

रजिस्टर्ड ऑफिस/Regd. Office: इंजीनियर्स इंडिया हाउस/Engineers India House
1, भीकाएजी कामा प्लेस/Bhikaji Cama Place, नई दिल्ली/New Delhi – 110066

सीआईएन/CIN : L74899DL1965GOI004352

COMPANY SECRETARIAT

कम्पनी सचिवालय

सं.सचिव /No. Secy/906/9/10

16th June, 2017

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

विषय: इंजीनियर्स इंडिया लिमिटेड ("कंपनी") द्वारा इक्विटी शेयरों की खरीददारी

Sub: Buyback of equity shares by Engineers India Limited ("Company")

प्रिय महोदय/महोदया,
Dear Sir/Madam,

At the meeting of the Board of Directors ("Board") of the Company held on March 20, 2017, the Board subject to the approval of the shareholders of the Company, unanimously approved a proposal for the buyback of 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares of Rs.5 each representing 6.23% of the total number of equity shares in the paid-up share capital of the Company from the shareholders of the Company in terms of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations") ("Buyback"). The Board had sought approval of the shareholders of the Company for Buyback, by a Special Resolution, through notice of postal ballot dated March 20, 2017, the results of which were announced on June 15, 2017. The shareholders of the Company have approved the Buyback by passing the special resolution through e-voting/postal ballot.

In compliance with Regulation 5(2) of the Buyback Regulations, we are enclosing herewith a certified true copies of the special resolutions.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

कृपया उपरोक्त आपकी जानकारी एवं रिकॉर्ड के लिए है।
The above is for your kind information & records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,



राजन कपूर/Rajan Kapur
कंपनी सचिव/Company Secretary

Encl: as above

Extracts from the Special Resolutions passed by the Shareholders of the Company through Postal Ballot and Remote e-voting and declaration of results on 15th June, 2017

1. APPROVAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT in accordance with the provisions of Section 110 of the Companies Act, 2013 as amended read with Rule 22 of Companies (Management and Administration) Rules, 2014 and pursuant to the provisions of Section 14 of Companies Act, 2013 ("**Companies Act**"), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other rules and regulations, as may be applicable, and such other approvals, permission, consents as may be required, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by inserting the following new Article 3A for buyback of securities, including shares:

'3A: Notwithstanding anything contained in these Articles and in pursuance of the applicable provisions of the Companies Act, 2013 (including but not limited to Sections 68 to 70) and the applicable rules made under the Companies Act, 2013, the Company, may buy-back its own shares or other specified securities as the Board of Directors may consider appropriate, subject to such approvals and sanctions as may be necessary and subject to such limits, restrictions, terms and conditions etc. as may be required under the provisions of the Companies Act, 2013 and rules framed thereunder and other applicable laws/ regulations from time to time, including amendments, if any, thereto.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Chairman and Managing Director be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board / Chairman and Managing Director to secure any further consent or approval of the Members of the Company to the end."

2. APPROVAL FOR BUYBACK OF EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and in accordance with the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended, ("**Buyback Regulations**") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate

authorities while granting such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares of ₹ 5 (Rupees Five Only) each not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty Only) equity shares (representing 6.23% of the total number of equity shares in the paid up share capital of the Company) of the face value of ₹ 5 (Rupees Five Only) each ("**Equity Shares**" or "**Shares**") at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate consideration not exceeding ₹ 658.80 crore (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. ("**Buyback Offer Size**") which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016 from the equity shareholders of the Company, as on the record date, on a proportionate basis through the "**Tender offer**" route as prescribed under the Buyback Regulations ("**Buyback**")."

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/ 2016/131 dated December 09, 2016 or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the timeframe for completion of Buyback; appointment of merchant bankers, Brokers, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer / all other documents with



RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Chairman and Managing Director be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."


Rajan Kapur

Membership No. A10674

Address: E.I. House, 1, Bhikaiji Cama Place
New Delhi - 110 066

Date: 16th June, 2017
Place: New Delhi

