



PATEL ENGINEERING LTD.

CIN : L99999MH1949PLC007039

April 19, 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

Scrip Code No. 531120

Company Code No. PATELENG/EQ

Dear Sir(s),

Sub – Proceedings of Meeting of Equity Shareholders of the Company convened as per the Directions of National Company Law Tribunal (NCLT) along with voting results

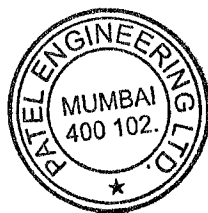
Pursuant to regulation 30 Part A, Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, please find enclosed herewith proceedings of **Meeting of Equity Shareholders of the Company convened as per the Directions of National Company Law Tribunal (NCLT) along with voting results** held on April 18, 2017 at 03:00 p.m. at Shri Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai – 400 102 for the purpose of obtaining approval of Equity shareholders of the Company to the arrangement embodied in the Scheme of Amalgamation of Patel Realty (India) Limited with Patel Engineering Limited and their respective shareholders and creditors

You are requested to take the same on record.

Thanking you.

For Patel Engineering Ltd.

Rupen Patel
Chairman appointed for Tribunal Convened Meeting



Encls: as above

REGD OFFICE :

Patel Estate Road, Jogeshwari (W), Mumbai - 400 102. India
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E-mail headoffice@pateleng.com www.pateleng.com

Proceedings of Meeting of Equity Shareholders of the Company convened as per the Directions of National Company Law Tribunal (NCLT)

The Meeting of Equity Shareholders of the Company was convened and held on April 18, 2017 at 03:00 p.m. at Shri Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai - 400 102, for the purpose of obtaining approval of Equity shareholders of the Company to the arrangement embodied in the Scheme of Amalgamation of Patel Realty (India) Limited with Patel Engineering Limited and their respective shareholders and creditors as per the Directions of National Company Law Tribunal (NCLT), Mumbai Bench as per their order dated March 1, 2017

Mr. Rupen Patel, was appointed as Chairman by National Company Law Tribunal (NCLT), Mumbai Bench as vide. order dated March 1, 2017

Equity Shareholders present

In person: 77

In proxy: nil

The Chairman thereafter informed the Equity Shareholders that the Company had provided facility to the Equity Shareholders to vote through remote e-voting and the same had commenced on April 15, 2017 at 09:00 a.m. and ended on April 17, 2017 at 05:00 p.m.

Further he informed that the Equity Shareholders who haven't casted their vote through remote e-voting, they can vote through the ballot process.

The Chairman then after briefed the Equity Shareholders regarding the rationale and benefits of Amalgamation of Patel Realty (India) Limited (Wholly Owned Subsidiary), with the Company.

Clarifications were provided to the queries raised by the Equity Shareholders.

The Chairman informed the Equity shareholders that M/s. Sanjay Dholakia & Associates., Practicing Company Secretary had been appointed as the Scrutinizer for the ballot process at this meeting and to report on the combined voting results of e-voting and the ballot process.

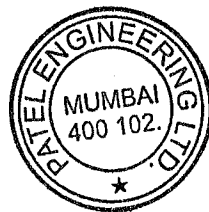
In terms of regulation 44 (3) of SEBI (LODR) Regulations 2015, the voting results along with the scrutinizers report is enclosed herewith.

For Patel Engineering Ltd.



Rupen Patel

Chairman appointed for Tribunal Convened Meeting



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Voting Results as per Regulation 44 of SEBI (LODR) Regulations 2015

Date of Tribunal Convened Meeting	18 th April, 2017
Total Number of shareholders on record date	58,884
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	72
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	-
Public:	-

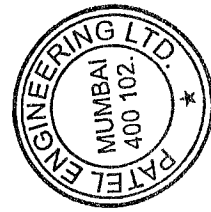
Resolution Item No. 1 - To approve the arrangement embodied in the Scheme of Amalgamation of Patel Realty (India) Limited with Patel Engineering Limited and their respective shareholders and creditors

Resolution		To approve the arrangement embodied in the Scheme of Amalgamation of Patel Realty (India) Limited with Patel Engineering Limited and their respective shareholders and creditors									
Whether promoter/ promoter group are interested in the agenda / resolution?		No									
Category	Mode of Voting	No. of shares held	No. of 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	Invalid Votes		
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100			
Promoter and Promoter Group	E-Voting		38883431	100.00	38883431	0	100.00	0.00	0		
	Poll		0	0.00	0	0	0.00	0.00	0		
	Postal Ballot	38883431	-	-	-	-	-	-	-		
	Total		38883431	100.00	38883431	0	100.00	0.00	0		
Public Institutions	E-Voting		260467	0.31	260467	0	100.00	0.00	0		
	Poll		6429313	7.66	6429313	0	100.00	0.00	0		
	Postal Ballot	83930333	-	-	-	-	-	-	-		
	Total		6689780	7.97	6689780	0	100.00	0.00	0		
Public Non Institutions	E-Voting		117527	0.34	117525	2	99.99	0.00	0		
	Poll		786402	2.29	786090	2	99.99	0.00	310		
	Postal Ballot	34180927	-	-	-	-	-	-	-		
	Total		903619	2.64	903615	4	99.99	0.00	310		
Total		156994691	46477140	29.60	46476826	4	100.00	0.00	310		

For Patel Engineering Ltd.

Rupen
Rupen Patel

Chairman appointed for Tribunal Convened Meeting





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM LL.B F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Painsur Bus Depot,
Kandivali (West), Mumbai - 400 067.

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98700 31365

E-mail : sanjayrd65@yahoo.com

SCRUTINIZER'S REPORT

To,
The Chairman of
NCLT convened Meeting of the Equity Shareholders of
Patel Engineering Limited
held on Tuesday, 18th April, 2017 at 3:00 p.m. at
Shri Saurashtra Patel Samaj,
Patel Estate Road, Jogeshwari (West),
Mumbai – 400 102.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 14th February, 2017, and ratified by The National Company Law Tribunal (NCLT), Mumbai Bench, vide its order dated March 01, 2017 appointed me as the Scrutinizer for conducting the ballot voting and e-Voting process at the meeting of Equity Shareholders of Patel Engineering Limited (“the Company”) held on Tuesday, 18th April, 2017 at 3:00 p.m. at Shri Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai – 400 102 (“Meeting”) in a fair and transparent manner for the resolution as set out in the Notice of the Meeting.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with applicable Secretarial Standards, the Company had provided its Members the Remote e-Voting facility as provided by Central Depository Services (India) Limited (“CDSL”) for the Resolutions as set out in the Notice of the said Meeting.
3. Further, the facility for voting through Ballot Paper was also made available at the Meeting for those Members / proxy holders who attended the Meeting and have not cast their vote by Remote e-Voting.
4. I submit my report as under:
 - 4.1 The Company has given the ballot forms to the members who were present at the Meeting held on Tuesday, 18th April, 2017 at 3:00 p.m. at Shri Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai – 400 102.
 - 4.2 Particulars of all the ballot forms received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.
 - 4.4 The ballot box was opened in my presence.
 - 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 11th April, 2017.




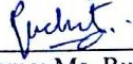


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- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The e-Voting period had commenced on Saturday, 15th April, 2017 (9.00 am) and ended on Monday, 17th April, 2017 (5.00 pm).
- 4.8 I have also received a complete record from CDSL, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 pm on 17th April, 2017. The votes cast were unblocked on 18th April, 2017 at 03:38 p.m. (IST) in the presence of two witnesses, Ms. Urvi Shah and Ms. Ruchita Birla who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 
Name: Ms. Urvi Shah
- 
Name: Ms. Ruchita Birla
- 4.9 The e-Voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of the Meeting.
5. A summary Votes in favour and against the Scheme of Amalgamation between Patel Realty (India) Limited ('PRIL' or 'the Transferor Company') with Patel Engineering Limited ('PEL' or 'the Transferee Company') and their respective shareholders and creditors is as follows

Remote E-voting

Particulars	Number	Representing No. of equity shares of Re 1/- each
Total number of votes casted through remote e-voting	39	3,92,61,425
Total No of votes FOR the Scheme	38	3,92,61,423
Total No of votes AGAINST the Scheme	01	02
% of votes in favour of the Scheme	97.44%	99.99%





SANJAY DHOLAKIA & ASSOCIATES

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Voting at the meeting by Ballot Process

Particulars	Number	Representing No. of equity shares of Re 1/- each
Total number of ballots deposited by all equity shareholders/ proxy holders/ authorized representatives	49	72,15,715
Less: No. of ballots found to be invalid	4	310
Total No of Valid Ballots	45	72,15,405
Total No of Shareholders present and voted	45	72,15,405
Total No of votes FOR the Scheme	44	7215403
Total No of votes AGAINST the Scheme	01	02
% of votes in favour of the Scheme	97.78%	99.99%

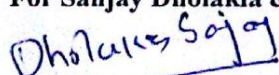
Consolidated (Remote e-voting and Ballot Process)

Particulars	Number	Representing No. of equity shares of Re 1/- each
Total number of votes casted	88	4,64,77,140
Less: No. of votes found to be invalid	4	310
Total No of Valid votes	84	4,64,76,830
Total No of votes FOR the Scheme	82	4,64,76,826
Total No of votes AGAINST the Scheme	02	4
% of votes in favour of the Scheme	97.61%	99.99%

- I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairman who has been authorized by the Mumbai Bench of National Company Law Tribunal to supervise the Ballot process.
- On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution as set out in the Notice of the Meeting have been passed by the Shareholders of the Company with requisite majority.
- You may accordingly declare the result of voting by Ballot process (including votes cast through e-Voting).

Thanking you.

For Sanjay Dholakia & Associates


(Sanjay Dholakia)

Practising Company Secretary
Proprietor

Membership No. 2655 CP No. 1798



Date: 19th April, 2017

Place: Mumbai