PUNJ LLOYD LIMITED

Regd. Office: 17-18 Nehru Place, New Delhi 110 019

Punj Lloyd

www.punjlloydgroup.com

Audited Results for the year ended March 31, 2009

(Rs. In Crores, unless otherwise indicated)

Particulars	PUNJ LLOYD CONSOLIDATED			
	Three months ended 31-March-09	Three months ended 31-March-08	Year ended 31-March-09	Year ended 31-March-08
	Unaudited	Unaudited	Audited	Audited
Net Sales/Income from Operations	3,217.26	2,346.28	11,912.03	7,752.50
Other Operating Income	13.31	(18.51)	74.10	78.58
Expenditure				
Material Consumed and Cost of Goods Sold	1,110.10	747.83	3,750.54	2,828.46
Contractor Charges	1,234.41	596.60	4,236.52	2,133.88
Employees Cost	378.34	288.85	1,292.21	892.40
Other Expenditure	572.92	464.83	2,323.49	1,257.45
Depreciation	50.76	40.91	177.08	146.23
Total	**3,346.53**	**2,139.02**	**11,779.84**	**7,258.42**
Profit from Operations before Other Income, Interest & Exceptional Items	**(115.96)**	**188.76**	**206.29**	**572.66**
Other Income	0.06	0.63	0.42	2.91
Profit before Interest, Exceptional items and Tax (PBIT)	**(115.90)**	**189.38**	**206.71**	**575.57**
Interest	72.90	32.55	220.76	129.21
Profit after Interest but before Exceptional Items and Tax	**(188.80)**	**156.83**	**(14.05)**	**446.36**
Exceptional Items	2.17	—	15.38	37.12
Profit from ordinary activities before Tax (PBT)	**(186.64)**	**156.83**	**1.33**	**483.48**
Tax Expenses				
Current Tax	(30.63)	37.93	149.93	96.06
Deffered Tax Charge/(Credit)	96.72	2.72	72.86	26.58
Fringe Benefit tax	0.65	(3.22)	3.24	0.85
Net Profit from ordinary activities after tax	**(253.40)**	**119.41**	**(224.70)**	**359.99**
Share of Profits/(Losses) of Associates	(8.18)	(1.70)	(6.81)	(1.70)
Share of Profit/(Losses) transferred to Minority	5.92	0.04	6.22	0.13
Profit for the period/year after Minority Interest and Share of Profits of Associates	**(255.66)**	**117.74**	**(225.31)**	**358.42**
Paid up Equity Share Capital (Face Value of each share Rs. 2)	60.70	60.69	60.70	60.69
Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	—	—	2,418.81	2,651.80
Earning Per Share before Extraordinary Items				
Basic EPS (in Rs)	(7.74)	4.21	(7.93)	11.34
Diluted EPS (in Rs)	(7.32)	3.98	(7.72)	10.72
Earning Per Share				
Basic EPS (in Rs)	(8.00)	4.21	(7.42)	12.65
Diluted EPS (in Rs)	(7.56)	3.98	(7.23)	11.95
(Face Value of each share Rs. 2)	(Non Annualised)	(Non Annualised)		
Public Shareholding:				
Numbers of Shares (Nos)	177,641,505	167,955,306	177,641,505	167,955,306
Percentage of Shareholding (%)	58.53	55.35	58.53	55.35
Promoters and Promoter Group Shareholding:				
Pledged/Encumbered				
• Number of shares	773,000		773,000	
• Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	0.61		0.61	
• Percentage of Shares (as a % of the total share capital of the Company)	0.25		0.25	
Non- encumbered				
• Number of shares	125,067,550		125,067,550	
• Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	99.39		99.39	
• Percentage of Shares (as a % of the total share capital of the Company)	41.22		41.22	

Audited Revenue, Results and Capital Employed for the Segments for the year ended March 31, 2009

Particulars	PUNJ LLOYD CONSOLIDATED			
	Three months ended 31-March-09	Three months ended 31-March-08	Year ended 31-March-09	Year ended 31-March-08
	Unaudited	Unaudited	Audited	Audited
Segment Revenue				
Engineering & Construction	3,217.27	2,389.35	11,922.68	7,789.28
Discontinuing Business	—	10.87	6.72	40.73
Corporate un-allocable	15.53	(71.82)	72.53	41.10
Net Sales/Income from operations	**3,232.80**	**2,328.40**	**12,001.93**	**7,871.11**
Segment Result				
Engineering & Construction	(441.83)	276.70	—	629.81
Discontinuing Business	—	0.97	0.85	5.09
Total	**(441.83)**	**277.67**	**0.85**	**634.90**
Less: Interest	(72.90)	(32.55)	(220.76)	(129.21)
Less: Other Un-allocable (Expenditure)/Income net off Un-allocable Income/(Expenditure)	12,108.78	(88.29)	12,001.93	(22.21)
Total Profit before Tax	**11,594.05**	**156.83**	**11,782.02**	**483.48**
Capital Employed				
(Segment asset- Segment liabilities)				
Engineering & Construction	2,777.29	3,693.54	2,777.29	3,693.54
Discontinuing Business	(220.76)	96.04	(220.76)	96.04
Corporate un-allocable	(36.04)	(1,029.49)	(36.04)	(1,029.49)
Total	**2,520.49**	**2,760.09**	**2,520.49**	**2,760.09**

1 The status of Investor complaints received by the Company is as follows:

Particulars	Pending as on 01.01.09	Received during the quarter	Disposed during the quarter	Pending as on 31.03.09
No. of Complaints	NIL	29	29	NIL

2 The Consolidated results were adversely impacted owing to losses in some projects executed by wholly owned subsidiary, however in standalone basis the Company had revenue of Rs. 6,955.61 Crores and PAT of Rs. 321.10 Crores.

3 As on March 31, 2009, out of total 4,000,000 stock options under ESOP 2005, 3,217,445 and 771,040 stock options have been granted to the eligible employees on November 17, 2005 and May 10, 2006 respectively. The stock options shall vest in the ratio of 10%, 20%, 30% and 40% at the end of one, two, three and four years respectively from the date of grant. During the year ended March 31, 2009, 16,244 stock options have been exercised resulting in allotment of 10,144 equity shares of Rs. 2 each at a premium of Rs. 124 per share and 6,100 equity shares of Rs. 2 each at a premium of Rs. 233.99. As on March 31, 2009, the total stock options exercised under ESOP 2005 are 446,150.

4 As on March 31, 2009, out of total 5,000,000 stock options under ESOP 2006, 1,491,050; 30,000; 40,000 and 30,000 stock options have been granted to the eligible employees on October 30, 2006 , September 27, 2007, May 30, 2008 and March 30, 2009 respectively. The stock options shall vest in the ratio of 10%, 20%, 30% and 40% at the end of one, two, three and four years respectively from the date of grant. During the year ended March 31, 2009, 19,730 stock options have been exercised resulting in allotment of 19,730 equity shares of Rs. 2 each at a premium of Rs. 152.46 per share. As on March 31, 2009, the total stock options exercised under ESOP 2006 are 85,455.

5 Finance Act 2007 requires payment of Fringe Benefit Tax (FBT) on ESOP benefit provided to employees. FBT is payable on the date when ESOP is exercised by employees based on fair market value on the date of vesting. The management view is that the obligating event occurs at the date of exercise and hence FBT on ESOPs will be paid/provided for, as the case may be, at the date of exercise when the liability arises.

6 The Company has entered into an agreement with Citycom Networks Private Limited (Citycom) for sale of: i) Certain assets of ISP Division of the Company and certain assets of its wholly owned subsidiary Spectra Punjab Limited. ii) 73.74% shares held by Company (including shares held through wholly owned subsidiary Atna Investment Limited) in Spectra Net Limited.

Further the Company has entered into an agreement with Citycom for sale of its ISP Division (which include all assets, liabilities, contract and licenses etc.). The completion of this transaction awaits regulatory approvals. However, the risks and rewards and operational control of ISP Division have been transferred to Citycom. Accordingly the results for the year ended: i) include Profits of Rs. 12.64 Crores (Net of Tax) on Standalone basis and Rs. 14.28 Crores (Net of Tax) on Consolidated basis on sale of Assets, Investment and Business of ISP Division. ii) include operations of ISP Division & Other subsidiaries relating to that business for the period upto May 31, 2008 only. iii) The Company has filed a Scheme of Arrangement involving demerger under Sec-391-394 and other relevant provisions of the Companies Act,1956 with the High Court of Delhi, for demerger of the ISP division of the Company and vesting of the same in PL Engineering Private Limited, its wholly owned subsidiary, with effect from the appointed date of June 1, 2008, to enable divesture. Pending approval of High Court and consequent completion of this transaction, the Company has shown "Net Assets held for sale" of Rs. 24.00 Crores, in the financial statements which is net assets value (net selling price) of ISP Division less consideration already received.

7 The auditors of the Company in their report for the year ended March 31, 2009 have invited attention to deduction made/amount withheld by some customers aggregating to Rs. 60.50 Crores and also work in progress inventory of Rs.9.54 Crores. The Management is taking appropriate steps for recovery of these deductions/withheld amounts and believes that these amounts are fairly stated.

8 The auditors had qualified their report on consolidated financial statements for the year ended March 31, 2008 and subsequently on quarterly reviews of the periods ended June 30, 2008 and September 30, 2008 stating that no provision had been made for losses expected to arise on a long-term contract in progress. During the quarter ended December 31, 2008, the client has terminated the long term contract with the Company's wholly owned subsidiary. The wholly owned subsidiary of Company has provided for Rs. 203.90 Crores towards the cost overrun in the quarter ended December 31, 2008, in the Profit and Loss account. In view of this, auditors qualification has been removed.

9 Pursuant to the contract discussed in para 8 above the auditors had a matter of emphasis in the report in the quarter ended December 31, 2008. The Customer has terminated the contract and called the bonds for advance payment and performance bonds with total value of Rs. 223.51 Crores (GBP 28.50 million). The wholly owned subsidiary has commenced the legal proceedings against the client. The wholly owned subsidiary of Company has provided for Rs. 223.51 Crores towards the bonds value called by the client in this quarter in the Profit and Loss account In view of this, auditors matter of emphasis has been removed.

10 During the earlier year, a wholly owned subsidiary company Punj Lloyd Pte. Ltd., Singapore acquired 50% of Punj Lloyd Oil and Gas (Malaysia) SDN BHD and during the year, it increased its stake to 100%.

11 During the year, a wholly owned subsidiary company Punj Lloyd Pte. Ltd., Singapore acquired 74% stake in Technodyne International Limited, UK.

12 During the year, a wholly owned subsidiary company Punj Lloyd Pte. Ltd., Singapore acquired 26% stake in Olive Group B.V.

13 During the year, the Company acquired 100% stake in Punj Lloyd Systems Private Limited (formerly known as Indtech Construction Private Limited).

14 During the year, the Company acquired 100% stake in PL Engineering Private Limited.

15 During the year, a wholly owned subsidiary company Punj Lloyd Pte. Ltd., Singapore acquired 100% stake in Punj Lloyd Engineers & Constructors Pte Ltd. (formerly known as Abu Dhabi Engineers and Constructions Pte. Ltd.).

16 Mr. Phiroz Vandrevala has joined the Company as director w.e.f. September 29, 2008.

17 Mr. Mehar Karan Singh has resigned as an additional director w.e.f. February 11, 2009.

18 The Board of Directors have recommended a dividend of 15% i.e. Rs. 0.30 on the Equity Share Capital for the financial year ended March 31, 2009, subject to approval of the shareholders.

19 Pursuant to notification of the Companies (Accounting Standards) Amendment Rules 2009 on March 31, 2009, the Company has exercised the option of deferring the charge to the Profit and Loss Account arising on exchange differences, in respect of accounting periods commencing on or after December 07, 2006, on long-term foreign currency monetary items (i.e. monetary assets or liabilities expressed in foreign currency and having a term of 12 months or more at the date of origination). As a result, such exchange differences so far as they relate to the acquisition of a depreciable capital asset have been adjusted with the cost of such asset and would be depreciated over the balance life of the asset, and in other cases, have been accumulated in Foreign Currency Monetary Item Translation Difference Account and would be amortized over the balance period of such long term asset/liability but not beyond, accounting period ending on or before March 31, 2011. Accordingly, as on March 31, 2009, an amount Rs. 46.29 Crores remains unamortised in the Foreign Currency Monetary Item Translation Difference Account.

20 The Company has reviewed its branch operations in Middle East and North Africa and based on its review and also advice given by independent consultants, has decided to give these branch operations more autonomy and independence. Accordingly, the management announced and implemented certain policies and took certain steps affecting the functioning of the overseas branches in October, 2008. In view of the above changes, the management is of the view that with effect from October 01, 2008, the operations of the branches should be considered as non-integral instead of integral as considered hitherto. As a result, exchange differences arising on translation of financial statements of the overseas branches for the six months period ended March 31, 2009 have been transferred to foreign currency translation reserve account instead of taking the same to profit and loss account, resulting in profit for the year being higher by Rs. 38.86 Crores (net of tax).

21 The Company had on August 10, 2007 allotted 1,00,00,000 warrants to M/s Indtech Construction Private Limited, one of the Promoters of the Company, at a price of Rs. 254. The applicant did not exercise the option to acquire the equity shares within a period of 18 months from the date of allotment i.e. on or before February 9, 2009. Therefore, the warrants stand lapsed and the amount of Rs. 25.40 Crores received by the Company as advance has been forfeited and credited to Capital Reserve.

22 The results were reviewed by the Audit Committee of the Board. The Board has taken on record the financial results at its meeting held on May 18, 2009.

23 Previous year/period figures have been regrouped and/or re-arranged wherever necessary.

24 The Standalone financial results of the Company, for the year ended March 31, 2009, are available on the website of the Company (www.punjlloyd.com), National Stock Exchange of India Limited (www.nseindia.com) and The Bombay Stock Exchange Limited (www.bseindia.com).

Place : Gurgaon

Date : May 18, 2009

For Punj Lloyd Limited

V. K. KAUSHIK

Managing Director