



PUNJ LLOYD LIMITED
CIN: L74899DL1988PLC033314
Regd. Office: Punj Lloyd House, 17-18, Nehru Place, New Delhi -110 019
Website: www.punjllloyd.com Email: info@punjllloyd.com
Tel: +91 124 262 0123 Fax: +91 124 262 0111



Notice

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Punj Lloyd Limited will be held on Thursday, the 21st day of September, 2017 at 10:30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 to transact the following business:-

A. ORDINARY BUSINESS:

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 the 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;
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.
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.

B. SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary**

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] (“the Act”), Mr. Atul Kumar Jain (DIN: 02208079), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 10, 2016 in terms of the provisions of Section 161 of the Act and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule V to the Act, the Company hereby approves the appointment of Mr. Atul Kumar Jain (DIN: 02208079) as Whole Time Director of the Company for a period of five years with effect from August 10, 2016 on the following remuneration:



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I. Basic Salary	Upto Rs.15,00,000/- (Rupees Fifteen Lacs Only) per month as may be determined by the Board of Directors or any Committee of the Board existing or as may be constituted from time to time (hereinafter referred to as "the Board").
II. Perquisites/Allowances	Perquisites, as per rules of the Company, shall be allowed in addition to Basic Salary.
(a) Special Allowance	Upto Rs. 15,00,000/- (Rupees Fifteen Lacs Only) per month as may be decided by the Board.
(b) Leased accommodation or HRA in lieu thereof and reimbursement of expenditure or allowance in respect of medical expenses and leave travel concession incurred for self and family, soft furnishing, maintenance of furniture & fixtures etc., ex-gratia and education allowance and any other perquisites or allowances etc.	In accordance with the rules of the Company.

In addition to above perquisites/allowances, Mr. Atul Kumar Jain shall also be entitled to the following benefits:

(c) Other entitlements	<p>(a) Contribution to Provident Fund & Superannuation Fund or Annuity Fund:- Contribution to Provident Fund & Superannuation Fund or Annuity Fund to the extent, these either singly or put together are not taxable under the Income Tax Act, 1961, and shall be subject to maximum amount as may be permitted under the Company's rules.</p> <p>(b) Gratuity:- Gratuity payable shall not exceed half a month's salary for each completed year of service and shall be subject to maximum amount as may be permitted under the Gratuity Act.</p> <p>(c) Car and Telephone:- Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Atul Kumar Jain.</p>
III. Performance linked Incentive	Such amounts or percentage of net profits as may be decided by the Board.

Mr. Atul Kumar Jain shall not be entitled to any sitting fee for attending Board / Committee Meetings thereof.

RESOLVED FURTHER THAT in case of no profits or inadequacy of profits, in any financial year(s), the consent of the Members be and is hereby granted for payment of above remuneration for a period of three years with effect from August 10, 2016 to Mr. Atul Kumar Jain in accordance with the provisions of Sections 196, 197, 203 and other applicable

provisions, if any, of the Act and the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule V to the Act and subject to approval of the Central Government.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its



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absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] (“the Act”), Ms. Jyoti Punj (DIN: 00675900), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 18, 2016 in terms of the provisions of Section 161 of the Act and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 143 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] (“the Act”), the Board of Directors (hereinafter referred to as “the Board” which terms shall include any committee constituted by the Board or any person authorised by the Board or any Committee thereof) be and is hereby authorized to appoint any person(s) qualified to act as Branch Auditor within the provisions of Section 143 of the Act, as Branch Auditors of any branch office of the Company, whether existing or which may be opened hereafter, in India or abroad, in consultation with the Company’s Statutory Auditors and to fix their remuneration.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section

148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], a remuneration of Rs.60,000/- (Rupees Sixty Thousand Only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, payable to M/s. Amit Singhal & Associates (Firm Regn. No. 101073), Cost Accountants, Delhi, in their capacity as Cost Auditors of the Company for the Financial Year 2016-17 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take all such steps as the Board may deem necessary to give effect to this resolution.”

By Order of the Board of Directors
For PUNJ LLOYD LIMITED

Place: Gurugram
Date : August 10, 2017

Dinesh Thairani
Group President - Legal &
Company Secretary

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

A Proxy Form is attached to this Notice.

2. During the period beginning 24 hours before the time fixed



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for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during 9:00 A.M. to 6:00 P.M., provided that not less than three days of notice in writing is given to the Company.

3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to the provisions of Section 205C of the Companies Act, 1956 [corresponding to Section 124(5) of the Companies Act, 2013], the Company has transferred the unpaid or unclaimed dividends for the financial year 2008-09, after the expiry of seven years period to the Investor Education and Protection Fund ("the IEPF") established by the Central Government. Further, in terms of the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has duly uploaded the details of unpaid and unclaimed dividend for the financial year 2008-09 in Form IEPF 1 on the website of the Ministry of Corporate Affairs under the head 'IEPF'. Dividend amounts for the Financial Year 2009-10, remaining unpaid or unclaimed in Unpaid Dividend Account 2009-10, after expiry of seven years from the due date of transfer to the said account, shall be transferred to the IEPF account established by the Central Government on or before due date. Members who have not encashed their dividend warrants are advised to contact the Registrar and Share Transfer Agents of the Company - M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, for claiming their unpaid dividend before it gets transferred to IEPF account established by the Central Government. Further, as per the provisions of Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Form IEPF 2 containing details of all unpaid or unclaimed dividend lying in Unpaid Dividend Accounts of the Company as on August 10, 2016 prior to completion of seven years period from the date of transfer of Dividend amount into such unpaid Dividend Account(s), has been duly uploaded on the website of the Ministry of Corporate Affairs under the head 'IEPF' and also on the website of the Company www.punjilloyd.com.
5. The Register of Members of the Company shall remain closed from September 14, 2017 to September 21, 2017 (both days inclusive).
6. Members holding Equity Shares in physical form are requested to notify any change in their address, to the Registrar & Share Transfer Agents of the Company - M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 and Members holding Equity Shares in dematerialized form are requested to contact their respective Depository Participants for updation of their addresses, e-mail ID, bank account details, if any.
7. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number on the Attendance Slip for attending the Meeting.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto. Brief resume and other particulars of Directors who are proposed to be appointed/ re-appointed, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also enclosed and forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with Registrar and Share Transfer Agents of the Company/ Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. The Notice of the 29th Annual General Meeting and instructions for e-voting, along with the Attendance Slip, Proxy Form and the Annual Report 2016-17, are being sent by electronic mode to all members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar and Share Transfer Agent of the Company / Depository Participant(s) of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.



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12. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.
13. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company’s website (www.punjilloyd.com) for their download. The physical copies of the aforesaid documents and documents referred to in the notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Company’s Registered Office and the Corporate Office during 11:00 A.M. to 1:00 P.M. on all working days upto the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor e-mail id: investors@punjilloyd.com.

14. Remote E-voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Thursday, September 14, 2017, i.e. cut-off date are entitled to vote on the Resolutions set forth in this Notice. Remote e-voting is optional. The remote e-voting period will commence at 9.00 a.m. on Monday, September 18, 2017 and will end at 5.00 p.m. on Wednesday, September 20, 2017. The facility for voting by ballot/polling paper shall also be made available at the Annual General Meeting (“AGM”) and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person who is not a member as on the cut-off date should

treat this Notice for information purposes only.

Mr. Ashok Kumar Verma, Chartered Accountant (Membership No: 81700) has been appointed to act as the Scrutinizer, to scrutinize the remote e-voting process and voting by ballot/polling paper at the AGM in a fair and transparent manner.

The Members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) for facilitating remote e-voting for the AGM. The instructions for remote e-voting are as under:
 - (a) In case of Members receiving an e-mail from Karvy:

Launch an internet browser and open <https://evoting.karvy.com>

 - (i) Enter the login credentials (i.e. User ID and Password). The Event No.+Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (ii) After entering the above details Click on – Login.
 - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the E-Voting Event.
 - (vi) Select the EVENT of Punj Lloyd Limited and click on - Submit.
 - (vii) Now you are ready for e-voting as “Cast Vote” page opens.



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- (viii) Cast your vote by selecting appropriate option and click on "Submit". Click on "OK" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at ashok@kvaca.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip:

(i) Initial password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD
-	-	-

(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xi) above, to cast vote.

- II. In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) and "remote e-voting user manual" available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Thursday, September 14, 2017. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The voting period shall commence at 9.00 a.m. on Monday, September 18, 2017 and will end at 5.00 p.m. on Wednesday, September 20, 2017. The e-voting module shall be disabled by Karvy at 5.00 p.m. on Wednesday, September 20, 2017.

- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date i.e. September 14, 2017 may obtain the user ID and Password for exercising their right to vote by electronic means as given below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> Event Number PJJ1234567
 - b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1-800-3454-001.
 - d. Member may send an e-mail request to evoting@karvy.com

The Scrutinizer shall immediately after the conclusion of the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, in writing, within 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report to the Chairman or any person authorized by him, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The manner in which members have cast their votes, that is, affirming or negating the resolution(s), shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast at the AGM. However, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of the AGM, details relating to members, (such as their names, folios, DP ID/ Client ID, number of shares held and such other information that the scrutinizer may require), who have cast votes through remote e-voting but not the manner in which they have cast



their votes.

The result of the remote e-voting along with the result of the poll conducted at the AGM and the Scrutinizer's Report shall be sent to the stock exchanges, where the securities of the Company are listed and placed on the Company's website "www.punjilloyd.com" and on the website of Karvy <https://evoting.karvy.com> within 48 hours of conclusion of the AGM.

15. Poll at the Meeting

After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised by the Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website: www.punjilloyd.com within 48 hours of conclusion of the AGM and on the website of Karvy <https://evoting.karvy.com> and also informed to the stock exchanges where the securities of the Company are listed within 48 hours of conclusion of the AGM.

16. A route map and prominent land mark for easy location to the venue of the AGM is given on the last page of this Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND DISCLOSURES PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 4 & 5

Mr. Atul Kumar Jain was appointed as an Additional Director by the Board of Directors with effect from August 10, 2016 and in terms of the provisions of Section 161 of the Companies Act, 2013 ("the Act"), he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Mr. Atul Kumar Jain for the office of Director of the Company, whose period of office shall be

liable to determination by retirement of Directors by rotation.

Mr. Atul Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as a Director.

His brief resume and other particulars as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India, have been given under the heading "Information regarding the Directors proposed to be appointed/re-appointed pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India."

The Board considers it desirable to have the benefit of his advice and guidance and recommends the resolution at Item No. 4 for approval of the members as an Ordinary Resolution.

Save and except Mr. Atul Kumar Jain as an appointee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors /Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

Mr. Atul Kumar Jain was also appointed as Whole Time Director by the Board of Directors of the Company with effect from August 10, 2016 for a period of five years and payment of remuneration to him is as specified in the Special Resolution set out at Item No. 5 of the Notice.

In view of the inadequacy of profits, the Nomination and Remuneration Committee of the Company in its meeting held on August 10, 2016 had approved the remuneration payable to Mr. Atul Kumar Jain as specified in the special resolution set out at Item No. 5 of the Notice for a period of three years with effect from August 10, 2016.

In terms of Section 197 of the Act, the remuneration payable to Mr. Atul Kumar Jain shall be subject to the approval of the Central Government.

A Statement containing the requisite information in accordance with the requirement of Section II of Part II of Schedule V to the Act is also attached.

Accordingly, the Board of Directors recommend the Special Resolution at Item No. 5 for approval of members.



Save and except Mr. Atul Kumar Jain as an appointee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Ms. Jyoti Punj was appointed as an Additional Director by the Board of Directors with effect from August 18, 2016 and in terms of the provisions of Section 161 of the Companies Act, 2013 ("the Act"), she holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of Ms. Jyoti Punj for the office of Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Ms. Jyoti Punj is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has given her consent to act as a Director.

Her brief resume and other particulars as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India have been given under the heading "Information regarding the Directors proposed to be appointed/ re-appointed pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) issued by the Institute of Company Secretaries of India."

The Board considers it desirable to have the benefit of her advice and guidance and recommends the resolution set out at Item No. 6 for approval of the members as an Ordinary Resolution.

Save and except Ms. Jyoti Punj as an appointee, Mr. Atul Punj, Mr. Shiv Punj and their relatives, to the extent of their shareholding interest in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

The Company has branches in India and abroad and may also

open new branches in India and abroad in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches. The members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Statutory Auditors and fix their remuneration.

None of the Directors/ Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the members.

ITEM NO. 8

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on August 10, 2016 approved the appointment of M/s. Amit Singhal & Associates, Cost Accountants, Delhi, as the Cost Auditors of the Company for the Financial Year 2016-17 at a remuneration of Rs.60,000/- (Rupees Sixty Thousand Only) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies ("Audit and Auditors") Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is being sought for passing of an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year 2016-17.

None of Directors/ Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the members.

By Order of the Board of Directors
For PUNJ LLOYD LIMITED

Dinesh Thairani

Group President - Legal &
Company Secretary

Place: Gurugram

Date : August 10, 2017



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INFORMATION REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

MR. SHIV PUNJ

Mr. Shiv Punj is a Whole-time Director of the Company. He joined the Business Strategy and Corporate Development Department, rising to assume greater responsibility as a Director on the Board.

With a Bachelor of Arts in International Global Studies from Brandeis University at Waltham, US and A Levels from Millfield School, Somerset UK, Mr. Shiv interned with reputed investment banking firm - J P Morgan Chase and the innovative safety, security

and technology solution provider -Olive Group. Thereafter he joined Bain & Company as Associate Consultant.

Mr. Shiv's education in international global studies and his understanding of global markets, client servicing and diverse industries had been a great asset to the Group's diverse and global operations.

Mr. Shiv had been instrumental in exploring new markets and strategies to promote business. He played an integral role in change management within the Group.

Except Mr. Atul Punj, being his father and Ms. Jyoti Punj, who is related to Mr. Shiv Punj being members of HUF, he is not related to any other Director of the Company.

Mr. Shiv Punj, aged 27 years, does not hold any shares in the Company as on date.

The Board Meetings attended by Mr. Shiv Punj are given under Corporate Governance Report.

Details of Entities in which Mr. Shiv Punj holds Directorship and Chairmanship/ Membership of Committees of the Board:

Sl. No.	Name of Companies / Bodies Corporate	Position held *	Name of the Committee of the Board **	Chairmanship / Membership
1.	Punj Lloyd Limited	Executive Director	Stakeholders' Relationship Committee cum Shareholders'/ Investors' Grievance Committee	Member
2.	Atna Investments Limited	Director	-	-
3.	PLN Construction Limited	Director	-	-
4.	Spectra Punj Lloyd Limited	Director	-	-

* The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

** Memberships/ Chairmanships of the Audit Committees and Stakeholders Relationship Committee / Shareholders'/ Investors' Grievance Committees of public limited Companies have been considered.

MR. ATUL KUMAR JAIN

Mr. Atul Kumar Jain is a Whole Time Director of the Company. He is a Chemical Engineer from Roorkee University. He joined the Group as Graduate Engineer Trainee (GET) in 1982 and now he is spearheading the global diversified operations and leading the management team.

Mr. Jain was instrumental in the growth of the Company in its initial years. From the Group's primary insulation jobs in Algeria and Indonesia, his expertise in Pipelines saw the vertical emerge as an area of core competence for the Company. He has successfully executed the construction of the first overseas pipeline in Indonesia,

Pertamina's Balongan-Jakarta and the other projects thereafter.

He has also completed the construction of Multi Product Pipeline in Malaysia for SHELL/ Petronas, Mangalore - Bangalore Pipeline Project and the transnational pipeline, Baku-Tbilisi-Ceyhan Crude Oil Pipeline in Turkey and Georgia for Botas/BP.

Mr. Jain was responsible for developing the oil and gas businesses of refineries, tankage & terminals and Power and was involved in formulation of the Company's strategies to expand its footprint in other geographies. During his tenure as President and CEO of the entire Middle East, Africa and CIS regions of the Company, he has executed mega orders including the Shah Gas Gathering Station in



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Abu Dhabi, Strategic Gas Transmission Pipeline, Fuel Systems and Polysilicon Project in Qatar.

Forging new relationships and fostering old, Mr. Jain was also involved in large wins for the Company - ORPIC and OGC in Oman and RAPID in Malaysia for Petronas.

Mr. Jain is spearheading the global diversified operations and leading the Management team. His primary focus will be on improving operation, augmenting process and strengthen various business entities. His positive outlook and leadership qualities

have helped establish a competent and passionate team while his negotiation skills have immensely benefited the company in inking new contracts. Apart from core business, he will leverage support functions to play pivotal role in Group performance.

Mr. Atul Kumar Jain, aged 56 years does not hold any share in the Company as on date.

The Board Meetings attended by Mr. Atul Kumar Jain are given under the Corporate Governance Report.

Details of Entities in which Mr. Atul Kumar Jain holds Directorship and Chairmanship/ Membership of Committees of the Board:

Sl. No.	Name of Companies / Bodies Corporate	Position held *	Name of the Committee of the Board**	Chairmanship / Membership
1.	Punj Lloyd Limited	Whole Time Director	-	-
2.	PLN Construction Limited	Director	-	-

* The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

** Memberships/ Chairmanships of the Audit Committees and Stakeholders Relationship Committee / Shareholders'/ Investors' Grievance Committees of public limited Companies have been considered.

MS. JYOTI PUNJ

Ms. Jyoti Punj is a Non Executive Director of the Company. Ms. Jyoti Punj is an entrepreneur in the field of Interior Designing Services, manufacturing and retail. Ms. Jyoti Punj is also part of Promoter Group of the Company.

Ms. Jyoti Punj a Graduate in Commerce from Jesus & Mary College, New Delhi. She went onto study German in New Delhi & Italian in Rome, Italy, before studying Interior Design in London.

She started her own Interior Design Business in 1990's and covered Projects in the Residential, Retail, Healthcare & Embassies. She has keen interest in trekking High Altitude Mountains and Passes.

Some of her recent achievements have been Annapurna Base Camp in Nepal, Audens Col in the Gangotri Range, and summiting Kilimanjaro in Africa, the highest free standing mountain in the world.

Except Mr. Atul Punj, being her Brother and Mr. Shiv Punj, who is related to Ms. Jyoti Punj being members of HUF, she is not related to any other Director of the Company.

Ms. Jyoti Punj, aged 58 years holds 5,01,725 shares in the Company as on date.

The Board Meetings attended by Ms. Jyoti Punj are given under the Corporate Governance Report.

Details of Entities in which Ms. Jyoti Punj holds Directorship and Chairmanship/ Membership of Committees of the Board:

Sl. No.	Name of Companies / Bodies Corporate	Position held *	Name of the Committee of the Board**	Chairmanship / Membership
1.	Punj Lloyd Limited	Director	-	-
2.	Intramural Design Limited	Director	-	-

* The Directorships held by Director as mentioned above does not include alternate directorships, directorships in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

** Memberships/ Chairmanships of the Audit Committees and Stakeholders Relationship Committee / Shareholders'/ Investors' Grievance Committees of public limited Companies have been considered.



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STATEMENT CONTAINING INFORMATION AND DISCLOSURES AS REQUIRED UNDER SUB PARAGRAPH (iv) OF SECTION II, PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

GENERAL INFORMATION

Nature of Industry	Engineering, Procurement and Construction (EPC)
Date or expected date of commencement of commercial production	It is an established Company and commenced its activities in 1988
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	See annexure "A" below
Foreign investments or collaborations, if any	See Annexure "B" below

INFORMATION ABOUT THE APPOINTEE	MR. ATUL KUMAR JAIN
Background details	<p>Mr. Atul Kumar Jain is a Whole Time Director of the Company. He is a Chemical Engineer from Roorkee University. He joined the Group as Graduate Engineer Trainee (GET) in 1982 and now he is spearheading the global diversified operations and leading the management team.</p> <p>Mr. Jain was instrumental in the growth of the Company in its initial years. From the Group's primary insulation jobs in Algeria and Indonesia, his expertise in Pipelines saw the vertical emerge as an area of core competence for the Company. He has successfully executed the construction of the first overseas pipeline in Indonesia, Pertamina's Balongan-Jakarta and the other projects thereafter. He has also completed the construction of Multi Product Pipeline in Malaysia for SHELL/ Petronas, Mangalore - Bangalore Pipeline Project and the transnational pipeline, Baku-Tbilisi-Ceyhan Crude Oil Pipeline in Turkey and Georgia for Botas/BP.</p> <p>Mr. Jain was responsible for developing the oil and gas businesses of refineries, tankage & terminals and Power and was involved in formulation of the Company's strategies to expand its footprint in other geographies. During his tenure as President and CEO of the entire Middle East, Africa and CIS regions of the Company, he has executed mega orders including the Shah Gas Gathering Station in Abu Dhabi, Strategic Gas Transmission Pipeline, Fuel Systems and Polysilicon Project in Qatar.</p> <p>Forging new relationships and fostering old, Mr. Jain was also involved in large wins for the Company - ORPIC and OGC in Oman and RAPID in Malaysia for Petronas.</p>
Past Remuneration	Prior to his appointment as Whole Time Director, Mr. Atul Kumar Jain was working as President & CEO, RO-Abu Dhabi of the Company and the last remuneration drawn by him in FY 2015-16 was Rs. 3,82,27,835/-.
Recognition or awards	None
Job profile and his suitability	Mr. Jain is spearheading the global diversified operations and leading the Management team. His primary focus will be on improving operation, augmenting process and strengthen various business entities.

	<p>His positive outlook and leadership qualities have helped establish a competent and passionate team while his negotiation skills have immensely benefited the company in inking new contracts.</p> <p>Apart from core business, he will leverage support functions to play pivotal role in Group performance.</p>
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OTHER INFORMATION

<p>Reason of loss or inadequate profits</p>	<p>It is a known fact that the entire oil, energy and infrastructure sector has slowed down. With large number of stalled or slow-moving projects owing to drop in oil prices, amongst other factors, the infrastructure development has slowed down considerably and there has been a major financial liquidity crunch and infrastructure service providers are struggling to manage the emerging debt burden.</p> <p>Further, the Company has faced various headwinds on some of its projects/ regions. First, it had to abandon the large portfolio of projects in Libya/Yemen in the aftermath of political turmoil in the region. Second, there is a considerable amount blocked under claims and pending final settlement. As most of these are mired in litigation which in itself is a sluggish process, the settlement is taking its own time. Third, to realign its financial imperatives, the Company had drawn up a Corrective Action Plan (CAP) along with its financial partners in financial year FY 2015. However, due to several reasons, some of which were beyond anyone's control, there was a time-mismatch in requirements and the actual release of financial assistance from lenders that was necessary for successful execution of the CAP.</p> <p>These factors have eventually put pressure on working capital and affected the operational activities and led the Company to its present state and further accentuated the pressure on the Company's balance sheet and financial performance in FY 2017.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>The adversities as mentioned above have warranted a major course correction of Punj Lloyd's business.</p> <p>To realign its strategic path with the financial imperatives of increasing cash flows and reducing its debt exposure, it is cohesively working with the lenders to carve out another round of financial restructuring that will provide the necessary breathing space to the Company to chart out its business turnaround, that's first.</p> <p>Secondly, though the Company still continues to be a dominant player in now sluggish Oil and Gas sector but it is also diversifying into building & infrastructure space and developing defence capabilities.</p> <p>Thirdly, with the recent developments on substantial claims, the Company expects to get the same settled in finality in its favor within the current fiscal year. The Company plans to utilize a major portion of such realization towards repayment of its dues towards lenders, thereby reducing its debt and finance cost burden.</p> <p>Fourthly, the Company is extensively looking to monetize its non-core assets, especially its infrastructure SPV's, amongst others.</p>



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	<p>Lastly, the Company continues to re-engineer its processes in order to improve margins on the projects, through effective execution and management of its resources. Further, the Company is cautiously focused on new projects with high margins.</p> <p>With all the above measures in place, coupled with the support from lenders, the performance of the Company is expected to improve remarkably.</p>
Expected increase in productivity and profits in measurable terms.	<p>With the aforementioned improvement measures in place and a focused review, control and monitoring approach by the management, the overall operations are expected to result in an improved productivity and profitability.</p> <p>With the sincere efforts of the management, towards improvement of financial performance, coupled with favorable macro-economic conditions, the Company remains cautiously optimistic about its prospects in FY 2018 and going forward.</p>

The disclosures in respect of remuneration package and other details of all the Directors are given at appropriate places in the Corporate Governance Report annexed to the Directors Report.

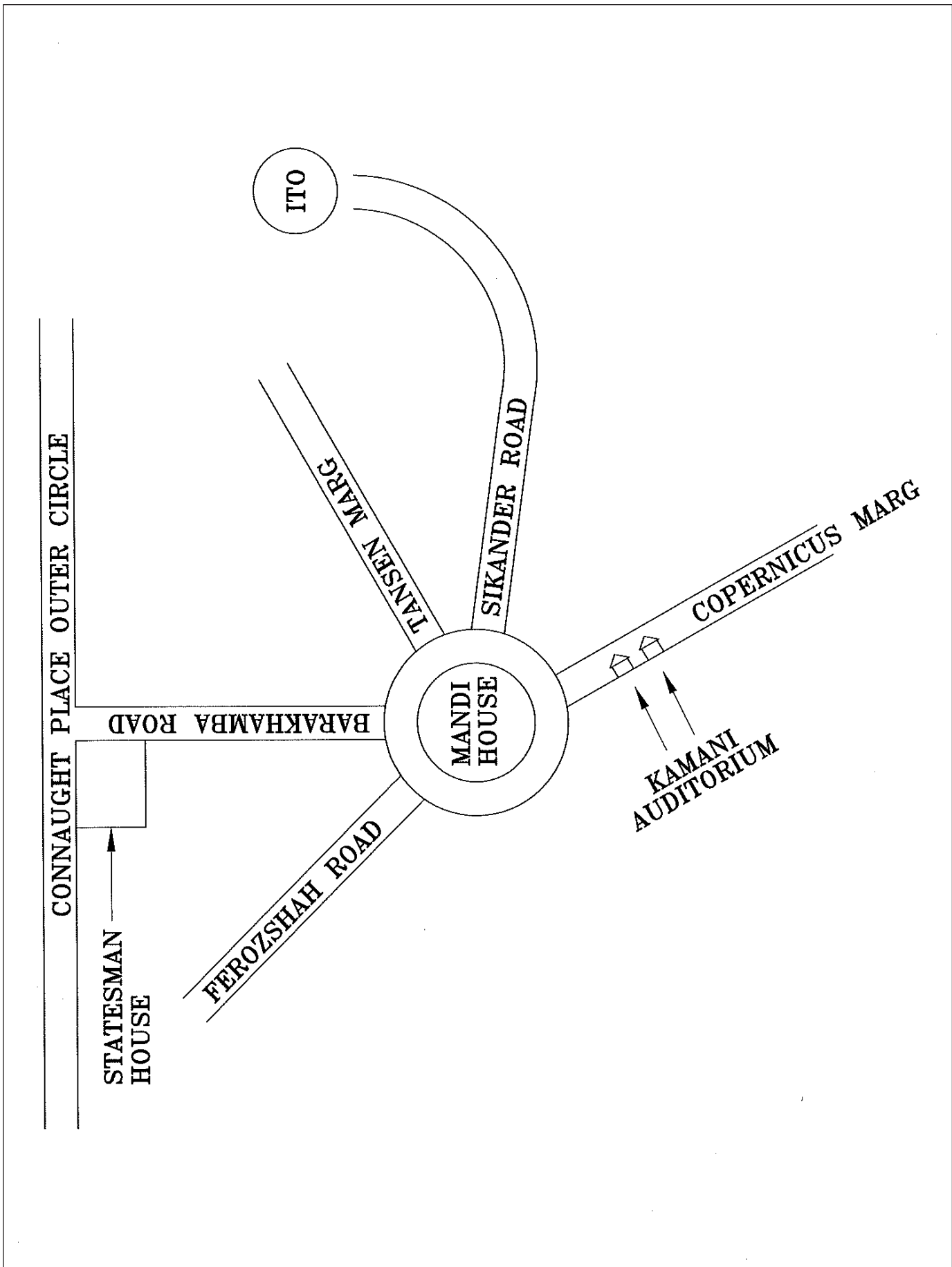
Annexure A: Financial Highlights

(Rs. in Crores)

Particulars	2016-17	2015-16
Total revenue	4,059.75	3,527.71
Earnings before interest (finance costs), tax, depreciation and amortization ("EBITDA")	107.63	(369.66)
Less: Finance costs	881.66	897.73
Profit/(loss) before tax, depreciation and amortization	(774.03)	(1,267.39)
Less: Depreciation and amortization expenses	125.13	227.90
Profit/(loss) before tax (PBT)	(899.16)	(1,495.29)
Less: Tax expenses [net off of deferred tax effect and minimum alternate tax credit entitlement/written off (net)]	(45.58)	18.42
Profit/(loss) after taxation (PAT)	(850.58)	(1,513.71)
Other Comprehensive Income	(936.91)	(214.35)
Total Comprehensive Income	(1,787.49)	(1,728.06)

Annexure B: Details of Foreign Holding in the Company as at March 31, 2017

Particulars	Number of Shares (Equity)	Percentage Holding
Foreign Promoters		
- Individuals	14,30,540	0.43%
- Bodies Corporate	7,56,91,430	22.65%
Foreign Institutional Investors	52,35,605	1.57%
Foreign Nationals	500	0.00%
Non Resident Indians	69,96,813	2.09%
Total:	8,93,54,888	26.74%





FORM No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1988PLC033314

Name of the Company: PUNJ LLOYD LIMITED

Registered Office: Punj Lloyd House, 17-18, Nehru Place, New Delhi - 110019

Name of the member(s) :
Registered address :
E-mail ID :
Folio No./ DP ID-Client ID :

I/ We, being the member(s) holding shares of the above named Company, hereby appoint :

1. Name Address E-mail ID Signature or Failing him
2. Name Address E-mail ID Signature or Failing him
3. Name Address E-mail ID Signature

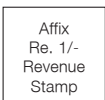
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, the 21st day of September, 2017 at 10:30 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Table with 4 columns: Resolution No., Description, For*, and Against*. It lists 8 resolutions regarding financial statements, director appointments, and auditor appointments.

Signed thisDay of 2017

1. Signature of Proxy holder(s).....
2. Signature of Proxy holder(s)
3. Signature of Proxy holder(s)

Signature of shareholder



- Note:
*1. Please put a 'X' in the Box (i.e. 'for' or 'against') in respect of the respective resolutions.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. Also please refer to Note No.1 of the Notice convening the Annual General Meeting.

