securities (India) Pvt. Ltd.	BSE, NSE	INB 011246734	INB 231246738
31	MF Global-Sify Securities India Pvt Ltd	BSE, NSE	INB 011250330	INB 231250334
32	Motilal Oswal Securities Limited	BSE, NSE	INB 011041257	INB 231041238
33	Murarilal Saraf	NSE		INB 230650012
34	Nomura Financial Advisory and Securities (India) Pvt.	BSE, NSE	INB 011299030	INB 231299034
35*	Parag Parikh Financial Advisory Services Ltd.	NSE	-	INB 230601137
36	Religare Capital Markets Ltd.	BSE, NSE	INB 011302636	INB 231302630
37	SPA Securities Ltd.	NSE	-	INB 231178238

LLOYD LIMITED Punj Lloyd

FORM C

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

Name & address of shareholders	Shareholding prior to acquisition/ sale $	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.)
HDFC Trustee Company Limited A/C - HDFC Arbitrage Fund	4,00,500 shares amounting to 0.13% of the paid up share capital	Purchased of 16,32,000 equity shares amounting to 0.49% of the paid up share capital.	Purchase	November 2,2012	Market Purchase
		Sale of 16,32,000 equity shares amounting to 0.49% of the paid up share capital	Sale		Market Sale
		Interscheme Sale of 4,00,500 equity shares amounting to 0.12% of the paid up share capital	Interscheme Sale		Direct
HDFC Trustee Company Limited A/C - HDFC Capital Builder Fund	6,00,000 shares amounting to 0.20% of the paid up share capital	Purchase of 1,00,000 equity shares amounting to 0.03% of the paid up share capital.	Purchase		Market Purchase
		Sale of 7,00,000 equity shares amounting to 0.21% of the paid up share capital	Sale		Market Sale
HDFC Trustee Company Limited A/C - HDFC Equity Fund	50,00,000 shares amounting to 1.65% of the paid up share capital	Purchase of 1,35,22,972 equity shares amounting to 4.07% of the paid up share capital	Purchase		Market Purchase
		Interscheme Purchase of 1,09,000 equity shares amounting to 0.03% of the paid up share capital	Interscheme Purchase		Direct

Name & address of shareholders	Shareholding prior to acquisition/ sale $	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.)
		Sale of 8138528 equity shares amounting to 2.45% of the paid up share capital	Sale	November 2,2012	Market Sale
HDFC Trustee Company Limited A/C – HDFC Growth Fund	Nil	Purchase of 29,52,000 equity shares amounting to 0.89% of the paid up share capital	Purchase		Market Purchase
		Sale of 16,20,000 equity shares amounting to 0.49% of the paid up share capital	Sale		Market Sale
HDFC Trustee Company Limited A/C – HDFC Prudence Fund	20,00,000 shares amounting to 0.66 % of the paid up share capital.	Purchased of 22,72,736 equity shares amounting to 0.68% of the paid up share capital.	Purchase		Market Purchase
		Sale of 41,63,736 equity shares amounting to 1.25% of the paid up share capital	Sale		Market Sale
		Interscheme Sale of 109,000 equity shares amounting to 0.03% of the paid up share capital	Interscheme Sale		Direct
HDFC Trustee Company Limited A/C – HDFC Top 200 Fund	40,00,000 shares amounting to 1.32 % of the paid up share capital.	Purchase of 46,84,500 equity shares amounting to 1.41% of the paid up share capital.	Purchase		Market Purchase
		Interscheme purchase of 4,00,500 equity shares amounting to 0.12% of the paid up share capital	Interscheme Purchase		Direct
		Sale of 21,80,000 equity shares amounting to 0.66% of the paid up	Sale		Market Sale

PUNJ LLOYD LIMITED Punj Lloyd

Name & address of shareholders	Shareholding prior to acquisition/ sale $	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.) *
		share capital		November 2,2012	
HDFC Trustee Company Limited A/C – HDFC Long Term Advantage Fund	7,50,000 shares amounting to 0.25 % of the paid up share capital.	Purchase of 1,72,000 equity shares amounting to 0.05% of the paid up share capital.	Purchase		Market Purchase
		Sale of 9,22,000 equity shares amounting to 0.28% of the paid up share capital	Sale		Market Sale
HDFC Trustee Company Limited A/C – HDFC TaxSaver	4,00,000 shares amounting to 0.13 % of the paid up share capital.	Purchase of 10,55,000 equity shares amounting to 0.32% of the paid up share capital.	Purchase		Market Purchase
HDFC Trustee Company Limited A/C – HDFC Infrastructure Fund	15,00,000 shares amounting to 0.49% of the paid up share capital.	Purchase of 12,00,000 shares amounting to 0.36% of the paid up share capital.	Purchase		Market Purchase
HDFC Trustee Company Limited A/C – HDFC MF Monthly Income Plan – Long Term Plan	Nil	Purchase of 13,50,000 shares amounting to 0.41 % of the paid up share capital	Purchase		Market Purchase
		Sale of 6,48,000 equity shares amounting to 0.20% of the paid up share capital	Sale		Market Sale
HDFC Trustee Company Limited A/C – HDFC MF Monthly Income Plan – Short Term Plan	Nil	Purchase of 1,81,528 shares amounting to 0.05 % of the paid up share capital	Purchase		Market Purchase
HDFC Trustee Company Limited A/C – HDFC Mid-Cap Opportunities	9,00,000 shares amounting to 0.30 % of the paid up share	Purchase of 1,58,000 shares amounting to 0.05 % of the paid up share capital	Purchase		Market Purchase

PUNJ LLOYD LIMITED

Name & address of shareholders	Shareholding prior to acquisition/ sale $	No. & % of shares/ voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares -specify	Date of intimation to company	Mode of acquisition on (market purchase /public/rights/ preferential offer etc.)
Fund	capital.	Sale of 10,58,000 equity shares amounting to 0.32% of the paid up share capital	Sale	November 2,2012	Market Sale
TOTAL	**1,55,50,500 equity shares amounting to 5.12% of the paid up equity share capitaL**				

$ Calculated based on equity paid up capital of Rs. 60,69,64,110/- comprising 30,34,82,055 equity shares of Rs. 2/- each).

No. & % of shares/voting rights post-acquisition/sale			Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity*	Buy value**	Sell quantity*	Sell value**
Scheme	No. of Shares	% of the paid up share capital S						
HDFC Arbitrage Fund	Nil	Nil	Various brokers as per the list attached	BSE/NSE	16,32,000	33,79,58,299.30	20,32,500	38,73,71,117.70
HDFC Capital Builder Fund	Nil	Nil		BSE/NSE	1,00,000	2,20,94,406	7,00,000	8,59,85,942
HDFC Equity Fund	1,04,93,444	3.16		BSE/NSE	136,31,972	152,44,39,476.64	81,38,528	1,07,05,51,103.81
HDFC Growth Fund	13,32,000	0.40		BSE/NSE	29,52,000	344064584.40	1620000	27,70,24,800.20
HDFC Prudence Fund	Nil	Nil		BSE/NSE	2272736	401382894.67	4272736	613197189.67
HDFC Top 200 Fund	69,05,000	2.08		BSE/NSE	5085000	831116337	2180000	339860759.24
HDFC Long Term Advantage	Nil	Nil		BSE/NSE	172000	29388806	922000	123006385
HDFC TaxSaver	14,55,000	0.44		BSE/NSE	1055000	124794010.5	-	-
HDFC Infrastructure Fund	27,00,000	0.81		BSE/NSE	1200000	225789612	-	-
HDFC MF MIP – LTP	7,02,000	0.21		BSE/NSE	1350000	240640864	648000	116524267.99
HDFC MF MIP – STP	1,81,528	0.05		BSE/NSE	1,81,528	34902435.25	-	-
HDFC Mid-Cap Opp. Fund	Nil	Nil		BSE/NSE	158000	37951600	1058000	298062523.54
Total	**2,37,68,972**	**7.16**						

**. Aggregated quantity of purchase/ sale of shares (includes Inter-scheme purchase/sale) made at various dates.*

*** Aggregated value of purchase/ sale of shares (includes Inter-scheme purchase/sale) made at various traded prices and at various dates*