

**Petron Engineering Construction Limited**

NS/LEGAL/2014-15/BSE

August 28, 2014

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

Kind Attn : Ms. Shilpa Pachori - Relationship Manager.

Dear Madam,

Sub : Results of Postal Ballot

This is to inform you that pursuant to the provisions of Section 110 and other applicable provisions, read with Rule 22 of the Companies (Management & Administration) Rules 2014, the Company, by way of Postal Ballot have passed the following two Special Resolution with requisite majority:

- 1) Consent of the Company under Section 180 (1)(c) of the Act to the Board of Directors to borrow up to Rs. 800 Crores.
- 2) Consent of the Company under Section 180(1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

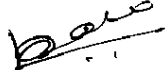
M/s. Pradeep Purwar & Associates, Company Secretaries were appointed as the Scrutinizers for the said purpose of conducting the Postal Ballot procedures.

A copy of the Scrutinizer's report dated 25th August, 2014 alongwith details as required Under Clause 35A of SEBI Guidelines is enclosed herewith.

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

Encl: as stated
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Registered Office: 6th Floor, Swastik Chambers, Sion-Trombay Road, P.B. No. 7206, Chembur, Mumbai - 400071, India
Tel.: +91-22-4085 6200 Fax: +91-22-4085 6250 / 6797 3509
Email : corporate@petronengineering.com • Website: www.petronengineering.com

CIN : L45202MH1976PLC019135

Accredited with ISO 9001 : 2008, ISO 14001 : 2004, OHSAS 18001 : 2007



Pradeep Purwar & Associates

Company Secretaries

25th August, 2014

The Managing Director
Petron Engineering Construction Limited
(CIN L45202MH1976PLC019135)

Swastik Chambers, 6th Floor,
 Sion Trombay Road,
 Chembur,
 Mumbai - 400 071

Dear Sir,

Re.: Postal Ballot Results - Scrutinizer's report

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as Scrutinizer by the Company on 29th May, 2014 to conduct the voting through Ballot Forms and E-voting for passing of the Special Resolutions as contained in the Notice dated 29th May, 2014.
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 11th July, 2014, the Company completed dispatch of the Notice of Postal Ballot on 16th July, 2014 by registered post to all the Members in physical form.
3. Out of 5719 envelopes sent to the members as stated in para 2 above, containing the Notice of the Postal Ballot, Special Resolution, Explanatory Statement, the Postal Ballot Form and Postage Pre-paid Business Reply Envelope, we have been informed by the Company that 397 envelopes were returned undelivered by the postal authorities.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be on or before 20th August, 2014 in respect of each of the Special Resolutions as set out therein as under:-
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to us not later than the close of working hours i.e. at 5.30 p.m. on 20th August, 2014.
 - In case of e-Voting, votes to be cast electronically on e-Voting platform provided by CDSL on or before 5.30 p.m. on 20th August, 2014
5. We received 162 Postal Ballot Forms and 19 Members cast their votes on the e-Voting platform, till 20th August, 2014, being the last day for receipt of





Pradeep Purwar & Associates
Company Secretaries

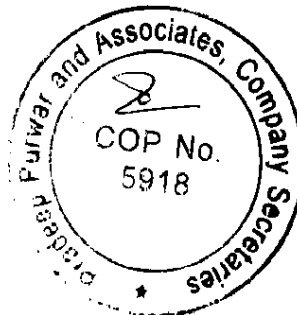
duly completed Postal Ballot Forms and e-Voting on CDSL portal, as per the said Notice.

6. With the support of Sharepro Services (India) Private Limited, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with Company and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by CDSL.
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, in terms of the said Notice, votes cast through e-Voting only were considered valid.
9. The voting rights of the Members were reckoned as on 11th July, 2014.
10. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, we report that both the **Special Resolutions** as contained in the said **Notice** has been passed with **Requisite Majority**.

We have annexed with this Report, the details of the Postal Ballot and e-voting and the analysis of the Results of the Special Resolutions as 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: 25th August, 2014
Place: Mumbai



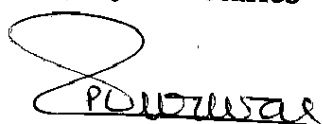
Pradeep Purwar & Associates
Company Secretaries

Details of the Postal Ballot & E-voting

Annexure

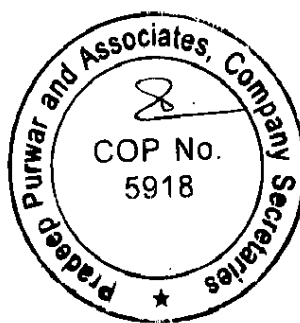
Postal Ballot & E-voting				
A	Postal Ballot		No. of Ballot forms	No. of votes contained in ballot forms
1	Number of Forms received from Members			
2	Total votes cast		162	5585386
3	Number of Forms rejected/not considered for reasons as stated below:-		162	5585326
	a. Signature mismatch	6		
	b. Voted both in physical and e-voting	1		
	c. Board resolution/authorization not submitted with ballot form	3		
	Total Invalid Forms			
	Number of valid Forms (A)		10	723
			152	5584603
B	E-Voting		No. of e- votes	No. of votes contained in e- votes
1	Number of members who participated in e-Voting.	19		
	Number of valid e-Voting (B)			
C			19	2715
	Total (A+B)		171	5587318

**For Pradeep Purwar & Associates
Company Secretaries**


Pradeep Kumar Purwar

Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918

Date: 25th August, 2014
Place: Mumbai





Pradeep Purwar & Associates
Company Secretaries

Analysis of Results of the Special Resolution in respect of Item no.1

Consent of the Company under Section 180 (1)(c) of the Act to the Board of Directors to borrow up to Rs. 800 Crores over and above the aggregate of the then paid-up capital of the Company and its free reserves

Particulars	Number of			Number of Votes contained in			%
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Assent	146	14	160	5583633	1161	5584794	99.95
Dissent	6	5	11	970	1554	2524	0.05
Total	152	19	171	5584603	2715	5587318	100.00

Accordingly, out of the 5587318 valid votes polled through Ballot Forms and valid e-Votes, 5584794 votes were cast **ASSENTING** to the **Special Resolution** constituting 99.95 % of the votes polled and 2524 votes were cast **DISSENTING** to the **Special Resolution** constituting 0.05 % of the votes polled.

Thus, the **Special Resolution** contained in Item No. 1 of the Notice dated 29th May, 2014, is passed with **requisite majority**.

For Pradeep Purwar & Associates
Company Secretaries

Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918



Date: 25th August, 2014
Place: Mumbai



Pradeep Purwar & Associates
Company Secretaries

Analysis of Results of the Special Resolution in respect of Item no.2

Consent of the Company under Section 180(1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

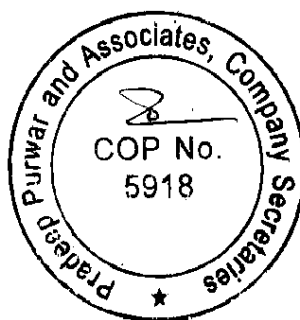
Particulars	Number of			Number of Votes contained in			%
	Postal Ballot Forms	e-Votes	Total	Postal Ballot Forms	e-Votes	Total	
Assent	145	14	159	5583808	1161	5584969	99.96
Dissent	7	5	12	795	1554	2349	0.04
Total	152	19	171	5584603	2715	5587318	100.00

Accordingly, out of the 5587318 valid votes polled through Postal Ballot Forms and valid e-Votes, 5584969 votes were cast **ASSENTING** to the **Special Resolution** constituting 99.96 % of the votes polled and 2349 votes were cast **DISSENTING** to the **Special Resolution** constituting 0.04 % of the votes polled.

Thus, the **Special Resolution** contained in Item No. 2 of the Notice dated 29th May, 2014, is passed with **requisite majority**.

For Pradeep Purwar & Associates
Company Secretaries

Pradeep Kumar Purwar
Proprietor
Membership No.: FCS: 5769
Certificate of Practice No.: 5918



Date: 25th August, 2014
Place: Mumbai

PETRON ENGINEERING CONSTRUCTION LIMITED (CIN : L45202MH1976PLC019135)								
Clause 35A (Postal Vote)								
Resolution 1								
Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	3	5463203	5463203	100.000000	5463203	0	100.000000	0.000000
Public – Institutional holders	1	80687	91906	113.904346	91906	0	100.000000	0.000000
Public-Others	148	1994510	29494	1.478759	28524	970	96.711195	3.288805
Total	152	7538400	5684803	74.082073	5683633	970	99.982631	0.017369

PETRON ENGINEERING CONSTRUCTION LIMITED (CIN : L45202MH1976PLC019135)								
Clause 35A (Postal Vote)								
Resolution 2								
Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	3	5463203	5463203	100.000000	5463203	0	100.000000	0.000000
Public – Institutional holders	1	80687	91906	113.904346	91906	0	100.000000	0.000000
Public-Others	148	1994510	29494	1.478759	28699	795	97.304537	2.695463
Total	152	7538400	5684803	74.082073	5683908	795	99.986764	0.014236

PETRON ENGINEERING CONSTRUCTION LIMITED (CIN : L46202MH1976PLC019135)								
Clause 35A (e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	0	5463203	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	0	80687	0	0.000000	0	0	0.000000	0.000000
Public-Others	19	1994510	2715	0.136124	1161	1554	42.762431	57.237569
Total	19	7538400	2715	0.036016	1161	1554	42.762431	57.237569

PETRON ENGINEERING CONSTRUCTION LIMITED (CIN : L46202MH1976PLC019135)								
Clause 35A (e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	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
Promoter and Promoter Group	0	5463203	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	0	80687	0	0.000000	0	0	0.000000	0.000000
Public-Others	19	1994510	2715	0.136124	1161	1554	42.762431	57.237569
Total	19	7538400	2715	0.036016	1161	1554	42.762431	57.237569