

सं.सचिव/No. Secy/906/9/10

27.09.2019

**The BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street, Fort**  
**Mumbai – 400 023**

**The National Stock Exchange of India Limited**  
**Exchange Plaza, 5<sup>th</sup> Floor**  
**Bandra Kurla Complex**  
**Bandra (East), Mumbai-400051**

**विषय: 54वीं वार्षिक आम बैठक की कार्यवाही**

**Sub: Proceedings of 54<sup>th</sup> Annual General Meeting**

प्रिय महोदय/महोदया

Dear Sir/ Madam,

Kindly note that 54<sup>th</sup> Annual General Meeting of the Company was held on Thursday, 26<sup>th</sup> September, 2019 and the business mentioned in the Notice dated 9<sup>th</sup> August, 2019 were transacted therein. In this regard, please find enclosed herewith summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

उपरोक्त कृपया आपकी जानकारी एवं रिकॉर्ड के लिए है।

The above is for your information and records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



नरेंद्र कुमार/ Narendra Kumar

अनुपालन अधिकारी/Compliance Officer

संलग्नक : यथोक्त/Encl: As above

सर्व शिक्षा अभियान



उत्कृष्टता का आधार - हमारे कर्मों **Delivering Excellence Through People**

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CIN : L74899DL1965GOI004352

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हिन्दी देश की एकता की कड़ी है।



## **PROCEEDINGS OF 54<sup>th</sup> ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED.**

The 54<sup>th</sup> Annual General Meeting of the Members of the Engineers India Limited was held on Thursday, the 26<sup>th</sup> day of September, 2019 at 3.00 p.m. at Engineers India Limited, NH-8, Sector-16, Gurugram-122001 (Haryana).

Shri J.C. Nakra, Chairman & Managing Director of the Company chaired the Meeting. The Company Secretary confirmed that quorum is present. 7726 Members, in person or through proxy, representing 330906620 shares (51 proxies representing 51 shares), marked their attendance. These included the nominee of the President of India holding 52% of Shares of the Company. After declaring the quorum to be present, the Chairman declared that the requisite quorum was present, called the meeting to order. He then welcomed all the Members to the 54<sup>th</sup> Annual General Meeting of the Company and introduced the Directors, Nominee of the President of India sitting on the dias, Statutory Auditors, Secretarial Auditors and Scrutinizer physically present in the meeting.

With the consent of the Members present, Notice dated 9<sup>th</sup> August, 2019 convening the meeting together with the Financial Statements and Directors' Report etc., the copies of which were sent to the Members, were taken as read.

The Chairman delivered his speech, copies of which had been circulated amongst the members present at the meeting. During his speech, he covered the overview of the following areas:

- Economic Environment and Outlook
- Performance Highlights
- Business Highlights
- Overseas
- Operational Highlights
- Research and Development
- Human Capital
- Sharper Competitive Edge
- Responsible Corporate Citizen
- Make in India
- Health, Safety and Environment (HSE)
- Sustainability
- Focus on Quality
- Accolades and Awards
- Corporate Governance

As directed by the Chairman, the Company Secretary read out the Independent Auditors' Report and Comments of Comptroller & Auditor General of India on Annual Accounts of the Company for the financial year 2018-2019. He also read out the Auditors' Report on the Corporate Governance Report & Secretarial Audit Report along with Management's replies thereon for the Financial Year 2018-19. It was agreed that the Annexure to the Auditors' Report would be taken as read.

The Chairman then informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the remote e-Voting facility to its members to exercise their vote for the items to be transacted at the said Annual General Meeting. The shareholders holding shares as on cut-off date i.e. 19.09.2019 were entitled to vote on the proposed resolutions of this Annual General Meeting. The remote e-Voting period remained open from 23.09.2019 (9.30 a.m., IST) to 25.09.2019 (5.00 p.m., IST) (both days



inclusive). The Chairman then informed the members that in order to provide similar voting rights to the members present in person and through proxies, opportunity to vote would be provided in proportion to the shares held by members as on the cut-off date i.e. 19.09.2019. Those who had already cast their votes through e-Voting were advised not to vote again as per the statutory provisions.

The Chairman further informed the members that the Board of Directors have appointed Shri Santosh Kumar Pradhan, Practicing Company Secretary (C.P. No. 7647) as Scrutinizer for scrutinizing the remote e-Voting process and also the process of voting through Ballot papers at the Annual General Meeting.

The Chairman thereafter took up the business as stated in the Notice of AGM dated 9<sup>th</sup> August, 2019. He explained the objective and implications, if any, of the resolutions enlisted in the AGM Notice. The Company Secretary read out all the 14 resolutions proposed to be passed at the meeting. The resolutions were put to vote by Ballot Process. The Company Secretary briefly informed the Ballot process. The Chairman then requested members to participate in the Voting through Ballot Papers in respect of all the 14 resolutions and requested Shri Santosh Kumar Pradhan, Scrutinizer for scrutinizing the process of voting through Ballot papers at the Annual General Meeting.

Shri Santosh Kumar Pradhan, Scrutinizer, conducted the Poll which included distribution of polling papers, displaying the two empty ballot boxes, locking of empty polling boxes in the presence of members and proxies.

The Chairman then invited the members to raise queries, if any on the Annual Accounts 2018-19 and on the items covered in the Notice of the Meeting. The queries were then asked which were replied by the Chairman. Further, the members, in general, expressed their confidence on the Board of Directors and appreciated the Management and working of the Company.

Shri Santosh Kumar Pradhan, Scrutinizer took custody of the Ballot Boxes after ensuring that all the members and proxies participating in the voting through Ballot paper had casted their votes.

Thereafter, sharing the manner in which the results of voting would be compiled, the Chairman stated that the results of voting on each resolution would be determined by adding the votes of the poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that on receipt of the Scrutinizer's report on the Voting conducted through Ballot Papers, the results of voting would be declared on 27<sup>th</sup> September, 2019. The results to be declared for each resolution would indicate separately the votes through Ballot Papers and electronic voting and would be immediately intimated to the BSE Limited and National Stock Exchange of India Limited. He further informed that the results would also be uploaded on the Company's website and Registrar and Share Transfer Agent's website with the respective reports of the scrutinizer for electronic voting and the Ballot paper voting.

The Chairman informed the members that requisite quorum was present throughout the meeting.

The proceedings concluded at 3.50 p.m with Shri Suwendu Kumar Padhi, Company Secretary proposing a vote of thanks.

The combined voting results has been submitted by the Scrutinizer to the C&MD, EIL who has declared the result of voting and accordingly details of the Resolutions passed at the 54<sup>th</sup> Annual General Meeting of Engineers India Limited held on 26<sup>th</sup> day of September, 2019 are provided below:



**ORDINARY BUSINESS:**

- Item No. 1 To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2019, together with the Board's Report and the Auditors' Report thereon and Comments of the Comptroller and Auditor General of India be and are hereby received, considered and adopted."

- Item No. 2 To declare final dividend for the financial year ended 31.03.2019.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** approval of the members be and is hereby accorded for payment of final dividend @15% (i.e. ₹ 0.75/- per share of ₹ 5 each) on equity share capital of the Company amounting to ₹ 4739.34 lakhs for the financial year ended 31.03.2019 as recommended by the Board in addition to the payment of interim dividend @65% (i.e. ₹ 3.25/- per share) as already declared by the Board and paid accordingly."

- Item No. 3 To appoint a Director in place of Shri Vipin Chander Bhandari (DIN: 07550501), who retires by rotation and being eligible offers himself for reappointment.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** Shri Vipin Chander Bhandari (DIN: 07550501), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (HR) of the Company."

- Item No. 4 To appoint a Director in place of Shri Lalit Kumar Vijh (DIN:07261231), who retires by rotation and being eligible, offers himself for re-appointment.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** Shri Lalit Kumar Vijh (DIN: 07261231), who retires by rotation and being eligible, be and is hereby re-appointed as a Director (Technical) of the Company."

- Item No. 5 To authorize Board of Directors of the Company to fix remuneration of Auditors for the Financial Year 2019-20.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.



**"RESOLVED THAT** pursuant to provisions under section 139(5) read with Section 142 of the Companies Act, 2013, approval of the Members be and is hereby accorded, authorizing the Board of Directors of the Company to decide and fix the remuneration, Out of Pocket, Statutory Taxes and other Ancillary Expenses payable to Auditors of the Company appointed by the Comptroller and Auditors General of India, for the Financial Year 2019-20."

**SPECIAL BUSINESS:**

**Item No. 6 To appoint Shri Sunil Bhatia (DIN: 08259936) as Director (Finance) of the Company.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri Sunil Bhatia (DIN: 08259936), who was nominated as Director (Finance) by President of India vide MoP&NG letter No.C-31016/3/2018-PNG(25938) dated 17.10.2018 and appointed as an Additional Director w.e.f. 18.10.2018 A/N (date of assumption of charge) by the Board of Directors to hold the post of Director (Finance) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Finance) of the Company, liable to retire by rotation to hold office from the date of his assumption of charge of the post (i.e. 18.10.2018) till the date of his superannuation (30.06.2021) or until further orders of the Government, whichever is earlier, on such terms & conditions, remunerations and tenure as may be determined by the President of India/ Government of India from time to time."

**Item No. 7 To re-appoint Dr. (Prof.) Mukesh Khare (DIN: 02029807) as Non-official Independent Director of the Company.**

The following resolution was passed as a Special Resolution with the Requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Dr. (Prof.) Mukesh Khare (DIN: 02029807) who was re-appointed as an Non-official Independent Director by President of India vide MoP&NG letter No.C-31033/5/2018-CA/FTS:26192 dated 20.11.2018, in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby re-appointed as Non-official Independent Director, not liable to retire by rotation, to hold office for a second term of one year commencing from the date of completion of his existing tenure i.e. 19.11.2018 or until further order, whichever is earlier."

**Item No. 8 To re-appoint Mrs. Arusha Vasudev (DIN: 07370575) as Non-official Independent Director of the Company.**

The following resolution was passed as a Special Resolution with the Requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Mrs. Arusha Vasudev (DIN: 07370575) who was re-appointed as an Non-official Independent Director by



President of India vide MoP&NG letter No. C-31033/5/2018-CA/FTS:26192 dated 20.11.2018, in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from herself in writing proposing her candidature for the office of Director, be and is hereby re-appointed as Non-official Independent Director not liable to retire by rotation, to hold office for a second term of one year commencing from the date of completion of her existing tenure i.e. 19.11.2018 or until further order, whichever is earlier."

**Item No. 9 To re-appoint Shri V.K. Deshpande (DIN: 01200938) as Non-official Independent Director of the Company.**

The following resolution was passed as a Special Resolution with the Requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Shri V.K. Deshpande (DIN: 01200938) who was re-appointed as an Non-official Independent Director by President of India vide MoP&NG letter No.C- 31033/5/2018-CA/FTS:26192 dated 20.11.2018, in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby re-appointed as Non-official Independent Director, not liable to retire by rotation, to hold office for a second term of one year commencing from the date of completion of his existing tenure i.e. 19.11.2018 or until further order, whichever is earlier."

**Item No. 10 To re-appoint Shri Umesh Chandra Pandey (DIN: 01185085) as Non-official Independent Director of the Company.**

The following resolution was passed as a Special Resolution with the Requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, Shri Umesh Chandra Pandey (DIN: 01185085) who was re-appointed as an Non-official Independent Director by President of India vide MoP&NG letter No.C-31033/5/2018-CA/FTS:26192 dated 20.11.2018, in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby re-appointed as Non-official Independent Director, not liable to retire by rotation, to hold office for a second term of one year commencing from the date of completion of his existing tenure i.e. 19.11.2018 or until further order, whichever is earlier."

**Item No. 11 To appoint Shri Sanjeev Kumar Handa (DIN: 07223761) as Director (Projects) of the Company.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri Sanjeev Kumar Handa (DIN: 07223761), who was nominated as Director (Projects) by President of India vide MoP&NG letter No. CA-31018/3/2018-PNG(23210) dated 11.03.2019 and appointed as an Additional Director w.e.f. 11.03.2019 by the Board of Directors to hold the post of Director (Projects) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in



writing proposing his candidature for the office of Director, be and is hereby appointed as Director(Projects) of the Company, liable to retire by rotation to hold office from the date of his assumption of charge of the post (i.e. 11.03.2019) till the date of his superannuation (30.09.2022) or until further orders of the Government, whichever is earlier, on such terms & conditions remunerations and tenure as may be determined by the President of India/ Government of India from time to time."

**Item No. 12 To appoint Shri Bollavaram Nagabhushana Reddy (DIN: 08389048) as Director (Government Nominee) of the Company.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** in accordance with the Section 161 and other applicable provisions, if any, of the Companies Act, 2013 Shri Bollavaram Nagabhushana Reddy (DIN: 08389048), who was nominated as Director (Government Nominee) by President of India vide MoP&NG letter No. C-31033/1/2016-CA/FTS:42979 dated 27.05.2019 and appointed as an Additional Director w.e.f. 27.05.2019 by the Board of Directors to hold the post of Director (Government Nominee) of the Company upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from shareholder in writing proposing his candidature for the office of Director, be and is hereby appointed as Director (Government Nominee) of the Company, liable to retire by rotation to hold office w.e.f. 27.05.2019 for a period of three years on co-terminus basis or until further orders, whichever is earlier."

**Item No. 13 To appoint Shri M. Arulmurugan (DIN: 08512516) as Non-official Independent Director of the Company.**

The following resolution was passed as an Ordinary Resolution with the Requisite majority.

**"RESOLVED THAT** in accordance with the Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Shri M. Arulmurugan (DIN: 08512516)), who was appointed as Non-official Independent Director by President of India vide MoP&NG letter No. No. C-31033/2/2018-CA/PNG(25758) dated 12.07.2019 and appointed as an Additional Director (Non-official Independent) by the Board of Director w.e.f. 17.07.2019 (date of allotment of DIN) to hold office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from himself in writing proposing his candidature for the office of Director, be and is hereby appointed as Non-Official Independent Director of the Company not liable to retire by rotation to hold office till 11.07.2022 or until further orders of the Government, whichever is earlier."

**Item No. 14 To alter the Articles of Association of the Company.**

The following resolution was passed as a Special Resolution with the Requisite majority.

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and is hereby



approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** C&MD, Director (Finance) and Company Secretary of the Company be and are hereby severally authorized to sign all such documents in connection with the adoption of the new set of Articles of Association of the Company (including making e-filings with the Registrar of Companies / Ministry of Corporate Affairs).

**RESOLVED FURTHER THAT** C&MD, Director (Finance) and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to the above resolutions and to do all such acts, deeds, matters and things, including delegating such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

**It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules notified thereunder and Secretarial Standards issued by ICSI.**



**एस० के० पाढी/S. K. PADHI**  
कंपनी सचिव/Company Secretary  
इंजीनियर्स इंडिया लिमिटेड/ENGINEERS INDIA LIMITED  
(भारत सरकार का उपक्रम)/(A Govt. of India Undertaking)  
1, भिकाजी कामा प्लेस/1, Bhikajji Cama Place,  
नई दिल्ली/New Delhi - 110 066