

**PATEL ENGINEERING LTD.**

CIN : L99999MH1949PLC007039

100/510/005/

September 29, 2015

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

**Re: Disclosure under clause no. 35A of Listing Agreement**

Pursuant to provisions of clause 35A of the listing agreement, please find below the requisite details in respect of voting by shareholders at 66<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 28, 2015 at Shree Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai - 400102.

| Sr. No. | Description                                                                  |                   | Particulars                              |       |
|---------|------------------------------------------------------------------------------|-------------------|------------------------------------------|-------|
| A       | Date of the AGM                                                              |                   | September 28, 2015                       |       |
| B       | Book Closure Date                                                            |                   | September 22, 2015 to September 28, 2015 |       |
| C       | Total no. of shareholders on cut-off dated i.e. September 21, 2015           |                   |                                          |       |
| D       | No. of shareholders present in the meeting either in person or through Proxy |                   |                                          |       |
|         | Shareholders                                                                 | Present in Person | Present through Proxy                    | Total |
|         | Promoter and Promoter Group                                                  | 2                 | 0                                        | 2     |
|         | Public                                                                       | 92                | 0                                        | 92    |
|         | Total                                                                        | 94                | 0                                        | 94    |
| E       | No. of shareholders attended through video conferencing                      |                   |                                          |       |
|         | Shareholders                                                                 | Present in Person | Present through Proxy                    | Total |
|         | Promoter and Promoter Group                                                  | 0                 | 0                                        | 0     |
|         | Public                                                                       | 0                 | 0                                        | 0     |
|         | Total                                                                        | 0                 | 0                                        | 0     |

Enclosed herewith please find the agenda wise consolidated voting results of e-voting as well as physical ballot paper voting conducted at the venue of the Meeting.

Thanking you,

Yours truly,

**For Patel Engineering Ltd.****Shobha Shetty**  
**Company Secretary**

REGD OFFICE :

Patel Estate Road, Jogeshwari (W), Mumbai - 400 102, India  
Phone +91 22 26767500, 26782916 • Fax +91 22 26782455, 26781505  
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## PATEL ENGINEERING LTD.

CIN : L99999MH1949PLC007039

### Result of voting at the 66th Annual General Meeting of the Company held on September 28, 2015

| Promoter /Public | 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 |
|------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
|                  |                       |                        |                                                           |                             |                         |                                                        |                                                      |

#### Resolution No:1 To consider and adopt

- a. the audited Financial Statement of the Company for the financial year ended on March 31, 2015 together with the reports of the Board and the Auditors thereon; and .  
b. the audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2015 together with the reports of the Auditors thereon.

| Mode of Voting: (E-voting)   |          |          |          |          |    |          |        |
|------------------------------|----------|----------|----------|----------|----|----------|--------|
| Promoter and Promoter Group  | 38883431 | 38883431 | 100.0000 | 38883431 | 0  | 100.0000 | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0  | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 1108582  | 3.2754   | 1108572  | 10 | 99.9991  | 0.0009 |
| Total(A)                     | 76806282 | 39992013 | 52.0687  | 39992003 | 10 | 100.0000 | 0.0000 |
| Mode of Voting: (Poll)       |          |          |          |          |    |          |        |
| Promoter and Promoter Group  | 38883431 | 0        | 0.0000   | 0        | 0  | 0.0000   | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0  | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 11577    | 0.0342   | 11577    | 0  | 100.0000 | 0.0000 |
| Total(B)                     | 76806282 | 11577    | 0.0151   | 11577    | 0  | 100.0000 | 0.0000 |
| Result (A+B)                 | 76806282 | 40003590 | 52.0838  | 40003580 | 10 | 100.0000 | 0.0000 |

#### Resolution No:2 To appoint a Director in place of Mr. Pravin Patel, who retires by rotation and, being eligible, offers himself for re-appointment

| Mode of Voting: (E-voting)   |          |          |          |          |     |          |        |
|------------------------------|----------|----------|----------|----------|-----|----------|--------|
| Promoter and Promoter Group  | 38883431 | 38883431 | 100.0000 | 38883431 | 0   | 100.0000 | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 1108582  | 3.2754   | 1108397  | 185 | 99.9833  | 0.0167 |
| Total(A)                     | 76806282 | 39992013 | 52.0687  | 39991828 | 185 | 99.9995  | 0.0005 |
| Mode of Voting: (Poll)       |          |          |          |          |     |          |        |
| Promoter and Promoter Group  | 38883431 | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 11582    | 0.0342   | 11582    | 0   | 100.0000 | 0.0000 |
| Total(B)                     | 76806282 | 11582    | 0.0151   | 11582    | 0   | 100.0000 | 0.0000 |
| Result (A+B)                 | 76806282 | 40003595 | 52.0838  | 40003410 | 185 | 99.9995  | 0.0005 |

#### Resolution No:3 To appoint M/s Vatsara] and Co. as Statutory Auditors of the Company.

| Mode of Voting: (E-voting)   |          |          |          |          |     |          |        |
|------------------------------|----------|----------|----------|----------|-----|----------|--------|
| Promoter and Promoter Group  | 38883431 | 38883431 | 100.0000 | 38883431 | 0   | 100.0000 | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 1108582  | 3.2754   | 1108397  | 185 | 99.9833  | 0.0167 |
| Total(A)                     | 76806282 | 39992013 | 52.0687  | 39991828 | 185 | 99.9995  | 0.0005 |
| Mode of Voting: (Poll)       |          |          |          |          |     |          |        |
| Promoter and Promoter Group  | 38883431 | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 11577    | 0.0342   | 11577    | 0   | 100.0000 | 0.0000 |
| Total(B)                     | 76806282 | 11577    | 0.0151   | 11577    | 0   | 100.0000 | 0.0000 |
| Result (A+B)                 | 76806282 | 40003590 | 52.0838  | 40003405 | 185 | 99.9995  | 0.0005 |

#### Resolution No:4 Appointment of Mr. K. Ramasubramanian as an Independent Director

| Mode of Voting: (E-voting)   |          |          |          |          |     |          |        |
|------------------------------|----------|----------|----------|----------|-----|----------|--------|
| Promoter and Promoter Group  | 38883431 | 38883431 | 100.0000 | 38883431 | 0   | 100.0000 | 0.0000 |
| Public Institutional Holders | 4076727  | 0        | 0.0000   | 0        | 0   | 0.0000   | 0.0000 |
| Public-Others                | 33846124 | 1108512  | 3.2752   | 1108147  | 365 | 99.9671  | 0.0329 |
| Total(A)                     | 76806282 | 39991943 | 52.0686  | 39991578 | 365 | 99.9991  | 0.0009 |

REGD OFFICE :

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| Mode of Voting: (Poll)                                                                                                             |                 |                 |                |                 |            |                 |               |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------|----------------|-----------------|------------|-----------------|---------------|
| Promoter and Promoter Group                                                                                                        | 38883431        | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 11582           | 0.0342         | 11582           | 0          | 100.0000        | 0.0000        |
| <b>Total(B)</b>                                                                                                                    | <b>76806282</b> | <b>11582</b>    | <b>0.0151</b>  | <b>11582</b>    | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>                                                                                                                | <b>76806282</b> | <b>40003525</b> | <b>52.0837</b> | <b>40003160</b> | <b>365</b> | <b>99.9991</b>  | <b>0.0009</b> |
| Resolution No:5 Appointment of Ms. Geetha Sitaraman as an Independent Director                                                     |                 |                 |                |                 |            |                 |               |
| Mode of Voting: (E-voting)                                                                                                         |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 38883431        | 100.0000       | 38883431        | 0          | 100.0000        | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 1108582         | 3.2754         | 1108217         | 365        | 99.9671         | 0.0329        |
| <b>Total(A)</b>                                                                                                                    | <b>76806282</b> | <b>39992013</b> | <b>52.0687</b> | <b>39991648</b> | <b>365</b> | <b>99.9991</b>  | <b>0.0009</b> |
| Mode of Voting: (Poll)                                                                                                             |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 11531           | 0.0341         | 11531           | 0          | 100.0000        | 0.0000        |
| <b>Total(B)</b>                                                                                                                    | <b>76806282</b> | <b>11531</b>    | <b>0.0150</b>  | <b>11531</b>    | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>                                                                                                                | <b>76806282</b> | <b>40003544</b> | <b>52.0837</b> | <b>40003179</b> | <b>365</b> | <b>99.9991</b>  | <b>0.0009</b> |
| Resolution No:6 Variation in terms of appointment of Mr. Pravin Patel                                                              |                 |                 |                |                 |            |                 |               |
| Mode of Voting: (E-voting)                                                                                                         |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 38842631        | 99.8951        | 38842631        | 0          | 100.0000        | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 1108582         | 3.2754         | 1108217         | 365        | 99.9671         | 0.0329        |
| <b>Total(A)</b>                                                                                                                    | <b>76806282</b> | <b>39951213</b> | <b>52.0156</b> | <b>39950848</b> | <b>365</b> | <b>99.9991</b>  | <b>0.0009</b> |
| Mode of Voting: (Poll)                                                                                                             |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 11531           | 0.0341         | 11531           | 0          | 100.0000        | 0.0000        |
| <b>Total(B)</b>                                                                                                                    | <b>76806282</b> | <b>11531</b>    | <b>0.0150</b>  | <b>11531</b>    | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>                                                                                                                | <b>76806282</b> | <b>39962744</b> | <b>52.0837</b> | <b>39962379</b> | <b>365</b> | <b>99.9991</b>  | <b>0.0009</b> |
| Resolution No:7 Ratification of remuneration payable to M/s D. Radhakrishnan & Co. as Cost Auditors of the Company for FY 2014 -15 |                 |                 |                |                 |            |                 |               |
| Mode of Voting: (E-voting)                                                                                                         |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 38883431        | 100.0000       | 38883431        | 0          | 100.0000        | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 1108582         | 3.2754         | 1108327         | 255        | 99.9770         | 0.0230        |
| <b>Total(A)</b>                                                                                                                    | <b>76806282</b> | <b>39992013</b> | <b>52.0687</b> | <b>39991758</b> | <b>255</b> | <b>99.9994</b>  | <b>0.0006</b> |
| Mode of Voting: (Poll)                                                                                                             |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 11577           | 0.0342         | 11577           | 0          | 100.0000        | 0.0000        |
| <b>Total(B)</b>                                                                                                                    | <b>76806282</b> | <b>11577</b>    | <b>0.0151</b>  | <b>11577</b>    | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>                                                                                                                | <b>76806282</b> | <b>40003590</b> | <b>52.0838</b> | <b>40003335</b> | <b>255</b> | <b>99.9994</b>  | <b>0.0006</b> |
| Resolution No:8 Adoption of Patel Engineering General Employee Benefits Scheme 2015.                                               |                 |                 |                |                 |            |                 |               |
| Mode of Voting: (E-voting)                                                                                                         |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 38883431        | 100.0000       | 38883431        | 0          | 100.0000        | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 1108402         | 3.2748         | 1108392         | 10         | 99.9991         | 0.0009        |
| <b>Total(A)</b>                                                                                                                    | <b>76806282</b> | <b>39991833</b> | <b>52.0684</b> | <b>39991823</b> | <b>10</b>  | <b>100.0000</b> | <b>0.0000</b> |
| Mode of Voting: (Poll)                                                                                                             |                 |                 |                |                 |            |                 |               |
| Promoter and Promoter Group                                                                                                        | 38883431        | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public Institutional Holders                                                                                                       | 4076727         | 0               | 0.0000         | 0               | 0          | 0.0000          | 0.0000        |
| Public-Others                                                                                                                      | 33846124        | 11577           | 0.0342         | 11577           | 0          | 100.0000        | 0.0000        |
| <b>Total(B)</b>                                                                                                                    | <b>76806282</b> | <b>11577</b>    | <b>0.0151</b>  | <b>11577</b>    | <b>0</b>   | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>                                                                                                                | <b>76806282</b> | <b>40003410</b> | <b>52.0835</b> | <b>40003400</b> | <b>10</b>  | <b>100.0000</b> | <b>0.0000</b> |



**Resolution No: 9 Further issue of securities not exceeding Rs. 2,000 crores.**

| Mode of Voting: (E-voting)   |                 |                 |                |                 |           |                 |               |
|------------------------------|-----------------|-----------------|----------------|-----------------|-----------|-----------------|---------------|
| Promoter and Promoter Group  | 38883431        | 38883431        | 100.0000       | 38883431        | 0         | 100.0000        | 0.0000        |
| Public Institutional Holders | 4076727         | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public-Others                | 33846124        | 1108582         | 3.2754         | 1108572         | 10        | 99.9991         | 0.0009        |
| <b>Total(A)</b>              | <b>76806282</b> | <b>39992013</b> | <b>52.0687</b> | <b>39992003</b> | <b>10</b> | <b>100.0000</b> | <b>0.0000</b> |
| Mode of Voting: (Poll)       |                 |                 |                |                 |           |                 |               |
| Promoter and Promoter Group  | 38883431        | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public Institutional Holders | 4076727         | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public-Others                | 33846124        | 11577           | 0.0342         | 11577           | 0         | 100.0000        | 0.0000        |
| <b>Total(B)</b>              | <b>76806282</b> | <b>11577</b>    | <b>0.0151</b>  | <b>11577</b>    | <b>0</b>  | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>          | <b>76806282</b> | <b>40003590</b> | <b>52.0838</b> | <b>40003580</b> | <b>10</b> | <b>100.0000</b> | <b>0.0000</b> |

**Resolution No: 10 Issue of Non –Convertible Debentures on Private Placement Basis.**

| Mode of Voting: (E-voting)   |                 |                 |                |                 |           |                 |               |
|------------------------------|-----------------|-----------------|----------------|-----------------|-----------|-----------------|---------------|
| Promoter and Promoter Group  | 38883431        | 38883431        | 100.0000       | 38883431        | 0         | 100.0000        | 0.0000        |
| Public Institutional Holders | 4076727         | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public-Others                | 33846124        | 1108582         | 3.2754         | 1108572         | 10        | 99.9991         | 0.0009        |
| <b>Total(A)</b>              | <b>76806282</b> | <b>39992013</b> | <b>52.0687</b> | <b>39992003</b> | <b>10</b> | <b>100.0000</b> | <b>0.0000</b> |
| Mode of Voting: (Poll)       |                 |                 |                |                 |           |                 |               |
| Promoter and Promoter Group  | 38883431        | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public Institutional Holders | 4076727         | 0               | 0.0000         | 0               | 0         | 0.0000          | 0.0000        |
| Public-Others                | 33846124        | 11577           | 0.0342         | 11577           | 0         | 100.0000        | 0.0000        |
| <b>Total(B)</b>              | <b>76806282</b> | <b>11577</b>    | <b>0.0151</b>  | <b>11577</b>    | <b>0</b>  | <b>100.0000</b> | <b>0.0000</b> |
| <b>Result (A+B)</b>          | <b>76806282</b> | <b>40003590</b> | <b>52.0838</b> | <b>40003580</b> | <b>10</b> | <b>100.0000</b> | <b>0.0000</b> |

CERTIFIED TRUE COPY  
For PATEL ENGINEERING LTD.

*Shobna Shetty*  
Company Secretary.