

CONFIDENTIAL

MINUTES OF 48th ANNUAL GENERAL MEETING OF ENGINEERS INDIA LIMITED (EIL) HELD ON FRIDAY, THE 23RD DAY OF AUGUST, 2013 AT 10.30 A.M. AT MANEKSHAW CENTRE, PARADE ROAD, DELHI CANTT., NEW DELHI - 110 010.

DIRECTORS PRESENT

Shri A.K. Purwaha	C&MD, In the Chair
Dr. Archana S. Mathur	Director
Shri Adit Jain	Director
Dr. R.K. Shevgaonkar	Director
Dr. J.P. Gupta	Director
Shri Ram Singh	Director (Finance)
Shri D. Moudgil	Director (Projects)
Shri Sanjay Gupta	Director (Commercial)
Ms. Veena Swaup	Director (HR)
Shri Ajay N. Deshpande	Director (Technical)

Shri Rajan Kapur, Company Secretary, Shri M. Verma, Partner, M/s M. Verma & Associates, Chartered Accountants, Statutory Auditors of the Company and Shri Pawan Kumar, Authorized Representative of the President of India, a Shareholder of the Company were also present.

12554 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 5th July, 2013 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 2012-2013.

1. Thereafter, the Agenda item No.1 relating to the Audited Balance Sheet as at 31st March, 2013 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 Darshan Lal Wadehra (DP Id-Client Id: IN300484 11077524), member, proposed and Shri Raj Kumar Jain (DP Id-Client Id: 1201910101803737), 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, 2013, 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 @ ₹ 3 per share (on the face value of ₹ 5 each) of the Company for the financial year 2012-13 was taken up. The Chairman informed the members that the Company had also declared and paid interim dividend @ ₹ 3 per share (on the face value of ₹ 5 each) of the Company during the financial year.

As proposed by Shri Jagdish Anand (DP Id-Client Id: IN301766 10105191), member and seconded by Ms. Asha Chachra (DP Id-Client Id: IN300468 10031069), 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 @ ₹ 3 per share (on the face value of ₹ 5 each) of the Company as recommended by the Board of Directors for the financial year 2012-13 be and is hereby approved and declared."

3. Thereafter, agenda item No. 3 pertaining to re-appointment of Shri D. Moudgil, 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 Shripal Singh Mohnot (DP Id-Client Id: IN300708 10012312), member and seconded by Shri Pinaki Prasad Lahiri (DP Id-Client Id: IN301330 20891370), member, following resolution was put to vote as an Ordinary Resolution and on show of hands, was declared as passed unanimously:

"RESOLVED THAT Shri D. Moudgil, 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 Shri Sanjay Gupta, 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 Shyam Sunder Bhasin (DP Id-Client Id: IN300644 10075053), member and seconded by Ms. Aradhna Gupta (DP Id-Client Id: IN300118 10446680), 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 Sanjay Gupta, 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 Dr. J.P. Gupta, 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 Radhey Shyam Maidiratta (DP Id-Client Id: IN300888 13092260), member and seconded by Shri M.L. Wadhwa (DP Id-Client Id: IN302269 10284493), 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. J.P. Gupta, 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 Bijoy Chatterjee, 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 Bansi Lal (DP Id-Client Id: 1201410000012013), member and seconded by Shri Ashok Kumar Jain (DP Id-Client Id: IN300118 10242590), 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 Bijoy Chatterjee, 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."

7. Next, agenda item No. 7 pertaining to fixation of remuneration of the Statutory Auditors for the financial year 2013-2014 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 2013-2014. 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 Shri Jai Bhagwan Gupta (DP Id-Client Id: IN300708 10139358), member and seconded by Shri Sunil Kumar Jain (DP Id-Client Id: 1201910101806440), 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 2013-2014 by the Comptroller and Auditor General of India."

8. Thereafter, agenda item No. 8, pertaining to confirmation of the appointment of Dr. Archana S. Mathur, Director (Government Nominee) was taken up.

The Chairman informed the members that Dr. Archana S. Mathur was appointed by the Board of Directors as Additional Director (Government Nominee) and as per the provisions of Section 260 of the Companies Act, 1956, she 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. Archana S. Mathur for appointment as Director.

As proposed by Shri V.K. Gupta (DP Id-Client Id: IN300118 10451285), member and seconded by Shri Surender Kumar Arora (DP Id-Client Id: 1201410000010109), 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. Archana S. Mathur, who was appointed as an Additional Director (Government Nominee) 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. Archana S. Mathur for the office of director, be and is hereby appointed as a Director of the Company."

9. Thereafter, agenda item No. 9, pertaining to confirmation of the appointment of Ms. Veena Swarup, Director (HR) was taken up.

The Chairman informed the members that Ms. Veena Swarup was appointed by the Board of Directors as Additional Director, in the capacity of Director (HR) and as per the provisions of Section 260 of the Companies Act, 1956, she 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 Ms. Veena Swarup herself in writing proposing her candidature for the office of director.

As proposed by Shri Narendar Nath Goela (DP Id-Client Id: IN302679 31908835), member and seconded by Ms. Manju Gupta (DP Id-Client Id: IN300708 10083035), 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 Ms. Veena Swarup, who was appointed as an Additional Director, in the capacity of Director (HR) 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 Ms. Veena Swarup herself in

writing proposing her candidature 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 Shri Ajay N. Deshpande, Director (Technical) was taken up.

The Chairman informed the members that Shri Ajay N. Deshpande was appointed by the Board of Directors as Additional Director, in the capacity of Director (Technical) 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 Ajay N. Deshpande himself in writing proposing his candidature for the office of director.

As proposed by Shri Ashok Kumar Gupta (DP Id-Client Id: IN300118 10445470), member and seconded by Shri Narender Singh Chauhan (DP Id-Client Id: 1201410000008655), 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 Ajay N. Deshpande, who was appointed as an Additional Director, in the capacity of Director (Technical) 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 Ajay N. Deshpande 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."

11. Thereafter, agenda item No. 11, pertaining to confirmation of the appointment of Shri R.N. Choubey, Director (Government Nominee) was taken up.

The Chairman informed the members that Shri R.N. Choubey was appointed by the Board of Directors as Additional Director (Government Nominee) 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 R.N. Choubey for appointment as Director.

As proposed by Shri Naresh Gupta (DP Id-Client Id: IN300708 10083009), member and seconded by Shri Hari Chand (DP Id-Client Id: IN300118 10989818), 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 R.N. Choubey, who was appointed as an Additional Director (Government Nominee) 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 R.N. Choubey for the office of director, be and is hereby appointed as a Director of the Company."

With all the items of the agenda being transacted, the Chairman requested Shri Rajan Kapur, Company Secretary to propose a Vote of Thanks.

Shri Rajan Kapur, thereafter, proposed a Vote of Thanks.

Thereafter, the Chairman declared the Meeting as concluded.

Place: New Delhi
Date: 3rd September, 2013

Sd/-
(A.K. Purwaha)
Chairman & Managing Director