

NS/LEGAL/2015-16/39th AGM/BSE

October 8, 2015

The BSE Ltd.,
Corporate Relationship Department
25th Floor, P.J. Towers
Dalal Street, Fort,
MUMBAI 400 001.

Kind Attn : Ms. Sapna Mathukia - Relationship Manager

Dear Madam,

Pursuant to Clause 31(d) of the Listing Agreement, we are filing herewith Certified True Copy of the Minutes of the Thirty-ninth Annual General Meeting held on Friday, the 25th September, 2015 at 3.30 p.m.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **PETRON ENGG. CONSTN. LTD.,**



NARESH SHAH
SR. V.P. (LEGAL) & COMPANY SECRETARY

✓ **Cc: National Stock Exchange of India Ltd.**

NVS.rr

PETRON ENGINEERING CONSTRUCTION LIMITED

MINUTES OF THE THIRTY-NINTH ANNUAL GENERAL MEETING HELD ON FRIDAY, THE 25TH SEPTEMBER, 2015 AT 3.30 P.M.

Minutes of the Thirty-ninth Annual General Meeting of Petron Engineering Construction Limited, held at "OASIS", Opp. Tata Institute of Social Science, Deonar, Mumbai 400 088, on Friday, the 25th September, 2015 at 3.30 p.m.

DIRECTORS PRESENT :

Mr. Ajay Hans	- Managing Director
Mr. Sanjay Jain	- Director
Mr. Sudhir Kumar Jain	- Director
Mrs. Nandita Gupta	- Director

IN ATTENDANCE:

Mr. Himanshu Mohapatra	- Chief Financial Officer
Mr. Naresh Shah	- Sr. V. P. (Legal) & Company Secretary

AUDITORS REPRESENTING S. R. BATLIBOI & CO. LLP., CHARTERED ACCOUNTANTS:

Mr. Anil Jobanputra

OTHER INVITEES:

Mr. Ketana Raval	}	Representing Lodha & Co., Chartered Accountants
Mr. Saurabh Kothari		

Other than the above, there were 31 Members who attended the meeting including Two Corporate Representatives.

In accordance with Article 84 and 85 of the Articles of Association of the Company, Mr. J. Banerjee representing KSS Petron Pvt. Ltd., proposed that Mr. Ajay Hans, Managing Director

should chair the meeting which was also supported/ seconded by Mrs. Rita Raphael, a Shareholder.

Thereafter, Mr. Ajay Hans, took the Chair.

The Chairman informed that one of the Board Member, Mr. Ravi Keswani could not attend the meeting on account of being pre-occupied.

The Chairman having ascertained the above number of members present, announced that there was requisite quorum and began with the proceedings of the meeting.

The Chairman welcomed the members and thereafter gave a Speech which had been circulated to the Shareholders earlier.

The Chairman then stated that since the Notice convening the meeting and the Directors' Report and the accounts for the year ended 31st March, 2015 had been circulated to all the members and had been with them for quite some time and had been perused by them, he would, with their permission, take them, as read.

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their Shareholding under section 170 of the Companies Act, 2013 was kept open and accessible to any member during the meeting.

On being called upon by the Chairman, the Company Secretary read the "Auditors' Report to the Shareholders" on the Accounts for the year ended 31st March, 2015.

The Chairman then took up the Agenda items as per the Notice and requested the Shareholders to propose and second the Resolutions as per the Notice of Annual General Meeting.

The Chairman informed that the Shareholders were given a platform for exercising their consent / dissent through e-Voting on each of the Resolutions proposed at the Annual General Meeting.

Further, it was informed that the Shareholders are allowed to cast their votes through Ballot Form here at the venue of the Annual General Meeting, at the end of the Meeting.

Mr. Pradeep Purwar of M/s. Pradeep Purwar and Associates, Company Secretaries will give the Report as regards passing of each resolution and announce the Results within 48 hours and the same will also be displayed on the website of the Company www.petronengineering.com

Thereafter, following resolutions were proposed and seconded by the Shareholders present:

ORDINARY BUSINESS:

ITEM NO. 1:

ADOPTION OF ACCOUNTS

Mr. Prakash Tamhane, Shareholder, proposed the following resolution as an Ordinary Resolution.

“RESOLVED that, the audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account for the year ended that date, together with the Directors’ Report and Auditors’ Report thereon, be and the same are hereby received, approved and adopted.”

The above Resolution was seconded by Mr. Mohan J. Pawaskar, Shareholder.

ITEM NO. 2 :

APPOINTMENT OF DIRECTOR BY ROTATION

Mrs. Rita Raphael proposed the following resolution as an Ordinary Resolution :

"RESOLVED that, Mr. Ravi Keswani who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

The above resolution was seconded by Mr. Dilip Kumar Kanojiya, Shareholder.

ITEM NO. 3 :

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

Mrs. K. V. Geeta, Shareholder proposed the following resolution as an Ordinary Resolution :

"RESOLVED THAT, pursuant to the provisions of Section 139, 140 and 142 and other applicable provisions, if any, of the Companies Act, 2013, **M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E)**, be and are hereby appointed as Statutory Auditors in place of M/s. S R B C & Co., LLP, Chartered Accountants, who have resigned, to hold office from the date of appointment (w.e.f. 08/08/2015) until the conclusion of the 44th Annual General Meeting, subject to ratification by the members / shareholders at every Annual General Meeting, on a remuneration to be decided by the Board of Directors in consultation with them.

The above resolution was seconded by Mr. Vivek Rane, Shareholder.

SPECIAL BUSINESS

ITEM NO. 4 :

APPOINTMENT OF MRS. NANDITA VIJAY GUPTA AS INDEPENDENT (WOMAN) DIRECTOR.

Mr. P. K. Agnihotri, Shareholder proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 149(1) and 149(6) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and in terms of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, and the provisions of Clause 49 of Listing Agreement relating to Corporate Governance, Mrs. Nandita Vijay Gupta, (DIN 07177145), was appointed as an Additional Director of the Company w.e.f. 13th May, 2015 and whose term of office expires at this Annual General Meeting and who has offered herself for appointment as Independent (Woman) Director, and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the Office of Director, be and is hereby appointed as an Independent (Woman) Director of the Company to hold Office for a term upto 31st March, 2020."

The above resolution was seconded by Mrs. Rita Raphael, Shareholder.

ITEM NO. 5 :

RATIFICATION OF COST AUDITORS' REMUNERATION

Mr. Mohan J. Pawaskar, Shareholder proposed the following resolution as an Ordinary Resolution :

"**RESOLVED THAT**, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments) thereof, for the time being in force), Dilip kumar Vitthalrao Athavale, Cost Accountants, (Membership No. 29450) (Firm Registration No. 100936), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March 2016, be paid a remuneration of Rs. 50,000/- plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT, Certified True Copy of the foregoing resolution be forwarded wherever required."

The above resolution was seconded by Mrs. K. V. Geeta, Shareholder.

ITEM NO. 6 :

TO ADOPT ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013.

Mr. Dilip Kumar Kanojia, Shareholder proposed the following resolution as a Special Resolution :

"RESOLVED THAT, pursuant to the provisions of Section 14 and all other applicable provisions of the Companies, Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulation contained in the existing Article of Association of the Company."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The above resolution was seconded by Mrs. Rita Raphael, Shareholder.

ITEM NO. 7 :**RE-APPOINTMENT OF MR. AJAY HANS AS MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 YEARS ON THE SAME TERMS AND CONDITIONS, INCLUDING REMUNERATION.**

Mr. Sanjay Jain, Director, briefed the Shareholders with regard to the re-appointment of Mr. Ajay Hans as Managing Directors of the Company for a further period of 3 years on the same terms and conditions including remuneration.

Mrs. K. V. Geeta, Shareholder proposed the following resolution as a Special Resolution :

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the said Act as amended and subject to approval, if any, that may be required, the Company hereby accords its consent to the re-appointment of **Mr. Ajay Hans as Managing Director** of the Company, on the terms and conditions set out in the Agreement as placed before the meeting, including remuneration as set out here below, for a further period of three years commencing from 5th October, 2015 to 4th October, 2018, which are hereby specifically approved with authority to the Board of Directors to alter and vary the same within the limits prescribed under the provisions of the Companies Act, 2013 or any amendment thereof."

REMUNERATION :

Details	Amount Rs. (p.a.) (To be paid w.e.f. 05/10/2015 upto the remaining period of his tenure)
Basic Salary	48,00,000/-
House Rent Allowance	24,00,000/-
Special Allowance	4,80,000/-
Total	76,80,000/-

Perquisites :

- 1) Company's contribution to Provident Fund as per the Rules of the Company.
- 2) Leave Travel Allowance (LTA) as per Company's Policy.

- 3) Reimbursement of membership fee for 2 clubs in India (admission and life membership fee).
- 4) Gratuity
- 5) Leave with full pay or encashment thereof as per the Rules of the Company.
- 6) Car Facility / Vehicle Allowance as per Company's Policy
- 7) Reimbursement of Medical Expenses

Amenities :

The Company shall provide telephone, telefax and other communication facilities at the Managing Director's residence.

OVERALL REMUNERATION :

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed from time to time under Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being be in force.

MINIMUM REMUNERATION:

In the event of loss or inadequacy of profits in any financial year, the salary, perquisites and other allowance that may be paid as stated above shall be considered as minimum remuneration.

The above remuneration may be altered or varied as may be agreed by and between the Company and the Managing Director.

"RESOLVED FURTHER that all the other perquisites for i.e. reimbursement of medical expenses, contribution to provident fund, reimbursement of club fees, gratuity, leave travel assistance, leave encashment, conveyance and communication facilities including other terms and conditions regarding Overall Remuneration and Minimum Remuneration remains unchanged."

"RESOLVED FURTHER that, the Board of Directors of the Company be and is hereby authorized and empowered to make such improvements in the terms of remuneration to Mr. Ajay Hans, Managing Director, as may become permissible under any amendment to Schedule V to the Companies Act, 2013, or any amendment thereof or by way of any Government Guidelines or instructions, the intention being that no further approval of the Company will be required so long as remuneration of the Managing Director is not in excess of the maximum permissible under the relevant Law, Rules, Regulation, Guidelines or instructions as may be promulgated or issued after the date of this meeting."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, to give effect to this resolution."

The above resolution was seconded by Mr. Prakash Tamhane, Shareholder.

ITEM NO. 8 :

ISSUE OF FURTHER SECURITIES

Mr. J. Banerjee, representing KSS Petron Pvt. Ltd., proposed the following resolution as a Special Resolution :

"RESOLVED THAT, pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and all applicable Rules framed there under (including any amendments / modifications thereto or re-enactment thereof) (the "Companies Act") and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "SEBI ICDR Regulations") as amended, and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") and regulations there under and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing

Agreements entered into by the Company with the Stock Exchanges where the Company's equity shares are listed ("Listing Agreements") and in accordance with the applicable regulations and / or guidelines issued by any other competent authorities and / or clarifications issued thereon, from time to time and subject to all such approvals, permissions, consents and / or sanctions as may be necessary from the Government of India ("GOI"), the Reserve Bank of India ("RBI"), SEBI, the stock Exchanges, the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (foreign Investment Promotion Board / Secretariat for Industrial Assistance) and / or all other ministries, departments or other statutory or local authorities of the GOI and / or any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as 'Appropriate Authority') and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permission, consents and / or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include Managing Director and / or any Director (s) of the Company, delegated with the powers necessary for the purpose, including the powers conferred by this Resolutions), consent of the Members of the Company be and is hereby accorded to the Board of Directors or Managing Director thereof to create, offer, issue and allot in one or more tranches, in the course of offering(s) in one or more domestic market, for a value of upto 75 Crores (Rupees Seventy-five Crores only), such number of Equity Shares, Fully Convertible Debentures ("FCDs") and/or Non-convertible debentures ("NCDs") with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form including without limitation, the Securities as defined

under the Securities Contract Regulation Act, 1956 and the rules made thereunder as amended from time to time (hereinafter collectively referred to as the "Securities"), whether, secured or unsecured, listed on any stock exchange(s) in India through an offer document and/or prospectus and/or offer letter and/or offering circular and / or placement document, and/or listing particulars, to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), Rights Issue(s), private placement(s), and/or qualified institutional placement under Chapter VIII of the SEBI ICDR Regulations or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price of prices, including discounts as permitted under applicable law, in such manner and on such terms and conditions including security, rate of interest and conversion terms, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors

wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

“RESOLVED FURTHER THAT, if any issue of Securities is made by way of a qualified institutional placement in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula (including any permitted discounts) provided under Chapter VIII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in the event that warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures and/or other convertible securities are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non convertible debentures and at such price being not less than the price determined in accordance with the pricing formula (including any permitted discounts) provided under Chapter VIII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with general market practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the term of the Securities and the Board be and is hereby authorized in its absolute discretion to dispose off such of the Securities that are not subscribed in such manner as it may deem fit.”

“RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share Capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and

- (c) in the event of any merger, amalgamation, takeover or any other re-organization, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, co-managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, stabilizing agent and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more national stock exchange(s), to seek consent, if required from lenders of the Company and parties with whom the Company has entered into various commercial and other agreements in connection with the issue and allotment of Securities and also to open one or more bank accounts in the name of the Company, as may be required, subject to receipt of requisite approvals wherever required from regulatory authority, as applicable.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares including issue and allotment of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares that may be issued and allotted by the Company, including issue and allotment of equity shares upon conversion of any securities referred above, shall be issued and allotted in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* inter se with the existing Equity Shares of the Company in all respects excepts as provided otherwise

under the terms of issue / offering and in accordance with the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/conversion of Securities/ exercise of warrants/ redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement documents or offering circular, as the case may be, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180 of the Companies Act, 2013 or such other provisions of the Companies Act, 2013 and the Rules made there under, in respect of any Securities as may be required either on pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to the Managing Director and/ or Directors or any other Officer or Officers of the Company to give effect to the aforesaid resolutions.”

The above resolution was seconded by Mr. Prakash Tamhane, Shareholder.

The Chairman, thereafter, enquired if the Shareholders had any queries/suggestions.

Shareholders, namely Mr. P. K. Agnihotri and Mr. Prakash Tamhane put forth some suggestions/ questions with regard to, future Orders, NOCL and suggestion for declaring Dividend / Interim Dividend.

The Chairman replied to the questions and also stated that the suggestion are also welcome but the suggestion to pay Interim Dividend / Dividend will be considered as and when the cash flow / fund flow situation improves.

Thereafter, Mr. J. Banerjee representing KSS Petron Pvt. Ltd., proposed the vote of thanks to the Chairman and the Chairman also thanked the Shareholders and thereupon the meeting was terminated.

CONSOLIDATED RESULTS OF E-VOTING

The Scrutinizer appointed for the said purpose, Mr. Pradeep Purwar of M/s. Pradeep Purwar & Associates gave his Report dated 26th September, 2015 regarding Consolidated Results of E-Voting, Poll at the Annual General Meeting on each of the following Resolutions proposed at the Annual General Meeting.

Item No. 1

To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors of the Company.

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 2

To appoint Director in place of Mr. Ravi Keswani, (DIN: 00034756) who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 3

To appoint M/s Lodha & Co., Chartered Accountants as Statutory Auditors in place of M/s. S R B C & Co. LLP, to hold office until the conclusion of the 44th Annual General Meeting, subject to ratification by the members / shareholders at every Annual General Meeting, on a remuneration to be decided by the Board of Directors in consultation with them.

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 4

Appointment of Mrs. Nandita Vijay Gupta (DIN: 07177145) as an Independent (Woman) Director to hold office for a term upto 31st March, 2020.

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	1	0	2	120	0	121	0.01%
Abstain	1	0	0	1	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 5***Ratification of Cost Auditors' Remuneration.***

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 6.***To adopt Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.***

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 7***Re-appointment of Mr. Ajay Hans as Managing Director of the Company for a further period of 3 years on the same terms and conditions, including remuneration.***

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Item No. 8***Issue of further Securities.***

Particulars	Number of			Number of Votes Contained in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	6	24	30	1410	5462037	5463447	99.99%
Dissent	2	0	2	121	0	121	0.01%
Abstain	0	0	0	0	0	0	0.00%
Total	8	24	32	1531	5462037	5463568	100%

For PETRON ENGG. CONSTN. LTD.,


NARESH SHAH
 Sr. Vice President (Legal) &
 Company Secretary