इंजीनियर्स इंडिया लिमिटेड (भारत सरकार का उपक्रम) ENGINEERS INDIA LIMITED (A Govt of India Undertaking)

रजिस्टर्ड आफिस : Regd.Office: इंजीनियर्स इंडिया भवन : Engineers India Bhawan,
1, भीकाजी कामा प्लेस 1, Bhikaiji Cama Place, नई दिल्ली-110066 New Delhi – 110066

COMPANY SECRETARY
कम्पनी सचिवालय

Fax/Courier

सेके/906-10/Secy/906.10 13.09.2012

Fax No.022 2659 8237/8238

Shri Hari K, Asst. Vice President
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th floor, Bandra Kurla Complex
Bandra (East), Mumbai-400051.

विषय: 47 वार्षिक आम बैठक की कार्यवाही
Sub: Proceedings of 47th Annual General Meeting.

महोदय /Sir,

सूचीकरण करार के खंड 31 के अनुसरण, हम इसके साथ कंपनी के शेयरधारकों की 47 वार्षिक साधारण सभा, बृहस्पतिवार, 30 अगस्त, 2012 को सुबह 10.00 बजे, मानेकशॉ सेंटर, परेड रोड, दिल्ली कैंट, नई दिल्ली-110010 में आयोजित हुई, की कार्यवाही की एक प्रति संलग्न कर रहे हैं।

Pursuant to clause 31 of Listing Agreement, we are enclosing herewith a copy of the proceedings of the 47th Annual General Meeting of the Shareholders of the Company held on Thursday, the 30th August, 2012 at 10.00 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi - 110 010.

आप से अनुरोध हैं कि उपरोक्त जानकारी रिकॉर्ड पर लेने का कष्ट करें।
You are requested to take the above information on records.

धन्यवाद सहित/Thanking you,

भवदीय/Yours faithfully

राजन कपूर/Rajan Kapur
कम्पनी सचिव/Company Secretary

संलगनक: उपरोक्त
Encl: as above.

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ISO 9001

MINUTES OF 47th ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED (EIL) HELD ON THURSDAY, THE 30TH DAY OF AUGUST, 2012 AT 10.00 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, DELHI CANTT., NEW DELHI – 110 010.

DIRECTORS PRESENT

Shri A.K. Purwaha	C&MD, In the Chair
Shri Ram Singh	Director (Finance)
Shri P.K. Rastogi	Director (HR)
Shri P. Mahajan	Director (Technical)
Shri D. Moudgil	Director (Projects)
Shri Sanjay Gupta	Director (Commercial)

Shri Rajan Kapur, Company Secretary, Shri M. Verma & Shri M. Gandhi, Partners, M/s M. Verma & Associates, Chartered Accountants, Statutory Auditors of the Company and Shri P.K. Singh, Authorized Representative of the President of India, a Shareholder of the Company were also present.

9817 members in person and through proxies were present at the commencement of the meeting.

Shri A.K. Purwaha, Chairman of the Board of Directors of the Company, chaired the meeting.

The Chairman welcomed the members present, declared that the requisite quorum was present, called the meeting to order and commenced the proceedings.

The Chairman informed the members that the Register of Directors' Shareholding and other necessary statutory records were available and open for inspection at the meeting.

With the consent of the members present, the Notice dated 16th July, 2012 convening the meeting was taken as read.

The Chairman read out his speech, copies of which had been circulated amongst the members present at the meeting.

As directed by the Chairman, the Company Secretary read out the Auditors' Report and Comments of Comptroller & Auditor General of India on Annual Accounts of the Company for the financial year 2011-2012.

1. Thereafter, the Agenda item No.1 relating to the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit and Loss for the year ended as on that date and the Directors' Report and the Auditors' Report thereon was taken up. Shri D.D. Sardana (DP Id-Client Id: IN300118 10278201), member, proposed and Shri Ajay Khurana (DP Id-Client Id: IN300708 10036432), member, seconded the following resolution as an ordinary Resolution:

"**RESOLVED THAT** the Audited Statement of Profit and Loss of the Company for the year ended 31st March, 2012, the Balance Sheet as on that date, the Directors' Report (along with the Annexures thereto), the report of Statutory Auditors thereto and the comments of the Comptroller and Auditor General of India, be and are hereby received, approved and adopted."

The Chairman asked the members whether they would like to have any clarification or explanation regarding the annual accounts or operations of the Company. The members, in general, expressed their confidence on the Board of Directors and appreciated the Management and working of the Company.

Thereafter, the aforesaid resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously.

2. Next agenda item No. 2 pertaining to declaration of final dividend @ ₹ 4 per share (on the face value of ₹ 5 each) of the Company for the financial year 2011-12 was taken up. The Chairman informed the members that the Company had also declared and paid interim dividend @ ₹ 2 per share (on the face value of ₹ 5 each) of the Company during the financial year.

As proposed by Shri Jai Kumar Sharma (DP Id-Client Id:IN302822 10051663), member and seconded by Shri Bhisham Chadha (DP Id-Client Id:IN300118 10331404), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

"**RESOLVED THAT** dividend @ ₹ 4 per share (on the face value of ₹ 5 each) of the Company as recommended by the Board of Directors for the financial year 2011-12 be and is hereby approved and declared."

3. Thereafter, agenda item No. 3 pertaining to re-appointment of Shri U.N. Bose, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up.

As proposed by Shri Varun Chadha (DP Id-Client Id: IN300118 11075728), member and seconded by Shri Jai Prakash Narain (DP Id-Client Id:IN300118 10043219), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared as passed unanimously:

"**RESOLVED THAT** Shri U.N. Bose, Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. Next, agenda item No. 4 pertaining to re-appointment of Dr. Avinash Chandra, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Himanshu Mehta (DP Id-Client Id:IN300118 10052795), member and seconded by Shri Ramesh Chandra Joshi (DP Id-Client Id:IN300708

10016960), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

> "**RESOLVED THAT** Dr. Avinash Chandra, Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. Next, agenda item No. 5 pertaining to re-appointment of Shri A.K. Purwar, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Yash Pal Chopra (DP Id-Client Id: 1205920000000281), member and seconded by Ms. Sunita Gupta (DP Id-Client Id:IN302943 10071686), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

> "**RESOLVED THAT** Shri A.K. Purwar, Director, who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

6. Next, agenda item No. 6 pertaining to re-appointment of Shri P. Mahajan, as a Director of the Company, who was retiring by rotation and being eligible, offered himself for re-appointment, was taken up for consideration.

As proposed by Shri Joginder Kumar Bhatia (DP Id-Client Id:IN301143 10289586), member and seconded by Shri Sanjeev Gupta (DP Id-Client Id:IN302943 10105518), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

> "**RESOLVED THAT** Shri P. Mahajan, Director (Technical), who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

7. Next, agenda item No. 7 pertaining to fixation of remuneration of the Statutory Auditors for the financial year 2012-2013 was taken up. The members were informed that the Comptroller & Auditor General of India had appointed M/s M. Verma & Associates, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2012-2013. The members were requested that the Board of Directors of the Company might be authorized to fix the remuneration of the Statutory Auditors.

As proposed by Ms. Manjula Rani (DP Id-Client Id:1201910100142173), member and seconded by Shri Santosh Bhutani (DP Id-Client Id: 1204470004418872), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by the Chairman as passed unanimously:

> "**RESOLVED THAT** the Board of Directors of the Company be and are hereby authorized to fix the remuneration, out of pocket, statutory taxes and other ancillary expenses of M/s M. Verma & Associates, Chartered Accountants,

who have been appointed as Statutory Auditors of the Company for the financial year 2012-2013 by the Comptroller and Auditor General of India."

8. Thereafter, agenda item No. 8, pertaining to confirmation of the appointment of Shri Sanjay Gupta, Director (Commercial) was taken up.

The Chairman informed the members that Shri Sanjay Gupta was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from Shri Sanjay Gupta himself in writing proposing his candidature for the office of director.

As proposed by Shri Sunil Kumar Jain (DP Id-Client Id: 1201910101806440), member and seconded by Shri Manjit Singh (DP Id-Client Id:IN302822 10002719), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

"**RESOLVED THAT** Shri Sanjay Gupta, who was appointed as an Additional Director, in the capacity of Director (Commercial) by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from Shri Sanjay Gupta himself in writing proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. Thereafter, agenda item No. 9, pertaining to confirmation of the appointment of Shri Bijoy Chatterjee, Director was taken up.

The Chairman informed the members that Shri Bijoy Chatterjee was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from a member in writing proposing the candidature of Shri Bijoy Chatterjee for appointment as Director.

As proposed by Shri Sudershan Gupta (DP Id-Client Id:IN302943 10105085), member and seconded by Shri Sanjay Kathpal (Folio No. 0006610), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

"**RESOLVED THAT** Shri Bijoy Chatterjee, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Shri Bijoy Chatterjee for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

10. Thereafter, agenda item No. 10, pertaining to confirmation of the appointment of Dr. R.K. Shevgaonkar, Director was taken up.

The Chairman informed the members that Dr. R.K. Shevgaonkar was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from a member in writing proposing the candidature of Dr. R.K. Shevgaonkar for appointment as Director.

As proposed by Shri Bansi Lal (DP Id-Client Id: 1201410000012013), member and seconded by Shri Prem Kumar Mehta (DP Id-Client Id: IN300118 10047636), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

> "**RESOLVED THAT** Dr. R.K. Shevgaonkar, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Dr. R.K. Shevgaonkar for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

11. Thereafter, agenda item No. 11, pertaining to confirmation of the appointment of Dr. J.P. Gupta, Director was taken up.

The Chairman informed the members that Dr. J.P. Gupta was appointed by the Board of Directors as Additional Director and as per the provisions of Section 260 of the Companies Act, 1956, he held office only upto the AGM. The members were also informed that a notice under Section 257 of the Companies Act, 1956 was received from a member in writing proposing the candidature of Dr. J.P. Gupta for appointment as Director.

As proposed by Shri Lokesh Gupta (DP Id-Client Id:1304140001647317), member and seconded by Shri Anil Kumar (DP Id-Client Id: 1201910100142188), member, the following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared by Chairman, as passed unanimously:

> "**RESOLVED THAT** Dr. J.P. Gupta, who was appointed as an Additional Director by the Board of Directors of the Company and who, as per the provisions of Section 260 of the Companies Act, 1956, holds office up to the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice from a member in writing proposing the candidature of Dr. J.P. Gupta for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."