

MAKARAND M. JOSHI & CO.

Company Secretaries

"Ecstasy, 803/804, 9th Floor, Citi of Joy, I.S.D Road, Mulund (West), Mumbai - 400080

Consolidated Report of Scrutinizer on remote e-voting and voting at the Annual General Meeting (AGM)

To,
Mr. Pravin Patel
The Chairman,
of 66th Annual General Meeting (AGM) of the Shareholders of **Patel Engineering Limited** (hereinafter referred as the "Company"), having its Registered Office at Patel Estates, V Road, Jogeshwari (West), Mumbai- 400102 held on Monday, 28th September, 2015 at 3.30 p.m. at Shree Saurashtra Patel Samaj, Patel Estates Road, Jogeshwari (West), Mumbai- 400102

Dear Sir,

Re: Scrutinizer's Report on voting through electronic mode and voting at the AGM in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder, applicable provisions of the Listing Agreement and Secretarial Standards - 2

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 14th August, 2015 to conduct the following:
- (i) **Remote e-voting** process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM (Ballot Process)** under the provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Secretarial Standards - 2, held on Monday, 28th September, 2015.
- B. The Company had availed the remote e-voting facility provided by **Central Depository Services Limited (CDSL)** for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced from Friday, 25th September, 2015 (9.00 am) to Sunday, September 27, 2015 (5.00 pm) and the CDSL remote e-voting platform was unblocked thereafter.
- C. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and voting at AGM through Ballot Process, I have issued separate Scrutinizer's Report dated September 28, 2015.



- D. After closure of the voting at the AGM, the report on voting done at the AGM was generated in my presence and diligently scrutinized.
- E. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM, the votes cast thereunder were counted.
- F. The report on voting done at the AGM was generated in my presence along with Mr. Rohit Rai and Mr. Omkar Dindorkar, not in the employment of the Company.
- G. On the basis of the votes exercised by the shareholders of the Company by way of e-voting and voting at the AGM of the Company held on September 28, 2015, I have issued Scrutinizer's Report dated September 28, 2015.
- H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting at the AGM:-



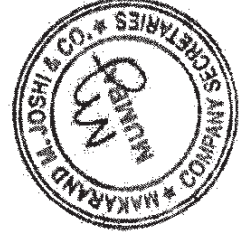
Resolution Item No. 1 -Ordinary Resolution

To consider and adopt

- a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Board and Auditors' thereon.
- b) The audited Consolidated Financial statements of the Company for the financial year ended 31st March, 2015 together with the reports of the Board and Auditors' thereon.

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100	38,883,431	0.00	100	0.00
Public - Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,159	3.31	1,120,149	10	100	0.00
Total	76,806,282	40,003,590	52.08	40,003,580	10	100	0.00

* The number of votes cast doesn't include invalid votes.

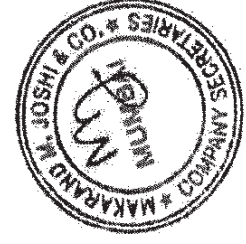


Resolution Item No. 2 -Ordinary Resolution

To appoint a Director in place of Mr. Pravin Patel (DIN: 00029453), who retires by rotation and, being eligible, offers himself for re-appointment

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100	38,883,431	0.00	100	0.00
Public - Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,164	3.31	1,119,979	185	99.98	0.02
Total	76,806,282	40,003,595	52.08	40,003,410	185	99.9995	0.0005

* The number of votes cast doesn't include invalid votes

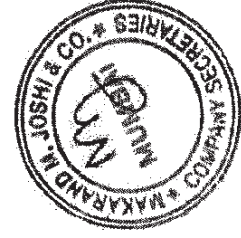


Resolution Item No. 3 - Ordinary Resolution

To appoint M/s Vatsaraj and Co., Chartered Accounts (Firm Reg. No. 111327W) as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next AGM of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100	38,883,431	0.00	100	0.00
Public - Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,159	3.31	1,119,974	185	99.98	0.02
Total	76,806,282	40,003,590	52.0838	40,003,405	185	99.9995	0.0005

* The number of votes cast doesn't include invalid votes

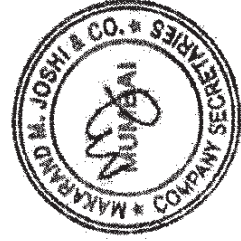


Resolution Item No. 4 - Ordinary Resolution

Appointment of Mr. K. Ramasubramanian (DIN: 01623890) as an Independent Director

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100	38,883,431	0.00	100	0.00
Public Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,094	3.31	1,119,729	365	99.97	0.03
Total	76,806,282	40,003,525	52.0837	40,003,160	365	99.9991	0.0009

* The number of votes cast doesn't include invalid votes

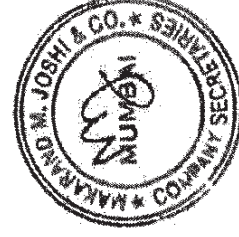


Resolution Item No. 5 - Ordinary Resolution

Appointment of Ms. Geetha Sitaraman (DIN: 07138206) as an Independent Director.

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6)= [(4)/(2)]*100	% of Votes against on votes cast (7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100.00	38,883,431	0.00	100.00	0.00
Public Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,113	3.31	1,119,748	365	99.97	0.03
Total	76,806,282	40,003,544	52.0837	40,003,179	365	99.9991	0.0009

* The number of votes cast doesn't include invalid votes

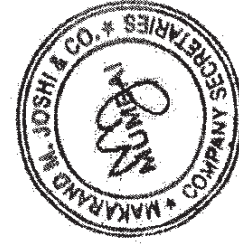


Resolution Item No. 6 - Ordinary Resolution

Variation in terms of appointment of Mr. Pravin Patel (DIN: 00029453) Chairman and Whole Time Director of the Company.

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,842,631	99.8951	38,842,631	0.00	100.00	0.00
Public Institutional holders	4076727	0.00	0.00	0.00	0.00	0.00	0.00
Public- Others	33,846,124	1,120,113	3.31	1,119,748	365	99.97	0.03
Total	76,806,282	39,962,744	52.0837	39,962,379	365	99.9991	0.0009

* The number of votes cast doesn't include invalid votes

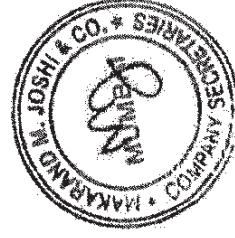


Resolution Item No. 7 - Ordinary Resolution

Ratification of remuneration payable to M/s D. Radhakrishnan & Co. as Cost Auditors of the Company for F.Y. 2014 -15

Promoter/ Public	No. of shares held (1)	No. of votes cast * (2)	% of Votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]* 100	% of Votes against on votes cast (7) = [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100.00	38,883,431	0.00	100.00	0.00
Public - Institutional holders	40,76,727	0.00	0.00	0.00	0.00	0.00	0.00
Public-Others	33,846,124	1,120,159	3.31	1,119,904	255	99.98	0.02
Total	76,806,282	40,003,590	52.0838	40,003,335	255	99.9994	0.0006

* The number of votes cast doesn't include invalid votes

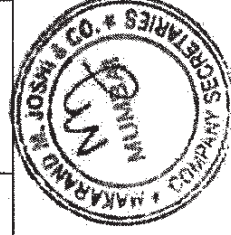


Resolution Item No. 8 - Special Resolution

Adoption of Patel Engineering General Employee Benefit Scheme 2015

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]* 100	(7) = [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100.00	38,883,431	0.00	100.00	0.00
Public Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public-Others	33,846,124	1,119,979	3.31	1,119,969	10	100.00	0.00
Total	76,806,282	40,003,410	52.0835	40,003,400	10	100.0000	0.00

* The number of votes cast doesn't include invalid votes



Resolution Item No. 9 - Special Resolution

Further issue of securities

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100.00	38,883,431	0.00	100.00	0.00
Public Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public-Others	33,846,124	1,120,159	3.31	1,120,149	10	100.00	0.00
Total	76,806,282	40,003,590	52.0838	40,003,580	10	100.00	0.00

* The number of votes cast doesn't include invalid votes



Resolution Item No. 10- Special Resolution

Issue of Non -Convertible Debentures on Private Placement Basis

Promoter/ Public	No. of shares held	No. of votes cast *	% of Votes cast on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	38,883,431	38,883,431	100.00	38,883,431	0.00	100.00	0.00
Public Institutional holders	4,076,727	0.00	0.00	0.00	0.00	0.00	0.00
Public-Others	33846124	1,120,159	3.31	1,120,149	10	100.00	0.00
Total	76,806,282	40,003,590	52.0838	40,003,580	10	100.00	0.00

* The number of votes cast doesn't include invalid votes

Thanking you,
Yours faithfully,

For Makarand M. Joshi & Co.,
Practicing Company Secretaries

Makarand Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 28th September, 2015



For Patel Engineering Limited

Patel

Mr. Pravin Patel
DIN: 00029453