



**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