

Punj Lloyd Ltd

Corporate Office |, 78 Institutional Area, Sector 32, Gurugram 122 001, India
T +91 124 262 0123 F +91 124 262 0111
info@punjlloyd.com
www.punjlloyd.com



September 22, 2017

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**

Scrip Code: **532693** / Scrip ID: **PUNJLLOYD**

Re: Proceedings of the 29th Annual General Meeting ('the AGM') along with Voting Results and Scrutinizer's Report

Dear Sir/Madam,

We are enclosing herewith the following with respect to the 29th Annual General Meeting ('the AGM') of the Company held on September 21, 2017 at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001:-

1. Summary of Proceedings of the AGM as required under Regulation 30 read with Para A of Part A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).
2. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure -II).
3. Scrutinizer's Report dated September 22, 2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration Rules, 2014 (Annexure – III).

This is for your information and records.

Thanking You,

Yours faithfully,

For PUNJ LLOYD LIMITED

Dinesh Thairani
Group President – Legal & Company Secretary

Encl: as above

Registered Office

Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India
T +91 11 2646 6105 F +91 11 2642 7812
CIN:L74899DL1988PLC033314

Punj Lloyd Ltd

Corporate Office I, 78 Institutional Area, Sector 32, Gurugram 122 001, India

T +91 124 262 0123 F +91 124 262 0111

info@punjlloyd.com

www.punjlloyd.com



ANNEXURE - I

SUMMARY OF PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF PUNJ LLOYD LIMITED AND DECLARATION OF RESULTS OF E-VOTING AND POLL

The 29th Annual General Meeting ('the AGM') of the Members of Punj Lloyd Limited ('the Company') was held on Thursday, September 21, 2017 at 10:30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001.

Mr. Atul Punj, Chairman and Managing Director of the Company chaired the meeting. Mr. Atul Kumar Jain, Mr. Phiroz Vandrevala, Mr. Shraavan Sampath, Directors also attended the meeting. The Chairman informed the members that Mr. Shiv Punj, Ms. Jyoti Punj, Mr. Rajat Khare and Mr. Uday Walia could not attend the meeting due to their preoccupations. The Chairman declared that the requisite quorum was present and proceeded with the business of the meeting.

Mr. Dinesh Thairani, Group President - Legal & Company Secretary read the relevant portions of the Auditors' Report. The Chairman informed that as per the provisions of the Companies Act, 2013 and also in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to its members to enable them to cast their vote electronically on all the resolutions proposed in the Notice of the AGM. The e-voting was open from 9.00 a.m. on September 18, 2017 (Monday) to 5.00 p.m. on September 20, 2017 (Wednesday) and shareholders/ beneficiary owners holding shares either in physical or in dematerialized mode, as on the Cut-off date i.e. September 14, 2017 (Thursday) were allowed to vote through remote e-voting and at the AGM by means of poll.

In line with the provisions of the Companies Act, 2013 and the Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended up to date, members who were present at the AGM and had not cast their vote electronically were provided an opportunity to cast their vote by means of poll on all items forming part of the Notice of the AGM at the end of the meeting.

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Ashok Kumar Verma as the Scrutinizer for remote e-voting and poll. The Chairman authorized Mr. Dinesh Thairani, Group President - Legal & Company Secretary to declare the results of voting.

The Consolidated Results as per the Scrutinizer's Report dated September 22, 2017 is as follows :-

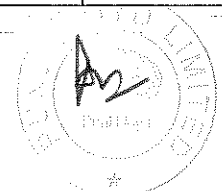
Particulars	% of Votes in favour	% of Votes Against
Resolution 1 : To receive, consider and adopt: (a) the audited Financial Statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 and the Reports of the Auditors and Board of Directors	100.00	0.00

Registered Office

Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India

T +91 11 2646 6105 F +91 11 2642 7812

CIN:L74899DL1988PLC033314



in respect thereof; and (b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Report of the Auditors in respect thereof. (Ordinary Resolution)		
Resolution 2: To appoint a Director in place of Mr. Shiv Punj (DIN: 03227629), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	100.00	0.00
Resolution 3: To ratify the appointment of M/s. BGJC & Associates LLP, (formerly M/s. BGJC & Associates), Chartered Accountants, New Delhi (Registration No. 003304N/ AAI-1738), as Statutory Auditors of the Company from the conclusion of 29 th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. (Ordinary Resolution)	99.99	0.01
Resolution 4: To appoint Mr. Atul Kumar Jain (DIN: 02208079) as Director of the Company liable to retire by rotation. (Ordinary Resolution)	100.00	0.00
Resolution 5: To approve the appointment of Mr. Atul Kumar Jain (DIN: 02208079) as Whole Time Director of the Company for a period of five years w.e.f. August 10, 2016 and payment of remuneration to him. (Special Resolution)	99.99	0.01
Resolution 6: To appoint Ms. Jyoti Punj (DIN: 00675900) as Director of the Company liable to retire by rotation. (Ordinary Resolution)	99.99	0.01
Resolution 7: To authorise the Board of Directors of the Company to appoint Branch Auditors. (Ordinary Resolution)	99.99	0.01
Resolution 8: To ratify the payment of remuneration to M/s. Amit Singhal & Associates, Cost Accountants, Delhi (Firm Registration No. 101073), as the Cost Auditors of the Company for the Financial Year 2016-17. (Ordinary Resolution)	100.00	0.00

Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the AGM have been duly approved by the members with requisite majority.

For Punj Lloyd Limited



Dinesh Thairani
Group President – Legal & Company Secretary

Date: September 22, 2017

Punj Lloyd Ltd

Corporate Office I, 78 Institutional Area, Sector 32, Gurugram 122 001, India
 T +91 124 262 0123 F +91 124 262 0111
 info@punjlloyd.com
 www.punjlloyd.com



ANNEXURE - II

Format for Voting Results

VOTING RESULTS OF 29TH ANNUAL GENERAL MEETING OF PUNJ LLOYD LIMITED

Date of the AGM/EGM		September 21, 2017							
Total number of shareholders on record date (ie. September 14, 2017)		3,24,269							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		8							
Public:		1769							
No. of Shareholders attended the meeting through Video Conferencing		NO VIDEO CONFERENCE							
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
Agenda- wise disclosure (to be disclosed separately for each agenda item)									
The mode of voting for all the items/resolutions were:									
1. E-voting conducted between September 18, 2017 (9.00 A.M.) to September 20, 2017 (5.00 P.M.) and									
2. Poll conducted at the 29th Annual General Meeting (AGM)									
Given below is the combined result of e-voting and poll in respect of all the items/resolutions proposed in the Notice of the AGM:									
Resolution No. 1 : To receive, consider and adopt:									
(a) the audited Financial Statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 and the Reports of the Auditors and Board of Directors In respect thereof; and									
(b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Report of the Auditors in respect thereof									
Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	120011878	120011878	100.00	120011878	0	100.00	0.00	
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	23695427	11601	0.05	11601	0	100.00	0.00	
Public-Non Institutions	E-Voting	191738440	93501	0.05	91281	2220	97.63	2.37	
	Poll		1273	0.00	1273	0	100.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	191738440	94774	0.05	92554	2220	97.66	2.34	
Total		335445745	120118253	35.81	120116033	2220	100.00	0.00	



Registered Office

Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India
 T +91 11 2646 6105 F +91 11 2642 7812
 CIN:L74899DL1988PLC033314

ResolutionNo. 2 : To appoint a Director in place of Mr. Shiv Punj (DIN: 03227629), who retires by rotation and being eligible, offers himself for re-appointment									
Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?			It is not a related party transaction under Section 188 of the Companies Act, 2013 or Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	120011878	120011878	100.00	120011878	0	100.00	0.00	
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	23695427	11601	0.05	11601	0	100.00	0.00	
Public-Non Institutions	E-Voting	191738440	93501	0.05	88573	4928	94.73	5.27	
	Poll		1273	0.00	1273	0	100.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	191738440	94774	0.05	89846	4928	94.80	5.20	
Total		335445745	120118253	35.81	120113325	4928	100.00	0.00	

ResolutionNo. 3 : To ratify the appointment of M/s. BGJC & Associates LLP, (formerly M/s. BGJC & Associates), Chartered Accountants, New Delhi (Registration No. 003304N/ AAI-1738), as Statutory Auditors of the Company from the conclusion of 29th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	120011878	120011878	100.00	120011878	0	100.00	0.00	
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	23695427	11601	0.05	11601	0	100.00	0.00	
Public-Non Institutions	E-Voting	191738440	93501	0.05	83231	10270	89.02	10.98	
	Poll		1273	0.00	1273	0	100.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	191738440	94774	0.05	84504	10270	89.16	10.84	
Total		335445745	120118253	35.81	120107983	10270	99.99	0.01	

ResolutionNo. 4 : To appoint Mr. Atul Kumar Jain (DIN: 02208079) as Director of the Company liable to retire by rotation.

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	120011878	120011878	100.00	120011878	0	100.00	0.00	
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	23695427	11601	0.05	11601	0	100.00	0.00	
Public-Non Institutions	E-Voting	191738440	93501	0.05	88663	4838	94.83	5.17	
	Poll		1273	0.00	1273	0	100.00	0.00	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	191738440	94774	0.05	89936	4838	94.90	5.10	
Total		335445745	120118253	35.81	120113415	4838	100.00	0.00	

ResolutionNo. 5 : To approve the appointment of Mr. Atul Kumar Jain (DIN: 02208079) as Whole Time Director of the Company for a period of five years w.e.f. August 10, 2016 and payment of remuneration to him.

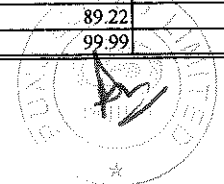
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		120011878	120011878	100.00	120011878	0	100.00
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		23695427	11601	0.05	11601	0	100.00
Public-Non Institutions	E-Voting	191738440	93501	0.05	80640	12861	86.25	13.75
	Poll		1273	0.00	1273	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		191738440	94774	0.05	81913	12861	86.43
Total		335445745	120118253	35.81	120105392	12861	99.99	0.01

ResolutionNo. 6 : To appoint Ms. Jyoti Punj (DIN: 00675900) as Director of the Company liable to retire by rotation.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			It is not a related party transaction under Section 188 of the Companies Act, 2013 or Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		120011878	120011878	100.00	120011878	0	100.00
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		23695427	11601	0.05	11601	0	100.00
Public-Non Institutions	E-Voting	191738440	93501	0.05	79541	13960	85.07	14.93
	Poll		1273	0.00	1273	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		191738440	94774	0.05	80814	13960	85.27
Total		335445745	120118253	35.81	120104293	13960	99.99	0.01

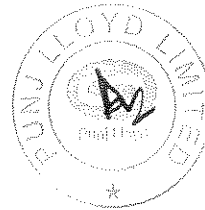
ResolutionNo. 7 : To authorise the Board of Directors of the Company to appoint Branch Auditors

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		120011878	120011878	100.00	120011878	0	100.00
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		23695427	11601	0.05	11601	0	100.00
Public-Non Institutions	E-Voting	191738440	93501	0.05	83281	10220	89.07	10.93
	Poll		1273	0.00	1273	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		191738440	94774	0.05	84554	10220	89.22
Total		335445745	120118253	35.81	120108033	10220	99.99	0.01



Resolution No. 8: To ratify the payment of remuneration to M/s. Amit Singhal & Associates, Cost Accountants, Delhi (Firm Registration No. 101073), as the Cost Auditors of the Company for the Financial Year 2016-17.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	120011878	120011878	100.00	120011878	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	120011878	120011878	100.00	120011878	0	100.00	0.00
Public-Institutions	E-Voting	23695427	11601	0.05	11601	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	23695427	11601	0.05	11601	0	100.00	0.00
Public-Non Institutions	E-Voting	191738440	85691	0.04	83471	2220	97.41	2.59
	Poll		1273	0.00	1273	0	100.00	0.00
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	191738440	86964	0.04	84744	2220	97.45	2.55
Total		335445745	120110443	35.81	120108223	2220	100.00	0.00





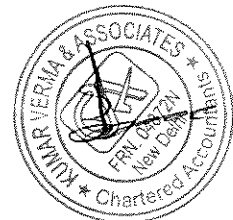
Consolidated Report of Scrutinizer(s) on voting through Ballot paper and through remote e-voting

To,

The Chairman
29th Annual General Meeting of the Equity Shareholders
of Punj Lloyd Limited held on 21st day of September, 2017 at 10.30 A.M.
at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001.

Dear Sir,

- 1 I, Ashok Kumar Verma, Partner of Kumar Verma & Associates, a Chartered Accountant Firm having its registered office at 807, New Delhi House, Barakhamba Road, Connaught Place, New Delhi-110001, have been appointed by the Board of Directors of Punj Lloyd Limited ("the company") as Scrutinizer for the purpose of scrutinizing the:-
 - i) remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended ("Rules") and
 - ii) process of voting by poll under the provisions of Section 109 of the Act read with Rule 21 of Rules, on the proposed resolutions contained in the notice of the 29th Annual General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 21st September, 2017 at 10.30 a.m. at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001 (AGM).
- 2 The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and for poll at the AGM on the resolutions contained in the Notice of the AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice. In case of remote e-voting, our report is based on the reports generated from the e-voting platform provided by Karvy Computershare Pvt. Ltd. (Karvy), the authorized agency engaged by the company to provide remote e-voting facilities and in case of poll at AGM, our report is based on counting of votes cast by the members through ballot paper.
- 3 The remote e-voting period remained opened from 18th September, 2017 (9.00 A.M.) to 20th September, 2017 (5.00 P.M.) (both days inclusive) and was disabled thereafter.
- 4 The members holding shares as on the "cut off" date i.e. 14th September, 2017 were entitled to vote on the proposed resolutions by remote e-voting or voting through ballot paper at the AGM.
- 5 The member's details, such as their names, folios/DP ID CLIENT ID, number of shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of Karvy (<https://evoting.karvy.com>), in order to ensure that such members did not vote again through ballot paper at the AGM.
- 6 After the time fixed for the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 7 After Completion of the casting of votes by the members / proxies present at the AGM, the locked ballot box was subsequently opened by me in the presence of two witnesses not in the employment of the Company viz. Mr. Sumit Aggarwal & Mrs. Shagun Verma and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agent of the Company ('the RTA') and the authorizations / proxies lodged with the Company.
- 8 In case of one beneficial holding, both the joint holders has submitted two poll papers separately for same DP-Client ID out of which poll paper by joint holder is treated as invalid and was straight away rejected and not taken into any consideration.





9 After counting the votes caste by the members and proxy holders present at the AGM through Ballot paper, the votes caste through remote e-voting were unblocked on 21st September, 2017 at around 11.16 A.M. in the presence of two witnesses, Mr. Sumit Aggarwal & Mrs. Shagun Verma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

i) *Sumit Aggarwal*
(SUMIT AGGARWAL)
S/O HARISH CHANDRA AGARWAL
S/O E-2/11, MODEL TOWN-2
DELHI-110009

ii) *Shagun*
(SHAGUN VERMA)
D/O Mr. Shalendra Maheshwari
R/O 53, BHARAT NAGAR
DELHI-110052

10 The Consolidated Report of Scrutinizer(s) on the result of voting through Ballot paper and through remote e-voting is as under:-

i) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 1 - Ordinary Resolution**

To receive, consider and adopt:

- (a) the audited Financial Statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 and the Reports of the Auditors and Board of Directors in respect thereof; and
(b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2017 and the Report of the Auditors in respect thereof.

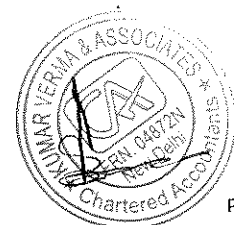
Particulars	No. of members voted#			No. of votes cast by them			
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	% of total number of valid votes cast
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	96	42	138	120114760	1273	120116033	100.00
Dissent / Against	5	0	5	2220	0	2220	-
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120116033 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 2220 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority.





ii) Consolidated Results of E-Voting & Poll at the AGM on Item No. 2 - Ordinary Resolution

To appoint a Director in place of Mr. Shiv Punj (DIN: 03227629), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	93	42	135	120112052	1273	120113325	100.00
Dissent / Against	8	0	8	4928	0	4928	-
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120113325 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 4928 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority.

iii) Consolidated Results of E-Voting & Poll at the AGM on Item No. 3 - Ordinary Resolution

To ratify the appointment of M/s. BGJC & Associates LLP, (formerly M/s. BGJC & Associates), Chartered Accountants, New Delhi (Registration No. 003304N/ AAI-1738), as Statutory Auditors of the Company from the conclusion of 29th Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

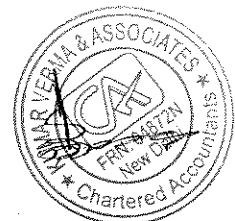
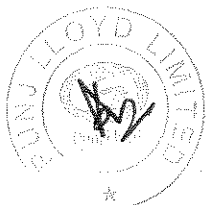
Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	94	42	136	120106710	1273	120107983	99.99
Dissent / Against	7	0	7	10270	0	10270	0.01
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120107983 votes were cast ASSENTING to the Ordinary Resolution constituting 99.99 % of the votes polled; 10270 votes were cast DISSENTING to the Ordinary Resolution constituting 0.01 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 3 is passed with requisite majority.





- iv) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 4 - Ordinary Resolution**
To appoint Mr. Atul Kumar Jain (DIN: 02208079) as Director of the Company liable to retire by rotation.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	93	42	135	120112142	1273	120113415	100.00
Dissent / Against	9	0	9	4838	0	4838	-
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120113415 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 4838 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 4 is passed with requisite majority.

- v) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 5 - Special Resolution**
To approve the appointment of Mr. Atul Kumar Jain (DIN: 02208079) as Whole Time Director of the Company for a period of five years w.e.f. August 10, 2016 and payment of remuneration to him.

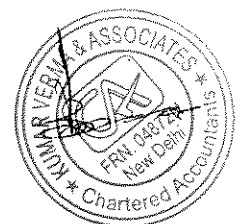
Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	91	42	133	120104119	1273	120105392	99.99
Dissent / Against	11	0	11	12861	0	12861	0.01
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120105392 votes were cast **ASSENTING** to the Special Resolution constituting 99.99 % of the votes polled; 12861 votes were cast **DISSENTING** to the Special Resolution constituting 0.01 % of the votes polled on the Special Resolution.

Thus, the Special Resolution as contained in Item No. 5 is passed with requisite majority.





vi) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 6 - Ordinary Resolution**
To appoint Ms. Jyoti Punj (DIN: 00675900) as Director of the Company liable to retire by rotation.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at AGM	Total	Remote - voting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	89	42	131	120103020	1273	120104293	99.99
Dissent / Against	13	0	13	13960	0	13960	0.01
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120104293 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99 % of the votes polled; 13960 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 6 is passed with requisite majority.

vii) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 7 - Ordinary Resolution**
To authorise the Board of Directors of the Company to appoint Branch Auditors:

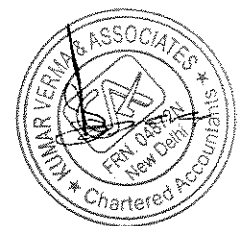
Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at AGM	Total	Remote - voting	Ballot paper at AGM	Total	
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	190	59	249	
Valid votes	101	42	143	120116980	1273	120118253	
Assent / Favour	95	42	137	120106760	1273	120108033	99.99
Dissent / Against	6	0	6	10220	0	10220	0.01
	101	42	143	120116980	1273	120118253	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120118253 E-votes and Poll polled; 120108033 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99 % of the votes polled; 10220 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 7 is passed with requisite majority.





viii) **Consolidated Results of E-Voting & Poll at the AGM on Item No. 8 - Ordinary Resolution**

To ratify the payment of remuneration to M/s. Amit Singhal & Associates, Cost Accountants, Delhi (Firm Registration No. 101073), as the Cost Auditors of the Company for the Financial Year 2016-17.

Particulars	No. of members voted#			No. of votes cast by them			
	Remote - evoting	Ballot paper at AGM	Total	Remote - evoting	Ballot paper at AGM	Total	% of total number of valid votes cast
Number	102	42	144	120117170	1332	120118502	
Less: Invalid votes	0	0	0	0	0	0	
Less: Abstained from Voting*	1	3	4	8000	59	8059	
Valid votes	101	42	143	120109170	1273	120110443	
Assent / Favour	96	42	138	120106950	1273	120108223	100.00
Dissent / Against	5	0	5	2220	0	2220	-
	101	42	143	120109170	1273	120110443	100.00

* Some shareholders have not exercised voting of their full shareholding.

Some shareholders have not exercised all the votes in the same manner (i.e. for some shares they have voted in favour, for some shares they have voted against and for rest of the shares they have abstained from voting)

Accordingly, out of 120110443 E-votes and Poll polled; 120108223 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 2220 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 8 is passed with requisite majority.

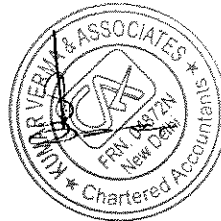
- 11 The register and all other papers and relevant records relating to electronic voting and poll shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, the same will be handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully,

Ashok Kumar Verma
Partner, Kumar Verma & Associates
(M. No. 081700 & FRN 004872N)

Place: New Delhi
Date: 22nd September, 2017



For PUNJ LLOYD LIMITED

DINESH THAIRANI
Group President-Legal & Company Secretary