



**PATEL ENGINEERING** LTD.

CIN : L99999MH1949PLC007039

100/510/005/

August 26, 2016

To,  
**Bombay Stock Exchange Ltd.,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

**The National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Mumbai 400 051

**Company Code No. 531120**

**Company Code: PATELENG/EQ**

Dear Sirs,

**Sub: Postal Ballot results**

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 the Company has conducted Postal Ballot process vide its Postal Ballot Notice dated June 29, 2016 for seeking assents/dissent to the special resolutions provided in the Postal Ballot Notice.

The Board has appointed Mr. Makarand Joshi from M/s. Makarand M. Joshi & Co., Practising Company Secretaries, to act as scrutinizer for the Postal Ballot process. The voting on Postal Ballot was commenced from July 26, 2016, 10a.m. to August 24, 2016, 5 p.m. The Postal Ballots were duly scrutinized by the scrutinizer and the report submitted thereon on August 26, 2016.

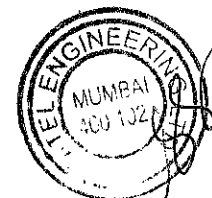
In terms of the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2016, we reproduced below voting results (both e-voting and voting through Ballot Forms) of the business which were transacted by means of Postal Ballot as set out in the Postal Ballot Notice dated June 29, 2016.

The Special Resolutions as mentioned in the aforementioned Notice were passed by requisite majority enclosed herewith is the result of the postal Ballot along with the scrutinizer report dated August 26, 2016.

The date of declaration of result is August 26, 2016.

The total number of shareholders on record date (i.e. July 15, 2016) is 61657.

Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under:



REGD. OFFICE :

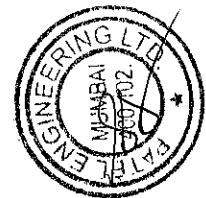
Patel Estate Road, Jogeshwari (W), Mumbai - 400 102. India  
Phone +91 22 26767500, 26782916 • Fax +91 22 26782455, 26781505  
E-mail headoffice@pateleng.com www.pateleng.com

Resolution Item No. 2: Special Resolution

To sale, transfer, hive off, assigned, novate and/or dispose off or otherwise transfer the Undertakings/Assets of the Company to Strategic Partner/Investor/Special Purpose Vehicle (SPV)/Subsidiary/Group Companies, or to third party, undertaking or assets of the company.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
		1	2		4	5		
Promoter and Promoter Group	E-Voting		3,83,32,981	98.58	3,83,32,981	0	100	0
	Postal Ballot	3,88,83,431	0	0	0	0	0	0
	<b>Total</b>		<b>3,83,32,981</b>	<b>98.58</b>	<b>3,83,32,981</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Postal Ballot	37,80,981	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institution	E-Voting		6,81,801	2.00	6,79,278	2,523	99.63	0.37
	Postal Ballot	3,41,41,870	61,75,179	18.09	61,72,918	2,261	99.96	0.04
	<b>Total</b>		<b>68,56,980</b>	<b>20.08</b>	<b>68,52,196</b>	<b>4,784</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>7,68,06,282</b>	<b>4,51,89,961</b>	<b>58.84</b>	<b>4,51,85,177</b>	<b>4,784</b>	<b>99.99</b>	<b>0.01</b>

\*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstain'

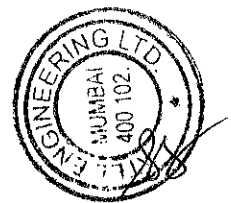


Resolution Item No. 1: Special Resolution

To issue and allot to the Lenders such number of Equity Shares (upon conversion of the relevant portion of the loan/financial assistance) as may be desired by the Lenders so as to ensure a shareholding of the Lenders of not less than 51% in the Company post such conversion.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
		1	2	(3)= [(2)/(1)]*100	4	5	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3,83,32,981	98.58	3,83,32,981	0	100	0
	Postal Ballot	3,88,83,431	0	0	0	0	0	0
	<b>Total</b>		<b>3,83,32,981</b>	<b>98.58</b>	<b>3,83,32,981</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutional holders	E-Voting		0	0	0	0	0	0
	Postal Ballot	37,80,981	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institution	E-Voting		6,81,801	2.00	6,79,400	2,401	99.65	0.35
	Postal Ballot	3,41,41,870	61,75,816	18.09	61,74,898	918	99.99	0.01
	<b>Total</b>		<b>68,57,617</b>	<b>20.09</b>	<b>68,54,298</b>	<b>3,319</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>7,68,06,282</b>	<b>4,51,90,598</b>	<b>58.84</b>	<b>4,51,87,279</b>	<b>3,319</b>	<b>99.99</b>	<b>0.01</b>

\*No. of votes polled does not include no. of votes invalid' and 'no. of votes abstain'



No promoter or any person from promoter group is interested in the aforesaid special resolutions except to the extent of their shareholding.

You are requested to take the same in your records.

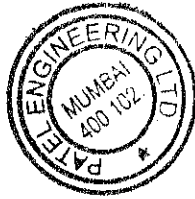
Thanking you,

Yours truly,

**For Patel Engineering Ltd.**

*Shobha Shetty*

**Shobha Shetty**  
Company Secretary  
Encl: as above



# MAKARAND M. JOSHI & CO.

## Company Secretaries

"Ecstasy, 803/804, 9<sup>th</sup> Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

### Scrutinizer Report

To  
The Chairman,  
**Patel Engineering Limited**  
Patel Estate Road,  
Jogeshwari (West),  
Mumbai 400102

Dear Sir,

**Ref: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014.**

- A. Pursuant to the resolution passed by the Board of Directors of **Patel Engineering Limited** (hereinafter referred as "the Company") on 29<sup>th</sup> June, 2016 I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 29<sup>th</sup> June, 2016 ("**Notice**")
- B. Members approval was sought on the following Special Businesses:
- i. **To issue and allot to the Lenders such number of Equity Shares (upon conversion of the relevant portion of the loan/financial assistance) as may be desired by the Lenders so as to ensure a shareholding of the Lenders of not less than 51% in the Company post such conversion.**
  - ii. **To sale, transfer, hive off, assigned, novate and/or dispose off or otherwise transfer the Undertakings/Assets of the Company to Strategic Partner/Investor/Special Purpose Vehicle (SPV)/Subsidiary/Group Companies, or to third party.**
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 22<sup>nd</sup> July, 2016.



- D.** The voting period commenced on July 26, 2016 (10:00 a.m.) and ended on August 24, 2016 (5:00 p.m.) for voting through postal ballot form as well as through e-voting.
- E.** The remote e-voting facility was provided by Central Depository Services (India) Limited (“CDSL”)
- F.** Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G.** The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H.** The e-voting were unblocked at 5:00 p.m. on 24<sup>th</sup> August, 2016 and the e-voting summary statement was downloaded from e-voting website of CDSL.
- I.** All ballot forms received / votes cast up to 5:00 p.m. on 24<sup>th</sup> August, 2016 being the last date and time fixed by the Company for said purpose were considered for scrutiny.
- J.** I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked and segregated.



L. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under :  
**Resolution Item No. 1: Special Resolution**

To issue and allot to the Lenders such number of Equity Shares (upon conversion of the relevant portion of the loan/financial assistance) as may be desired by the Lenders so as to ensure a shareholding of the Lenders of not less than 51% in the Company post such conversion.

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				(3)= [(2)/(1)]*100	(3)=			(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3,88,83,431	3,83,32,981	98.58	3,83,32,981	3,83,32,981	0	100	0	
	Postal Ballot		0	0		0	0	0		
	Total		3,83,32,981	98.58		3,83,32,981	0	100	0	
Public - Institutional holders	E-Voting	37,80,981	0	0	0	0	0	0	0	
	Postal Ballot		0	0		0	0	0		
	Total		0	0		0	0	0	0	
Public- Non Institution	E-Voting	3,41,41,870	6,81,801	2.00	6,81,801	6,79,400	2,401	99.65	0.35	
	Postal Ballot		61,75,816	18.09		61,74,898	918	99.99	0.01	
	Total		68,57,617	20.09		68,54,298	3,319	99.95	0.05	
<b>Total</b>		<b>7,68,06,282</b>	<b>4,51,90,598</b>	<b>58.84</b>		<b>4,51,87,279</b>	<b>3,319</b>	<b>99.99</b>	<b>0.01</b>	

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				(3)=	(2)/(1)*100			(6)=	(4)/(2)*100	
Promoter and Promoter Group	E-Voting	1	2		[2]/(1)*100	4	5		[(4)/(2)]*100	[(5)/(2)]*100
	Postal Ballot		3,83,32,981	98.58		3,83,32,981	0	100		0
	Total	3,88,83,431	0	0	0	0	0	0	100	0
Public - Institutional holders	E-Voting		0	0		0	0	0	0	0
	Postal Ballot	37,80,981	0	0		0	0	0	0	0
	Total		0	0		0	0	0	0	0
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	Total		68,56,980	20.08		68,52,196	4,784	99.93		0.07
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For Makarand M. Joshi & Co.,  
Practicing Company Secretaries



Makarand Joshi  
Partner  
CP No. 3662  
Place: Mumbai  
Date: 26<sup>th</sup> August, 2016