



**PATEL ENGINEERING LTD.**

**CIN : L99999MH1949PLC007039**

September 27, 2018

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 – Voting results on Business transacted at 69<sup>th</sup> Annual General Meeting of the Company**

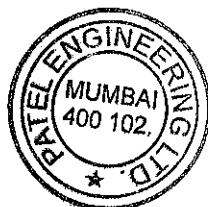
In terms of the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results on the business transacted at the 69<sup>th</sup> Annual General Meeting of the Company held on September, 27 2018 at 11:00 a.m. held at Shree Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai – 400 102.

You are requested to take the same on record.

Thanking you.

**For Patel Engineering Ltd.**

**Shobha Shetty**  
Company Secretary

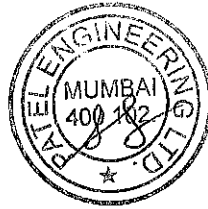


**Encl: as above**

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](http://www.pateleng.com)

<b>Date of AGM</b>	September 27, 2018
<b>Total Number of shareholders on record date</b>	58,373
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	3
Public:	52
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Nil
Promoters and Promoter Group:	-
Public:	-

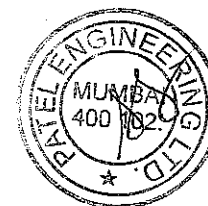


**Resolution Item No. 2 - Ordinary Resolution:**

To appoint a Director in place of Mr. Chittaranjan Kumar Singh, Director (DIN: 00196978) who retires by rotation and being eligible, offers himself for re-appointment.

<b>Resolution required: (Ordinary / Special)</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10240745</b>	<b>632638</b>	<b>94.18</b>	<b>5.82</b>
<b>Public-Non Institutions</b>	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335106</b>	<b>270</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>		<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>42890250</b>	<b>632908</b>	<b>98.55</b>	<b>1.45</b>

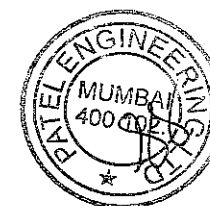


**Resolution Item No. 3 - Ordinary Resolution:**

To Re-appointment of Mr. Rupen Patel as Managing Director.

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda / resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	86610456	6668543	7.70	6393877	274666	95.88	4.12
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10598717</b>	<b>274666</b>	<b>97.47</b>	<b>2.53</b>
Public-Non Institutions	E-Voting	38069836	292212	0.77	292042	170	99.94	0.06
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335206</b>	<b>170</b>	<b>99.95</b>	<b>0.05</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43248322</b>	<b>274836</b>	<b>99.37</b>	<b>0.63</b>

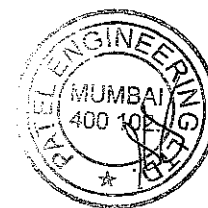


**Resolution Item No. 4 - Ordinary Resolution:**

Re-appointment of Mr. Chittaranjan Kumar Singh as Whole time Director

<b>Resolution required: (Ordinary / Special)</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Ccategory	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335106</b>	<b>270</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43522888</b>	<b>270</b>	<b>100.00</b>	<b>0.00</b>

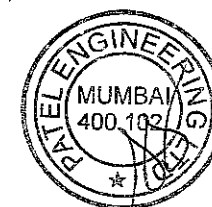


**Resolution Item No. 5 – Special Resolution:**

Continuation of Directorship of Mr. Khizer Ahmed as an Independent Director- Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)(Amendment) Regulations, 2018

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10240745</b>	<b>632638</b>	<b>94.18</b>	<b>5.82</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335106</b>	<b>270</b>	<b>99.92</b>	<b>0.08</b>
<b>Total</b>		<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>42890250</b>	<b>632908</b>	<b>98.55</b>	<b>1.45</b>

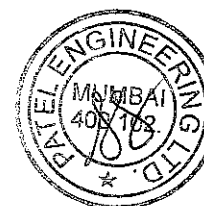


**Resolution Item No. 6 - Special Resolution:**

Continuation of Directorship of Mr. Srinivasa Jambunathan as an Independent Director- Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)(Amendment) Regulations, 2018.

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10240745</b>	<b>632638</b>	<b>94.18</b>	<b>5.82</b>
<b>Public- Non Insitutions</b>	E-Voting	38069836	292212	0.77	292192	20	99.99	0.01
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335356</b>	<b>20</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>42890500</b>	<b>632658</b>	<b>98.55</b>	<b>1.45</b>

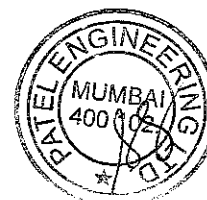


**Resolution Item No. 7 - Ordinary Resolution:**

Appointment of Dr. Barendra Kumar Bhoi as an Independent Director..

<b>Resolution required: (Ordinary / Special)</b>	<b>Ordinary</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	292042	170	99.94	0.06
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335206</b>	<b>170</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43522988</b>	<b>170</b>	<b>100.00</b>	<b>0.00</b>



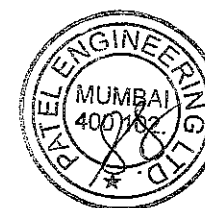


**Resolution Item No. 8 – Ordinary Resolution:**

Ratification of remuneration payable to M/s. Vaibav M. Gandhi & Associates, Cost Auditors of the Company for FY 2017 -18

Resolution required: (Ordinary / Special)	Ordinary
Whether promoter/ promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	38069836	292212	0.77	292192	20	99.99	0.01
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335356</b>	<b>20</b>	<b>99.99</b>	<b>0.01</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43523138</b>	<b>20</b>	<b>100.00</b>	<b>0.00</b>

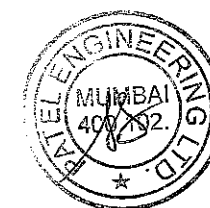


**Resolution Item No. 9 – Special Resolution:**

Issue of balance Optionally Convertible debentures pursuant to implementation of S4A

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	291192	1020	99.65	0.35
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>334356</b>	<b>1020</b>	<b>99.70</b>	<b>0.30</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43522138</b>	<b>1020</b>	<b>100.00</b>	<b>0.00</b>

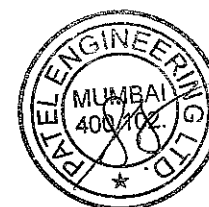


**Resolution Item No. 10 – Special Resolution:**

Amendment to the terms of issue of OCDs

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	291092	1120	99.62	0.38
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>334256</b>	<b>1120</b>	<b>99.67</b>	<b>0.33</b>
<b>Total</b>	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43522038</b>	<b>1120</b>	<b>100.00</b>	<b>0.00</b>

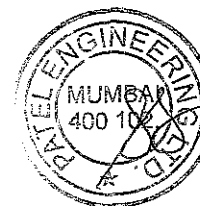


**Resolution Item No. 11 – Special Resolution:**

Amendment to Patel Engineering Employees' Stock Option Plan

Resolution required: (Ordinary / Special)	Special
Whether promoter/ promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	86610456	6668543	7.70	6310571	357972	94.63	5.37
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10515411</b>	<b>357972</b>	<b>96.71</b>	<b>3.29</b>
Public- Non Institutions	E-Voting	38069836	292212	0.77	290542	1670	99.43	0.57
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>333706</b>	<b>1670</b>	<b>99.50</b>	<b>0.50</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43163516</b>	<b>359642</b>	<b>99.17</b>	<b>0.83</b>

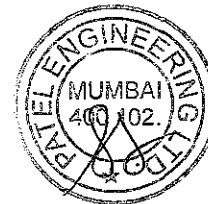


**Resolution Item No. 12 – Special Resolution:**

Extending the benefits of 'Patel Engineering Employee Stock Option Plan' to the employees of the Subsidiaries

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>No</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10240745</b>	<b>632638</b>	<b>94.18</b>	<b>5.82</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	290542	1670	99.43	0.57
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>333706</b>	<b>1670</b>	<b>99.50</b>	<b>0.50</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>42888850</b>	<b>634308</b>	<b>98.54</b>	<b>1.46</b>

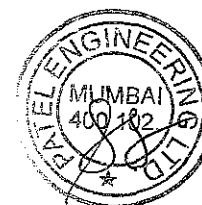


**Resolution Item No. 13 – Special Resolution:**

Reclassification from Promoter and Promoter Group Category to Public Category

<b>Resolution required: (Ordinary / Special)</b>	<b>Special</b>
<b>Whether promoter/ promoter group are interested in the agenda / resolution?</b>	<b>Yes</b>

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10873383</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	292092	120	99.96	0.04
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335256</b>	<b>120</b>	<b>99.96</b>	<b>0.04</b>
	<b>Total</b>	<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43523038</b>	<b>120</b>	<b>100.00</b>	<b>0.00</b>



# MAKARAND M. JOSHI & CO.

## Company Secretaries

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

### Consolidated Report of Scrutinizer on Remote e-voting and Voting at the 69<sup>th</sup> Annual General Meeting (AGM)

To

Mr. Rupen Pravin Patel

Chairman

of 69<sup>th</sup> Annual General Meeting (AGM) of the shareholders of Patel Engineering Limited (having its Registered Office at Patel Estates Road Jogeshwari (West) Mumbai 400102 held on Thursday, 27<sup>th</sup> September, 2018 at Shree Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai - 400102.

**Re: Scrutinizer's Report on voting through Remote E-voting and Poll at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

- A. I, Makarand M Joshi, Partner of M/s. Makarand M. Joshi & Co., Practising Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 14<sup>th</sup> August, 2018 to conduct the following:
- (i) Remote e-voting process done by the shareholders of the Company 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 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 69<sup>th</sup> AGM held on Thursday, 27<sup>th</sup> September, 2018.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 24<sup>th</sup> September, 2018 at 9.00 a.m. and ended on Wednesday, 26<sup>th</sup> September, 2018 at 5.00 p.m. and the CDSL remote e-voting platform was unblocked thereafter.
- C. 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 there under were counted.
- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 27<sup>th</sup> September, 2018.

- E. The Company had appointed CDSL for conducting the e-voting by the shareholders of the Company at the AGM. After the time fixed for closing of the poll by the Chairman, votes cast were 'closed'. The votes cast were unblocked in the presence of two witnesses on 27<sup>th</sup> September, 2018.
- F. The report on voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Abhishek Gupta.
- G. On the basis of the votes exercised by the shareholders of the Company by way of Ballot Process (poll) at the AGM of the Company held on 27<sup>th</sup> September, 2018, I have issued Scrutinizer's Report dated 27<sup>th</sup> September, 2018.



**Voting Results of the 69<sup>th</sup> AGM Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of AGM</b>	27 <sup>th</sup> September, 2018
<b>Total number of shareholders on record date (i.e. as on Thursday, 20<sup>th</sup> September, 2018)</b>	59852
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoter and Promoter group</b>	3
<b>Public</b>	52
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoter and Promoter group</b>	Not Applicable
<b>Public</b>	

**Resolution Item No. 1 - Ordinary Resolution:**

Consider and adopt

- (a) the audited financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Board's Report and the Auditor's report thereon
- (b) the audited Consolidated financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Report of the Auditors thereon

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6654315	7.68	6654315	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10859155	12.54	10859155	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	292192	20	99.99	0.01
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335356	20	99.99	0.01
	Total	156994691	43508930	27.71	43508910	20	100.00	0.00

**Resolution Item No. 2 - Ordinary Resolution:**

To appoint a Director in place of Mr. Chittaranjan Kumar Singh, Director who retires by rotation and being eligible, offers himself for re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10240745	632638	94.18	5.82
Public- Non Institutions	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335106	270	99.92	0.08
	Total	156994691	43523158	27.72	42890250	632908	98.55	1.45

Resolution Item No. 3 - Ordinary Resolution:

Re-appointment of Rupen Patel as Managing Director

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6393877	274666	95.88	4.12
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10598717	274666	97.47	2.53
Public- Non Institutions	E-Voting	38069836	292212	0.77	292042	170	99.94	0.06
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335206	170	99.95	0.05
	Total	156994691	43523158	27.72	43248322	274836	99.37	0.63

**Resolution Item No. 4 - Ordinary Resolution:**

Re-appointment of Mr. Chittaranjan Kumar Singh as Whole - Time Director:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335106	270	99.92	0.08
Total		156994691	43523158	27.72	43522888	270	100.00	0.00

### Resolution Item No. 5 - Special Resolution

Continuation of Directorship of Mr. Khizer Ahmed as an Independent Director - Pursuant to the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10240745	632638	94.18	5.82
Public- Non Institutions	E-Voting	38069836	292212	0.77	291942	270	99.91	0.09
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335106	270	99.92	0.08
Total		156994691	43523158	27.72	42890250	632908	98.55	1.45

**Resolution Item No. 6 – Special Resolution**

Continuation of Directorship of Mr. Srinivasa Jambunathan as an Independent Director – Pursuant to the SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public-Institutions</b>	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10240745</b>	<b>632638</b>	<b>94.18</b>	<b>5.82</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	292192	20	99.99	0.01
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>335356</b>	<b>20</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>42890500</b>	<b>632658</b>	<b>98.55</b>	<b>1.45</b>

Resolution Item No. 7 - Ordinary Resolution

Appointment of Dr. Barendra Kumar Bhoi as an Independent Director:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	292042	170	99.94	0.06
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335206	170	99.95	0.05
Total		156994691	43523158	27.72	43522988	170	100.00	0.00



**Resolution Item No. 8 – Ordinary Resolution**

Ratification of remuneration payable to M/s. Vaibhav M Gandhi & Associates, Cost Auditors of the Company for FY 2017-18:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	292192	20	99.99	0.01
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335356	20	99.99	0.01
	Total	156994691	43523158	27.72	43523138	20	100.00	0.00

### Resolution Item No. 9 - Special Resolution

Issue of Balance Optionally Convertible Debentures pursuant to implementation of S4A:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	291192	1020	99.65	0.35
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	334356	1020	99.70	0.30
	Total	156994691	43523158	27.72	43522138	1020	100.00	0.00

Resolution Item No. 10 – Special Resolution

Amendment to the terms of issue of OCDs:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	291092	1120	99.62	0.38
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	334256	1120	99.67	0.33
	Total	156994691	43523158	27.72	43522038	1120	100.00	0.00

**Resolution Item No. 11 - Special Resolution**

Amendment to Patel Engineering Employees' Stock Option Plan:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32314399</b>	<b>100.00</b>	<b>32314399</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	86610456	6668543	7.70	6310571	357972	94.63	5.37
	Poll		4204840	4.85	4204840	0	100.00	0.00
	<b>Total</b>		<b>10873383</b>	<b>12.55</b>	<b>10515411</b>	<b>357972</b>	<b>96.71</b>	<b>3.29</b>
<b>Public- Non Institutions</b>	E-Voting	38069836	292212	0.77	290542	1670	99.43	0.57
	Poll		43164	0.11	43164	0	100.00	0.00
	<b>Total</b>		<b>335376</b>	<b>0.88</b>	<b>333706</b>	<b>1670</b>	<b>99.50</b>	<b>0.50</b>
<b>Total</b>		<b>156994691</b>	<b>43523158</b>	<b>27.72</b>	<b>43163516</b>	<b>359642</b>	<b>99.17</b>	<b>0.83</b>

**Resolution Item No. 12 - Special Resolution**

Extending the benefits of 'Patel Engineering Employee Stock Option Plan' to the employees of the subsidiaries:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6035905	632638	90.51	9.49
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10240745	632638	94.18	5.82
Public- Non Institutions	E-Voting	38069836	292212	0.77	290542	1670	99.43	0.57
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	333706	1670	99.50	0.50
	Total	156994691	43523158	27.72	42888850	634308	98.54	1.46

Resolution Item No. 13 – Special Resolution

Reclassification from promoter/promoter group Category to public category:

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	32314399	32314399	100.00	32314399	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		32314399	100.00	32314399	0	100.00	0.00
Public-Institutions	E-Voting	86610456	6668543	7.70	6668543	0	100.00	0.00
	Poll		4204840	4.85	4204840	0	100.00	0.00
	Total		10873383	12.55	10873383	0	100.00	0.00
Public- Non Institutions	E-Voting	38069836	292212	0.77	292092	120	99.96	0.04
	Poll		43164	0.11	43164	0	100.00	0.00
	Total		335376	0.88	335256	120	99.96	0.04
Total		156994691	43523158	27.72	43523038	120	100.00	0.00

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 the Poll facilitated at the AGM venue.

It is to be noted that:

1. The votes cast does not include invalid votes and abstained voting in particular resolutions.
2. All the aforesaid resolutions were passed with requisite majority.

**Thanking you,  
For Makarand M. Joshi & Co.,  
Practising Company Secretaries**

MAKARAND  
MADHUSUDAN  
JOSHI

Digitally signed by MAKARAND MADHUSUDAN  
JOSHI  
DN: cn=MAKARAND MADHUSUDAN JOSHI,  
o=Practising, CO=IN,  
c=IN,  
email=makarand.joshi@makarandm.com,  
serialNumber=1, uri=#1.3.6.1.5.2.3.1.1  
Date: 2018.09.27 18:48:50 +05'30'

**Makarand M Joshi**  
Partner  
CP No. 3662  
Place: Mumbai  
Date: 27<sup>th</sup> September 2018

**For Patel Engineering Limited**

Rupen  
Pravinbhai  
Patel

Digitally signed by  
Rupen Pravinbhai  
Patel  
Date: 2018.09.27  
19:18:32 +05'30'

**Mr. Rupen Pravin Patel**  
Chairman  
DIN: 00029583