

**Punj Lloyd Ltd**

Corporate Office I, 78 Institutional Area, Sector 32, Gurgaon 122 001, India

T +91 124 262 0123 F +91 124 262 0111

info@punjlloyd.com

www.punjlloyd.com



August 14, 2015

**National Stock Exchange of India Limited**

Exchange Plaza  
Bandra Kurla Complex  
Bandra (East)  
Mumbai – 400051

**BSE Limited**

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

Symbol: PUNJLLOYD

Scrip Code: 532693 / Scrip ID: PUNJLLOYD

**Re: Information under Clause 35A of Listing Agreement**

Dear Sir/Madam,

In terms of Clause 35A of the Listing Agreement, we are enclosing herewith the details regarding the voting results of the 27<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 14, 2015 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010, as per the prescribed format.

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

CIN: L74899DL1988PLC033314

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**27<sup>TH</sup> ANNUAL GENERAL MEETING OF PUNJ LLOYD LIMITED HELD ON FRIDAY, THE 14<sup>TH</sup> DAY OF AUGUST, 2015 AT 10.30 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110010**

**Declaration of Results of e-voting and poll**

As per the provisions of the Companies Act, 2013 and also in terms of the Listing Agreement, the Company had provided the facility of e-voting to its Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 27<sup>th</sup> Annual General Meeting held on Friday, the 14<sup>th</sup> Day of August, 2015 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi 110010 (AGM).

The e-voting was open from: 9.00 a.m. on August 11, 2015 (Tuesday) to 5.00 p.m. on August 13, 2015 (Thursday).

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended up to date, shareholders/beneficiary owners holding shares either in physical or in dematerialized mode, as on the Cut-off date i.e. August 07, 2015 (Friday) were allowed to vote through remote e-voting and at the AGM by means of poll.

In line with the provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended up to date, voting by Show of hands was not permitted at the AGM, since remote e-voting facility had been offered to the Shareholders. Therefore, at the AGM, voting was conducted by means of poll.

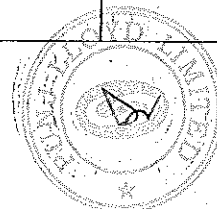
The Board of Directors had appointed Mr. Ashok Kumar Verma as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the Polling Papers received till the conclusion of the AGM and thereafter unblocked the votes cast through remote e-voting received up to 5.00 p.m. on August 13, 2015 and submitted his Report on August 14, 2015.

The Consolidated Results as per the Scrutinizer's Report dated August 14, 2015 is as follows except the results of Item No. 5 of the Notice of the above AGM :-

Particulars	% Votes in favour	% Votes Against
Resolution 1 : To receive, consider and adopt: (a) the audited Financial Statements of the Company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors in respect thereof; and (b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors in respect thereof. (Ordinary Resolution)	100.00	0.00
Resolution 2 : To appoint a director in place of Mr. P.N. Krishnan (holding DIN 00003925), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	94.36	5.64

**Registered Office**

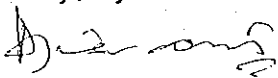
Punj Lloyd House, 17-18 Nehru Place, New Delhi 110 019, India  
CIN: L74899DL1988PLC033314



Resolution 3: To ratify the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. (Ordinary Resolution)	98.80	1.20
Resolution 4: To replace the Articles of Association of the Company with a new set of Articles of Association of the Company. (Special Resolution)	98.80	1.20
Resolution 5: To authorise the Board of Directors of the Company to enter into Business Transfer Agreement (BTA) with Punj Lloyd Industries Limited. (Ordinary Resolution)	<p>The voting result on Item No. 5 is being withheld and not notified in view of the order dated 13.08.2015 of the Hon'ble Delhi High Court in C.A. No. 2249 of 2015, filed in Company Petition No. 291 of 2014, titled as Sabic UK Petrochemical Limited Vs. Punj Lloyd Limited. The relevant extract of the said order is as under:</p> <p><i>"No decision with regard to Item No. 5 in the notice dated 17.07.2015 of the respondent shall be taken, nor shall the outcome of the votes cast be notified, till the next date of hearing; and the same shall be subject to further orders that may be passed by this Court"</i></p>	
Resolution 6: To authorise the Board of Directors of the Company to appoint Branch Auditors. (Ordinary Resolution)	100.00	0.00
Resolution 7: To approve remuneration payable to M/s. Bhavna Jaiswal & Associates (Membership No. 25970), Cost Accountants, Delhi as Cost Auditors of the Company for the Financial Year 2014-15. (Ordinary Resolution)	100.00	0.00

Based on the consolidated Report of the Scrutinizer, the resolutions as set out in the Notice of the AGM (except Resolution No. 5, which have been withheld and not notified) have been duly approved by the Shareholders with requisite majority.

For Punj Lloyd Limited



Dinesh Thairani  
Group President – Legal & Company Secretary

Date: August 14, 2015

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**Outcome of Voting of 27<sup>th</sup> Annual General Meeting of Punj Lloyd Limited  
{as per Clause 35A of Listing Agreement}**

Date of Extra-Ordinary General Meeting	August 14, 2015	
Total number of shareholders as on Cut-Off date: August 07, 2015	358,243	
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public
	10	2070
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public
	No Video Conference	No Video Conference.

**Agenda wise**

The mode of voting for the resolutions were:

1. E-voting conducted between August 11, 2015 (9.00 A.M.) to August 13, 2015 (5.00 P.M.) and
2. Poll conducted at the 27<sup>th</sup> Annual General Meeting (AGM).

Given below is the combined result of e-voting and Poll except the results of Item No. 5 of the Notice of the above AGM.

**Resolution No. 1: To receive, consider and adopt:**

- (a) the audited Financial Statements of the Company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors in respect thereof; and
- (b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors in respect thereof.

**(Resolution required - Ordinary)**

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	8803756	0	100.00	0.00
Public – others	177591984	38544	0.02	37514	1030	97.33	2.67
<b>Total</b>	<b>332095745</b>	<b>129149506</b>	<b>38.89</b>	<b>129148476</b>	<b>1030</b>	<b>100.00</b>	<b>0.00</b>

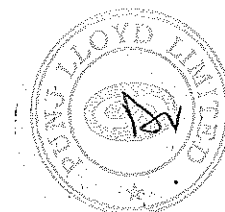
# voting rights are in proportion to shares held as on August 07, 2015.

\$ excludes invalid votes.

**Registered Office**

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

CIN: L74899DL1988PLC033314





Resolution No. 2: To appoint a director in place of Mr. P.N. Krishnan (holding DIN 00003925), who retires by rotation and being eligible offers himself for re-appointment.

(Resolution required - Ordinary)

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	1529915	7273841	17.38	82.62
Public – others	177591984	38652	0.02	33775	4877	87.38	12.62
<b>Total</b>	<b>332095745</b>	<b>129149614</b>	<b>38.89</b>	<b>121870896</b>	<b>7278718</b>	<b>94.36</b>	<b>5.64</b>

# voting rights are in proportion to shares held as on August 07, 2015.

\$ excludes invalid votes.

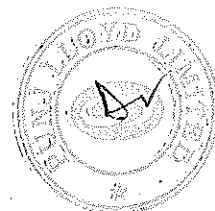
Resolution No. 3: To ratify the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(Resolution required - Ordinary)

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	7253035	1550721	82.39	17.61
Public – others	177591984	38652	0.02	36302	2350	93.92	6.08
<b>Total</b>	<b>332095745</b>	<b>129149614</b>	<b>38.89</b>	<b>127596543</b>	<b>1553071</b>	<b>98.80</b>	<b>1.20</b>

# voting rights are in proportion to shares held as on August 07, 2015.

\$ excludes invalid votes.





Resolution No. 4: To replace the Articles of Association of the Company with a new set of Articles of Association of the Company.

(Resolution required - Special)

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	7253035	1550721	82.39	17.61
Public – others	177591984	38644	0.02	35489	3155	91.84	8.16
<b>Total</b>	<b>332095745</b>	<b>129149606</b>	<b>38.89</b>	<b>127595730</b>	<b>1553876</b>	<b>98.80</b>	<b>1.20</b>

# voting rights are in proportion to shares held as on August 07, 2015.

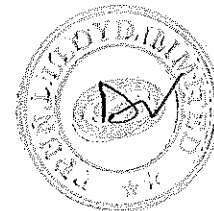
\$ excludes invalid votes.

Resolution No. 5: To authorise the Board of Directors of the Company to enter into Business Transfer Agreement (BTA) with Punj Lloyd Industries Limited.

(Resolution required - Ordinary)

The voting result on Item No. 5 is being withheld and not notified in view of the order dated 13.08.2015 of the Hon'ble Delhi High Court in C.A. No. 2249 of 2015, filed in Company Petition No. 291 of 2014, titled as Sabc UK Petrochemical Limited Vs. Punj Lloyd Limited. The relevant extract of the said order is as under:

*"No decision with regard to Item No. 5 in the notice dated 17.07.2015 of the respondent shall be taken, nor shall the outcome of the votes cast be notified, till the next date of hearing; and the same shall be subject to further orders that may be passed by this Court"*





Resolution No. 6: To authorise the Board of Directors of the Company to appoint Branch Auditors.

(Resolution required - Ordinary)

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	8803756	0	100.00	0.00
Public – others	177591984	41744	0.02	39799	1945	95.34	4.66
<b>Total</b>	<b>332095745</b>	<b>129152706</b>	<b>38.89</b>	<b>129150761</b>	<b>1945</b>	<b>100.00</b>	<b>0.00</b>

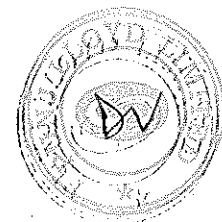
# voting rights are in proportion to shares held as on August 07, 2015.  
\$ excludes invalid votes.

Resolution No. 7: To approve remuneration payable to M/s. Bhavna Jaiswal & Associates (Membership No. 25970), Cost Accountants, Delhi as Cost Auditors of the Company for the Financial Year 2014-15.

(Resolution required - Ordinary)

Category	Shares Held #	Votes Polled \$	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	122635560	120307206	98.10	120307206	0	100.00	0.00
Public – Institutional Holders	31868201	8803756	27.63	8803756	0	100.00	0.00
Public – others	177591984	38343	0.02	33853	4490	88.29	11.71
<b>Total</b>	<b>332095745</b>	<b>129149305</b>	<b>38.89</b>	<b>129144815</b>	<b>4490</b>	<b>100.00</b>	<b>0.00</b>

# voting rights are in proportion to shares held as on August 07, 2015.  
\$ excludes invalid votes.





## KUMAR VERMA & ASSOCIATES

Chartered Accountants

807, New Delhi House, Barakhamba Road

Connaught Place, New Delhi-110001

Tel/Fax : 23318038-39, 23753793-94

e-mail : info@kvaca.com

### Consolidated Report of Scrutinizer on voting through Ballot paper and through remote e-voting

To,

The Chairman

27th Annual General Meeting of the Equity Shareholders

Of Punj Lloyd Limited held on 14th Day of August, 2015 at 10.30 A.M.

At Air Force Auditorium, Subroto Park, New Delhi - 110010.

Dear Sir,

1 I, Ashok Kumar Verma, Partner of Kumar Verma & Associates, a Chartered Accountants 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 27th Annual General Meeting of the Equity Shareholders of Punj Lloyd Limited held on 14<sup>th</sup> August, 2015 at 10.30 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010 (AGM).

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 AGM on the resolutions contained in the Notice of the AGM 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 AGM 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 AGM, our report is based on counting of votes cast by the members through ballot paper.

3 The remote e-voting period remained opened from 11th August, 2015 (9.00 A.M.) to 13th August, 2015 ( 5.00 P.M.) (both days inclusive) and was disabled thereafter.

4 The members holding shares as on the "cut off" date i.e. 7th August, 2015 were entitled to vote on the proposed resolutions by remote e-voting or voting through ballot paper at the AGM.

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 AGM.

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.

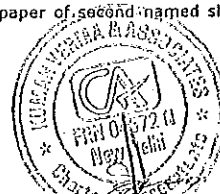
7 The locked ballot box was subsequently opened by me in the presence of two witnesses not in the employment of the Company viz. Mr. Sumit Aggarwal and Mr. Rakesh Joshi and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare 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, Basis of acceptance and rejection is given in Annexure.

i) 2 (Two) poll papers were found to be incomplete / illegible & whose details were not found in members register as on cut off date (i.e. 7th August, 2015) and were straight away rejected and not taken into any consideration.

ii) 1 (One) shareholder has cast vote by 2 (Two) poll papers and signature in both poll papers does not match with specimen signature of the shareholder with the Registrar and Share Transfer Agent and both poll papers are considered as invalid.

iii) In case of 1 (One) folio, both Joint holders have casted the vote by poll paper, poll paper of second named shareholder has been considered as invalid.





9 After counting the votes cast by the members and proxy holders present at the AGM through Ballot paper, the votes cast through remote e-voting were unblocked on 14th August, 2015 at around 12.26 P.M. in the presence of two witnesses, Mr. Sumit Aggarwal and Mr. Rakesh Joshi who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

- 1) *Sumit Aggarwal*  
 (SUMIT AGGARWAL)  
 S/O HARSH CHANDRA AGARWAL  
 R/o E-2/11, MODEL TOWN-2, DELHI-110009
- 2) *Rakesh Joshi*  
 (RAKESH JOSHI) S/O PREM LAL DIVE JC OM VIHAR VIHAR NAGAR  
 N. DELHI 110059

10 In the case of e-voting, e-votes by 1 (One) member was 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. Basis of acceptance and rejection is given in Annexure.

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 AGM on Item No. 1 - Ordinary Resolution

To receive, consider and adopt:

(a) the audited Financial Statements of the Company for the year ended March 31, 2015 including the audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors in respect thereof; and

(b) the audited Consolidated Financial Statements of the Company for the year ended March 31, 2015 and the Report of the Auditors in respect thereof.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at EGM	Total	Remote - voting	Ballot paper at EGM	Total	
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	3	10	13	4108	727	4835	
Valid votes	102	66	168	129148131	1375	129149506	
Assent / Favour	99	76	175	129147101	1375	129148476	100.00
Dissent / Against	3	-	3	1030	0	1030	-
	102	76	178	129148131	1375	129149506	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 129149506 E-votes and Poll polled, 129148476 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 1030 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

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

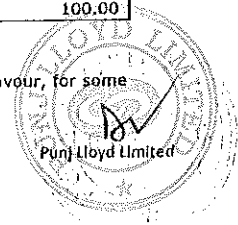
ii) Consolidated Results of E-Voting & Poll at the AGM on Item No. 2 - Ordinary Resolution

To appoint a director in place of Mr. P.H. Krishnan (holding DIN 00003925), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at EGM	Total	Remote - voting	Ballot paper at EGM	Total	
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	1	10	11	4000	727	4727	
Valid votes	104	66	170	129148239	1375	129149614	
Assent / Favour	72	76	148	121869521	1375	121870896	94.36
Dissent / Against	33	-	33	7278718	0	7278718	5.64
	105	76	181	129148239	1375	129149614	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 129149614 E-votes and Poll polled; 121870896 votes were cast ASSENTING to the Ordinary Resolution constituting 94.36 % of the votes polled; 7278718 votes were cast DISSENTING to the Ordinary Resolution constituting 5.64 % of the votes polled on the Ordinary Resolution.

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

iii) Consolidated Results of E-Voting & Poll at the AGM on Item No. 3 - Ordinary Resolution

To ratify the appointment of M/s. Walker Chandlok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at EGM	Total	Remote - voting	Ballot paper at EGM	Total	
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	1	10	11	4000	727	4727	
Valid votes	104	66	170	129148239	1375	129149614	
Assent / Favour	94	76	170	127595168	1375	127596543	98.80
Dissent / Against	11	-	11	1553071	0	1553071	1.20
	105	76	181	129148239	1375	129149614	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 129149614 E-votes and Poll polled; 127596543 votes were cast ASSENTING to the Ordinary Resolution constituting 98.8 % of the votes polled; 1553071 votes were cast DISSENTING to the Ordinary Resolution constituting 1.2 % of the votes polled on the Ordinary Resolution.

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

iv) Consolidated Results of E-Voting & Poll at the AGM on Item No. 4 - Special Resolution

To replace the Articles of Association of the Company with a new set of Articles of Association of the Company.

Particulars	No. of members voted#			No. of votes cast by them			% of total number of valid votes cast
	Remote - voting	Ballot paper at EGM	Total	Remote - voting	Ballot paper at EGM	Total	
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	2	10	12	4008	727	4735	
Valid votes	103	66	169	129148231	1375	129149606	
Assent / Favour	90	76	166	127594355	1375	127595730	98.80
Dissent / Against	13	-	13	1553876	0	1553876	1.20
	103	76	179	129148231	1375	129149606	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 129149606 E-votes and Poll polled; 127595730 votes were cast ASSENTING to the Special Resolution constituting 98.8 % of the votes polled; 1553876 votes were cast DISSENTING to the Special Resolution constituting 1.2 % of the votes polled on the Special Resolution.

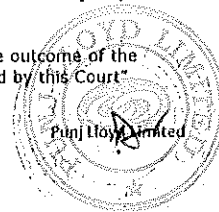
Thus, the Special Resolution as contained in Item No. 4 is passed with requisite majority.

v) Consolidated Results of E-Voting & Poll at the AGM on Item No. 5 - Ordinary Resolution

To authorise the Board of Directors of the Company to enter into Business Transfer Agreement (BTA) with Punj Lloyd Industries Limited.

The voting result on Item No. 5 is being withheld and not notified in view of the order dated 13.08.2015 of the Hon'ble Delhi High Court in C.A. No. 2249 of 2015, filed in Company Petition No. 291 of 2014, titled as Sabc UK Petrochemical Limited Vs. Punj Lloyd Limited. The relevant extract of the said order is as under:

"No decision with regard to Item No. 5 in the notice dated 17.07.2015 of the respondents shall be taken, nor shall the outcome of the votes cast be notified, till the next date of hearing; and the same shall be subject to further orders that may be passed by this Court"



- vi) Consolidated Results of E-Voting & Poll at the AGM on Item No. 6 - Ordinary Resolution  
To authorise the Board of Directors of the Company to appoint Branch Auditors.

Particulars	No. of members voted#			No. of votes cast by them			
	Remote - evoting	Ballot paper at EGM	Total	Remote - evoting	Ballot paper at EGM	Total	% of total number of valid votes cast
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	2	10	12	908	727	1635	
Valid votes	103	66	169	129151331	1375	129152706	
Assent / Favour	98	76	174	129149386	1375	129150761	100.00
Dissent / Against	5	-	5	1945	0	1945	-
	103	76	179	129151331	1375	129152706	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 129152706 E-votes and Poll polled; 129150761 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 1945 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 6 is passed with requisite majority.

- vii) Consolidated Results of E-Voting & Poll at the AGM on Item No. 7 - Ordinary Resolution  
To approve remuneration payable to M/s. Bhavna Jaiswal & Associates (Membership No. 25970), Cost Accountants, Delhi as Cost Auditors of the Company for the Financial Year 2014-15.

Particulars	No. of members voted#			No. of votes cast by them			
	Remote - evoting	Ballot paper at EGM	Total	Remote - evoting	Ballot paper at EGM	Total	% of total number of valid votes cast
Number	106	79	185	130027239	2103	130029342	
Less: Invalid votes	1	3	4	875000	1	875001	
Less: Abstained from Voting*	3	10	13	4309	727	5036	
Valid votes	102	66	168	129147930	1375	129149305	
Assent / Favour	93	76	169	129143440	1375	129144815	100.00
Dissent / Against	10	-	10	4490	0	4490	-
	103	76	179	129147930	1375	129149305	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 129149305 E-votes and Poll polled; 129144815 votes were cast ASSENTING to the Ordinary Resolution constituting 100 % of the votes polled; 4490 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 7 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: 14th August, 2015



FOR PUNJ LLOYD LIMITED  
*(Signature)*  
DINESH THAIRANI  
Group President-Legal & Company Secretary

## ANNEXURE

### A BASIS OF ACCEPTANCE

#### I PHYSICAL POLL FORM

- The assent or dissent has been given by any other mark, the Poll Paper has been considered.
- Joint shareholder(s) has / have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
- Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated / cast has been considered.
- Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

#### II VOTING THROUGH ELECTRONIC MODE

- Member has voted only through e-voting i.e. electronic mode.

### B BASIS OF REJECTION

#### I PHYSICAL POLL FORM

- Shareholder has not put any mark on either assent or dissent.
- Shareholder has put tick mark for both assent and dissent without indicating number of shares.
- Poll paper is not signed.
- Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
- Specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
- In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
- If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
- If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as Invalid.
- If the Identity of the Person Voting is not known and there is no other way to trace his / her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as Invalid.
- If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.
- The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.

#### II VOTING THROUGH ELECTRONIC MODE

- Institutional Member (other than Individuals, HUF, NRI etc.) has not sent scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorised signatory.
- Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.

