

सचिव/Secy/906.9/10

17.5.2017

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
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Sub : Postal ballot / electronic voting for the postal ballot for amendment to the Articles of Association the Company and for the buyback of equity shares of Company.

प्रिय महोदय/महोदया

Dear Sir/Madam,

Pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and other applicable provisions, if any, the company is pleased to provide members, facility through M/s Karvy Computershare Private Limited (KCPL) to exercise their right to vote on resolutions for amendment to the Articles of Association of Engineers India Limited (the “Company”) and for the buyback of equity shares of Company proposed to be passed as Special Resolutions by way of postal ballot / electronic voting. The Company is also offering e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Further, the Company has sent Postal Ballot Notice along with Postal Ballot Form (a) through electronic mails to members whose email ids are registered with the Company/Depositories as on 31st March, 2017 and (b) through physical mode along with a self addressed Business Reply envelop.

The e-voting period commences on Monday, 15th May, 2017 at 9.30 a.m. (IST) and ends on Tuesday, 13th June, 2017 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 31st March, 2017, may cast their vote by e-voting. E-voting shall not be allowed beyond the said date and time and the e-voting facility shall be blocked thereafter. Once the vote on a resolution is cast by the member through e-voting, the member shall not be allowed to change it subsequently or cast the vote again. In case of voting through Postal Ballot Form, duly completed Postal Ballot Form in the self-addressed, postage prepaid envelope, must reach to the Scrutinizer not later than Tuesday, 13th June, 2017 at 5.00 p.m. (IST). Any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 31st March, 2017.

Shri Santosh Kumar Pradhan, Practising Company Secretary (C.P. No. 7647) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the Postal Ballot/e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman and Managing Director or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Thursday, 15th June, 2017 and will be displayed at the Registered Office of the Company and communicated to BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website: www.engineersindia.com and on the website of

KCPL. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.

The Postal Ballot Notice is also placed on the website of the Company at www.engineersindia.com and on the website of KCPL at <https://evoting.karvy.com>. Details of the manner, process and instructions for voting through electronic means or Postal Ballot Form are contained in the Postal Ballot Notice.

The copy of Postal Ballot Notice sent to the members is attached herewith for information and records.

Thanking you,

भवदीय/Yours faithfully

राजन कपूर/Rajan Kapur
कम्पनी सचिव /Company Secretary

Encl: as above



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Website: www.engineersindia.com
CIN: L74899DL1965GOI004352

POSTAL BALLOT NOTICE NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and other applicable provisions, if any, that the resolutions appended below for amendment to the Articles of Association of Engineers India Limited (the "Company") and for the buyback of equity shares of Company are proposed to be passed as Special Resolutions by way of postal ballot / electronic voting for the postal ballot.

1. In order to permit the Company to buy back equity shares of the Company, it is necessary to amend the Articles of Association of the Company for inclusion of specific Article regarding buy back of equity shares. In this respect, it is proposed to amend the Articles of Association of the Company by inserting a new Article 3A for buyback of securities, including shares, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, or subject to such modification and re-enactment thereof and to the extent applicable. Necessary resolution is therefore proposed to the shareholders for their approval.
2. The Board of Directors of the Company at its meeting held on March 20, 2017 ("Board Meeting") has, subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty only) equity shares of the Company, from all the members holding equity shares of the Company on a proportionate basis through the "Tender Offer" route in accordance with the Companies Act, the Management Rules, the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, (the "Buyback Regulations"), as amended from time to time at a price of ₹157 (Rupees One Hundred Fifty Seven only) per equity share payable in cash for an aggregate consideration not exceeding ₹658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only) (the "Buyback"). The Buyback shall be up to 25% of the aggregate of fully paid up share capital and free reserves of the Company as per audited accounts of the Company for the financial year ended March 31, 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Pursuant to Sections 68(2)(b), 69 and other applicable legal provisions of the Companies Act and rules made thereunder, it is necessary to obtain the consent of the members holding equity shares of the Company by way of a Special Resolution for the proposed Buyback. Further, as per Section 110 of the Companies Act read with Rule 22(16)(g) of the Management Rules, the consent of the members is required to be obtained for the buyback by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution appended below.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions of the Companies Act and the Buyback Regulations, pertaining to the said Resolution setting out the material facts and the reasons therefore, is also appended. The said Resolution and explanatory statement are being sent to you along with a postal ballot form (the "Postal Ballot Form") for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Shri Santosh Kumar Pradhan, a Practising Company Secretary (CP 7647) as the scrutinizer (the "Scrutinizer") for the Postal Ballot process.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer not later than Tuesday, 13th June, 2017 at 5:00 p.m. (IST). Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid for by the Company.

In compliance with the provision of Section 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Listing Regulations the Company is also offering e-voting facility as an alternate mode of voting to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled on Tuesday, 13th June, 2017 at 5:00 p.m. (IST) for voting by the members holding equity shares of the Company. The members holding equity shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman and Managing Director or in his absence a person authorized by him in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Thursday, 15th June, 2017 and will be displayed at the Registered Office of the Company and communicated to BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE") where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website i.e.: www.engineersindia.com and on the website of Karvy Computer share Private Limited ("KCPL"). The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have passed, if approved by the requisite majority.



The members are requested to consider and, if thought fit, pass the following Resolutions:

SPECIAL BUSINESS:

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

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

"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

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 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 here in above 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 time frame 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 respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including



letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the Common Seal of the Company, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.

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."

By Order of the Board of Directors
For Engineers India Limited

(Rajan Kapur)
Company Secretary

Place: New Delhi
Date: March 20, 2017

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the Resolutions are annexed hereto along with postal ballot form for your consideration.
2. The Board of Directors of the Company has appointed Shri Santosh Kumar Pradhan, a Practising Company Secretary (CP: 7647) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, as on the close of working hours on March 31, 2017 i.e. Cut Off Date.
4. As per Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed letters bear the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended the Company has also extended e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged Karvy Computershare Private Limited ("KCPL") to offer E-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the notice of Postal Ballot.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However Postal Ballot Form(s) if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the scrutinizer on or before Tuesday, 13th June, 2017 at 5.00 p.m. (IST) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
9. The Scrutinizer will submit his final report to the Chairman and Managing Director as soon as possible after the last date of receipt for Postal Ballot Form but not later than Thursday, 15th June, 2017. The Results of the E-voting/Postal Ballot will be displayed at the Registered Office, displayed on the website of the Company i.e www.engineersindia.com and on the website of KCPL at <https://evoting.karvy.com> and intimated to the stock exchanges on which the shares of the Company are listed.
10. The Resolutions shall be deemed to be passed on the date of declaration of the results of the postal ballot.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz. www.engineersindia.com and of KCPL viz. <https://evoting.karvy.com>.
12. Members may kindly note that the Company had sent a letter dated July 4, 2011 to all the members towards the "Green Initiative" in the Corporate Governance" in view of Circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs. The said letter is also posted on the website of the Company at www.engineersindia.com. Further, the appeals were also made to the Members in this regard in the Annual Reports of the Company for the financial years 2010-11, 2011-12, 2012-13, 2013-



14, 2014-15 and 2015-16. Since the Company is committed towards Green Initiative, it is earnestly requested again in view of the circulars issued by Ministry of Corporate Affairs and other statutory provisions, that the Members who have yet not registered/updated their e-mail ids may notify the same to the company either at the registered office or at e-mail address i.e. annualreport@eil.co.in in quoting full details of Folio No./DP, Client ID and name of first/sole holder or to the concerned depository.

13. All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays, Sundays and national holidays.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

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

The Board in its meeting held on March 20, 2017 decided to alter the Articles of Association with the approval of the Shareholders of the Company to enable the Company to Buyback the equity shares of the Company to return the surplus cash available. While considering insertion/amendment of the article pertaining to the Buyback, the Board of Directors, after taking into consideration the implementation of the Companies Act, 2013, formed an opinion that it would be in the best interest of the Company to insert a new Article 3A for buyback of securities, to be in line with the Companies Act, 2013. It is therefore proposed to amend the Articles of Association of the Company pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

The Board of Directors recommends the Resolution for your approval.

2. APPROVAL FOR BUYBACK OF EQUITY SHARES

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at its meeting held on March 20, 2017 has approved the proposal of recommending buyback of equity shares as contained in the Resolution in the Notice. As per the relevant provisions of the Companies Act, 2013 (hereinafter "Companies Act") and other applicable provisions of Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's equity shares.

Requisite details relating to the Buyback are given below:

a) Necessity for the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the members holding equity shares of the Company. The Board at its meeting held on Monday day, the March 20, 2017, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2016 and considering these, the Board decided to allocate a sum of ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs only) for returning to the members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares (representing 6.23% of the total number of equity shares in the paid-up share capital of the Company) at a price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per equity share for an aggregate consideration of ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs Only). Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.
- Optimizes the capital structure.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Companies Act and the Share Capital Rules to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the "Record Date") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback.

In due course, each shareholder as on the Record Date, will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the buyback is divided in two categories:

- Reserved category for small shareholders; and
- General category for all other shareholders.

As defined in Regulation 2(1) (la) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares



having market value, on the basis of closing price on stock exchanges as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lacs).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 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 part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Members holding equity shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any shareholder cannot exceed the number of equity shares held by the shareholder as on the Record Date.

The equity shares tendered as per the entitlement by members holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done 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 CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

The Buyback from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (FIIs), and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

c) Maximum amount required under the Buyback, its percentage of the total paid up capital and free reserves and the sources offunds from which the Buyback would be financed

The maximum amount required under the Buyback will not be exceeding ₹ 658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakhs Only), 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. The Buyback would be financed out of free reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company confirms that as required under Section 68(2) (d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of ₹157 (Rupees One Hundred Fifty Seven Only) per equity share (the "Buyback Offer Price"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price of ₹ 157 (Rupees One Hundred Fifty Seven Only) per Equity Share represents (i) premium of 6.28% on BSE and 6.38% on NSE over the volume weighted average price of the equity Shares on BSE and NSE respectively for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 5.94% on BSE and 5.62% on NSE over the closing market price of the Equity Shares on BSE and NSE as on the date of the intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback.

e) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to Buyback not exceeding 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares of face value of ₹ 5 (Rupees Five Only) each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

f) Particulars of previous Buyback: Nil

g) Compliance with Section 68(2) (c) of the Companies Act

The aggregate paid-up share capital and free reserves as at March 31, 2016 is ₹ 2,635.49 crores. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. ₹658.87 crores. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹658.80 crores (Rupees Six Hundred Fifty Eight Crore Eighty Lakh Only) and is therefore within the limit of 25% of aggregate of fully paid-up share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016 (the last audited financial statements available as on the date of Board meeting recommending the proposal of the Buyback).

Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company. Accordingly, the maximum number of equity shares that can be bought back in the current financial year is 16,84,68,300 (Sixteen Crore Eighty Four Lakh Sixty Eight Thousand Three Hundred) equity shares. Since the Company proposes to Buyback upto 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares, the same is within the aforesaid 25% limit.



- h) The aggregate shareholding of the Promoter and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India acting through Ministry of Petroleum and Natural Gas, Government of India ("Promoter")	38,76,84,027	38,76,84,027	57.53
2.	Shri Sanjay Gupta, Chairman & Managing Director and Additional Charge (Director (Projects))	120	120	Negligible
3.	Shri Sandeep Poundrik, Director (Government Nominee)	Nil	Nil	N.A.
4.	Ms. Sushma Taishete, Director (Government Nominee)	Nil	Nil	N.A.
5.	Dr. Mukesh Khare, Non-official (Part-time) Independent Director	Nil	Nil	N.A.
6.	Shri Umesh Chandra Pandey, Non-official (Part-time) Independent Director	Nil	Nil	N.A.
7.	Shri V.K. Deshpande, Non-official (Part-time) Independent Director	Nil	Nil	N.A.
8.	Ms. Arusha Vasudev, Non-official (Part-time) Independent Director	Nil	Nil	N.A.
9.	Shri Ram Singh, Director (Finance)	Nil	Nil	N.A.
10.	Shri Ajay N. Deshpande, Director (Technical)	7880	7880	Negligible
11.	Shri Vipin Chander Bhandari, Director (HR)	140	140	Negligible
12.	Shri Rakesh Kumar Sabharwal, Director (Commercial)	7400	7400	Negligible
13.	Shri Rajan Kapur, Company Secretary	Nil	Nil	N.A.

- i) No shares or other specified securities in the Company were either purchased or sold by persons mentioned in clause (h) during a period of six months preceding the date of the Board Meeting (i.e. 20th March, 2017) at which the buyback was approved and from that date till the date of notice of Postal Ballot for Buyback, except as stated below.

Promoter:

Date of Transaction	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
October 7, 2016	(16,75,326)	Transfer in OFS-Employees	187.29	October 7, 2016	187.29	October 7, 2016
January 25, 2017	(90,15,823)	Transfer in CPSE ETF	5	January 25, 2017	5	January 25, 2017

Note: Further, Government of India had transferred 39,91,021 equity shares to the Escrow Account of CPSE ETF on March 10, 2017.



- j) The Promoter has expressed its intention, vide its letter dated March 20, 2017, to participate in the Buyback and tender an aggregate of 4,19,61,780 (Four Crore Nineteen Lakh Sixty One Thousand Seven Hundred Eighty) equity shares. Since the entire shareholding of the Promoter is in the demat mode, the details of the date and price of acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date are set-out below:

Date of Transaction	No. of Equity Shares	Acquisition / Sale Consideration (₹)	Nature of Transaction/Consideration
March 15, 1965	51	5,100	Initial subscription
March 31, 1966	2,040	2,04,000	Preferential allotment
September 23, 1966	1,785	1,78,500	Preferential allotment
November 23, 1966	458	45,800	Preferential allotment
March 31, 1967	8,416	8,41,600	Preferential allotment
June 14, 1967	12,250	-	Transfer of 6,000 equity shares from Bechtel International Corporation and 6,250 equity shares from Mr. Ralph Morrison Dorman
September 24, 1980	25,000	-	Bonus Issue in the ratio of 1:1
September 17, 1986	50,000	-	Bonus Issue in the ratio of 1:1
March 18, 1992	1,00,000	-	Bonus Issue in the ratio of 1:1
October 7, 1994	16,00,000	-	Bonus issue in the ratio 8:1
October 7, 1994	1,80,00,000	-	The face value of the equity shares of ₹100 each was split to face value of ₹10 each
October 30, 1996	(50,000)	3,08,90,000	Disinvestment to CRB Mutual Fund
	(41,548)	2,27,08,059	Disinvestment to General Insurance Corporation of India
	(2,500)	19,37,500	Disinvestment to Goldcrest Finance India Limited
	(2,75,000)	15,58,75,500	Disinvestment to Gujarat lease Financing Limited
	(18,000)	1,00,99,980	Disinvestment to ICICI Trust Limited
	(4,152)	22,21,320	Disinvestment to Indian Bank Mutual Fund
	(1,000)	5,75,000	Disinvestment to Indian Overseas Bank
	(4,00,000)	22,79,00,000	Disinvestment to Life Insurance Corporation of India
	(16,400)	99,50,044	Disinvestment to National Insurance Corporation of India
	(10,000)	55,10,000	Disinvestment to Punjab National Bank
	(2,16,000)	13,97,23,920	Disinvestment to Stock Holding Corporation of India
	(38,500)	2,09,80,190	Disinvestment to New India Assurance Company Limited
	(5,000)	27,50,000	Disinvestment to United India Insurance Company Limited
December 28, 1999	3,38,43,800	-	Bonus issue in the ratio 2:1
May 7, 2010	10,15,31,400	-	The face value of the equity shares of ₹ 10 each was split to face value of ₹ 5 each
May 8, 2010	20,30,62,800	-	Bonus issue in the ratio 2:1
August 10, 2010	(3,36,93,660)	959,65,43,671.00	Transfer in the further public offer
February 22, 2014	(3,36,93,660)	497,32,10,814.00	Transfer in the further public offer
March 27, 2014	(34,79,581)	62,21,36,324.34	Transfer in CPSE ETF
April 10, 2015	(8,388)	-	Transfer in CPSE ETF
January 29, 2016	(3,36,93,660)	642,47,28,424.49*	Transfer in OFS through Stock Exchange
October 7, 2016	(16,75,326)	31,37,71,806.54	Transfer in OFS-Employees.
January 3, 2017	19,83,49,925	-	Bonus issue in the ratio 1:1
January 25, 2017	(90,15,823)	128,69,53,135.67	Transfer from CPSE ETF
Current Holding	38,76,84,027		

*Net of stock exchange transaction charges and all applicable taxes.

Notes: Further, Government of India has transferred 39,91,021 equity shares to the Escrow Account of CPSE ETF on March 10, 2017.



k) Confirmations from Company as per the provisions of Buyback Regulations and Companies Act

- i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;
- iv. The Company shall not buy back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- v. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- vi. The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

l) The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) Immediately following the date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- b) As regards the Company's prospects for the year immediately following the date of this Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot/ E-voting will be declared approving the Buyback, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of this Board meeting and the date on which the results of the Postal Ballot/ E-voting will be declared; and
- c) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act (to the extent notified), as the case may be, including prospective and contingent liabilities.

m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the Report dated March 20, 2017 received from Arun K. Agarwal & Associates, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

"To,

Board of Directors
Engineers India Limited
1, Bhikaji Cama Place,
R. K. Puram,
New Delhi - 110066

Dear Sirs,

Sub: Report in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended).

We, Arun K. Agarwal & Associates, Chartered Accountants, the Statutory Auditors of the Company, have been informed that the Board of Directors of the Company in their meeting held on March 20, 2017 have decided to buy back Company's fully paid up equity shares as allowed under Section 68, 69 and 70 of the Companies Act, 2013 the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof and Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, ("Buyback Regulations") at a price of ₹157.00 per share. In terms of the requirements of Clause (xi) of Schedule II, Part A of the Buyback Regulations, we confirm as under:

- (i) We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2016, as approved by the Board of Directors in the meeting held on 25th May, 2016 and unaudited limited reviewed results for the nine months ended December, 2016 as approved by the Board of Directors in their meeting held on 10th February, 2017;
- (ii) The amount of permissible capital payment towards buy-back of equity shares (including premium) in question as ascertained below in our view has been properly determined in accordance with Section 68 (2) (c) of the Companies Act, 2013 and Regulation 4(1) of Buyback Regulations:



Particulars	Standalone ₹ in Lakhs	Consolidated ₹ in Lakhs
	As at 31st March, 2016	As at 31st March, 2016
Subscribed and fully paid up equity shares:		
336,936,600 Equity Shares of ₹5 each, fully paid up#	16846.84*	16846.84*
Total- A	16846.84	16846.84
Free Reserves:		
General reserve	246701.79	253150.93
Surplus in the statement of profit and loss	-	-
Securities premium account	-	-
Total- B	246701.79	253150.93
Total C = A+B	263548.63	269997.77
Maximum amount permissible for the Buy-back i.e. 25% of the aggregate fully paid-up equity share capital and free reserves	65887.16	67499.44
Buyback Size proposed by Board of Directors	65879.99	

The Shareholders of the Company in their Extra Ordinary General meeting held on 23rd December, 2016 approved the issue of bonus shares in the ratio of 1:1, i.e. one new equity bonus share of Rs.5/- each for one existing fully paid up equity share of Rs. 5/- each held. The issue and allotment of 33,69,36,600 bonus shares was made by the Company on 3rd January, 2017. Consequent to above, the paid up Share Capital has been increased by Rs. 16846.83 Lakhs and Reserves have reduced to that extent.

*The amount includes Rs. 0.01 Lakh on account of forfeited shares.

- (iii) The Board of Directors in their meeting held on 20th March 2017, have formed the opinion in terms of Clause (xi) of Part A of the Schedule II of the Buyback Regulations, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.
- (iv) Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 20th March 2017, is unreasonable in all the circumstances in the present context.
- (v) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Companies Act, 2013 and Buyback Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on 20th March 2017 referred to in paragraph (i) and (v) above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include it in public announcement, draft letter of offer and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Manager to the offer, in connection with Buyback and should not be used for any other purpose or by any other person.

For Arun K Agarwal & Associates
Chartered Accountants
Firm Registration Number: 003917N

Sd/-
Arun Kumar Agarwal
(Partner)
Membership No. 082899
Place: New Delhi
Date: 20th March, 2017"



Unquote

For any clarifications related to the Buyback process, members holding equity shares of the Company may contact Shri Rajan Kapur, Company Secretary, Tel: 91-11-26762121 ; email: company.secretary@eil.co.in.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Auditors Report dated March 20, 2017 and the audited accounts of the Company for the financial year ended March 31, 2016 are available for inspection by the members of the Company at its Registered Office on any working day between 10 a.m. and 5 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By Order of the Board of Directors
For Engineers India Limited

Place : New Delhi
Date: March 20, 2017

(Rajan Kapur)
Company Secretary

INSTRUCTION FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after Signature to the Scrutinizer in the attached self-addressed postal prepaid envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. The self-addressed letters bear the address and the name of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the equity shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Forms should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/ authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. The duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, 13th June, 2017 at 5.00 p.m. (IST). Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on March 31, 2017.
7. Shareholders are requested not to send any paper (other than the Resolution/authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
9. Member may request for duplicate Postal Ballot Form, if so required, by sending email to company.secretary@eil.co.in. The Postal Ballot Form can also be downloaded from the Company's website viz. www.engineersindia.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than Tuesday, 13th June, 2017 at 5.00 p.m. (IST)
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
11. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

PROCEDURE WITH RESPECT TO E-VOTING

In compliance with the provisions of section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, the Company is pleased to offer its Members facility to exercise their right to vote in respect of the businesses as stated in Postal Ballot Notice dated 20th March, 2017 of the Company to be transacted through e-Voting Services.

The Company has engaged the services of Karvy Computershare Private Limited ("KCPL") as the Authorized Agency to provide the facility of casting of votes by using an electronic voting system ("e-voting").



The procedure and instructions for remote e-Voting facility are as follows:

A. In case of shareholders receiving email from Karvy:

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email/postal ballot form). Your Folio No./DP ID – Client ID will be your User ID.
However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the e-Voting Event Number for Postal Ballot.
- vi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. **Friday, March 31, 2017** under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
- viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: eil.scrutinizer@karvy.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- xiv. **The e-voting period commences on Monday, 15th May, 2017 at 9.30 a.m. (IST) and ends on Tuesday, 13th June, 2017 at 5.00 p.m. (IST)**

B. In case of shareholders receiving Notice by post:

- i. Initial password is provided along with this Notice.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the following address

Mr. Mohd Mohsin Uddin

Senior Manager (email: mohsin.mohd@karvy.com)
Karvy Computershare Pvt. Ltd.
Karvy Selenium
Tower B, Plot number 31 & 32, Financial District
Gachibowli | Hyderabad 500 032, India
Phone : +91 040 6716 1562 | M : +91 91774 01094
www.karvycomputershare.com

D. The Scrutinizer's decision on the validity of the vote shall be final.

- E. Once the vote on a resolution stated in this notice is casted by a Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.**



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Regd. Office: Engineers India Bhawan, 1, Bhikaiji Cama Place, New Delhi - 110066
Tel.: 011-26762121, Fax: 011-26178210, E-mail: eil.mktg@eil.co.in
Website: www.engineersindia.com
CIN: L74899DL1965GOI004352

POSTAL BALLOT FORM

Serial no:

(i) **Name(s) of Shareholder(s)**
including Joint holder(s), if any
(In block letters)

(ii) **Registered Address of sole /
First named Shareholder**
(in block letters)

User ID:
Password:
Event No.:

(iii) **Registered DP & Client ID No. / Folio No.**
(If Applicable to Shareholders Holding Shares In demat Form)

(iv) **No. of Shares held**

(v) I/We hereby exercise my/our vote in respect of the following Resolutions as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated 20th March, 2017 of the Company by sending my/our assent/dissent to the said Resolutions by placing the tick (✓) mark against the appropriate box below:

Resolution No.	Particulars	No. of shares held	For/ assent to the resolution Please tick (✓)	Against/ dissent to the resolution
1.	Special Resolution for Approval to Amend the Articles of Association of the Company			
2.	Special Resolution for approval for Buyback of Equity Shares pursuant to the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 and Rules framed thereunder including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, for Buyback of equity shares upto maximum amount permissible i.e. 25% of total paid-up equity capital and free reserves as on 31 st March, 2016.			

Place :

Date :

[Signature of the Shareholder(s)]



GENERAL INSTRUCTIONS :

- a) The voting rights for the equity shares of the Company are one vote per equity shares, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on March 31, 2017.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from Monday, 15th May, 2017 at 9.30 a.m. (IST) and ends on Tuesday, 13th June, 2017 at 5.00 p.m. (IST).
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- f) Unsigned/ Incomplete Postal Ballot form will be rejected
- g) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- h) The Company shall announce the results of the Postal Ballot at its Registered Office at 1, Bhikaji Cama Place, New Delhi, 110066 on or before Thursday, 15th June, 2017. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.
- i) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at 1, Bhikaji Cama Place, New Delhi, 110066; Email Id: company.secretary@eil.co.in .



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WILL BE
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BUSINESS REPLY ENVELOPE

BR Permit No.: TECH/BR-D (SW)-348
R.K. PURAM (MAIN) POST OFFICE
New Delhi - 110 066

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NECESSARY
IF POSTED
IN INDIA

To,
Shri Santosh Kumar Pradhan
Practicing Company Secretary (CP Number: 7647)
C/o Engineers India Limited
El Bhawan, 1, Bhikaji Cama Place
New Delhi - 110 066

