

NS/LEGAL/2015-16/AGM/BSE

September 28, 2015

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

Kind Attn : Ms. Sapna Mathukia - Relationship Manager

Dear Madam,

**Re.: Outcome of voting of 39<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2015.**

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. Please note that the 39<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 25<sup>th</sup> September, 2015 at "Oasis" Opp. Tata Institute of Social Science, Deonar, Mumbai – 400 088.

As per the requirements of the Companies Act, 2013 and the Listing Agreement, the Company has provided remote e-voting facility and poll at the AGM to its shareholders for voting on the business to be transacted at the AGM of the Company. The Company had appointed Pradeep Purwar & Associates, Practicing Company Secretaries as the Scrutinizer for the remote e-voting and voting at the AGM. As per the Scrutinizer's Report, all resolutions set out in the Notice of 39<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Pursuant to Clause 35A of the Listing Agreement, please find attached the consolidated outcome of the voting held through remote e-voting and voting at the AGM.

You are requested to kindly take above information on your records.

Thanking you,

Yours faithfully,

For **PETRON ENGINEERING CONSTRUCTION LIMITED,**

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

✓ Cc: National Stock Exchange of India

NVS.sg

## Outcome of Voting of Annual General Meeting

### (As per Clause 35A of Listing Agreement)

|                                                                              |                                                          |               |                             |               |
|------------------------------------------------------------------------------|----------------------------------------------------------|---------------|-----------------------------|---------------|
| Date of Annual General Meeting                                               | 25 <sup>th</sup> September, 2015                         |               |                             |               |
| Total no of Shareholders as on the date of Book Closure                      | 5580 Shareholders as on 18 <sup>th</sup> September, 2015 |               |                             |               |
| No. of shareholders present in the meeting either in person or through proxy | Promoters & Promoters Group                              |               | Public                      |               |
|                                                                              | In Person                                                | Through Proxy | In Person                   | Through Proxy |
|                                                                              | 2                                                        | 0             | 29                          | 0             |
| No. of shareholders attended the meeting through Video Conferencing          | Promoters & Promoters Group                              | Public        | Promoters & Promoters Group | Public        |
|                                                                              | N.A.                                                     |               | N.A.                        |               |

### Agenda wise

The mode of voting for all the resolutions was:

1. Remote e-voting conducted between 22<sup>nd</sup> September, 2015 to 24<sup>th</sup> September, 2015 and
2. E-voting and Poll conducted at the meeting

Given below is the resolution wise combined result of remote e-voting and poll.

Resolution 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. (Ordinary Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

## Petron Engineering Construction Limited

Resolution 2: Appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. (Ordinary Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

Resolution 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 (Ordinary Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

## Petron Engineering Construction Limited

Resolution 4: Appointment of Mrs. Nandita Vijay Gupta (DIN: 07177145) as an Independent (Woman) Director to hold office for a term upto 31st March, 2020(Ordinary Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5463203                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10494                    | 0.51                                                       | 10374                        | 120                        | 98.86                                               | 1.14                                           |
| Total                                 | 7538400               | 5463567                  | 72.48                                                      | 5463447                      | 120                        | 99.99                                               | 0.002                                          |

Resolution 5: Ratification of Cost Auditors' Remuneration (Ordinary Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

## Petron Engineering Construction Limited

Resolution 6: To adopt Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013 (Special resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

Resolution 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 (Special Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

# Petron Engineering Construction Limited

## Resolution 8: Issue of further securities (Special Resolution)

| Promoter/<br>Public                   | No. of<br>shares held | No of<br>votes<br>polled | % of<br>votes<br>polled<br>on<br>outstand<br>ing<br>shares | No. of<br>votes in<br>Favour | No. of<br>votes<br>against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|---------------------------------------|-----------------------|--------------------------|------------------------------------------------------------|------------------------------|----------------------------|-----------------------------------------------------|------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group  | 5463203               | 5453073                  | 99.81                                                      | 5453073                      | 0                          | 100                                                 | 0                                              |
| Public –<br>Institution<br>al Holders | 2850                  | 0                        | 0                                                          | 0                            | 0                          | 0                                                   | 0                                              |
| Public –<br>Others                    | 2072347               | 10495                    | 0.51                                                       | 10374                        | 121                        | 98.85                                               | 1.15                                           |
| Total                                 | 7538400               | 5463568                  | 72.48                                                      | 5463447                      | 121                        | 99.99                                               | 0.002                                          |

For PETRON ENGG. CONSTN. LTD.,

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