

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

info@punjlloyd.com

www.punjlloyd.com



**EXTRA-ORDINARY GENERAL MEETING HELD ON 30TH DAY OF SEPTEMBER, 2014 AT
10.30 A.M. AT EPICENTRE, APPAREL HOUSE, SECTOR 44, GURGAON - 122002,
HARYANA**

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 and also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the Special Resolution proposed in the Notice of the Extra-Ordinary General Meeting held on 30th Day of September, 2014 at 10.30 A.M. At Epicentre, Apparel House, Sector 44, Gurgaon - 122002, Haryana (EGM).

The e-voting was open from: 10.00 a.m. on September 24, 2014 to 5.00 p.m. on September 26, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the EGM, since e-voting facility had been offered to the Shareholders. Therefore, at the EGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Ashok Kumar Verma as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to 5.00 p.m. on 26th September, 2014 and Polling Papers received till the conclusion of the EGM and submitted their Report on 1st October, 2014.

The Consolidated Results as per the Scrutinizer's Report dated 1st October, 2014 is as follows:-

Particulars	% Votes in favour	% Votes Against
Special Resolution : Private placement of Non Convertible Debentures	99.43	0.57

Based on the consolidated Report of the Scrutinizer, the Special Resolution as set out in the Notice of the EGM have been duly approved by the Shareholders with requisite majority.

For **Punj Lloyd Limited**


Dinesh Thairani

Group President – Legal & Company Secretary

Date: 1st October, 2014

Registered Office

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

CIN: L74899DL1988PLC033314

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**Outcome of Voting of Extra-Ordinary General Meeting
{as per Clause 35A of Listing Agreement}**

Date of Extra-Ordinary General Meeting	30 th September, 2014	
Total number of shareholders as on record date: 29th August, 2014	3,76,106	
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public
	10	392
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public
	No Video Conference	No Video Conference.

Agenda wise

The mode of voting for the resolution was:

1. E-voting conducted between September 24, 2014 (10.00 A.M.) to September 26, 2014 (5.00 P.M.) and
2. Poll conducted at the Extra-Ordinary General Meeting.

Given below is the combined result of e-voting and Poll.

Resolution No. 1: Private placement of Non Convertible Debentures.

(Resolution required - Special)

Promoter/Public	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	123,392,648	120,307,206	97.50	120,307,206	0	100.00	0.00
Public – Institutional Holders	45,744,620	8,283,275	18.11	7,555,272	728,003	91.21	8.79
Public – others	162,958,477	50,814	0.03	45,049	5,765	88.65	11.35
Total	332,095,745	128,641,295	38.74	127,907,527	733,768	99.43	0.57

voting rights are in proportion to shares held as on 29th August, 2014.

\$ excludes invalid votes.

**Registered Office**

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

CIN: L74899DL1988PLC033314



**Report of Scrutinizer(s)
(Evoting & Poll)**

To,

The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
Of Punj Lloyd Limited held on 30th Day of September, 2014 at 10.30 A.M.
At Epicentre, Apparel House, Sector 44, Gurgaon.

Dear Sir,

- A) 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:-
- a) by the Board of Directors of Punj Lloyd Limited ("the company") as Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
- b) by the Board of Directors of Punj Lloyd Limited ("the company") as Scrutinizer for the purpose of scrutinizing the process of voting by poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolution contained in the notice to the Extra-Ordinary General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 30th September, 2014 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon.
- B) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and for poll at the EGM on the resolutions contained in the Notice of Extra-Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the EGM Notice, based on the reports generated from the e-voting platform provided by Karvy Computershare Private Limited, the authorized agency engaged by the company to provide e-voting facilities and other facilities at the time of poll (Physical Ballot), at EGM.
- C) In the case of e-voting, e-votes by 2 (Two) members were treated as invalid due to non submission of relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote. In the case of Poll at EGM, the poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. Further, 1 (One) poll paper was found to be incomplete / illegible & whose details were not found in members register as on cut off date (i.e. 29th August, 2014) and is straight away rejected and not taken into any consideration.
- D) I have issued two separate Scrutinizer's reports dated 29th September, 2014 on e-voting and dated 1st October, 2014 on the poll on the resolution contained in the notice to the EGM. As requested by management, I submit herewith my combined report on the results of the e-voting together with that of the poll as under:-





1 Consolidated Results of E-Voting & Poll at the EGM on Item No. 1 – Special Resolution

Private placement of Non Convertible Debentures

Particulars	Number of			Number of Votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	21	96	117	398873	127508654	127907527	99.43
Dissent	0	17	17	0	733768	733768	0.57
Total	21	113	134	398873	128242422	128641295	100.00

Accordingly, out of 128641295 E-votes and Poll polled; 127907527 votes were cast ASSENTING to the Special Resolution constituting 99.43 % of the votes polled; 733768 votes were cast DISSENTING to the Special Resolution constituting 0.57 % of the votes polled on the Special Resolution.

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

Thanking you,

Yours faithfully,

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



Place: New Delhi

Date: 1st October, 2014



FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Extra-Ordinary General Meeting of the Equity Shareholders

Of Punj Lloyd Limited held on 30th Day of September, 2014 at 10.30 A.M.

At Epicentre, Apparel House, Sector 44, Gurgaon.

Dear Sir,

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, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the Extra-Ordinary General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 30th Day of September, 2014 at 10.30 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon, submit our report as under:-

- 1 After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar & Transfer Agent of the Company ('the RTA') and the authorizations / proxies lodged with the Company.
- 3 The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. Further, 1 (One) poll paper was found to be incomplete / illegible & whose details were not found in members register as on cut off date (i.e. 29th August, 2014) and is straight away rejected and not taken into any consideration.
- 4 The result of the Poll is as under:





Item No. 1 – Special Resolution

Private placement of Non Convertible Debentures

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	398873	100.00

(ii) Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
2	100

- 5 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6 The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized 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: 1st October, 2014



SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (xi) of the Companies (Management & Administration) Rules, 2014]

To,

The Chairman
Extra-Ordinary General Meeting of the Equity Shareholders
Of Punj Lloyd Limited, to be held on Tuesday, the 30th Day of September, 2014 at 10.30 A.M.
At Epicentre, Apparel House, Sector 44, Gurgaon.

Dear Sir,

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 e-voting process in a fair & transparent manner on e-voting carried out as per terms of the Listing agreement, provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned proposed resolution. I submit my report as under:-

- 1) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the proposed resolution contained in the Notice of the Extra-Ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the proposed resolution stated in the EGM Notice, based on the reports generated from the e-voting platform provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.
- 2) On the basis of the Register of Members and the List of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 29th August, 2014, the Cut-off date for the purpose of E-voting, the Company completed dispatch of the Notice of e-Voting on 6th September, 2014:-
 - by email to 2,20,604 Members who had registered their email-ids with their respective Depository Participants or M/s. Karvy Computershare Private Limited, the Registrar & Transfer Agent of the Company ('the RTA'), and
 - by Courier to 1,55,502 Members, i.e. the Members whose email id is not registered with their respective depository participants or the RTA.
- 3) The e-voting period remained open from 24th September, 2014 (10.00 A.M.) to 26th September, 2014, 2014 (5.00 P.M.) (both days inclusive) on e-Voting platform provided by Karvy Computershare Private Limited.





- 4) The votes were unblocked on 26th September, 2014 around 5.09 P.M. in the presence of two witnesses, Mr. Chetan Sharma and Mr. Shankar Kumar Jha who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.
- a) Chetan Sharma
S/o Mr. Ramnath Sharma
R/o 31/57, St No-2, Vishwas Nagar, Delhi-32
- b) Shankar K. Jha.
(SHANKAR KUMAR JHA)
S/o Shyama Nand Jha
289, SITE 1, VIKAS PURI, New Delhi-18
- 5) Thereafter, the details containing, inter-alia, list of equity shareholders, who assented, dissented or abstained from e-voting were downloaded from the e-voting portal of Karvy Computershare Private Limited.
- 6) Based on the reports downloaded from e-voting portal, 117 members have cast their votes on the e-voting platform, out of which votes cast by 2 members has been considered to be invalid. The details and analysis of the e-Voting Results for one agenda item contained in the said Notice is annexed to this report.
- 7) The register and all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Extra-Ordinary General Meeting and thereafter, the same will be handed over to the Company.

Thanking You,

Your's faithfully,

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

Place: New Delhi

Date: 29th September, 2014





Annexure

Agenda No.	Subject	Type of Resolution		
1	Private placement of Non Convertible Debentures	Special		
	Particulars	No. of members e-voted	No. of e-votes contained	Percentage of Total
	Received	117	1308,96,910	100.00
	Assent	96	1275,08,654	97.41
	Dissent	17	7,33,768	0.56
	Abstain	4	17,79,487	1.36
	Invalid	2	8,75,001	0.67
	Total	119	1308,96,910	100.00
2 (Two) shareholders have not exercised voting for their full shareholding and balance votes are added to "Abstain" as shareholders have abstained from voting.				

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



Place: New Delhi
Date: 29th September, 2014