



Sec:26

September 24, 2016

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Script code : 517230

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E).
Mumbai – 400 051.
Script code : PAEL

Dear Sir,

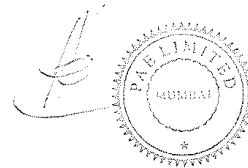
Sub: **Outcome of 66th Annual General Meeting of the Company held as on September 23, 2016 and voting results u/s 35A of the listing agreement.**

The 66th Annual General Meeting (“AGM”) of the Members of the Company was held on 23rd September, 2016 at 11.00 a.m., at the Victoria Memorial School for the Blind, 73, Tardeo Road, Next to H. P. Petrol Pump, Mumbai- 400034.

Required details under Clause 35A of the listing agreement are furnished below:-

1. Date of the AGM: 23rdSeptember, 2016
2. Book Closure Date: Monday, September 19, 2016 to Friday September 23, 2016 (both days inclusive)
3. Total number of shareholders on cut of
Date for e-voting (12.8.2016): 11,634 nos.
4. No. of shareholders present in the meeting either in person or through proxy:

a. Promoters and Promoter Group:	7
b. Public in person	: 26
c. Proxy	: Nil
Total	: 33
5. No. of Shareholders attended the meeting through Video Conferencing: NA
 - a. Promoters and Promoter Group: NA
 - b. Public: NA



PAE LIMITED

Registered office: 69, Tardeo Road, Mumbai - 400 034 • Phone: +91 22 66185799 • Fax: +91 22 66185757 • www.paeltd.com
CIN: L99999MH1950PLC008152



6. Details of the Agenda wise resolution passed:

Item No.	Resolution	Resolution required Ordinary Special	Mode of Voting (Show of hands/poll/postal ballot/e-voting)	Result
1	Adoption of Financial Statements of the Company for the year ended March 31 st 2016 and Statement of Profit and Loss for the year ended on that date along with the reports of the Directors and thereon.	Ordinary	E-voting, Ballot and voting at the meeting	Passed with requisite majority
2	Appointment of Director in place of Mr. Arvind R. Doshi (holding DIN No.00015293) Non-Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment	Ordinary	E-voting, Ballot and voting at the meeting	Passed with requisite majority
3	Appointment of M/s. R. C. Vakharia & Company, Chartered Accountants, Mumbai, (having Firm Registration no. 111237W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.	Ordinary	E-voting, Ballot and voting at the meeting	Passed with requisite majority





4	To considered issue of 5,20,000 share warrants subject to the approval of the shareholders in the Annual General Meeting and to consider redemption of existing 11% Non-Convertible, Cumulative, Redeemable Preference Shares out of proceeds of warrants issue.	Special	E-voting, Ballot and voting at the meeting	Passed with requisite majority
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The following are the voting results of the above resolutions:

ORDINARY BUSINESS:

Resolution no. 1 Adoption of Financial Statements of the Company for the year ended March 31 st 2016 and Statement of Profit and Loss for the year ended on that date along with the reports of the Directors and thereon.							
Mode of voting	e-voting, Ballot and Voting at the meeting						
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	5774963	5774963	100%	5774963	0	100%	0
Public institutional holders	Nil	0	0	0	0	0	0
Public and others	4644637	48225	1.04%	48225	0	100%	0
Total	10419600	5823188	55.89%	5823188	0	100%	0

Accordingly Resolution no. 1 mentioned in the notice of AGM has been approved by the shareholders unanimously by e-voting, physical, ballot and voting at the meeting.





Resolution no.2 Appointment of Director in place of Mr. Arvind R. Doshi (holding DIN No.00015293) Non-Executive Director of the Company who retires by rotation and being eligible offers himself for re-appointment

Mode of voting e-voting, Ballot and Voting at the meeting							
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	5774963	5774963	100%	5774963	0	100%	0
Public institutional holders	Nil	0	0	0	0	0	0
Public and others	4644637	48225	1.04%	48225	0	100%	0
Total	10419600	5823188	55.89%	5823188	0	100%	0

Accordingly Resolution no. 2 mentioned in the notice of AGM has been approved by the shareholders unanimously by e-voting, physical, ballot and voting at the meeting.

Resolution no.3 Appointment of M/s. R. C. Vakharia & Company, Chartered Accountants, Mumbai. (having Firm Registration no. 111237W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

Mode of voting e-voting, Ballot and Voting at the meeting							
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	5774963	5774963	100%	5774963	0	100%	0
Public institutional holders	Nil	0	0	0	0	0	0
Public and others	4644637	48225	1.04%	48225	0	100%	0
Total	10419600	5823188	55.89%	5823188	0	100%	0

Accordingly Resolution no. 2 mentioned in the notice of AGM has been approved by the shareholders unanimously by e-voting, physical, ballot and voting at the meeting.





SPECIAL REOLUTION:

Resolution no.4 To considered issue of 5,20,000 share warrants subject to the approval of the shareholders in the Annual General Meeting and to consider redemption of existing 11% Non-Convertible, Cumulative, Redeemable Preference Shares out of proceeds of warrants issue.							
Mode of voting e-voting, Ballot and Voting at the meeting							
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	5774963	0	0	0	0	0	0
Public institutional holders	Nil	0	0	0	0	0	0
Public and others	4644637	48225	1.04%	48225	0	100%	0
Total	10419600	48225	0.46%	48225	0	100%	0

Accordingly Resolution no.4 mentioned in the notice of AGM has been approved by the shareholders unanimously by e-voting, physical, ballot and voting at the meeting.

Kindly take the same in your records.

Thanking you.

For PAE Limited

Arvind R. Doshi
Chairman



SCRUTINIZER'S REPORT

[Pursuant to section 108 of Companies Act, 2013 and Rules 18] of the
Companies (Management and Administration) Rules, 2014 and clause 35B of the
Listing Agreement

To,
The Chairman,
PAE Limited,
69, Tardeo Road,
Mumbai – 400034,
Maharashtra, India.

Dear Sir,

66th Annual General Meeting (AGM) of the Equity Shareholders of PAE Limited held on Friday, 23rd September, 2016 at 11.00 a.m. at the Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Tardeo A/c market, Mumbai – 400034.

1. I, Leena Agrawal Practising Company Secretary, having office at 204, Mhatre Pen Building, Senapati Bapat Marg, Dadar (west), Mumbai - 400028, appointed as Scrutinizer by the board of director of PAE LIMITED (The Company) for the purpose of scrutinizing the e-voting process along and to scrutinize the physical ballot forms received from the shareholders and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of

Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the below mentioned resolution to be passed at the at the 66th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, 23rd September, 2016 at 11.00 a.m. at the Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Tardeo A/c market, Mumbai – 400034.

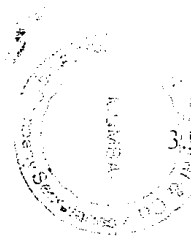
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules relating to e-voting and poll and clauses of Listing Agreement related to e-voting, on the resolutions contained in the Notice of 66th Annual General Meeting members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolution as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the details/report provided by the Registrar and Transfer Agents of the company (M/s Link Intime India Private Limited).

3. Further to above, I submit my report as under: ~

3.1 The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

3.2 The notices dated August 11th, 2016 convening Annual General Meeting along with statement setting out material facts under section 102 of the act were sent to the Shareholders along with the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.





3.3 The shareholders of the company holding shares as on the "cut off" date of August 12th, 2016 were entitled to vote on the proposed resolutions as set out in Item numbers 1 to 4 in the notice of the 66th AGM of M/s PAE Limited

3.4 The e-voting period commenced from September 19th, 2016 (9.00 a.m. IST) till, September 22nd, 2016 (5.00 p.m. IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under the e-voting facility were then unblocked in the presence of two witness who were not in employment of the company. Physical ballot was conducted at the venue of the AGM through the ballot papers.

3.5 After the voting at the AGM was conducted. One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have treated as invalid and kept separately.

3.6 Thereafter, I as a scrutinizer duly complied the details of Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot	Total Voting
No. of members who cast their votes	4	33	37
Total Number of shares held by them	1431	5821757	5823188

3.7 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolution.



3.8 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited on their website i.e. www.evotingindia.com and the result of the e-voting and after conducting the ballot process at the Annual General Meeting is as under:

The resolutions wise results of the Remote E-voting together with that of voting conducted at the venue of the AGM by way of ballot paper are as under:

Ordinary Business

1. Resolution No 1

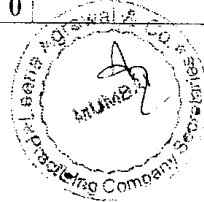
Adoption of Financial Statements of the Company for the year ended March 31st, 2016 including the Audited Balance Sheet as at March 31st, 2016, the Statement of Profit and Loss Account for the year ended on that date, along with the Reports of the Directors and Auditors thereon.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	4	1,431	0.025%
Voting by ballot paper	33	58,21,757	99.975%
Total	37	58,23,188	100.00%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%



iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

2. Resolution No 2

Appointment of Director in place of Mr. Arvind R. Doshi (DIN No. 00015293) Non-Executive Director of the Company who retired by rotation and being eligible offers herself for re-appointment

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	4	1,431	0.025%
Voting by ballot paper	33	58,21,757	99.975%
Total	37	58,23,188	100.00%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	0	0.00%
Total	0	0	0.00%



iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

3. Resolution No 3

Appointment of M/s R.C. Vakharia & Company, Chartered Accountants, Mumbai (having Firm Registration no. 111237W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	4	1,431	0.025%
Voting by ballot paper	33	58,21,757	99.975%
Total	37	58,23,188	100.00%

ii. Voted against of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	00.000%
Voting by ballot paper	0	0	00.000%
Total	0	0	00.000%



iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

Special Resolution

4. Resolution No 4

To considered issue of 5,20,000 Shares warrants subject to the approval of the shareholders in the Annual General Meeting and to consider redemption of existing 11% Non-Convertible, Cumulative, Redeemable Preference Shares out of proceed of warrants issue.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	4	1431	2.968 %
Voting by ballot paper	19	46794	97.032%
Total		48225	100.00%

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	00.000%
Voting by ballot paper	0	0	00.000%
Total	0	0	00.000%



iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	14	5774963
Total	14	5774963

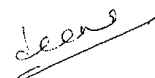
4. You may accordingly declare the result of voting by e-voting and ballot.
5. All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Paper with the requisite majority and deemed to be passed as on the date of the Annual General Meeting.
6. The Register and all other ballot papers relevant to e-voting and physical ballot shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Management, for safe keeping.

Thanking you,

Yours Faithfully
Leena Agrawal & Co
Practising Company Secretaries

Place: Mumbai
Date: September 23rd, 2016




Leena Agrawal
Proprietress
M. No.: FCS6607
COP No.: 7030