

**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



July 31, 2018

**BSE Limited**  
Department of Corporate Services  
25<sup>th</sup> Floor, P J Towers  
Dalal Street  
Mumbai – 400001

**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400051

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

**Symbol: PUNJLLOYD**

**Re: Proceedings of the Extraordinary General Meeting ('the EGM') along with Voting Results and Scrutinizer's Report**

Dear Sir/Madam,

We are enclosing herewith the following with respect to the Extraordinary General Meeting ('the EGM') of the Company held on July 30, 2018 at The Zest at Apparel House, Institutional Area, Sector - 44, Gurugram - 122003, Haryana:-

1. Summary of Proceedings of the EGM 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 July 31, 2018 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



ANNEXURE - I

**SUMMARY OF PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF PUNJ LLOYD LIMITED AND DECLARATION OF RESULTS OF E-VOTING AND POLL**

The Extraordinary General Meeting ('the EGM') of the Members of Punj Lloyd Limited ('the Company') was held on Monday, July 30, 2018 at 10:40 A.M. at The Zest at Apparel House, Institutional Area, Sector - 44, Gurugram – 122003, Haryana.

Mr. Atul Punj, Chairman and Managing Director of the Company chaired the meeting. Mr. Phiroz Vandrevala, Mr. Uday Walia and Mr. Shravan Sampath, Directors also attended the meeting. The Chairman informed the members that Mr. Shiv Punj, Mr. Rajat Khare and Ms. Jyoti Punj, Directors of the Company 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.

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 EGM. The e-voting was open from 9.00 a.m. on July 27, 2018 (Friday) to 5.00 p.m. on July 29, 2018 (Sunday) and shareholders/ beneficiary owners holding shares either in physical or in dematerialized mode, as on the Cut-off date i.e. July 23, 2018 (Monday) were allowed to vote through remote e-voting and at the EGM by means of poll. A copy of the certificate of M/s. BGJC & Associates LLP, Statutory Auditors of the Company as required in terms of Regulation 73(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in respect of Item No. 4 of the EGM Notice was placed before the meeting.

The Chairman explained the members about the objective and implications of the resolutions proposed in the Notice of the EGM. 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 EGM 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 EGM.

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 consolidated results of remote e-voting and poll.

The Consolidated Results as per the Scrutinizer's Report dated July 31, 2018, 2018 is as follows :-

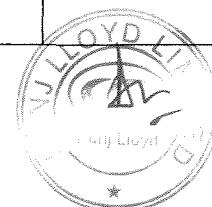
Particulars	% of Votes in favour	% of Votes Against
<b>Resolution 1 : To sub-divide the Preference Share of face value of Rs.10/- each into 5 Preference Shares of Rs.2/- each and increase in Authorised Share Capital of the Company (Ordinary Resolution)</b>	99.99	0.01

**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



<b>Resolution 2:</b> To authorize the lenders to convert their outstanding facilities into equity and/or other security(s) in terms of Section 62(3) of the Companies Act, 2013. <b>(Special Resolution)</b>	86.68	13.32
<b>Resolution 3:</b> Conversion of Debt/Loan into Compulsory Convertible Preference Shares. <b>(Special Resolution)</b>	86.68	13.32
<b>Resolution 4:</b> To issue Equity Shares to Mr. Atul Punj, Promoter of the Company on preferential basis. <b>(Special Resolution)</b>	99.99	0.01
<b>Resolution 5:</b> To authorize the Board of Directors to borrow in excess of the Paid-up Capital and Free Reserves of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013. <b>(Special Resolution)</b>	86.68	13.32
<b>Resolution 6:</b> To authorize the Board of Directors to create mortgage/charge on the assets of the Company including whole or substantially the whole of undertaking(s) of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013. <b>(Special Resolution)</b>	99.99	0.01

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

For Punj Lloyd Limited



**Dinesh Thairani**  
Group President – Legal & Company Secretary

Date: July 31, 2018

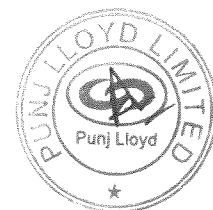


## ANNEXURE - II

## Format for Voting Results

## VOTING RESULTS OF EXTRAORDINARY GENERAL MEETING OF PUNJ LLOYD LIMITED

Date of the AGM/EGM		July 30, 2018							
Total number of shareholders on record date (ie. July 23, 2018)		304746							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		8							
Public:		458							
No. of Shareholders attended the meeting through Video Conferencing		NO VIDEO CONFERENCE							
Promoters and Promoter Group:		Not Applicable							
Public:		Not Applicable							
<b>Agenda- wise disclosure (to be disclosed separately for each agenda item)</b>									
The mode of voting for all the items/resolutions were:									
1. E-voting conducted between July 27, 2018 (9.00 A.M.) to July 29, 2018 (5.00 P.M.) and									
2. Poll conducted at the Extraordinary General Meeting (EGM)									
Given below is the combined result of e-voting and poll in respect of all the items/resolutions proposed in the Notice of the EGM:									
<b>ResolutionNo. 1 : To sub-divide the Preference Share of face value of Rs.10/- each into 5 Preference Shares of Rs.2/- each and increase in Authorised Share Capital of the Company</b>									
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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00	
Public-Institutions	E-Voting	23387730	45	0.00	0	45	0.00	100.00	
	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	23387730	45	0.00	0	45	0.00	100.00	
Public-Non Institutions	E-Voting	192749244	64621	0.03	58256	6365	90.15	9.85	
	Poll		10663	0.01	1998	8665	18.74	81.26	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	192749244	75284	0.04	60254	15030	80.04	19.96	
Total		335595745	119534100	35.62	119519025	15075	99.99	0.01	



## 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

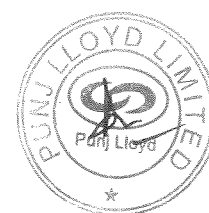
Resolution No. 2 : To authorize the lenders to convert their outstanding facilities into equity and/or other security(s) in terms of Section 62(3) of the Companies Act, 2013								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00
Public-Institutions	E-Voting	23387730	18352746	78.47	0	18352746	0.00	100.00
	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	23387730	18352746	78.47	0	18352746	0.00	100.00
Public-Non Institutions	E-Voting	192749244	64196	0.03	60831	3365	94.76	5.24
	Poll		10373	0.01	1708	8665	16.47	83.53
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	192749244	74569	0.04	62539	12030	83.87	16.13
Total		335595745	137886086	41.09	119521310	18364776	86.68	13.32

Resolution No. 3 : Conversion of Debt/Loan into Compulsory Convertible Preference Shares.								
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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00
Public-Institutions	E-Voting	23387730	18352746	78.47	0	18352746	0.00	100.00
	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	23387730	18352746	78.47	0	18352746	0.00	100.00
Public-Non Institutions	E-Voting	192749244	64196	0.03	59344	4852	92.44	7.56
	Poll		10373	0.01	1708	8665	16.47	83.53
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	192749244	74569	0.04	61052	13517	81.87	18.13
Total		335595745	137886086	41.09	119519823	18366263	86.68	13.32

Resolution No. 4 : To issue Equity Shares to Mr. Atul Punj, Promoter of the Company on preferential basis.								
Resolution required: (Ordinary/ Special)			Special					
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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00
Public-Institutions	E-Voting	23387730	45	0.00	45	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	23387730	45	0.00	45	0	100.00	0.00
Public-Non Institutions	E-Voting	192749244	64621	0.03	56369	8252	87.24	12.77
	Poll		10373	0.01	1708	8665	16.47	83.53
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	192749244	74994	0.04	58077	16917	77.44	22.56
Total		335595745	119533810	35.62	119516893	16917	99.99	0.01

Resolution No. 5 : To authorize the Board of Directors to borrow in excess of the Paid-up Capital and Free Reserves of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.								
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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00
Public-Institutions	E-Voting	23387730	18352746	78.47	0	18352746	0.00	100.00
	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	23387730	18352746	78.47	0	18352746	0.00	100.00
Public-Non Institutions	E-Voting	192749244	64621	0.03	57484	7137	88.96	11.04
	Poll		10373	0.01	1708	8665	16.47	83.53
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	192749244	74994	0.04	59192	15802	78.93	21.07
Total		335595745	137886511	41.09	119517963	18368548	86.68	13.32

Resolution No. 6 : To authorize the Board of Directors to create mortgage/charge on the assets of the Company including whole or substantially the whole of undertaking(s) of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013.								
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	119458771	119458771	100.00	119458771	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	119458771	119458771	100.00	119458771	0	100.00	0.00
Public-Institutions	E-Voting	23387730	45	0.00	0	45	0.00	100.00
	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	23387730	45	0.00	0	45	0.00	100.00
Public-Non Institutions	E-Voting	192749244	64621	0.03	59489	5132	92.06	7.94
	Poll		10373	0.01	1708	8665	16.47	83.53
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	192749244	74994	0.04	61197	13797	81.60	18.40
Total		335595745	119533810	35.62	119519968	13842	99.99	0.01





ANNEXURE - III

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

To,

The Chairman

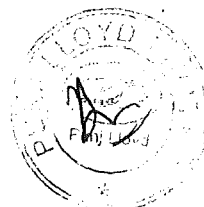
Extraordinary General Meeting of the Equity Shareholders

Of Punj Lloyd Limited held on 30th Day of July, 2018 at 10.40 A.M.

At The Zest at Apparel House, Institutional Area, Sector - 44, Gurugram - 122003, Haryana.

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 2013 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 2013 Act read with Rule 21 of Rules, on the proposed resolutions contained in the notice of the Extraordinary General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 30<sup>th</sup> July, 2018 at 10.40 A.M. at The Zest at Apparel House, Institutional Area, Sector - 44, Gurugram - 122003, Haryana (EGM).
- 2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and for poll at the EGM on the resolutions contained in the Notice of the EGM 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 EGM 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 EGM, our report is based on counting of votes cast by the members through ballot paper.
- 3 The remote e-voting period remained opened from 27th July, 2018 (9.00 A.M.) to 29th July, 2018 ( 5.00 P.M.) (both days inclusive) and was disabled thereafter.
- 4 The members holding shares as on the "cut off" date i.e. 23rd July, 2018 were entitled to vote on the proposed resolutions by remote e-voting or voting through ballot paper at the EGM.
- 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 EGM.
- 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 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 and 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 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. 23rd July, 2018) 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 EGM through Ballot paper, the votes caste through remote e-voting were unblocked on 30th July, 2018 at around 11.13 A.M. in the presence of two witnesses, Mr. Sumit Aggarwal and 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  
E-2/11, MODEL TOWN-2  
DELHI-110009

ii) *Shagun*  
(SHAGUN VERMA)  
D/O Sh. Shailendra Kumar Maheshwar  
53 Bhasat Nagar  
Delhi-110052

- 10 In the case of e-voting, e-votes by 1 (One) member 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.
- 11 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 EGM on Item No. 1 - Ordinary Resolution**

To sub-divide the Preference Share of face value of Rs.10/- each into 5 Preference Shares of Rs.2/- each and increase in Authorised Share Capital of the Company

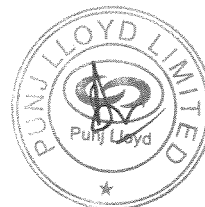
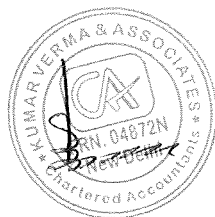
Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - evoting	Ballot paper at EGM	Total	Remote - evoting	Ballot paper at EGM	Total	
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	12	2	14	18356071	23	18356094	
Valid votes	83	46	129	119523437	10663	119534100	
Assent / Favour	76	45	121	119517027	1998	119519025	99.99
Dissent / Against	7	1	8	6410	8665	15075	0.01
	83	46	129	119523437	10663	119534100	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 119534100 E-votes and Poll polled; 119519025 votes were cast ASSENTING to the Ordinary Resolution constituting 99.99 % of the votes polled; 15075 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. 1 is passed with requisite majority.







ii) **Consolidated Results of E-Voting & Poll at the EGM on Item No. 2 - Special Resolution**

To authorize the lenders to convert their outstanding facilities into equity and/or other security(s) in terms of Section 62(3) of the Companies Act, 2013

Particulars	No. of members voted#			No. of votes cast by them			
	Remote -	Ballot	Total	Remote -	Ballot	Total	% of total number
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	2	2	4	3795	313	4108	
Valid votes	93	46	139	137875713	10373	137886086	
Assent / Favour	76	45	121	119519602	1708	119521310	86.68
Dissent / Against	17	1	18	18356111	8665	18364776	13.32
	93	46	139	137875713	10373	137886086	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 137886086 E-votes and Poll polled; 119521310 votes were cast ASSENTING to the Special Resolution constituting 86.68 % of the votes polled; 18364776 votes were cast DISSENTING to the Special Resolution constituting 13.32 % of the votes polled on the Special Resolution.

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

iii) **Consolidated Results of E-Voting & Poll at the EGM on Item No. 3 - Special Resolution**

Conversion of Debt/Loan into Compulsory Convertible Preference Shares

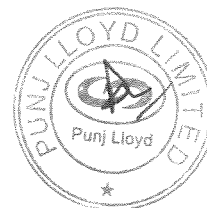
Particulars	No. of members voted#			No. of votes cast by them			
	Remote -	Ballot	Total	Remote -	Ballot	Total	% of total number
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	2	2	4	3795	313	4108	
Valid votes	93	46	139	137875713	10373	137886086	
Assent / Favour	73	45	118	119518115	1708	119519823	86.68
Dissent / Against	20	1	21	18357598	8665	18366263	13.32
	93	46	139	137875713	10373	137886086	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 137886086 E-votes and Poll polled; 119519823 votes were cast ASSENTING to the Special Resolution constituting 86.68 % of the votes polled; 18366263 votes were cast DISSENTING to the Special Resolution constituting 13.32 % of the votes polled on the Special Resolution.

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





iv) **Consolidated Results of E-Voting & Poll at the EGM on Item No. 4 - Special Resolution**  
To issue Equity Shares to Mr. Atul Punj, Promoter of the Company on preferential basis

Particulars	No. of members voted#			No. of votes cast by them			
	Remote -	Ballot	Total	Remote -	Ballot	Total	% of total number
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	12	2	14	18356071	313	18356384	
Valid votes	83	46	129	119523437	10373	119533810	
Assent / Favour	69	45	114	119515185	1708	119516893	99.99
Dissent / Against	14	1	15	8252	8665	16917	0.01
	83	46	129	119523437	10373	119533810	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 119533810 E-votes and Poll polled; 119516893 votes were cast ASSENTING to the Special Resolution constituting 99.99 % of the votes polled; 16917 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. 4 is passed with requisite majority.

v) **Consolidated Results of E-Voting & Poll at the EGM on Item No. 5 - Special Resolution**

To authorize the Board of Directors to borrow in excess of the Paid-up Capital and Free Reserves of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013

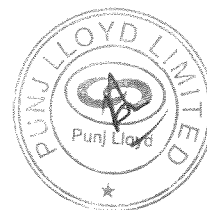
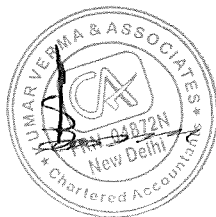
Particulars	No. of members voted#			No. of votes cast by them			
	Remote -	Ballot	Total	Remote -	Ballot	Total	% of total number
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	1	2	3	3370	313	3683	
Valid votes	94	46	140	137876138	10373	137886511	
Assent / Favour	69	45	114	119516255	1708	119517963	86.68
Dissent / Against	25	1	26	18359883	8665	18368548	13.32
	94	46	140	137876138	10373	137886511	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 137886511 E-votes and Poll polled; 119517963 votes were cast ASSENTING to the Special Resolution constituting 86.68 % of the votes polled; 18368548 votes were cast DISSENTING to the Special Resolution constituting 13.32 % 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 EGM on Item No. 6 - Special Resolution**

To authorize the Board of Directors to create mortgage/charge on the assets of the Company including whole or substantially the whole of undertaking(s) of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013

Particulars	No. of members voted#			No. of votes cast by them			
	Remote -	Ballot	Total	Remote -	Ballot	Total	% of total number
Number	96	49	145	138744508	10904	138755412	
Less: Invalid votes	1	2	3	865000	218	865218	
Less: Abstained from Voting*	12	2	14	18356071	313	18356384	
Valid votes	83	46	129	119523437	10373	119533810	
Assent / Favour	70	45	115	119518260	1708	119519968	99.99
Dissent / Against	13	1	14	5177	8665	13842	0.01
	83	46	129	119523437	10373	119533810	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 119533810 E-votes and Poll polled; 119519968 votes were cast ASSENTING to the Special Resolution constituting 99.99 % of the votes polled; 13842 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. 6 is passed with requisite majority.

- 12 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 Annual General Meeting and thereafter, the same will be handed over to the Company.

Thanking you,

Yours faithfully,

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



Place: New Delhi

Date: July 31, 2018

For PUNJ LLOYD LIMITED

DINESH THAIRANI  
Group President-Legal & Company Secretary