

NS/LEGAL/2015-16/BSE

September 28, 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,

Sub: Scrutinizer's Report And Declaration of Consolidated Results of E-voting and Poll at the 39th AGM

Enclosed please find Consolidated Results of E-Voting and Poll at 39th Annual General Meeting approving Resolution with requisite majority, duly certified by the Scrutinizer M/s. Pradeep Purwar & Associates, Company Secretaries. Scrutinizer's Report is also enclosed herewith.

Resolution No.	Description of Resolutions
1.	Consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2015.
2.	Re-appointment of Mr. Ravi Keswani as Director (DIN: 00034756).
3.	Appointment of M/s. Lodha & Co., CA as Statutory Auditors in place of M/s. S. R. B.C. & Co., LLP., CA and to fix their remuneration.
4.	Appointment of Mrs. Nandita Vijay Gupta, as an Independent (Woman) Director (DIN: 07177145) to hold office for a term upto 31 st March, 2020.
5.	Ratification of Cost Auditors' Remuneration.
6.	Adopt Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.
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.
8.	Issue of further Securities.

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: The National Stock Exchange of India Limited

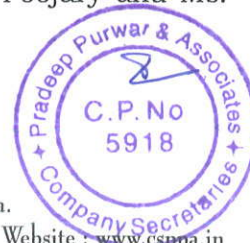
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SCRUTINIZER'S REPORT

Report to the Chairman of Thirty-ninth Annual General Meeting ('AGM') of **Petron Engineering Construction Limited (CIN: L45202MH1976PLC019135)**, a Company incorporated under Companies Act, 1956 and having its registered office at Swastik Chambers, 6th Floor, Sion Trombay Road, Chembur, Mumbai - 400 071 (hereinafter referred to as '**the Company**') on the E-Voting conducted by the Company to pass the items on agenda as contained in the notice of the AGM dated 8th August, 2015.

1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management & Administration) Rules, 2014("the Rules"), we were appointed as Scrutinizer by the Company on 13th July, 2015 to the e-voting process for passing the items on the agenda as contained in the Notice of AGM dated 8th August, 2015.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 18th September, 2015 being the cut-off date for the purpose of sending the notice of AGM, the Company completed dispatch of the Notice of Annual General Meeting:
 - By email to **2649** Members who had registered their e-mail-ids with the Company or as provided by the Depositories or the Registrar and Share Transfer Agent on **4th September, 2015** and
 - By Courier to **2931** Members in physical form on **2nd September, 2015**
3. In terms of aforesaid Notice, E-Voting was open for 3 days from 9.30 a.m. on Tuesday, 22nd September, 2015 to 5.00 p.m. on Thursday, 24th September, 2015 and Members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on e-voting platform provided by Central Depository Services (India) Limited (CDSL).
4. As required in the Rules, we unlocked the e-voting on the platform provided by CDSL after the completion of the e-voting process at **3.30 p.m.** on **25th day of September, 2015** in the presence of Ms. Sushma Poojary and Ms. Rasila Gusai.





5. Based on the results made available to me, 8 members have cast their votes on the e-voting platform, and we have annexed with this Report, the details and analysis of the e-voting Results for each of the eight agenda items contained in the said Notice.

**For Pradeep Purwar & Associates
Company Secretaries**

**Pradeep Kumar Purwar
Proprietor**

Membership No.: FCS: 5769

Certificate of Practice No.: 5918



Date: 26th September, 2015

Place: Thane



Annexure

Details of the E-Votes

A	E-votes	
1	Number of members voted through e-voting	8
2	Number of invalid votes	0
	Total Number of valid votes	8

**For Pradeep Purwar & Associates
Company Secretaries**

**Pradeep Kumar Purwar
Proprietor**

Membership No.: FCS: 5769

Certificate of Practice No.: 5918



Date: 26th September, 2015

Place: Thane



Analysis of Results

Agenda Item No.	1		
Subject	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.		
Type of Resolution	Ordinary		
Particulars	Number of members voted through e-voting	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%

Agenda Item No.	2		
Subject	To appoint Director in place of Mr. Ravi Keswani, (DIN: 00034756) who retires by rotation and being eligible, offers himself for re-appointment		
Type of Resolution	Ordinary		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%





Agenda Item No.	3		
Subject	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		
Type of Resolution	Ordinary		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%

Agenda Item No.	4		
Subject	Appointment of Mrs. Nandita Vijay Gupta (DIN: 07177145) as an Independent (Woman) Director to hold office for a term upto 31 st March, 2020		
Type of Resolution	Ordinary		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.16%
Dissent	1	120	7.84%
Abstain	1	1	0.00%
Total	8	1531	100%





Agenda Item No.	5		
Subject	Ratification of Cost Auditors' Remuneration		
Type of Resolution	Ordinary		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%

Agenda Item No.	6		
Subject	To adopt Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013		
Type of Resolution	Special		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%

Agenda Item No.	7		
Subject	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		
Type of Resolution	Special		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%





Analysis of Results

Agenda Item No.	8		
Subject	Issue of further Securities		
Type of Resolution	Special		
Particulars	Number of e-votes	Number of votes contained in e-votes	Percentage of Total
Assent	6	1410	92.10%
Dissent	2	121	7.90%
Abstain	0	0	0
Total	8	1531	100%

**For Pradeep Purwar & Associates
Company Secretaries**

**Pradeep Kumar Purwar
Proprietor**

Membership No.: FCS: 5769

Certificate of Practice No.: 5918



**Date: 26th September, 2015
Place: Thane**



Petron Engineering Construction Limited

Thirty-ninth Annual General Meeting – 25.09.2015

Consolidated Results of E-Voting and Poll at the AGM on Item No.1 – Ordinary Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 1 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.2 – Ordinary Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 2 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.3 – Ordinary Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 3 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.4 – Ordinary Resolution

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	1	120	0	120	0.01%
Abstain	1	0	1	1	0	1	0.00%
Total	8	24	32	1531	5462037	5463568	100%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% of the votes polled; 120 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled and 1 vote was cast **ABSTAINING** from voting on the Ordinary Resolution constituting 0.00% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 4 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.5 – Ordinary Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 5 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.6 – Special Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Special Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 6 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.7 – Special Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Special Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 7 is passed with **requisite majority**.





Consolidated Results of E-Voting and Poll at the AGM on Item No.8 – Special Resolution

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%

Accordingly, out of total of 5463568 E-Votes and Poll; 5463447 votes were cast **ASSENTING** to the Special Resolution constituting 99.99% of the votes polled; 121 votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 8 is passed with **requisite majority**.

