

**Proceedings of 69<sup>th</sup> Annual General Meeting**

The 69<sup>th</sup> Annual General Meeting of members of Patel Engineering Limited, was held on Thursday September 27, 2018 at 11:00 a.m. at Shree Saurashtra Patel Samaj, Patel Estate Road, Jogeshwari (West), Mumbai – 400 102.

Mr. Rupen Patel, Chairman of the Board took the chair and conducted the proceedings of the meeting.

All the Directors of the Company except Mr. S Jambunathan and Mr. C. K. Singh were present at the meeting.

Members present

In person: 55  
In proxy: Nil

The Chairman thereafter informed the Members that the Company had provided facility to the members to vote through remote e-voting and the same had commenced on Monday, September 24, 2018 (from 09.00 a.m.) and ended on Wednesday, September 26, 2018 (upto 5.00 p.m.).

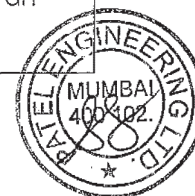
Further he informed that the members who haven't casted their vote through remote e-voting, they can vote through the ballot process (Poll).

The Managing Director then addressed the Members and spoke about Company's Performance.

Clarifications were provided to the queries raised by the members.

The following items of business, as per the Notice of the AGM were transacted –

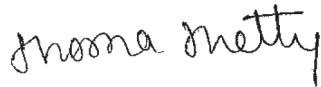
Sr. No.	Description of the Resolution
1.	<b>Ordinary Resolution:</b> To consider and adopt a. the audited Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board and the Auditors thereon; and b. the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the Report of the Auditors thereon
2.	<b>Ordinary Resolution:</b> To appoint a Director in place of Mr. Chittaranjan Kumar Singh, Director (DIN: 00196978) who retires by rotation and being eligible, offers himself for re-appointment.
3.	<b>Ordinary Resolution:</b> Re-appointment of Mr. Rupen Patel as Managing Director.
4.	<b>Ordinary Resolution:</b> Re-appointment of Mr. Chittaranjan Kumar Singh as Whole time Director
5.	<b>Special Resolution:</b> Continuation of Directorship of Mr. Khizer Ahmed as an Independent Director- Pursuant to the SEBI (Listing Obligation and Disclosure Requirements)(Amendment) Regulations, 2018
6.	<b>Special Resolution:</b> Continuation of Directorship of Mr. Srinivasa Jambunathan as an Independent Director- Pursuant to the SEBI (Listing Obligation and Disclosure Requirements)(Amendment) Regulations, 2018.



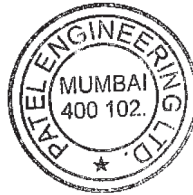
7.	<b>Ordinary Resolution:</b> Appointment of Mr. Barendra Kumar Bhoi as an Independent Director.
8.	<b>Ordinary Resolution:</b> Ratification of remuneration payable to M/s. Vaibav M. Gandhi & Associates, Cost Auditors of the Company for FY 2017 -18
9.	<b>Special Resolution:</b> Issue of balance Optionally Convertible debentures pursuant to implementation of S4A
10.	<b>Special Resolution:</b> Amendment to the terms of issue of OCDs
11.	<b>Special Resolution:</b> Amendment to Patel Engineering Employees' Stock Option Plan
12.	<b>Special Resolution:</b> Extending the benefits of 'Patel Engineering Employee Stock Option Plan' to the employees of the Subsidiaries
13.	<b>Special Resolution:</b> Reclassification from Promoter and Promoter Group Category to Public Category

The Chairman informed the Members that M/s. Makarand M. Joshi & Co., Practising Company Secretary had been appointed as the Scrutinizer for the Poll at this meeting and to report on the combined voting results of e-voting and the Poll for each of the items transacted as per the notice of the AGM. The Company shall declare the results on receipt of the scrutinizers' report.

For Patel Engineering Ltd.



**Shobha Shetty**  
Company Secretary  
Membership No. A17228



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