

इंजीनियर्स इंडिया लिमिटेड
(भारत सरकार का उपक्रम)
एक नवरात्रि कंपनी

ENGINEERS INDIA LIMITED
(A Govt. of India Undertaking)
A Navratna Company

पंजीकृत कार्यालय : इंजीनियर्स इंडिया भवन, 1, भीकाएजी कामा प्लेस, नई दिल्ली-110 066 भारत
Regd. Office : Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi-110 066 INDIA
ईमेल/e-mail: company.secretary@eil.co.in, दूरभाष /Phone: 011-26762855/2580
कंपनी सचिवालय/ COMPANY SECRETARIAT

सं.सचिव/No. Secy/906/9/10

29.09.2020

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 023	The National Stock Exchange of India Limited Exchange Plaza, 5th Floor Bandra Kurla Complex Bandra (East), Mumbai-400051
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विषय: 55वीं वार्षिक आम बैठक के मतदान परिणाम
Sub: Voting results of 55th Annual General Meeting

प्रिय महोदय/महोदया
Dear Sir/Madam,

This is to inform that 55th Annual General Meeting of the Company was held on Monday, 28th September, 2020 and the business mentioned in the Notice dated 18th August, 2020 were transacted.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure-I.
2. Report of Scrutinizer dated 29th September, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended as Annexure-II.

The voting results are also available on the website of the Company i.e. www.engineersindia.com and website of the CDSL i.e. <https://www.evotingindia.com>.

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

ENGINEERS INDIA LIMITED AGM 2020

Date of the AGM: 28th Sep 2020

Total number of shareholders on record date: '266582' No. of Shares: '631911420'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :

1 No. of Shares: 325404724

Public :

183 No. of Shares: 171628

Detail of the Agenda:

Promoter/Public	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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2020, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		325404724	100.00	325404724	0	100.00	0.00
	Poll	325404724	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	325404724	325404724	100.00	325404724	0	100.00	0.00
Public – Institutional holders	E-Voting		142832095	82.66	142832095	0	100.00	0.00
	Poll	172794860	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	172794860	142832095	82.66	142832095	0	100.00	0.00
Public-Others	E-Voting		4380060	3.28	4379335	725	99.98	0.02
	Poll	133711836	25023	0.02	24923	100	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	133711836	4405083	3.29	4404258	825	99.98	0.02
GRAND TOTAL		631911420	472641902	74.80	472641077	825	100.00	0.00

2. To declare final dividend for the financial year ended 31.03.2020.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	325404724	325404724	100.00	325404724	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		325404724	325404724	100.00	325404724	0	100.00
Public – Institutional holders	E-Voting	172794860	142880995	82.69	142880995	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		172794860	142880995	82.69	142880995	0	100.00
Public-Others	E-Voting	133711836	4380060	3.28	4379865	195	100.00	0.00
	Poll		25023	0.02	24923	100	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		133711836	4405083	3.29	4404788	295	99.99
GRAND TOTAL		631911420	472690802	74.80	472690507	295	100.00	0.00

3. To appoint a Director in place of Shri Rakesh Kumar Sabharwal (DIN: 07484946), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	325404724	325404724	100.00	325404724	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		325404724	325404724	100.00	325404724	0	100.00
Public – Institutional holders	E-Voting	172794860	142880995	82.69	124129704	18751291	86.88	13.12
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		172794860	142880995	82.69	124129704	18751291	86.88
Public-Others	E-Voting	133711836	4379860	3.28	4375331	4529	99.90	0.10
	Poll		25023	0.02	23685	1338	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		133711836	4404883	3.29	4399016	5867	99.87
GRAND TOTAL		631911420	472690602	74.80	453933444	18757158	96.03	3.97

4. To appoint a Director in place of Shri Sunil Bhatia (DIN: 08259936), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		325404724	100.00	325404724	0	100.00	0.00
	Poll	325404724	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	325404724	325404724	100.00	325404724	0	100.00	0.00
Public – Institutional holders	E-Voting		142880995	82.69	124979289	17901706	87.47	12.53
	Poll	172794860	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	172794860	142880995	82.69	124979289	17901706	87.47	12.53
Public-Others	E-Voting		4379860	3.28	4375190	4670	99.89	0.11
	Poll	133711836	25023	0.02	24785	238	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	133711836	4404883	3.29	4399975	4908	99.89	0.11
GRAND TOTAL		631911420	472690602	74.80	454783988	17906614	96.21	3.79

5. To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2020-21.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		325404724	100.00	325404724	0	100.00	0.00
	Poll	325404724	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	325404724	325404724	100.00	325404724	0	100.00	0.00
Public – Institutional holders	E-Voting		142880995	82.69	140813480	2067515	98.55	1.45
	Poll	172794860	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	172794860	142880995	82.69	140813480	2067515	98.55	1.45
Public-Others	E-Voting		4380060	3.28	4377490	2570	99.94	0.06
	Poll	133711836	25023	0.02	24823	200	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	133711836	4405083	3.29	4402313	2770	99.94	0.06
GRAND TOTAL		631911420	472690802	74.80	470620517	2070285	99.56	0.44

6. To appoint Shri Sunil Kumar (DIN: 08467559) as Director (Government Nominee) of the Company.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	325404724	325404724	100.00	325404724	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		325404724	325404724	100.00	325404724	0	100.00
Public – Institutional holders	E-Voting	172794860	142880995	82.69	123111547	19769448	86.16	13.84
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		172794860	142880995	82.69	123111547	19769448	86.16
Public-Others	E-Voting	133711836	4380060	3.28	4369550	10510	99.76	0.24
	Poll		25023	0.02	24683	340	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		133711836	4405083	3.29	4394233	10850	99.75
GRAND TOTAL		631911420	472690802	74.80	452910504	19780298	95.82	4.18

7. To appoint Shri Ashok Kumar Kalra (DIN: 08698203) as Director (HR) of the Company.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	325404724	325404724	100.00	325404724	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		325404724	325404724	100.00	325404724	0	100.00
Public – Institutional holders	E-Voting	172794860	142880995	82.69	124129704	18751291	86.88	13.12
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		172794860	142880995	82.69	124129704	18751291	86.88
Public-Others	E-Voting	133711836	4377906	3.27	4374441	3465	99.92	0.08
	Poll		25023	0.02	23723	1300	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		133711836	4402929	3.29	4398164	4765	99.89
GRAND TOTAL		631911420	472688648	74.80	453932592	18756056	96.03	3.97

8. To appoint Smt. Vartika Shukla (DIN: 08777885) as Director (Technical) of the Company.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting		325404724	100.00	325404724	0	100.00	0.00
	Poll	325404724	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	325404724	325404724	100.00	325404724	0	100.00	0.00
Public – Institutional holders	E-Voting		142880995	82.69	124979289	17901706	87.47	12.53
	Poll	172794860	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	172794860	142880995	82.69	124979289	17901706	87.47	12.53
Public-Others	E-Voting		4380060	3.28	4376557	3503	99.92	0.08
	Poll	133711836	25023	0.02	24823	200	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	133711836	4405083	3.29	4401380	3703	99.92	0.08
GRAND TOTAL		631911420	472690802	74.80	454785393	17905409	96.21	3.79

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SANTOSH KUMAR PRADHAN
Company Secretaries

29th September, 2020

The Chairman
Engineers India Limited,
(CIN: L74899DL1965GOI004352)
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and Electronic Voting facility provided at the Annual General Meeting (AGM) conducted through Video Conferencing(VC)/ other audio-visual means (OVAM) pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having its registered office at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi- 110066 vide resolution dated 25th June, 2020 pursuant to the provisions of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Electronic Voting facility provided at the AGM by the shareholders in respect of the below mentioned resolutions passed at the 55th Annual General Meeting (AGM) of the Company held on 28th September, 2020.

The notice dated 18th August, 2020 convening AGM of the Company were sent to the Shareholders through electronic mode (E-mail), whose email addresses are registered with the Company/ Depositories in compliance with the MCA circular dated 5th May, 2020 read with Circular dated 8th April, 2020 & 13th April, 2020 and SEBI circular dated 12th May, 2020 in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 28th September, 2020.

The Company has availed the voting through electronic means (remote e-voting) and Electronic Voting facility at the AGM as offered by CDSL for conducting remote e-Voting and Electronic Voting at the AGM by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 21st September, 2020 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 55th AGM of the Company.

The voting period for remote e-Voting commenced on Friday, 25th day of September, 2020 at 9:30 am (IST) and ended on Sunday, 27th September, 2020 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated by me and the voting was

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Kaushambi, Ghaziabad U.P. - 201010
Tel.: +91-120-4727777, E-mail : info@kritiadv.com



(Handwritten signature)



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

diligently scrutinized and the votes cast there under were counted. The votes cast under remote e-Voting facility were then unblocked by me at 04:50 p.m. on 28th September, 2020 in the presence of Mr. Shubham Tandon and Ms. Monika Verma, who are not in the employment of the company.

I have scrutinized and reviewed the remote e-voting through electronic means (remote e-voting) and Electronic voting facility at the AGM and votes tendered therein based on the data downloaded from the CDSL platform.

The Management of the Company is responsible to ensure compliance with the requirements of the Act & Rules relating to remote e-voting prior to and electronic voting during the AGM on the resolutions forming part of the notice of AGM.

My responsibility as a Scrutinizer for the remote e-voting and voting facility at the AGM is restricted to make a Scrutinizers report of the votes cast in favour or against the resolution.

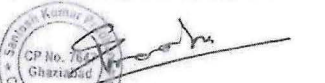
All relevant records of remote e-voting and electronic voting facility will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 55th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

I have rendered scrutinizers' report separately on the remote e-voting and by Electronic Voting facility provided at the AGM. Based on the results made available to me, 594 members have cast their votes on the e-voting platform and 25 members have casted their vote through Electronic voting facility at the AGM. I hereby annex the consolidated scrutinizer's report pursuant to Rule 20(4) (xii) on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

Thanking You.

Yours Faithfully,

For Santosh Kumar Pradhan
(Practicing Company Secretary)


Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B000800711

Place: Ghaziabad
Date: 29.09.2020



जे०सी० नाकरा/J.C. NAKRA
अध्यक्ष एवं प्रबन्ध निदेशक/Chairman & Managing Director
इंजीनियर्स इंडिया लिमिटेड/ENGINEERS INDIA LIMITED
(भा.सं. सं. 1/1956) (A Govt. of India Undertaking)
1, भिकाजी कामा प्लेस/1, Bhikaiji Cama Place,
नई दिल्ली/New Delhi - 110 066



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2020, together with the Director's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472616879	25023	472641902	100
Voted in favour	579	24	603	472616154	24923	472641077	100
Voted against	14	1	15	725	100	825	0
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted*	1	NIL	1	NA	NA	NA	NA

*1 shareholder, who has not exercised his voting rights.

II. Resolution No. 2:-

Agenda No.	2
Subject	To declare final dividend for the financial year ended 31.03.2020.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

matter of resolution	
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665779	25023	472690802	100
Voted in favour	583	24	607	472665584	24923	472690507	100
Voted against	11	1	12	195	100	295	0
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted	NIL	NIL	NA	NA	NA	NA	NA

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Shri Rakesh Kumar Sabharwal (DIN: 07484946), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of Votes	Number of votes contained in votes	Percentage of Total valid votes cast
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**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665579	25023	472690602	100
Voted in favour	499	21	520	453909759	23685	453933444	96.03
Voted against	94	4	98	18755820	1338	18757158	3.97
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted*	1	NIL	1	NA	NA	NA	NA

*1 shareholder, who has not exercised his voting rights.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Sunil Bhatia (DIN: 08259936), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665579	25023	472690602	100
Voted in favour	505	22	527	454759203	24785	454783988	96.21
Voted	88	3	91	17906376	238	17906614	3.79



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

against							
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted*	1	NIL	1	NA	NA	NA	NA

*1 shareholder, who has not exercised his voting rights.

V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2020-21.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665779	25023	472690802	100
Voted in favour	571	23	594	470595694	24823	470620517	99.56
Voted against	23	2	25	2070085	200	2070285	0.44
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Less Voted	NIL	NIL	NA	NA	NA	NA	NA

VI. Resolution No. 6:-



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**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Agenda No.	6
Subject matter of resolution	To appoint Shri Sunil Kumar (DIN: 08467559) as Director (Government Nominee) of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665779	25023	472690802	100
Voted in favour	501	22	523	452885821	24683	452910504	95.82
Voted against	93	3	96	19779958	340	19780298	4.18
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted	NIL	NIL	NA	NA	NA	NA	NA

VII Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	To appoint Shri Ashok Kumar Kalra (DIN: 08698203) as Director (HR) of the Company.
Type of Resolution	Ordinary



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472663625	25023	472688648	100
Voted in favour	507	22	529	453908869	23723	453932592	96.03
Voted against	86	3	89	18754756	1300	18756056	3.97
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted*	1	NIL	1	NA	NA	NA	NA

*1 shareholder, who has not exercised his voting rights.

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To appoint Smt. Vartika Shukla (DIN: 08777885) as Director (Technical) of the Company.
Type of Resolution	Ordinary

Particulars	Number of Votes			Number of votes contained in votes			Percentage of Total valid votes cast
	Remote e-Voting	E-Voting at the AGM	Total	Remote e-Voting	E-Voting at the AGM	Total	
Total Received	594	25	619	472665779	25023	472690802	100




**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Voted in favour	511	23	534	454760570	24823	454785393	96.21
Voted against	83	2	85	17905209	200	17905409	3.79
Invalid Votes	NIL	NIL	NA	NIL	NIL	NA	NA
Not Voted	NIL	NIL	NA	NA	NA	NA	NA

Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)


Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B000800711
Place: Ghaziabad
Date: 29.09.2020





SANTOSH KUMAR PRADHAN
Company Secretaries

29th September, 2020

The Chairman
Engineers India Limited,
(CIN: L74899DL1965GOI004352)
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

Sub: Scrutinizer's Report on voting through electronics means (Remote e-Voting) conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Radisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having its registered office at Engineers India Bhawan, 1, Bhikaji Cama Place, New Delhi- 110066 vide resolution dated 25th June, 2020 pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of 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 to scrutinize the voting through electronic means (remote e-voting) by the shareholders in respect of the below mentioned resolutions passed at the 55th Annual General Meeting (AGM) of the Company held on 28th September, 2020.

The notice dated 18th August, 2020 convening AGM of the Company were sent to the Shareholders through electronic mode (E-mail), whose email addresses are registered with the Company/ Depositories in compliance with the MCA circular dated 5th May, 2020 read with Circular dated 8th April, 2020 & 13th April, 2020 and SEBI circular dated 12th May, 2020 in respect of the below mentioned resolutions passed at the said Annual General Meeting of the Company held on 28th September, 2020.

The Company has availed the voting through electronic means (remote e-voting) and Electronic Voting facility at the AGM offered by CDSL for conducting remote e-Voting and Electronic Voting at the AGM by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 21st September, 2020 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the notice convening of the 55th AGM of the Company.



706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu
Kaushambi, Ghaziabad U.P.- 201010
Tel.: +91-120-4727777, E-mail : info@kritiadvisory.com

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

The voting period for remote e-Voting commenced on Friday, 25th day of September, 2020 at 9:30 am (IST) and ended on Sunday, 27th Day of September, 2020 at 5:00 pm (IST) and the remote e-Voting platform was blocked thereafter. The votes cast under remote e-Voting facility were then unblocked by me at 04:50 P.M. on 28th September, 2020 in the presence of Mr. Shubham Tandon and Ms. Monika Verma, who are not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means (remote e-voting) and votes tendered therein based on the data downloaded from CDSL, remote e-Voting platform. Based on the results made available to me 594 members have cast their votes on the remote e-voting platform and I have annexed to this report, the details of the remote e-voting results for each of the eight agenda items contained in the said notice.

Thanking You.

Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B000800711

Place: Ghaziabad

जे.सी. नाकरा/J.C. NAKRA
अध्यक्ष एवं प्रबन्ध निदेशक/Chairman & Managing Director
इंजीनियर्स इंडिया लिमिटेड/ENGINEERS INDIA LIMITED
(भारत सरकार का उपक्रम)/(A Govt. of India Undertaking)
1, भीकैजी कामा प्लेस/1, Bhikaiji Cama Place,
नई दिल्ली/New Delhi - 110 066

**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2020, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472616879	100
Voted in favour	579	472616154	100
Voted against	14	725	0
Invalid Votes	Nil	NA	NA
Not voted*	1	NA	NA

*1 shareholder, who has not exercised his voting rights.

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To declare final dividend for the financial year ended 31.03.2020.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665779	100
Voted in favour	583	472665584	100
Voted against	11	195	0
Invalid Votes	Nil	NA	NA
Not Voted	Nil	NA	NA



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a Director in place of Shri Rakesh Kumar Sabharwal (DIN: 07484946), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665579	100
Voted in favour	499	453909759	96.03
Voted against	94	18755820	3.97
Invalid Votes	Nil	NA	NA
Not Voted*	1	NA	NA

*1 shareholder, who has not exercised his voting rights.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a Director in place of Shri Sunil Bhatia (DIN: 08259936), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665579	100
Voted in favour	505	454759203	96.21
Voted against	88	17906376	3.79
Invalid Votes	Nil	NA	NA
Not Voted*	1	NA	NA

*1 shareholder, who has not exercised his voting rights.



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

V. Resolution No. 5:

Agenda No.	5
Subject matter of resolution	To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2020-21.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665779	100
Voted in favour	571	470595694	99.56
Voted against	23	2070085	0.44
Invalid Votes	Nil	NA	NA
Not Voted	Nil	NA	NA

VI. Resolution No. 6:-

Agenda No.	6
Subject matter of resolution	To appoint Shri Sunil Kumar (DIN: 08467559) as Director (Government Nominee) of the Company.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665779	100
Voted in favour	501	452885821	95.82
Voted against	93	19779958	4.18
Invalid Votes	Nil	NA	NA
Not Voted	Nil	NA	NA



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**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

VII. Resolution No. 7:-

Agenda No.	7
Subject matter of resolution	To appoint Shri Ashok Kumar Kalra (DIN: 08698203) as Director (HR) of the Company.
Type of Resolution	

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472663625	100
Voted in favour	507	453908869	96.03
Voted against	86	18754756	3.97
Invalid Votes	Nil	NA	NA
Not Voted*	1	NA	NA

*1 shareholder, who has not exercised his voting rights.

VIII. Resolution No. 8:-

Agenda No.	8
Subject matter of resolution	To appoint Smt. Vartika Shukla (DIN: 08777885) as Director (Technical) of the Company.
Type of Resolution	Ordinary

Particulars	Number of remote e-Votes	Number of votes contained in remote e-votes	Percentage of total valid votes cast
Total Received	594	472665779	100
Voted in favour *	511	454760570	96.21
Voted against*	83	17905209	3.79
Invalid Votes**	Nil	NA	NA
Not Voted***	Nil	NA	NA



**SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES**

Yours Faithfully,

For **Santosh Kumar Pradhan**
(Practicing Company Secretary)

Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B000800711

Place: Ghaziabad
Date : 29.09.2020



Handwritten signature in blue ink.

MGT-13

Report of Scrutinizer(s)

*[Pursuant to section 109 of the Companies Act, 2013, and rule 21(2) of the Companies
(Management and administration) Rules, 2014]*

To,
The Chairman
Engineers India Limited,
(CIN: L74899DL1965GOI004352)
Engineers India Bhawan,
1, Bhikaji Cama Place,
New Delhi- 110066

The 55th Annual General Meeting of the equity shareholders of Engineers India Limited held on Monday, the 28th September, 2020 at 3:00 PM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad – 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the Electronic Voting facility taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the equity shareholders of Engineers India Limited, held on 28th September, 2020 at 3:00 PM, hereby submit my report as under:

1. After declaration of the voting by the Chairman at the AGM, the Shareholders, who have not casted their vote during the remote e-voting facility in the CDSL Portal, have voted through electronic voting facility as provided by CDSL through VC/ OAVM Facility.

2. As per the data obtained from the CDSL website for the E-voting facility at the AGM, the result of the poll (E-Voting at the AGM) is as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended on 31.03.2020, together with the Board's Report and the Auditor's Reports thereon and Comments of the Comptroller and Auditor General of India.

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in person or by proxy)		
24	24923	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total numbers of votes cast by them
NIL	NIL

Resolution No.2: Ordinary resolution

To declare final dividend for the financial year ended 31.03.2020.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	24923	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy)	Total number of votes cast by them
--	------------------------------------



Whose voted were declared invalid	
NIL	NIL

Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri Rakesh Kumar Sabharwal (DIN: 07484946), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	23685	94.65

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1338	5.35

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Shri Sunil Bhatia (DIN: 08259936), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	24785	99.05



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	238	0.95

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No. 5: Ordinary Resolution

To authorize Board of Directors of the Company to fix remuneration of Auditors for the financial year 2020-21.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	24823	99.20

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0.80

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
NIL	NIL



Resolution No. 6: Ordinary Resolution

To appoint Shri Sunil Kumar (DIN: 08467559) as Director (Government Nominee) of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	24683	98.64

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	340	1.36

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No. 7: Ordinary Resolution

To appoint Shri Ashok Kumar Kalra (DIN: 08698203) as Director (HR) of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	23723	94.80

(ii) Voted **against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	1300	5.20

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
NIL	NIL

Resolution No. 8: Ordinary Resolution

To appoint Smt. Vartika Shukla (DIN: 08777885) as Director (Technical) of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	24823	99.20

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	200	0.80

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
NIL	NIL



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Thanking You

For Santosh Kumar Pradhan
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
UDIN: F006973B000800711

Place: Ghaziabad
Date: 29th September, 2020

जे० सी० नाकरा/J.C. NAKRA
अध्यक्ष एवं प्रबन्ध निदेशक/Chairman & Managing Director
इंजीनियर्स इंडिया लिमिटेड/ENGINEERS INDIA LIMITED
(भारत सरकार का उपक्रम)/(A Govt. of India Undertaking)
1, भिकीजी कामा प्लेस/1, Bhikajji Cama Place,
नई दिल्ली/New Delhi - 110 066