

PATEL ENGINEERING LTD.

CIN :L99999MH1949PLC007039 **Redg office:** Patel Estate Road, Jogeshwari (West), Mumbai – 400102 Tel No: +91(22) 26767500 Fax: +91(22) 26782455 Website: www.pateleng.com

NOTICE

Notice is hereby given to the members of Patel Engineering Limited pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 that the Company is seeking the consent of its members by passing the proposed resolution set out below by way of Postal Ballot.

In terms of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking of the Company, only with the consent of the Company by passing a special resolution. It also attracts the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 with respect to the matters requiring approval by postal ballot.

Keeping in view the above provisions, the Company proposes to obtain members' consent to the proposed following special resolutions by means of postal ballot. The proposed special resolution and the explanatory statement thereto are given below. The Postal Ballot Form is also being sent herewith.

1. Resolution to be passed under Section 180 (1) (a) of the Companies Act, 2013 to lease sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies at Patel Estate Road, Jogeshwari, Mumbai.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special** Resolution:

"Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose),

to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies as the case may be, in particular
the piece and parcel of land admeasuring 19,888.3 sq. mtrs in CTS No. 216/A of Village Bandivali together with building, structures,
rights and fixtures thereon located at Patel Estate Road, Jogeshwari (West), Mumbai and together with TDR/FSI benefits accruing in
respect of land bearing C.T.S. Nos.216B and 216C of Village Bandivali with a clear and marketable title free from all encumbrances and
claims (hereinafter referred to as "the said property")

to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreement, TDR Sale agreements, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

2. Resolution to be passed under Section 180 (1) (a) of the Companies Act, 2013 to sell/transfer/disinvest the thermal project at Nagapattinam, Tamil Nadu.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose)

- To sell/transfer/disinvest the thermal project at Nagapattinam, Tamil Nadu held by the Company through its direct and various indirect subsidiaries (hereinafter referred to as "the said project")

to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the Members of the Company, including finalizing the suitable purchaser(s)/assignee(s), as the case may be, of the said project, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, share purchase agreement, agreement for sale, development agreement, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Registered Office:

Patel Estate Road, Jogeshwari (West), Mumbai 400102 By Order of the Board For Patel Engineering Limited

> Shobha Shetty Company Secretary

Mumbai September 26, 2014

Notes:

- 1. The Explanatory Statement and reasons for the proposed Special Resolutions under Item No. 1 and 2, pursuant to Section 102 of the Companies Act, 2013 setting out material facts are annexed herewith.
- 2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form. Please note that e-voting is optional.
- 3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may download the Form from the link www.evotingindia.co.in or from the "Investors" section on the Company's website www.pateleng.com.
- 4. The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on September 30, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
- 5. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Process for members opting for e-voting

The voting period begins on October 12, 2014 (9.00 am) and ends on November 10, 2014 (6.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form					
PAN	 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 					
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.					
Dividend Bank Details	 Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii). 					

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN along with the Company Name on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case of members receiving Postal Ballot Form by Post/Courier, Please follow the above steps to cast vote electronically.

- 6. In case members have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 7. Mr. Pramod Mehendale of M/s Pramod H. Mehendale & Co, Practicing Company Secretary, has been appointed as the scrutinizer to scrutinize the e-voting process and physical postal ballot, in a fair and transparent manner. The scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report for the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- 8. The result of the Postal Ballot declared on November 12, 2014 by the Chairman of the Company or any person authorised by the Chairman along with the Scrutinizer's report shall be placed on the Company's website www.pateleng.com and on the website of CDSL within 2 (two) working days of passing the resolutions and communicated to the Stock Exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

The Company intends to reduce its debts by disposing some of its non-core assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of Special Resolution. Approval of members is sought for:

 to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property being all that piece and parcel of land admeasuring 19888.3 sq. mtrs in CTS No. 216/A of Village Bandivali together with buildings, structures, rights and fixtures standing thereon located at, Patel Estate Road, Jogeshwari (West), Mumbai and together with TDR/FSI benefits accruing in respect of land bearing C.T.S. Nos.216B and 216C of Village Bandivali with a clear and marketable title free from all encumbrances and claims.

The consideration to be received on said lease and/or sale, transfer, conveyance, assignment or sale of above property shall be utilized in paying off the Company's long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on September 26, 2014 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property as stated above along with building, structures, rights and fixtures thereon together with TDR/FSI benefits accruing in respect of land bearing C.T.S. Nos.216B and 216C of Village Bandivali with a clear and marketable title free from all encumbrances and claims to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreements, TDR Sale agreements, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item no. 2

The Company has forayed into the power generation segment through its wholly owned subsidiary Patel Energy Resources Limited (PERL). The Company intended to build a thermal power project of 1,050 MW at Nagapattinam, Tamil Nadu. It is a coastal power plant project based on a blend of imported coal and domestic coal. The Company has already incurred an expense of approximately Rs. 3.50 billion for towards land acquisition through its various indirect subsidiaries. There was a change in the regulations governing export of coal from Indonesia which had made imported coal expensive. Pending clarity on pass through of the additional cost on account of costlier imported coal to the end user, further work on the project is stopped. In the current scenario, it was felt appropriate to dispose of the project in the best interest of the Company.

Approval of members is sought to sell/transfer/disinvest the thermal project at Nagapattinam, Tamil Nadu held by the Company through its direct and various indirect subsidiaries.

The consideration to be received on said sale/transfer/disinvestment in the said project shall be utilized in paying off the Company's long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said project. In view of the same, the Board of Directors at its meeting held on September 26, 2014 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell/transfer/disinvest of the thermal project at Nagapattinam, Tamil Nadu held by the Company through its direct and various indirect subsidiaries to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable purchaser(s) as the case may be, of the said project, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, share purchase agreement, sale deed, development agreements and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

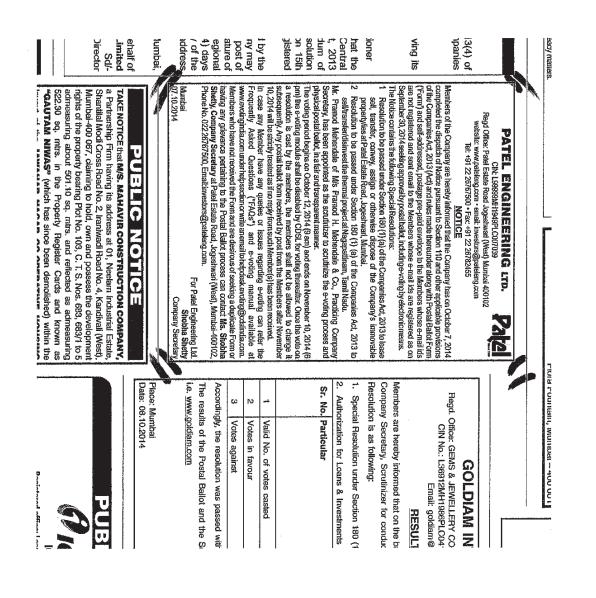
Registered Office:

Patel Estate Road, Jogeshwari (West), Mumbai 400102 By Order of the Board For Patel Engineering Limited

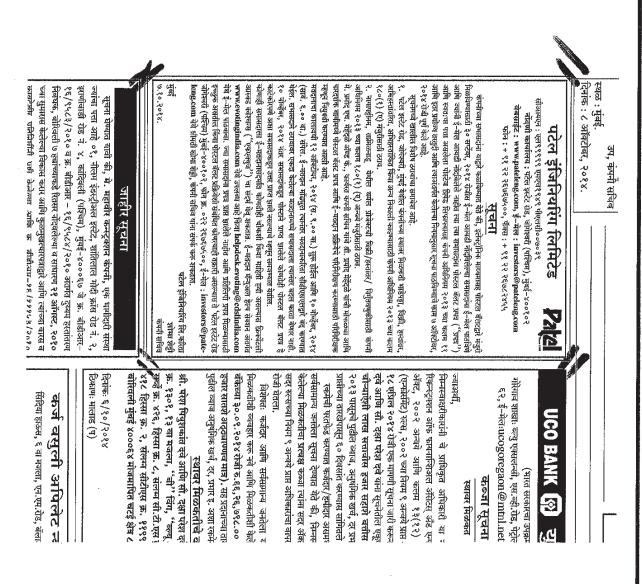
> Shobha Shetty Company Secretary

Mumbai September 26, 2014

THE FREE PRESS JOURNAL, MUMBAI I WEDNESDAY I OCTOBER 8, 2014



जावर्शात मुंबई, बुधवार, ८ ऑक्टोबर २०१४





Patel Engineering Ltd Redg office: Patel Estate Road, Jogeshwari (West), Mumbai – 400102 Tel No: +91(22) 26767500 Fax: +91(22) 26782455 CIN:L99999MH1949PLC007039, Website: www.pateleng.com

Postal Ballot Form

Sr.No:

(Please read the instructions printed overleaf carefully before completion of this form)

1.	Name and Address of the Sole /First named Shareholder as registered with the Company					
2.	Name(s) of the joint Shareholder(s), if any, registered with the Company					
3.	Registered Folio No./DP ID No.* & Client ID No.* : (*Applicable to Investors holding shares in dematerialized from)					
4.	Number of shares held					
	I/We hereby exercise my/our vote in respect of the Special Resolution (s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated September 26, 2014 by conveying my/our assent or dissent to the said Special Resolution(s), by placing the tick () mark at the appropriate box below:					
ltem No.	Description		No. of Shares	I/We assent to the Resolution (for)	I/We dissent to the Resolution (Against)	
	Special Resolution to be passed under Section 180 (1) (a) of the Companies Act, 2013 to lease sell, transfer, convey, assign or otherwise dispose of the Company's immovable property/ies at Patel Estate Road, Jogeshwari, Mumbai.					
2	Special Resolution to be passed under Section 180 (1) (a) of the Companies Act,2013 to sell/transfer/disinvest the Thermal Project at Nagapattinam, Tamil Nadu.					

Place :

Date :

Signature of the Member Or Authorised Representative

Notes :

(i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

(ii) Last date for receipt of Postal Ballot Form : November 10, 2014 (6.00 pm)

(iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

- a. Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Pramod H Mehendale & Co., Practicing Company Secretary in the enclosed self-addressed and pre-paid postage Business Reply Envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted.
- b. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
- c. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
- h. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on November 10, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- I. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. h above.
- j. Member is/are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- k. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.
- l. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- m. The result of the Postal Ballot/ E-voting will also be posted on the website of the Company www.pateleng.com for the information of the Members.