

November 16, 2017

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 October 5, 2017 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 October 16, 2017 (09:00 a.m.) to November 15, 2017 (5:00 p.m.) The Postal Ballots were duly scrutinized by the scrutinizer and the report submitted thereon on November 16, 2017.

In terms of the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we reproduce the 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 October 05, 2017.

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 November 16, 2017.

The date of declaration of result is November 16, 2017.

The total number of shareholders on record date (i.e. October 6, 2017) were 58255.

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.

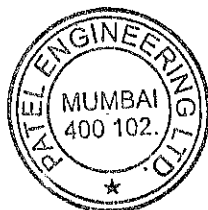
Thanking you,

Yours truly,

For Patel Engineering Ltd.

Shobha Shetty

Shobha Shetty
Company Secretary
Encl: as above



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

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

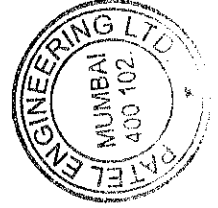
Resolution Item No. 1: Special Resolution

Approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company pursuant to implementation of the Reserve Bank of India S4A Scheme for the Company.

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
		[1]	[2]	$[3] = \{[2]/[1]\} * 100$	[4]	[5]	$[6] = \{[4]/[2]\} * 100$	$[7] = \{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	38883431	38883431	100.00	38883431	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38883431	100.00	38883431	0	100.00	0.00
Public Institutions	E-Voting	84459847	7738681	9.16	7738681	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7738681	9.16	7738681	0	100.00	0.00
Public Non Institutions	E-Voting	33651413	70511	0.21	68585	1926	97.27	2.73
	Postal Ballot		1226853	3.65	1226565	288	99.98	0.02
	Total		1297364	3.86	1295150	2214	99.83	0.17
Total		156994691	47919476	30.52	47917262	2214	100.00	0.00

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

88

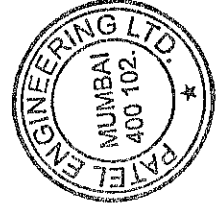


Resolution Item No. 2: Special Resolution

Approval for offer and Issue of Optionally Convertible Debentures (OCDs) on Preferential Basis / Private Placement.

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
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	38883431	38883431	100.00	38883431	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38883431	100.00	38883431	0	100.00	0.00
Public Institutions	E-Voting	84459847	7738681	9.16	7738681	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7738681	9.16	7738681	0	100.00	0.00
Public Non Institutions	E-Voting	33651413	70511	0.21	68456	2055	97.09	2.91
	Postal Ballot		1217328	3.62	1214540	2788	99.77	0.23
	Total		1287839	3.83	1282996	4843	99.62	0.38
Total		156994691	47909951	30.52	47905108	4843	99.99	0.01

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



28

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Combined Scrutinizer Report on Voting through Postal Ballot and Remote E-voting

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 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 05th October 2017, I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, 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 05th October, 2017 ("Notice")
- B. Members approval was sought on the following Special Businesses:
- i. Approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company pursuant to implementation of the Reserve Bank of India S4A Scheme for the Company.
 - ii. Approval for offer and Issue of Optionally Convertible Debentures (OCDs) on Preferential Basis / Private Placement.
- 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 5th October, 2017.
- D. The voting period commenced on 16th October, 2017 (9:00 a.m.) and ended on 15th November, 2017 (5:00 p.m.) for voting through physical 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 15th November, 2017 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 15th November, 2017 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.

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

Resolution Item No. 1: Special Resolution

Approval for conversion of Loan by Lenders into Optionally Convertible Debentures (OCDs) of the Company pursuant to implementation of the Reserve Bank of India S4A Scheme for the Company.

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
Promoter and Promoter Group		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
	E-Voting	38883431	38883431	100.00	38883431	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38883431	100.00	38883431	0	100.00	0.00
Public Institutions		84459847	7738681	9.16	7738681	0	100.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot							
	Total		7738681	9.16	7738681	0	100.00	0.00
Public Non Institutions		33651413	70511	0.21	68585	1926	97.27	2.73
	E-Voting		1226853	3.65	1226565	288	99.98	0.02
	Postal Ballot							
	Total		1297364	3.86	1295150	2214	99.83	0.17
Total		156994691	47919476	30.52	47917262	2214	100.00	0.00

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

Resolution Item No. 2: Special Resolution

Approval for offer and Issue of Optionally Convertible Debentures(OCDs) on Preferential Basis / Private Placement.

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
		[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	38883431	38883431	100.00	38883431	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		38883431	100.00	38883431	0	100.00	0.00
Public Institutions	E-Voting	84459847	7738681	9.16	7738681	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7738681	9.16	7738681	0	100.00	0.00
Public Non Institutions	E-Voting	33651413	70511	0.21	68456	2055	97.09	2.91
	Postal Ballot		1217328	0.00	1214540	2788	99.77	0.23
	Total		1287839	3.83	1282996	4843	99.62	0.38
Total		156994691	47909951	30.52	47905108	4843	99.99	0.01

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

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

MAKARAND
MADHUSUDAN
JOSHI

Makarand M. Joshi

Partner

FCS No. 5533

CP No. 3662

Place: Mumbai

Date: 16.11.2017