

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080

Consolidated Report of Scrutinizer on Remote e-voting and Voting at the 69th Annual General Meeting (AGM)

To
Mr. Rupen Pravin Patel
Chairman

of 69th Annual General Meeting (AGM) of the shareholders of Patel Engineering Limited (having its Registered Office at Patel Estates V Road Jogeshwari (West) Mumbai 400102) held on Thursday, 27th September, 2018 at Shree Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai - 400102.

Re: Scrutinizer's Report on voting through Remote E-voting and Poll at the AGM venue in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Makarand M Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 14th August, 2018 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Voting at the AGM** under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 69th AGM held on Thursday, 27th September, 2018.
- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 24th September, 2018 at 9.00 a.m. and ended on Wednesday, 26th September, 2018 at 5.00 p.m. and the CDSL remote e-voting platform was unblocked thereafter.
- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- D. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 27th September, 2018.

- E. The Company had appointed CDSL for conducting the e-voting by the shareholders of the Company at the AGM. After the time fixed for closing of the poll by the Chairman, votes cast were 'closed'. The votes cast were unblocked in the presence of two witnesses on 27th September, 2018.
- F. The report on voting done at the AGM was generated in my presence along with Mr. Omkar Dindorkar and Mr. Abhishek Gupta.
- G. On the basis of the votes exercised by the shareholders of the Company by way of Ballot Process (poll) at the AGM of the Company held on 27th September, 2018, I have issued Scrutinizer's Report dated 27th September, 2018.

Date of AGM	27 th September, 2018
Total number of shareholders on record date (i.e. as on Thursday, 20th September, 2018)	59852
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	3
Public	52
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	Not Applicable
Public	

Resolution Item No. 1 - Ordinary Resolution:

Consider and adopt

- (a) the audited financial statements of the Company for the Financial Year ended 31st March, 2018 together with the Board’s Report and the Auditor’s report thereon
- (b) the audited Consolidated financial statements of the Company for the Financial Year ended 31st March, 2018 together with the Report of the Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6654315	7.6830	6654315	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10859155	12.5379	10859155	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46692	20	99.9572	0.0428	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89856	20	99.9777	0.0223	0
Total		156994691	43508930	27.7136	43508910	20	100.0000	0.0000	0

*No of votes polled does not include invalid votes

Resolution Item No. 2 - Ordinary Resolution:

To appoint a Director in place of Mr. Chittaranjan Kumar Singh, Director who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6035905	632638	90.5131	9.4869	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10240745	632638	94.1818	5.8182	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46442	270	99.4220	0.5780	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89606	270	99.6996	0.3004	0
Total		156994691	43523158	27.7227	42890250	632908	98.5458	1.4542	0

*No of votes polled does not include invalid votes

Resolution Item No. 3 - Ordinary Resolution:

Re-appointment of Rupen Patel as Managing Director

Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6393877	274666	95.8812	4.1188	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10598717	274666	97.4740	2.5260	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46542	170	99.6361	0.3639	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89706	170	99.8109	0.1891	0
Total		156994691	43523158	27.7227	43248322	274836	99.3685	0.6315	0

*No of votes polled does not include invalid votes

Resolution Item No. 4 - Ordinary Resolution:

Re-appointment of Mr. Chittaranjan Kumar Singh as Whole - Time Director:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.0123	46442	270	99.4220	0.5780	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89606	270	99.6996	0.3004	0
Total		156994691	43523158	27.7227	43522888	270	99.9994	0.0006	0

*No of votes polled does not include invalid votes

Resolution Item No. 5 – Special Resolution

Continuation of Directorship of Mr. Khizer Ahmed as an Independent Director – Pursuant to the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018.

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6035905	632638	90.5131	9.4869	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10240745	632638	94.1818	5.8182	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46442	270	99.4220	0.5780	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89606	270	99.6996	0.3004	0
Total		156994691	43523158	27.7227	42890250	632908	98.5458	1.4542	0

*No of votes polled does not include invalid votes

Resolution Item No. 6 – Special Resolution

Continuation of Directorship of Mr. Srinivasa Jambunathan as an Independent Director – Pursuant to the Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6035905	632638	90.5131	9.4869	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10240745	632638	94.1818	5.8182	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46692	20	99.9572	0.0428	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89856	20	99.9777	0.0223	0
Total		156994691	43523158	27.7227	42890500	632658	98.5464	1.4536	0

*No of votes polled does not include invalid votes

Resolution Item No. 7 - Ordinary Resolution

Appointment of Dr. Barendra Kumar Bhoi as an Independent Director:

Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46542	170	99.6361	0.3639	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89706	170	99.8109	0.1891	0
Total		156994691	43523158	27.7227	43522988	170	99.9996	0.0004	0

*No of votes polled does not include invalid votes

Resolution Item No. 8 – Ordinary Resolution

Ratification of remuneration payable to M/s. Vaibhav M Gandhi & Associates, Cost Auditors of the Company for FY 2017-18:

Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46692	20	99.9572	0.0428	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89856	20	99.9777	0.0223	0
Total		156994691	43523158	27.7227	43523138	20	100.0000	0.0000	0

*No of votes polled does not include invalid votes

Resolution Item No. 9 – Special Resolution

Issue of Balance Optionally Convertible Debentures pursuant to implementation of S4A:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	45692	1020	97.8164	2.1836	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	88856	1020	98.8651	1.1349	0
Total		156994691	43523158	27.7227	43522138	1020	99.9977	0.0023	0

*No of votes polled does not include invalid votes

Resolution Item No. 10 – Special Resolution

Amendment to the terms of issue of OCDs:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	45592	1120	97.6023	2.3977	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	88756	1120	98.7538	1.2462	0
Total		156994691	43523158	27.7227	43522038	1120	99.9974	0.0026	0

*No of votes polled does not include invalid votes

Resolution Item No. 11 – Special Resolution

Amendment to Patel Engineering Employees’ Stock Option Plan:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6310571	357972	94.6319	5.3681	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10515411	357972	96.7078	3.2922	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	45042	1670	96.4249	3.5751	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	88206	1670	98.1419	1.8581	0
Total		156994691	43523158	27.7227	43163516	359642	99.1737	0.8263	0

*No of votes polled does not include invalid votes

Resolution Item No. 12 – Special Resolution

Extending the benefits of ‘Patel Engineering Employee Stock Option Plan’ to the employees of the subsidiaries:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6035905	632638	90.5131	9.4869	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10240745	632638	94.1818	5.8182	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	45042	1670	96.4249	3.5751	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	88206	1670	98.1419	1.8581	0
Total		156994691	43523158	27.7227	42888850	634308	98.5426	1.4574	0

*No of votes polled does not include invalid votes

Resolution Item No. 13 – Special Resolution

Reclassification from promoter/promoter group Category to public category:

Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	32559899	32559899	100.0000	32559899	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Total		32559899	100.0000	32559899	0	100.0000	0.0000	0
Public Institutions	E-Voting	86610456	6668543	7.6995	6668543	0	100.0000	0.0000	0
	Poll		4204840	4.8549	4204840	0	100.0000	0.0000	0
	Total		10873383	12.5544	10873383	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	37824336	46712	0.1235	46592	120	99.7431	0.2569	0
	Poll		43164	0.1141	43164	0	100.0000	0.0000	0
	Total		89876	0.2376	89756	120	99.8665	0.1335	0
Total		156994691	43523158	27.7227	43523038	120	99.9997	0.0003	0

*No of votes polled does not include invalid votes

H. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Poll facilitated at the AGM venue.

It is to be noted that:

1. The votes cast does not include invalid votes and abstained voting in particular resolutions.
2. All the aforesaid resolutions were passed with requisite majority.

**Thanking you,
For Makarand M. Joshi & Co.,
Practicing Company Secretaries**

For Patel Engineering Limited

Makarand M Joshi
Partner
CP No. 3662
Place: Mumbai
Date: 28th September 2018

Mr. Rupen Pravin Patel
Chairman
DIN: 00029583